

No attempt has been made to rank the information contained in this report in order of importance, since BPA Worldwide believes this is a judgment, which must be made by the user of the report.

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A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprised of media owners, advertising agencies and advertisers. Headquartered in Shelton, Connecticut, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 countries. Worldwide, BPA audits 2,600+ media properties—including over 1,500 B-to-B publications, more than 350 consumer magazines, 150 newspapers, 550+ web sites, 40 events, email newsletters, databases, wireless and other advertiser-supported media—as well as 2,700 advertiser and agency members.

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Utility Products

The Resource for Power, Telecom and CATV Product Solutions

PennWell Corporation
1421 S. Sheridan Road
Tulsa, OK 74112-6600
Tel. No.: (918) 835-3161
Fax No.: (918) 831-9497
www.utilityproducts.com

Official Publication of: None
Established: 1997
Issues Per Year: 10
(See Additional Data)



FIELD SERVED

UTILITY PRODUCTS magazine serves electric utilities (investor-owned, rural and others); municipalities; telephone companies; cable/CATV companies; industrial/commercial contractors; overhead/underground contractors; telecom contractors; CATV contractors; dealers/distributors; service/repair/maintenance; and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients include personnel in general/corporate management; purchasing; fleet management; design, specifying, safety engineering; electrical maintenance and line supervision; and other functions

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	4
Advertiser and Agency _____	912
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	633
Digital _____	-
All Other _____	900
TOTAL	2,449

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	32,005	100.0	32,005	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	32,005	100.0	32,005	100.0	-	-

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2011 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Total Qualified
January _____	69	73	25,428	6,576	32,004
February _____	23	48	25,446	6,583	32,029
March _____	143	114	25,406	6,594	32,000
April _____	66	66	25,458	6,542	32,000
May _____	55	55	25,573	6,427	32,000
June _____	96	98	25,169	6,833	32,002
TOTAL	452	454			

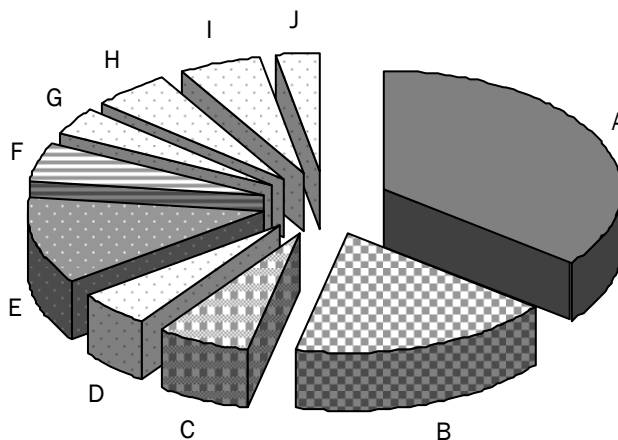
3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011
 This issue is -% or 7 copies below the average of the other 5 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)	CLASSIFICATION BY JOB FUNCTION					
					General or Corporate Management (Note 1)	Design, Specifying, Safety Engineering (Note 2)	Electrical Maintenance and Line Supervision (Note 3)	Purchasing	Fleet Management	Other Functions
Electric Utilities (investor-Owned, Rural, and Others) _____	11,399	35.6	8,443	2,956	4,682	2,633	3,104	193	607	180
Municipalities _____	5,751	18.0	4,796	955	3,203	935	957	150	432	74
Telephone Companies _____	2,090	6.5	1,707	383	1,078	422	262	29	263	36
Cable/CATV Company/CATV Contractors _____	1,526	4.8	1,272	254	801	317	126	40	218	24
Industrial/ Commercial Contractors _____	3,881	12.1	3,311	570	2,718	632	257	109	129	36
Overhead/ Underground Contractors _____	1,634	5.1	1,493	141	1,285	135	108	32	63	11
Telecom Contractors _____	1,295	4.0	996	299	856	281	75	38	21	24
Dealers/ Distributors _____	1,682	5.3	1,363	319	1,083	200	52	119	81	147
Service/ Repair/ Maintenance Companies _____	1,763	5.5	1,462	301	1,014	292	178	73	168	38
Others allied to the field _____	979	3.1	730	249	423	246	34	20	28	228
TOTAL QUALIFIED CIRCULATION	32,000	100.0	25,573	6,427	17,143	6,093	5,153	803	2,010	798
PERCENT	100.0		79.9	20.1	53.6	19.0	16.1	2.5	6.3	2.5

