

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 comprising media owners, advertising agencies and advertisers. Spanning 25 countries, BPA serves more than 2,000 B-to-B publications and 500 consumer magazines, plus newspapers, events, Web sites, email newsletters, databases, wireless and other advertiser-supported media-as well as more than 2,600 advertiser and agency members.

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BRANDWEEK

The Nielsen Company
770 Broadway 7th Floor
New York, NY 10003-9595
Tel.: (646) 654-5000
Fax: (646) 654-5886

Official Publication of: None
Established: 1992
Issues Per Year: 44
(See Paragraph 11)



FIELD SERVED

BRANDWEEK serves the Advertising, Marketing, Sales Promotion, Merchandising Industry, Manufacturing, Public Relations, Media Buying Services, Newspaper, Magazine, Television, Radio, Graphic Design, Market Research/Service, Commercial Production, Public Utilities, Banks, Financial Underwriters and Investment Houses, Trade Associations and Promotional Groups, Retail Establishments, Schools and Colleges and Others Allied to the Field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients include Chairmen and Vice Chairmen, Presidents, Partners, Owners, Vice Presidents, General Managers, Sales Managers, Advertising Managers, other executives, and Other Titled and Non-Titled Personnel Allied to the Field.

| AVERAGE NON-QUALIFIED CIRCULATION | |
|-------------------------------------------------|--------------|
| NON-QUALIFIED Not Included Elsewhere | Copies |
| Other Paid Circulation _____ | - |
| Advertiser and Agency _____ | 268 |
| Rotated or Occasional _____ | - |
| Allocated for Trade Shows and Conventions _____ | 122 |
| All Other _____ | 934 |
| TOTAL | 1,324 |

| 1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD | | | | | | |
|------------------------------------------------------|-----------------|--------------|--------------------|-------------|----------------|-------------|
| QUALIFIED CIRCULATION | Total Qualified | | Qualified Non-Paid | | Qualified Paid | |
| | Copies | Percent | Copies | Percent | Copies | Percent |
| Individual _____ | 23,510 | 99.0 | 12,685 | 53.5 | 10,825 | 45.5 |
| Sponsored Individually Addressed ___ | - | - | - | - | - | - |
| Membership Benefit _____ | - | - | - | - | - | - |
| Multi-Copy Same Addressee _____ | 179 | 0.8 | - | - | 179 | 0.8 |
| Single Copy Sales _____ | 42 | 0.2 | - | - | 42 | 0.2 |
| TOTAL QUALIFIED CIRCULATION | 23,731 | 100.0 | 12,685 | 53.5 | 11,046 | 46.5 |

| 2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD | | | | | | | | | | | |
|---------------------------------------------------------------------------|----------------|--------------|--------------------|----------------|-----------------|---------------------------|----------------|--------------|--------------------|----------------|-----------------|
| 2008 Issue | Number Removed | Number Added | Qualified Non-Paid | Qualified Paid | Total Qualified | 2008 Issue | Number Removed | Number Added | Qualified Non-Paid | Qualified Paid | Total Qualified |
| July 14 _____ | 2 | - | 12,971 | 11,482 | 24,453 | October 13 _____ | 79 | - | - | 10,868 | 23,519 |
| July 28 _____ | 1 | - | 12,970 | 11,440 | 24,410 | October 20 _____ | 38 | - | 12,613 | 10,878 | 23,491 |
| August 11 _____ | 117 | 6 | 12,859 | 11,589 | 24,448 | October 27 _____ | 23 | 16 | 12,606 | 10,858 | 23,464 |
| August 25 _____ | 13 | 5 | 12,851 | 11,545 | 24,396 | November 3 _____ | 16 | 5 | 12,595 | 10,546 | 23,141 |
| September 8 _____ | 67 | - | 12,784 | 11,589 | 24,373 | November 10 _____ | 4 | 1 | 12,592 | 10,654 | 23,246 |
| September 15 _____ | 1 | - | 12,783 | 11,407 | 24,190 | *November 17 _____ | 66 | 3 | 12,529 | 10,733 | 23,262 |
| September 22 _____ | 14 | 3 | 12,772 | 11,465 | 24,237 | December 1 _____ | 97 | 1 | 12,433 | 10,240 | 22,673 |
| September 29 _____ | 39 | - | 12,733 | 11,465 | 24,198 | December 8 _____ | - | - | 12,433 | 10,240 | 22,673 |
| October 6 _____ | 8 | 5 | 12,730 | 11,510 | 24,240 | December 15 _____ | 6 | 1 | 12,428 | 10,320 | 22,748 |
| | | | | | | TOTAL | 591 | 46 | | | |

