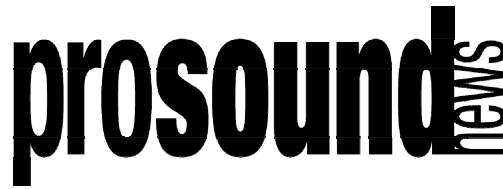


No attempt has been made to rank the information contained in this report in order of importance, since BPA Worldwide believes this is a judgment, which must be made by the user of the report.

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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.

**Visit [www.bpaww.com](http://www.bpaww.com) for the latest audit reports, membership information and publishing and advertising industry news.**



NewBay Media LLC  
810 Seventh Avenue  
27th Floor  
New York, NY 10019  
Tel.: (212) 378-0400  
Fax: (212) 378-0446  
[www.prosoundnews.com](http://www.prosoundnews.com)

Official Publication of: None  
Established: 1978  
Issues Per Year: 12

**FIELD SERVED**

PRO SOUND NEWS serves recording studios, sound reinforcement, post production/AV facilities, CD replication/Duplication/mastering, broadcast stations/studios, film/video production facility, corporate/telecommunications, designer/acoustician/consultant, dealer/distributor/rep firm, equipment manufacturer, school/library/government, venue/auditorium, producer/musician/record company, ad agency/PR firm, houses of worship and others allied to the field.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients are owners/director, company/studio management, technician/engineer, production/operations/sales, producer/performer and other personnel.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	40
Advertiser and Agency _____	236
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	358
All Other _____	263
<b>TOTAL</b>	<b>897</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	24,319	100.0	24,319	100.0	-	-
Sponsored Individually Addressed ___	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>24,319</b>	<b>100.0</b>	<b>24,319</b>	<b>100.0</b>	-	-

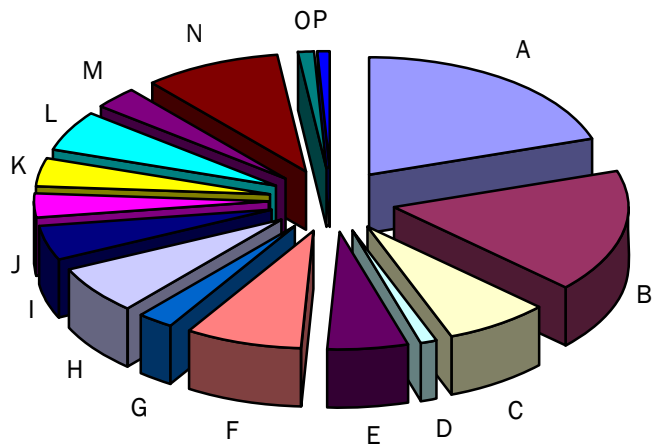
2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD															
2008 Issue	Number Removed	Number Added	Print Version Only (A)	Electronic Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	2008 Issue	Number Removed	Number Added	Print Version Only (A)	Electronic Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified
August _____	429	163	20,000	4,207			24,207	November _____	168	203	20,000	4,266			24,266
September _____	78	100	20,000	4,229			24,229	December _____	97	343	20,000	4,512			24,512
								<b>TOTAL</b>	<b>958</b>	<b>1,071</b>					

