

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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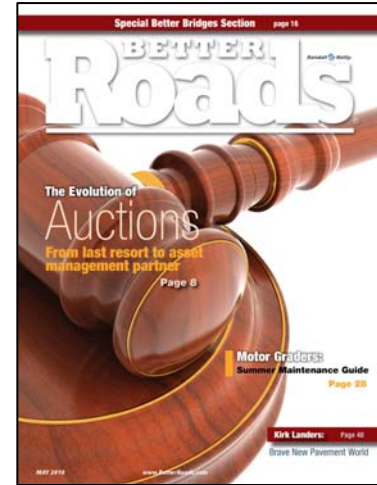
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**FIELD SERVED**

BETTER ROADS serves the North American highway/bridge construction and maintenance market reaching management and staff in federal, state, county, city, township and municipal governments who are involved in government or private construction. Also served are contractors, consulting engineer firms, design/build firms and construction management firms, technical libraries, association, schools, students and others allied to the field.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients include individuals in Corporate Management/Governmental Administration, Supervisory, Engineering, Traffic Controlling, Safety Management, Purchasing, and other functions as shown in paragraph 3a.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	2,572
Rotated or Occasional _____	221
Allocated for Trade Shows and Conventions _____	500
Digital _____	-
All Other _____	908
<b>TOTAL</b>	<b>4,201</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	39,134	99.1	38,649	97.8	485	1.3
Sponsored Individually Addressed __	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	366	0.9	-	-	366	0.9
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>39,500</b>	<b>100.0</b>	<b>38,649</b>	<b>97.8</b>	<b>851</b>	<b>2.2</b>

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD			
2010 Issue	Number Removed	Number Added	Total Qualified
January _____	4,262	4,762	38,500
February _____	41	541	39,000
March _____	76	576	39,500
April _____	1,299	1,799	40,000
May _____	415	415	40,000
June _____	239	239	40,000
<b>TOTAL</b>	<b>6,332</b>	<b>8,332</b>	

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010**

This issue is 1.5% or 600 copies above the average of the other 5 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Corporate Management/ Governmental Administration (A) (Note 1)	Supervisory (B) (Note 2)	Engineering (C)	Traffic Controlling, Safety Management, Purchasing (D)	Other Functions (E)
<b>GOVERNMENT</b>							
Federal (Department, Bureau, Agency, Authority) _____	780	1.9	334	111	260	32	43
State (DOT, Highway and Bridge Dept., Tollway, Turnpike, Airport) ____	5,911	14.8	1,976	1,992	1,530	167	246
County (Highway & Bridge Dept., Airport) _____	4,970	12.4	2,987	1,079	645	106	153
Township (Town Roads & Highways, Special Road Districts) _____	1,183	3.0	773	274	51	27	58
City/Municipality (Streets & Bridges, Traffic Control, Airport, Rail) ____	5,392	13.5	3,607	798	727	158	102
<b>TOTAL GOVERNMENT</b>	<b>18,236</b>	<b>45.6</b>	<b>9,677</b>	<b>4,254</b>	<b>3,213</b>	<b>490</b>	<b>602</b>
<b>CONTRACTORS/CONSULTING</b>							
Contractor _____	17,299	43.3	14,300	1,565	219	542	673
Consulting Engineer Firm _____	2,008	5.0	1,033	279	565	49	82
Design/Build Firm; Construction Mgmt. Firm _____	617	1.5	473	46	46	27	25
Producers Only _____	1,544	3.9	1,022	156	83	178	105
<b>TOTAL CONTRACTORS/CONSULTING</b>	<b>21,468</b>	<b>53.7</b>	<b>16,828</b>	<b>2,046</b>	<b>913</b>	<b>796</b>	<b>885</b>
Others Allied to the Field _____	296	0.7	170	21	22	6	77
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>40,000</b>	<b>100.0</b>	<b>26,675</b>	<b>6,321</b>	<b>4,148</b>	<b>1,292</b>	<b>1,564</b>
<b>PERCENT</b>	<b>100.0</b>		<b>66.7</b>	<b>15.8</b>	<b>10.4</b>	<b>3.2</b>	<b>3.9</b>

Note 1: Corporate Management includes owner, partner, president, vice president, directors, CEO, Administrators, and managers. Governmental administration includes board member, secretary, commissioner, committee member, trustee, congressman, senator, and representatives. Also included are superintendents in government industries.

Note 2: Supervisory includes supervisors, foreman, field supervisor, Project manager, estimator, equipment manager, etc., surveyors, laborers and technicians. Also included are superintendents in contractor/consulting industries.

**3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010**

QUALIFICATION SOURCE	Qualified Within			Total Qualified	Percent
	1 year	2 years	3 years		
I. <b>TOTAL</b> - Direct Request: _____	<b>31,396</b>	<b>7,782</b>	-	<b>39,178</b>	<b>97.9</b>
a. Written _____	4,214	2,019	-	6,233	15.6
b. Telecommunication _____	25,787	4,416	-	30,203	75.5
c. Electronic _____	1,395	1,347	-	2,742	6.8
II. <b>TOTAL</b> - Request from recipient's company: _____	<b>725</b>	<b>97</b>	-	<b>822</b>	<b>2.1</b>
a. Written _____	553	-	-	553	1.4
b. Telecommunication _____	172	97	-	269	0.7
c. Electronic _____	-	-	-	-	-
III. <b>TOTAL</b> - Membership Benefit: _____	-	-	-	-	-
a. Individual _____	-	-	-	-	-
b. Organizational _____	-	-	-	-	-
IV. <b>TOTAL</b> - Communication from recipient or recipient's company (other than request): _____	-	-	-	-	-
a. Written _____	-	-	-	-	-
b. Telecommunication _____	-	-	-	-	-
c. Electronic _____	-	-	-	-	-
V. <b>TOTAL</b> - Sources other than above (listed alphabetically): _____	-	-	-	-	-
Association rosters and directories _____	-	-	-	-	-
Business directories _____	-	-	-	-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-	-	-
Other sources _____	-	-	-	-	-
VI. <b>TOTAL</b> - Single Copy Sales: _____	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>32,121</b>	<b>7,879</b>	-	<b>40,000</b>	<b>100.0</b>
<b>PERCENT</b>	<b>80.3</b>	<b>19.7</b>	-	<b>100.0</b>	