*Analyzed Issue

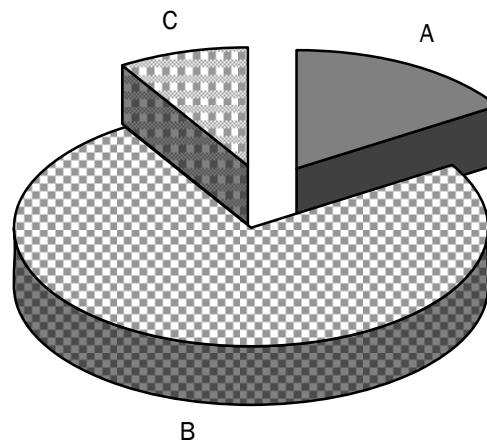
3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 17, 2008

This issue is 2.1% or 497 copies below the average of the other 17 issues reported in Paragraph two.

| BUSINESS AND INDUSTRY | TOTAL QUALIFIED | PERCENT OF TOTAL | Qualified Non-Paid | Qualified Paid |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------|--------------------|----------------|
| Advertising Agencies, Media Buying Services and Other Advertising Services _____ | 4,511 | 19.4 | 1,327 | 3,184 |
| Manufacturers and Product Marketers | | | | |
| a. Chairmen, Vice Chairmen, Presidents, Partners, Owners _____ | 1,255 | 5.4 | 831 | 424 |
| b. Vice Presidents _____ | 963 | 4.1 | 424 | 539 |
| c. General Managers _____ | 104 | 0.4 | 62 | 42 |
| d. Sales Managers _____ | 276 | 1.2 | 216 | 60 |
| e. Advertising Managers including Sales Promotion Managers, Directors of Publicity, Directors of Public Relations, Marketing Manager, Marketing Director, Brand Manager, Product Manager and Manager of Product Division _____ | 7,863 | 33.8 | 6,445 | 1,418 |
| f. Miscellaneous Executives and all Other Home Office Employees _____ | 926 | 4.0 | 196 | 730 |
| l. Company name only _____ | 87 | 0.4 | 2 | 85 |
| Manufacturers and Product Marketers Subtotal | 11,474 | 49.3 | 8,176 | 3,298 |
| Media including magazines, radio, TV and other media _____ | 2,098 | 9.0 | 418 | 1,680 |
| Public Utilities (Electric, Gas, Telephone) also Local Transportation _____ | 32 | 0.1 | 18 | 14 |
| Banks, Financial Underwriters, Investment Houses _____ | 422 | 1.8 | 196 | 226 |
| Trade Associations, Promotional Groups, Chambers of Commerce _____ | 109 | 0.5 | 45 | 64 |
| Retail Establishments including Chain Stores and Mail Order Houses, Local Service Companies _____ | 2,209 | 9.6 | 1,976 | 233 |
| Advertisers and Marketers Subtotal | 20,855 | 89.7 | 12,156 | 8,699 |
| Schools and Colleges _____ | 547 | 2.4 | 69 | 478 |
| Others Allied to the Field _____ | 595 | 2.6 | 304 | 291 |
| Other Paid Subscribers _____ | 1,223 | 5.1 | - | 1,223 |
| Single Copy Sales _____ | 42 | 0.2 | - | 42 |
| TOTAL QUALIFIED CIRCULATION | 23,262 | 100.0 | 12,529 | 10,733 |
| PERCENT | 100.0 | | 53.9 | 46.1 |

3a. Breakout of Qualified Circulation of Business and Industry

| BUSINESS AND INDUSTRY | TOTAL QUALIFIED | PERCENT OF TOTAL |
|-----------------------------------|-----------------|------------------|
| A Advertising Agencies _____ | 4,511 | 19.4 |
| B Advertisers and Marketers _____ | 20,855 | 89.7 |
| C All Others _____ | 2,407 | 10.5 |



