

**BUSINESS PUBLICATION CIRCULATION STATEMENT  
FOR THE 6 MONTH PERIOD ENDED DECEMBER 2011**

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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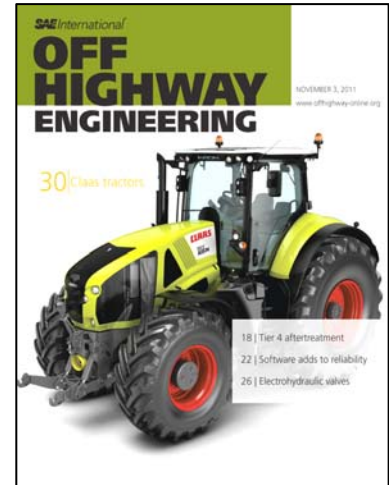
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprised of media owners, advertising agencies and advertisers. Headquartered in Shelton, Connecticut, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 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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Official Publication of: None  
Established: 1993  
Issues Per Year: 6



**FIELD SERVED**

OFF-HIGHWAY ENGINEERING serves the international off-highway design and manufacturing field which consists of producers of industrial/utility/construction, agricultural, lawn and garden, forestry/logging, mining, heavy truck/bus, self-propelled recreational, engines/drivetrain/transmissions and other off-highway equipment. Also served are makers of parts, accessories and components and others allied to the field.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients are those who are affiliated with the above businesses and by their titles in corporate management, engineering management and design, manufacturing and production, purchasing, sales and marketing and other titled and non-titled personnel.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	6
Advertiser and Agency _____	631
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	779
Digital _____	-
All Other _____	699
<b>TOTAL</b>	<b>2,115</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	15,247	78.7	14,532	75.0	715	3.7
Sponsored Individually Addressed _____	-	-	-	-	-	-
*Membership Benefit _____	4,133	21.3	214	1.1	3,919	20.2
Multi-Copy Same Addressee _____	7	-	-	-	7	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>19,387</b>	<b>100.0</b>	<b>14,746</b>	<b>76.1</b>	<b>4,641</b>	<b>23.9</b>

\*See Additional Data

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2011 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Total Qualified
July _____	224	430	15,339	3,758	19,097
September _____	270	410	15,435	3,802	19,237
November _____	774	1,363	15,913	3,913	19,826
<b>TOTAL</b>	<b>1,268</b>	<b>2,203</b>			

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2011**  
 This issue is 3.4% or 659 copies above the average of the other 2 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)	Corporate Management (Note 1)	Engineering Management and Design (Note 2)	Manufacturing and Production (Note 3)	Purchasing (Note 4)	Sales and Marketing (Note 5)	Other Titled and Non-Titled Personnel
Industrial/Utility/Construction Equipment Manufacturers _____	4,905	24.8	3,970	935	286	3,513	486	111	404	105
Agricultural Equipment Manufacturers _____	1,808	9.1	1,497	311	89	1,362	171	49	109	28
Lawn and Garden Equipment Manufacturers _____	287	1.5	231	56	11	215	40	3	17	1
Forestry/Logging Equipment Manufacturers _____	120	0.6	106	14	13	91	8	2	5	1
Mining Equipment Manufacturers _____	564	2.8	438	126	24	411	76	16	32	5
Heavy Truck/Bus Manufacturers _____	2,903	14.6	2,280	623	114	2,329	217	51	162	30
Self-Propelled Recreational Equipment Manufacturers _____	497	2.5	406	91	13	390	53	11	23	7
Other Off-Highway Equipment Manufacturers _____	1,987	10.0	1,565	422	101	1,493	178	21	179	15
Engines/Drivetrain/Transmission Manufacturers _____	4,004	20.2	3,176	828	147	3,201	288	38	303	27
Parts Accessories & Components _____	1,611	8.1	1,283	328	139	998	70	9	319	76
Others Allied to the Field _____	1,140	5.8	961	179	55	295	59	5	88	638
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>19,826</b>	<b>100.0</b>	<b>15,913</b>	<b>3,913</b>	<b>992</b>	<b>14,298</b>	<b>1,646</b>	<b>316</b>	<b>1,641</b>	<b>933</b>
<b>PERCENT</b>	<b>100.0</b>		<b>80.3</b>	<b>19.7</b>	<b>5.0</b>	<b>72.1</b>	<b>8.3</b>	<b>1.6</b>	<b>8.3</b>	<b>4.7</b>