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008**  
 This issue is 0.3% or 64 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)	Electronic Version Only (B)	CLASSIFICATION BY TITLE					
					Owners/Directors (A)	Company/Studio Managers (B)	Technical Engineer (C)	Production/Operations/Sales (D)	Producers/Performers (E)	Other Personnel (F)
Recording Studios	4,884	20.1	4,163	721	3,476	223	699	68	381	37
Sound Reinforcement	4,084	16.8	3,653	431	2,298	150	1,407	168	38	23
Post Production Houses/ AV Facility	1,718	7.1	1,427	291	982	131	379	120	95	11
CD Replication/ Duplication/ Mastering	285	1.2	245	40	183	27	40	26	6	3
Broadcast Stations/ Studio	1,371	5.7	1,103	268	222	177	656	195	97	24
Film/ Video Studios/ Production Facility	1,952	8.0	1,606	346	1,302	122	205	157	150	16
Corporate/ Telecommunications	595	2.5	477	118	176	90	223	85	15	6
Sound Contractors/ Installers	1,594	6.6	1,348	246	1,027	76	337	135	7	12
Designers/ Consultants/ Acoustician	1,149	4.7	882	267	742	48	276	54	11	18
Dealers/ Rep Firm/ Distributors	853	3.5	717	136	494	68	65	210	3	13
Equipment Manufacturers	934	3.8	767	167	309	104	298	197	2	24
Schools/ Libraries/ Government	1,385	5.7	986	399	199	154	562	124	72	274
Venues/ Auditoriums	675	2.8	569	106	127	55	370	60	44	19
Producer/ Musician/ Record Company	2,300	9.5	1,809	491	1,331	55	106	58	730	20
Advertising Agencies/ PR Firm	306	1.3	242	64	205	24	17	23	18	19
Others Allied to the Field	181	0.7	6	175	63	9	41	22	10	36
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>24,266</b>	<b>100.0</b>	<b>20,000</b>	<b>4,266</b>	<b>13,136</b>	<b>1,513</b>	<b>5,681</b>	<b>1,702</b>	<b>1,679</b>	<b>555</b>
<b>PERCENT</b>	<b>100.0</b>		<b>82.4</b>	<b>17.6</b>	<b>54.1</b>	<b>6.3</b>	<b>23.4</b>	<b>7.0</b>	<b>6.9</b>	<b>2.3</b>

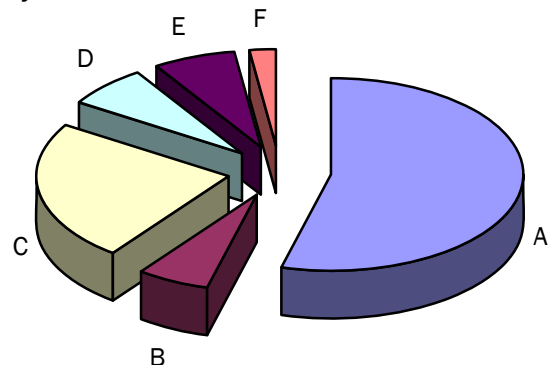
**3a. Breakout of Qualified Circulation of Business and Industry**

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
A Recording Studios	4,884	20.1
B Sound Reinforcement	4,084	16.8
C Post Production Houses/ AV Facility	1,718	7.1
D CD Replication/ Duplication/ Mastering	285	1.2
E Broadcast Stations/ Studio	1,371	5.7
F Film/ Video Studios/ Production Facility	1,952	8.0
G Corporate/ Telecommunications	595	2.5
H Sound Contractors/ Installers	1,594	6.6
I Designers/ Consultants/ Acoustician	1,149	4.7
J Dealers/ Rep Firm/ Distributors	853	3.5
K Equipment Manufacturers	934	3.8
L Schools/ Libraries/ Government	1,385	5.7
M Venues/ Auditoriums	675	2.8
N Producer/ Musician/ Record Company	2,300	9.5
O Advertising Agencies/ PR Firm	306	1.3
P Others Allied to the Field	181	0.7
<b>TOTAL</b>	<b>24,266</b>	<b>100.0</b>



**3a. Breakout of Qualified Circulation by Title**

TITLE	TOTAL QUALIFIED	PERCENT OF TOTAL
A Owners/Directors	13,136	54.1
B Company/Studio Managers	1,513	6.3
C Technical Engineer	5,681	23.4
D Production/Operations/Sales	1,702	7.0
E Producers/Performers	1,679	6.9
F Other Personnel	555	2.3
<b>TOTAL</b>	<b>24,266</b>	<b>100.0</b>