3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 17, 2008

| QUALIFICATION SOURCE | Qualified Within | | | Qualified Non-Paid | Qualified Paid | Total Qualified | Percent |
|----------------------------------------------------------------------------------------------------|------------------|--------------|--------------|--------------------|----------------|-----------------|--------------|
| | 1 year | 2 years | 3 years | | | | |
| I. TOTAL – Personal direct request from the recipient: _____ | 10,032 | 5,460 | 983 | 6,398 | 10,077 | 16,475 | 70.8 |
| a. Written _____ | 8,089 | 3,763 | 216 | 4,687 | 7,381 | 12,068 | 51.8 |
| b. Telecommunication _____ | 1,050 | 1,276 | 457 | 1,080 | 1,703 | 2,783 | 12.0 |
| c. Electronic _____ | 893 | 421 | 310 | 631 | 993 | 1,624 | 7.0 |
| II. TOTAL – Request from recipient's company: _____ | 547 | 243 | 214 | 390 | 614 | 1,004 | 4.3 |
| a. Written _____ | 386 | 136 | 10 | 207 | 325 | 532 | 2.3 |
| b. Telecommunication _____ | 4 | - | 69 | 28 | 45 | 73 | 0.3 |
| c. Electronic _____ | 157 | 107 | 135 | 155 | 244 | 399 | 1.7 |
| III. TOTAL – Membership Benefit: _____ | - | - | - | - | - | - | - |
| a. Individual _____ | - | - | - | - | - | - | - |
| b. Organizational _____ | - | - | - | - | - | - | - |
| IV. TOTAL – Communication from recipient or recipient's company (other than request): _____ | - | 1 | 41 | 42 | - | 42 | 0.2 |
| a. Written _____ | - | 1 | 41 | 42 | - | 42 | 0.2 |
| b. Telecommunication _____ | - | - | - | - | - | - | - |
| c. Electronic _____ | - | - | - | - | - | - | - |
| V. TOTAL – Sources other than above (listed alphabetically): _____ | 5,699 | - | - | 5,699 | - | 5,699 | 24.5 |
| Association rosters and directories _____ | - | - | - | - | - | - | - |
| *Business directories _____ | 1,867 | - | - | 1,867 | - | 1,867 | 8.0 |
| Independent field reports _____ | - | - | - | - | - | - | - |
| Licenseses – National, State or Local Government _____ | - | - | - | - | - | - | - |
| Manufacturer's, distributor's and wholesaler's lists _____ | - | - | - | - | - | - | - |
| *Other sources _____ | 3,832 | - | - | 3,832 | - | 3,832 | 16.5 |
| VI. TOTAL – Single Copy Sales: _____ | 42 | - | - | - | 42 | 42 | 0.2 |
| TOTAL QUALIFIED CIRCULATION | 16,320 | 5,704 | 1,238 | 12,529 | 10,733 | 23,262 | 100.0 |
| *See Paragraph 11 | PERCENT | 70.2 | 24.5 | 5.3 | 53.9 | 46.1 | 100.0 |

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 17, 2008

| MAILING ADDRESS | Qualified Non-Paid | Qualified Paid | Total Qualified | Percent |
|-----------------------------------------------------|--------------------|----------------|-----------------|--------------|
| Individuals by name and title and/or function _____ | 11,874 | 5,967 | 17,841 | 76.7 |
| Individuals by name only _____ | 319 | 3,856 | 4,175 | 17.9 |
| Titles or functions only _____ | 7 | 125 | 132 | 0.6 |
| Company names only _____ | 329 | 553 | 882 | 3.8 |
| Multi-Copy Same Addressee copies _____ | - | 190 | 190 | 0.8 |
| Single Copy Sales _____ | - | 42 | 42 | 0.2 |
| TOTAL QUALIFIED CIRCULATION | 12,529 | 10,733 | 23,262 | 100.0 |