Note 1: Corporate Management including: Chairman of the Board, Chief Executive Officer, President, Partner, Owner, Managing Director, General Manager, and Vice President.  
 Note 2: Engineering Management and Design including: Chief Engineer, Project Engineer, Deputy Director, Product Development Manager, Design Engineer, Platform and Program Management, CAD/CAM/CAE Engineer, Testing Engineer, Testing Manager, Research and Development Engineer, Research and Development Manager, Information Technology.  
 Note 3: Manufacturing and Production including: Plant Manager, Production Manager, Factory Manager, Maintenance Manager, Maintenance Engineer  
 Note 4: Purchasing including: Buyer, Purchasing Agent, Value Analyst, and Expeditor.  
 Note 5: Sales and Marketing including: Market Analyst, Sales Manager, Regional Sales, Administrative Management

**3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 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: _____	8,846	5,249	-	11,047	3,048	14,095	71.1
II. Request from recipient's company: _____	44	20	-	64	-	64	0.3
III. Membership Benefit: _____	3,652	432	-	3,380	704	4,084	20.6
IV. Communication from recipient or recipient's company (other than request): _____	804	-	-	649	155	804	4.1
V. <b>TOTAL</b> - Sources other than above (listed alphabetically): _____	<b>772</b>	<b>7</b>	<b>-</b>	<b>773</b>	<b>6</b>	<b>779</b>	<b>3.9</b>
Association rosters and directories _____	39	7	-	46	-	46	0.2
Business directories _____	-	-	-	-	-	-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-	-	-
Other sources _____	733	-	-	727	6	733	3.7
VI. Single Copy Sales: _____	-	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>14,118</b>	<b>5,708</b>	<b>-</b>	<b>15,913</b>	<b>3,913</b>	<b>19,826</b>	<b>100.0</b>
<b>PERCENT</b>	<b>71.2</b>	<b>28.8</b>	<b>-</b>	<b>80.3</b>	<b>19.7</b>	<b>100.0</b>	

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

MAILING ADDRESS	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
Individuals by name and title and/or function _____	15,719	3,870	19,589	98.8
Individuals by name only _____	144	42	186	0.9
Titles or functions only _____	12	-	12	0.1
Company names only _____	24	1	25	0.1
Multi-Copy Same Addressee copies _____	14	-	14	0.1
Single Copy Sales _____	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>15,913</b>	<b>3,913</b>	<b>19,826</b>	<b>100.0</b>

**4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2011**

Regions	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent	Regions	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
NEW ENGLAND	266	49	315	1.6	PACIFIC	1,051	244	1,295	6.5
MIDDLE ATLANTIC	866	179	1,045	5.3	UNITED STATES	13,383	3,331	16,714	84.3
EAST NO. CENTRAL	6,773	1,834	8,607	43.4	U.S. TERRITORIES	6	4	10	-
WEST NO. CENTRAL	1,909	417	2,326	11.7	CANADA	571	114	685	3.5
SOUTH ATLANTIC	1,227	306	1,533	7.7	MEXICO	47	16	63	0.3
EAST SO. CENTRAL	372	79	451	2.3	OTHER INTERNATIONAL	1,906	448	2,354	11.9
WEST SO. CENTRAL	606	148	754	3.8	APO/FPO	-	-	-	-
MOUNTAIN	313	75	388	2.0	<b>TOTAL QUALIFIED CIRCULATION</b>	<b>15,913</b>	<b>3,913</b>	<b>19,826</b>	<b>100.0</b>