Note 1: General or Corporate Management includes the following: General Managers, Owners, Presidents and Vice Presidents
 Note 2: Design Specifying, Safety Engineering includes the following: Specifying Engineer, Safety Engineer, Design/Systems Engineer and Electrical Engineer.
 Note 3: Electric Maintenance and Line Supervision includes the following: Line Supervisor and Electric Maintenance Superintendent.

3a. Breakout of Qualified Circulation of Business and Industry

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
A Electric Utilities (investor-Owned, Rural, and Others) _____	11,399	35.6
B Municipalities _____	5,751	18.0
C Telephone Companies _____	2,090	6.5
D Cable/CATV Company/CATV Contractors _____	1,526	4.8
E Industrial/ Commercial Contractors _____	3,881	12.1
F Overhead/ Underground Contractors _____	1,634	5.1
G Telecom Contractors _____	1,295	4.0
H Dealers/ Distributors _____	1,682	5.3
I Service/ Repair/ Maintenance Companies _____	1,763	5.5
J Others allied to the field _____	979	3.1



3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011

QUALIFICATION SOURCE	Qualified Within			Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	24,109	7,254	-	24,936	6,427	31,363	98.0
II. Request from recipient's company: _____	-	-	-	-	-	-	-
III. Membership Benefit: _____	-	-	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	17	620	-	637	-	637	2.0
V. TOTAL - Sources other than above (listed alphabetically): _____	-	-	-	-	-	-	-
Association rosters and directories _____	-	-	-	-	-	-	-
Business directories _____	-	-	-	-	-	-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-	-	-
Other sources _____	-	-	-	-	-	-	-
VI. Single Copy Sales: _____	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	24,126	7,874	-	25,573	6,427	32,000	100.0
PERCENT	75.4	24.6	-	79.9	20.1	100.0	

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011

MAILING ADDRESS	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
Individuals by name and title and/or function _____	25,573	6,427	32,000	100.0
Individuals by name only _____	-	-	-	-
Titles or functions only _____	-	-	-	-
Company names only _____	-	-	-	-
Multi-Copy Same Addressee copies _____	-	-	-	-
Single Copy Sales _____	-	-	-	-
TOTAL QUALIFIED CIRCULATION	25,573	6,427	32,000	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011