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 17, 2008

| State & Zip Code | Qualified Non-Paid | Qualified Paid | Total Qualified | Percent |
|--------------------------------------|--------------------|----------------|-----------------|--------------|
| 039-049 Maine _____ | 56 | 14 | 70 | |
| 030-038 New Hampshire _____ | 36 | 26 | 62 | |
| 050-059 Vermont _____ | 29 | 17 | 46 | |
| 010-027 Massachusetts _____ | 433 | 316 | 749 | |
| 028-029 Rhode Island _____ | 78 | 27 | 105 | |
| 060-069 Connecticut _____ | 296 | 297 | 593 | |
| NEW ENGLAND | 928 | 697 | 1,625 | 7.0 |
| 100-149 New York _____ | 1,333 | 2,922 | 4,255 | |
| 070-089 New Jersey _____ | 890 | 495 | 1,385 | |
| 150-196 Pennsylvania _____ | 671 | 286 | 957 | |
| MIDDLE ATLANTIC | 2,894 | 3,703 | 6,597 | 28.3 |
| 430-459 Ohio _____ | 686 | 290 | 976 | |
| 460-479 Indiana _____ | 169 | 65 | 234 | |
| 600-629 Illinois _____ | 858 | 760 | 1,618 | |
| 480-499 Michigan _____ | 255 | 266 | 521 | |
| 530-549 Wisconsin _____ | 379 | 173 | 552 | |
| EAST NO. CENTRAL | 2,347 | 1,554 | 3,901 | 16.8 |
| 550-567 Minnesota _____ | 548 | 205 | 753 | |
| 500-528 Iowa _____ | 81 | 30 | 111 | |
| 630-658 Missouri _____ | 222 | 166 | 388 | |
| 580-588 North Dakota _____ | 8 | 2 | 10 | |
| 570-577 South Dakota _____ | 13 | 5 | 18 | |
| 680-693 Nebraska _____ | 75 | 27 | 102 | |
| 660-679 Kansas _____ | 102 | 31 | 133 | |
| WEST NO. CENTRAL | 1,049 | 466 | 1,515 | 6.5 |
| 197-199 Delaware _____ | 14 | 12 | 26 | |
| 206-219 Maryland _____ | 140 | 74 | 214 | |
| 200-205 Washington, DC _____ | 45 | 65 | 110 | |
| 220-246 Virginia _____ | 219 | 149 | 368 | |
| 247-268 West Virginia _____ | 16 | 5 | 21 | |
| 270-289 North Carolina _____ | 302 | 155 | 457 | |
| 290-299 South Carolina _____ | 87 | 32 | 119 | |
| 300-319 Georgia _____ | 372 | 308 | 680 | |
| 320-349 Florida _____ | 474 | 289 | 763 | |
| SOUTH ATLANTIC | 1,669 | 1,089 | 2,758 | 11.9 |
| 400-427 Kentucky _____ | 73 | 44 | 117 | |
| 370-385 Tennessee _____ | 220 | 115 | 335 | |
| 350-369 Alabama _____ | 47 | 23 | 70 | |
| 386-397 Mississippi _____ | 17 | 6 | 23 | |
| EAST SO. CENTRAL | 357 | 188 | 545 | 2.3 |
| 716-729 Arkansas _____ | 148 | 42 | 190 | |
| 700-714 Louisiana _____ | 34 | 22 | 56 | |
| 730-749 Oklahoma _____ | 44 | 17 | 61 | |
| 750-799 Texas _____ | 607 | 357 | 964 | |
| WEST SO. CENTRAL | 833 | 438 | 1,271 | 5.5 |
| 590-599 Montana _____ | 11 | 1 | 12 | |
| 832-838 Idaho _____ | 41 | 7 | 48 | |
| 820-831 Wyoming _____ | 3 | 1 | 4 | |
| 800-816 Colorado _____ | 208 | 147 | 355 | |
| 870-884 New Mexico _____ | 17 | 8 | 25 | |
| 850-865 Arizona _____ | 147 | 66 | 213 | |
| 840-847 Utah _____ | 83 | 30 | 113 | |
| 889-898 Nevada _____ | 60 | 50 | 110 | |
| MOUNTAIN | 570 | 310 | 880 | 3.8 |
| 995-999 Alaska _____ | 10 | 1 | 11 | |
| 980-994 Washington _____ | 176 | 119 | 295 | |
| 970-979 Oregon _____ | 97 | 64 | 161 | |
| 900-961 California _____ | 1,514 | 1,855 | 3,369 | |
| 967-968 Hawaii _____ | 27 | 6 | 33 | |
| PACIFIC | 1,824 | 2,045 | 3,869 | 16.6 |
| UNITED STATES | 12,471 | 10,490 | 22,961 | 98.7 |
| 969 & 004-009 U.S. Territories _____ | 7 | 10 | 17 | |
| Canada _____ | 21 | 105 | 126 | |
| Mexico _____ | 4 | 2 | 6 | |
| Other International _____ | 25 | 82 | 107 | |
| APO/FPO _____ | 1 | 2 | 3 | |
| Single Copy Sales _____ | - | 42 | 42 | |
| TOTAL QUALIFIED CIRCULATION | 12,529 | 10,733 | 23,262 | 100.0 |