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

QUALIFICATION SOURCE	Qualified Within			Print Version Only (A)	Electronic Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years						
<b>I. TOTAL - Personal direct request from the recipient:</b>	<b>19,709</b>	<b>4,557</b>	<b>-</b>	<b>20,000</b>	<b>4,266</b>			<b>24,266</b>	<b>100.0</b>
a. Written _____	3,472	821	-	4,279	14			4,293	17.7
b. Telecommunication _____	1,770	-	-	1,554	216			1,770	7.3
c. Electronic _____	14,467	3,736	-	14,167	4,036			18,203	75.0
<b>II. TOTAL - Request from recipient's company:</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>			<b>-</b>	<b>-</b>
a. Written _____	-	-	-	-	-			-	-
b. Telecommunication _____	-	-	-	-	-			-	-
c. Electronic _____	-	-	-	-	-			-	-
<b>III. TOTAL - Membership Benefit:</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>			<b>-</b>	<b>-</b>
a. Individual _____	-	-	-	-	-			-	-
b. Organizational _____	-	-	-	-	-			-	-
<b>IV. TOTAL - Communication from recipient or recipient's company (other than request):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>			<b>-</b>	<b>-</b>
a. Written _____	-	-	-	-	-			-	-
b. Telecommunication _____	-	-	-	-	-			-	-
c. Electronic _____	-	-	-	-	-			-	-
<b>V. TOTAL - Sources other than above (listed alphabetically):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>			<b>-</b>	<b>-</b>
Association rosters and directories _____	-	-	-	-	-			-	-
Business directories _____	-	-	-	-	-			-	-
Independent field reports _____	-	-	-	-	-			-	-
Licenseses - National, State or Local Government _____	-	-	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-	-	-			-	-
Other sources _____	-	-	-	-	-			-	-
<b>VI. TOTAL - Single Copy Sales:</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>			<b>-</b>	<b>-</b>
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>19,709</b>	<b>4,557</b>	<b>-</b>	<b>20,000</b>	<b>4,266</b>			<b>24,266</b>	<b>100.0</b>
<b>PERCENT</b>	<b>81.2</b>	<b>18.8</b>	<b>-</b>	<b>82.4</b>	<b>17.6</b>			<b>100.0</b>	

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

MAILING ADDRESS	Print Version Only (A)	Electronic Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____	19,989	4,264			24,253	99.9
Individuals by name only _____	-	-			-	-
Titles or functions only _____	11	2			13	0.1
Company names only _____	-	-			-	-
Multi-Copy Same Addressee copies _____	-	-			-	-
Single Copy Sales _____	-	-			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>20,000</b>	<b>4,266</b>			<b>24,266</b>	<b>100.0</b>

**4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008**

State & Zip Code	Print Version Only (A)	Electronic Version Only (B)	Total Qualified	Percent
039-049 Maine _____	49	15	64	
030-038 New Hampshire _____	85	15	100	
050-059 Vermont _____	50	11	61	
010-027 Massachusetts _____	506	119	625	
028-029 Rhode Island _____	63	10	73	
060-069 Connecticut _____	288	48	336	
<b>NEW ENGLAND</b>	<b>1,041</b>	<b>218</b>	<b>1,259</b>	<b>5.2</b>
100-149 New York _____	1,748	319	2,067	
070-089 New Jersey _____	737	142	879	
150-196 Pennsylvania _____	837	166	1,003	
<b>MIDDLE ATLANTIC</b>	<b>3,322</b>	<b>627</b>	<b>3,949</b>	<b>16.3</b>
430-459 Ohio _____	705	130	835	
460-479 Indiana _____	355	62	417	
600-629 Illinois _____	873	164	1,037	
480-499 Michigan _____	511	94	605	
530-549 Wisconsin _____	363	49	412	
<b>EAST NO. CENTRAL</b>	<b>2,807</b>	<b>499</b>	<b>3,306</b>	<b>13.6</b>
550-567 Minnesota _____	364	62	426	
500-528 Iowa _____	148	31	179	
630-658 Missouri _____	280	68	348	
580-588 North Dakota _____	33	10	43	
570-577 South Dakota _____	33	6	39	
680-693 Nebraska _____	88	10	98	
660-679 Kansas _____	115	31	146	
<b>WEST NO. CENTRAL</b>	<b>1,061</b>	<b>218</b>	<b>1,279</b>	<b>5.3</b>
197-199 Delaware _____	47	12	59	
206-219 Maryland _____	438	78	516	
200-205 Washington, DC _____	78	24	102	
220-246 Virginia _____	445	92	537	
247-268 West Virginia _____	72	12	84	
270-289 North Carolina _____	453	78	531	
290-299 South Carolina _____	181	35	216	
300-319 Georgia _____	585	112	697	
320-349 Florida _____	1,322	282	1,604	
<b>SOUTH ATLANTIC</b>	<b>3,621</b>	<b>725</b>	<b>4,346</b>	<b>17.9</b>