**3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010**

MAILING ADDRESS	Total Qualified	Percent
Individuals by name and title and/or function _____	39,497	98.8
Individuals by name only _____	291	0.7
Titles or functions only _____	-	-
Company names only _____	-	-
Multi-Copy Same Addressee copies _____	212	0.5
Single Copy Sales _____	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>40,000</b>	<b>100.0</b>

**4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2010**

State & Zip Code	Total Qualified	Percent	State & Zip Code	Total Qualified	Percent
039-049 Maine _____	395		400-427 Kentucky _____	763	
030-038 New Hampshire _____	385		370-385 Tennessee _____	809	
050-059 Vermont _____	177		350-369 Alabama _____	914	
010-027 Massachusetts _____	642		386-397 Mississippi _____	475	
028-029 Rhode Island _____	101		<b>EAST SO. CENTRAL</b>	<b>2,961</b>	<b>7.4</b>
060-069 Connecticut _____	445		716-729 Arkansas _____	439	
<b>NEW ENGLAND</b>	<b>2,145</b>	<b>5.4</b>	700-714 Louisiana _____	534	
100-149 New York _____	1,673		730-749 Oklahoma _____	550	
070-089 New Jersey _____	678		750-799 Texas _____	2,060	
150-196 Pennsylvania _____	1,708		<b>WEST SO. CENTRAL</b>	<b>3,583</b>	<b>9.0</b>
<b>MIDDLE ATLANTIC</b>	<b>4,059</b>	<b>10.1</b>	590-599 Montana _____	352	
430-459 Ohio _____	1,617		832-838 Idaho _____	425	
460-479 Indiana _____	1,129		820-831 Wyoming _____	231	
600-629 Illinois _____	2,158		800-816 Colorado _____	848	
480-499 Michigan _____	1,240		870-884 New Mexico _____	206	
530-549 Wisconsin _____	1,096		850-865 Arizona _____	563	
<b>EAST NO. CENTRAL</b>	<b>7,240</b>	<b>18.1</b>	840-847 Utah _____	398	
550-567 Minnesota _____	1,326		889-898 Nevada _____	277	
500-528 Iowa _____	827		<b>MOUNTAIN</b>	<b>3,300</b>	<b>8.3</b>
630-658 Missouri _____	951		995-999 Alaska _____	294	
580-588 North Dakota _____	250		980-994 Washington _____	658	
570-577 South Dakota _____	304		970-979 Oregon _____	589	
680-693 Nebraska _____	669		900-961 California _____	2,048	
660-679 Kansas _____	766		967-968 Hawaii _____	144	
<b>WEST NO. CENTRAL</b>	<b>5,093</b>	<b>12.7</b>	<b>PACIFIC</b>	<b>3,733</b>	<b>9.3</b>
197-199 Delaware _____	120		<b>UNITED STATES</b>	<b>39,041</b>	<b>97.6</b>
206-219 Maryland _____	636		969 & 004-009 U.S. Territories _____	80	
200-205 Washington, DC _____	106		Canada _____	869	
220-246 Virginia _____	967		Mexico _____	-	
247-268 West Virginia _____	303		Other International _____	6	
270-289 North Carolina _____	1,288		APO/FPO _____	4	
290-299 South Carolina _____	644		<b>TOTAL QUALIFIED CIRCULATION</b>	<b>40,000</b>	<b>100.0</b>
300-319 Georgia _____	1,092				
320-349 Florida _____	1,771				
<b>SOUTH ATLANTIC</b>	<b>6,927</b>	<b>17.3</b>			

**7. 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
	2007	January - June 2008	July - December 2008	January - June 2009	July - December 2009	January - June 2010*
Total Audit Average Qualified: _____	38,948	38,643	38,515	38,000	38,000	39,500
Qualified Non-Paid: _____	37,176	36,898	36,175	36,352	36,934	38,649
Qualified Paid: _____	1,772	1,745	2,340	1,648	1,066	851
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	\$17.86	\$18.48	\$28.08	\$21.62	\$19.94	\$21.96

**\*NOTE: January – June 2010 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

\*\*NC = None Claimed.

**8. ADDITIONAL DATA**

Paragraphs 3c and 7 are reported at the option of the publisher.

**PUBLISHER'S AFFIDAVIT**

We hereby make oath and say that all data set forth in this statement are true.

Joe Donald, Publisher

Stacy Stiglic, Circulation Director

(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)

**IMPORTANT NOTE:**

This unaudited circulation statement has been checked against the previous audit report. It will be included in the annual audit made by BPA Worldwide.

Date signed July 8, 2010

State Illinois

County Cook

Received by BPA Worldwide July 8, 2010

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