TOTAL NEW AND RENEWED QUALIFIED PAID SUBSCRIPTIONS ORDERED/SOLD FOR THE PERIOD

Includes gross subscription sales/orders with unpaid invoices pending.

| Average Annual Subscription Order Price: 44 issues for \$133.73 | | |
|-----------------------------------------------------------------|--------------|--------------|
| 5. PRICES | Total | Percent |
| Offers (≥ 5% of Total Orders) | | |
| 44 Issues for \$149.00 _____ | 1,727 | 42.1 |
| 44 Issues for \$119.20 _____ | 579 | 14.1 |
| 44 Issues for \$99.00 _____ | 347 | 8.4 |
| 44 Issues for \$134.10 _____ | 288 | 7.0 |
| All Others _____ | 1,169 | 28.4 |
| Total | 4,110 | 100.0 |

| 6. LENGTH OF SUBSCRIPTIONS | Total | Percent |
|-----------------------------------------|--------------|--------------|
| Less than 1 year _____ | 241 | 5.9 |
| 1 year or more (but less than 2) _____ | 3,723 | 90.5 |
| 2 years or more (but less than 3) _____ | 146 | 3.6 |
| 3 years or more _____ | - | - |
| Total | 4,110 | 100.0 |

| 7. USE OF FREE PROMOTIONAL INCENTIVES | Total | Percent |
|----------------------------------------------------|--------------|--------------|
| Ordered without promotional incentive _____ | 4,034 | 98.2 |
| Ordered with editorial promotional incentive _____ | 76 | 1.8 |
| Ordered with other promotional incentive _____ | - | - |
| Total | 4,110 | 100.0 |

| 8. HOW ORDERED | Total | Percent |
|---------------------------------------------------|--------------|--------------|
| Ordered by individuals _____ | 4,014 | 97.7 |
| Ordered by sponsors, individually addressed _____ | - | - |
| Membership benefit _____ | - | - |
| Ordered as multi-copy same addressee _____ | 95 | 2.3 |
| Ordered with other product or service _____ | 1 | - |
| Total | 4,110 | 100.0 |

9. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS

| 6-Month Period Ended: | Audited Data | Audited Data | Audited Data | Audited Data | Circulation Claim |
|--------------------------------------------------------|--------------|--------------|--------------|-------------------|-----------------------|
| | 2005 | 2006 | 2007 | January-June 2008 | July - December 2008* |
| Total Audit Average Qualified:___ | 25,136 | 25,131 | 25,309 | 24,865 | 23,731 |
| Qualified Non-Paid:_____ | 12,016 | 12,294 | 12,777 | 13,229 | 12,685 |
| Qualified Paid: _____ | 13,120 | 12,837 | 12,532 | 11,636 | 11,046 |
| Post Expire Copies included in Paid Circulation: _____ | **NC | **NC | **NC | **NC | **NC |
| Average Annual Order Price:___ | \$134.81 | \$135.21 | \$139.09 | \$139.14 | \$133.73 |

| 10. PAID CIRCULATION DATA | |
|---------------------------|--------------------------------------------------------------------------------------------------------|
| \$133.73 | Average Annual Subscription Order Price for the Period. (includes promotional incentive value, if any) |
| 44 | Issues Per Year |
| **NC | All Single Copy Sales Prices for the Period |
| **NC | Renewal Rate of Paid Subscribers (Optional) |

*NOTE: July-December 2008 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.

**NC= None Claimed.

11. ADDITIONAL DATA:

CHANGE IN FREQUENCY:

Effective with the November 24, 2008 issue, BRANDWEEK changed its frequency from 45 to 44 issues per year.

PARAGRAPH 2:

Additions and removals are not required for paid circulation.

PARAGRAPH 3b:

Business directories include 1 source of circulation for a quantity of 1,867 copies or 8.0%
Other sources include 1 source of circulation for a quantity of 3,832 copies or 16.5%, including AC Nielsen.

| PUBLISHER'S AFFIDAVIT | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------|
| We hereby make oath and say that all data set forth in this statement are true. | Date signed | February 14, 2009 |
| Thomas Woerner, Publisher | State | New York |
| Stacy Graham, Group Audience Marketing Director | County | New York |
| (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 | February 14, 2009 |
| IMPORTANT NOTE: | Type | PJ |
| 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 | B239P0D8 |