State & Zip Code	Print Version Only (A)	Electronic Version Only (B)	Total Qualified	Percent
400-427 Kentucky _____	155	40	195	
370-385 Tennessee _____	663	123	786	
350-369 Alabama _____	174	31	205	
386-397 Mississippi _____	97	15	112	
<b>EAST SO. CENTRAL</b>	<b>1,089</b>	<b>209</b>	<b>1,298</b>	<b>5.3</b>
716-729 Arkansas _____	97	16	113	
700-714 Louisiana _____	139	27	166	
730-749 Oklahoma _____	154	36	190	
750-799 Texas _____	1,128	237	1,365	
<b>WEST SO. CENTRAL</b>	<b>1,518</b>	<b>316</b>	<b>1,834</b>	<b>7.6</b>
590-599 Montana _____	43	10	53	
832-838 Idaho _____	54	17	71	
820-831 Wyoming _____	17	4	21	
800-816 Colorado _____	317	72	389	
870-884 New Mexico _____	86	20	106	
850-865 Arizona _____	350	75	425	
840-847 Utah _____	146	34	180	
889-898 Nevada _____	206	39	245	
<b>MOUNTAIN</b>	<b>1,219</b>	<b>271</b>	<b>1,490</b>	<b>6.1</b>
995-999 Alaska _____	22	13	35	
980-994 Washington _____	446	120	566	
970-979 Oregon _____	208	51	259	
900-961 California _____	3,470	669	4,139	
967-968 Hawaii _____	81	33	114	
<b>PACIFIC</b>	<b>4,227</b>	<b>886</b>	<b>5,113</b>	<b>21.1</b>
<b>UNITED STATES</b>	<b>19,905</b>	<b>3,969</b>	<b>23,874</b>	<b>98.4</b>
969 & 004-009 U.S. Territories _____	82	33	115	
Canada _____		52	52	
Mexico _____		7	7	
Other International _____		190	190	
APO/FPO _____	13	15	28	
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>20,000</b>	<b>4,266</b>	<b>24,266</b>	<b>100.0</b>

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 _____	23,941	23,996	24,268	24,478	24,319
Qualified Non-Paid Total _____	23,941	23,996	24,268	24,478	24,319
Print Only _____	23,941	23,996	23,560	20,754	20,048
Electronic Only _____	-	-	708	3,724	4,271
Qualified Paid Total _____	-	-	-	-	-
Print Only _____	-	-	-	-	-
Electronic Only _____	-	-	-	-	-
Post Expire Copies included in Paid Circulation _____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price _____	**NC	**NC	**NC	**NC	**NC

10. PAID CIRCULATION DATA	
**NC	Average Annual Subscription Order Price for the Period. (includes promotional incentive value, if any)
12	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**

**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 electronic versions are notified via email when the version is available.

**PARAGRAPHS 5 THROUGH 8 ARE NOT REQUIRED.**

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 _____	20,048	100.0	20,048	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>20,048</b>	<b>100.0</b>	<b>20,048</b>	<b>100.0</b>	<b>-</b>	<b>-</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - Electronic Version Only						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	4,271	100.0	4,271	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>4,271</b>	<b>100.0</b>	<b>4,271</b>	<b>100.0</b>	<b>-</b>	<b>-</b>

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.	Date signed	January 15, 2009
John Pledger, Vice President/Group Publishing Director	State	Virginia
Kwentin Keenan, Circulation Manager	County	Fairfax
(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	January 15, 2009
<b>IMPORTANT NOTE:</b>	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	P133Y0D8