State	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent	State	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
Maine _____	165	30	195		Kentucky _____	372	95	467	
New Hampshire _____	149	36	185		Tennessee _____	596	132	728	
Vermont _____	106	18	124		Alabama _____	526	120	646	
Massachusetts _____	577	131	708		Mississippi _____	242	42	284	
Rhode Island _____	61	15	76		EAST SO. CENTRAL	1,736	389	2,125	6.6
Connecticut _____	337	73	410		Arkansas _____	243	48	291	
NEW ENGLAND	1,395	303	1,698	5.3	Louisiana _____	312	82	394	
New York _____	1,367	295	1,662		Oklahoma _____	390	87	477	
New Jersey _____	575	129	704		Texas _____	1,502	398	1,900	
Pennsylvania _____	1,235	240	1,475		WEST SO. CENTRAL	2,447	615	3,062	9.6
MIDDLE ATLANTIC	3,177	664	3,841	12.0	Montana _____	149	29	178	
Ohio _____	1,143	289	1,432		Idaho _____	150	39	189	
Indiana _____	657	155	812		Wyoming _____	96	22	118	
Illinois _____	1,128	225	1,353		Colorado _____	446	122	568	
Michigan _____	747	210	957		New Mexico _____	118	36	154	
Wisconsin _____	691	149	840		Arizona _____	292	117	409	
EAST NO. CENTRAL	4,366	1,028	5,394	16.8	Utah _____	183	43	226	
Minnesota _____	651	131	782		Nevada _____	129	35	164	
Iowa _____	557	111	668		MOUNTAIN	1,563	443	2,006	6.3
Missouri _____	741	192	933		Alaska _____	30	13	43	
North Dakota _____	156	31	187		Washington _____	547	178	725	
South Dakota _____	167	25	192		Oregon _____	341	93	434	
Nebraska _____	444	112	556		California _____	1,790	566	2,356	
Kansas _____	445	95	540		Hawaii _____	33	20	53	
WEST NO. CENTRAL	3,161	697	3,858	12.1	PACIFIC	2,741	870	3,611	11.3
Delaware _____	77	19	96		UNITED STATES	25,106	6,121	31,227	97.6
Maryland _____	364	80	444		U.S. Territories _____	41	19	60	
Washington, DC _____	56	30	86		Canada _____	424	287	711	
Virginia _____	550	151	701		Mexico _____	-	-	-	
West Virginia _____	178	28	206		Other International _____	1	-	1	
North Carolina _____	784	210	994		APO/FPO _____	1	-	1	
South Carolina _____	323	83	406		TOTAL QUALIFIED CIRCULATION	25,573	6,427	32,000	100.0
Georgia _____	782	175	957						
Florida _____	1,406	336	1,742						
SOUTH ATLANTIC	4,520	1,112	5,632	17.6					

AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS

6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	July - December 2008	January - June 2009	July - December 2009	January - June 2010	July - December 2010	January - June 2011*
Total Audit Average Qualified	42,082	38,879	35,498	32,838	32,006	32,005
Qualified Non-Paid Total	42,082	38,879	35,498	32,838	32,006	32,005
Print Version Only	39,972	36,610	32,001	29,477	26,469	25,413
Digital Version Only	2,110	2,269	3,497	3,361	5,537	6,592
Qualified Paid Total	-	-	-	-	-	-
Print Version Only	-	-	-	-	-	-
Digital Version Only	-	-	-	-	-	-
Post Expire Copies included in Paid Circulation	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price	**NC	**NC	**NC	**NC	**NC	**NC

***NOTE: January - June 2011 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

**NC = None Claimed.

ADDITIONAL DATA

METHOD OF DISTRIBUTION:

All qualified circulation conforms to the field served of a recipient's qualification, as reported. Print copies are distributed via postal services or other carriers. Recipients who request the digital versions are notified via email when the version is available.

STATEMENT OF CONTENT PLATFORM:

Replica - Editorial and design are unchanged from the original print edition.

CHANGE IN FREQUENCY:

Effective July 2010, the frequency has been changed from 12 issues to 10 issues per year.

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - PRINT VERSION ONLY						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual	25,413	100.0	25,413	100.0	-	-
Sponsored Individually Addressed	-	-	-	-	-	-
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	-	-	-	-
Single Copy Sales	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	25,413	100.0	25,413	100.0	-	-

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - DIGITAL VERSION ONLY						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual	6,592	100.0	6,592	100.0	-	-
Sponsored Individually Addressed	-	-	-	-	-	-
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	-	-	-	-
Single Copy Sales	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	6,592	100.0	6,592	100.0	-	-

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.	Date signed	June 23, 2011
Michael Grossman, Publisher	State	Oklahoma
Janet Orton, Audience Development Manager	County	Tulsa
(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)	Received by BPA Worldwide	June 23, 2011
IMPORTANT NOTE:	Type	PD
This unaudited circulation statement has been checked against the previous audit report. It will be included in the annual audit made by BPA Worldwide.	ID Number	U049Y0J1