## 4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2011

Country	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent	Country	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
<b>ASIA</b>					Serbia _____	2	-	2	
Bangladesh _____	1	-	1		Spain _____	32	8	40	
China _____	32	12	44		Sweden _____	76	21	97	
Hong Kong - SAR _____	7	2	9		Switzerland _____	21	3	24	
India _____	433	71	504		Turkey _____	33	3	36	
Indonesia _____	9	-	9		Ukraine _____	6	1	7	
Japan _____	79	27	106		United Kingdom _____	186	53	239	
Korea, Republic Of _____	26	19	45		Subtotal	803	222	1,025	5.2
Macao _____	1	-	1		<b>AFRICA</b>				
Malaysia _____	12	1	13		Algeria _____	1	-	1	
Maldives _____	1	-	1		Benin _____	1	1	2	
Pakistan _____	10	1	11		Botswana _____	1	-	1	
Philippines _____	9	1	10		Egypt _____	10	-	10	
Singapore _____	14	5	19		Ghana _____	1	1	2	
Sri Lanka _____	13	-	13		Kenya _____	1	-	1	
Taiwan _____	4	-	4		Nigeria _____	17	1	18	
Thailand _____	4	-	4		South Africa _____	14	5	19	
Subtotal	655	139	794	4.0	Tunisia _____	1	-	1	
<b>MIDDLE EAST</b>					Uganda _____	1	-	1	
Bahrain _____	1	-	1		Subtotal	48	8	56	0.3
Israel _____	10	3	13		<b>NORTH AMERICA</b>				
Oman _____	1	-	1		Canada _____	571	114	685	
Qatar _____	1	-	1		United States _____	13,389	3,335	16,724	
Saudi Arabia _____	1	1	2		Mexico _____	47	16	63	
United Arab Emirates _____	6	3	9		Subtotal	14,007	3,465	17,472	88.1
Subtotal	20	7	27	0.1	<b>CARIBBEAN</b>				
<b>EUROPE</b>					Dominican Republic _____	1	-	1	
Austria _____	12	4	16		Trinidad and Tobago _____	1	-	1	
Belarus _____	2	2	4		Virgin Islands, British _____	2	-	2	
Belgium _____	25	7	32		unspecified Caribbean _____	-	1	1	
Croatia _____	2	-	2		Subtotal	4	1	5	-
Cyprus _____	2	1	3		<b>CENTRAL AMERICA</b>				
Czech Republic _____	5	2	7		Costa Rica _____	3	2	5	
Denmark _____	17	6	23		El Salvador _____	1	-	1	
Finland _____	21	8	29		Guatemala _____	1	-	1	
France _____	47	20	67		Honduras _____	1	-	1	
Germany _____	155	34	189		Nicaragua _____	1	-	1	
Gibraltar _____	1	-	1		Subtotal	7	2	9	-
Greece _____	7	2	9		<b>SOUTH AMERICA</b>				
Hungary _____	1	2	3		Argentina _____	61	4	65	
Iceland _____	1	-	1		Bolivia _____	1	1	2	
Italy _____	77	21	98		Brazil _____	123	27	150	
Lithuania _____	2	-	2		Chile _____	17	2	19	
Luxembourg _____	-	1	1		Colombia _____	24	6	30	
Malta _____	1	-	1		Ecuador _____	6	1	7	
Netherlands _____	21	9	30		Peru _____	25	5	30	
Norway _____	4	1	5		Venezuela _____	4	1	5	
Poland _____	10	1	11		Subtotal	261	47	308	1.6
Portugal _____	7	1	8		<b>ASIA PACIFIC</b>				
Ireland _____	10	2	12		Australia _____	101	21	122	
Romania _____	10	5	15		New Zealand _____	7	1	8	
Russian Federation _____	7	4	11		Subtotal	108	22	130	0.7
					<b>TOTAL QUALIFIED CIRCULATION</b>	<b>15,913</b>	<b>3,913</b>	<b>19,826</b>	<b>100.0</b>

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
	January-June 2009	July-December 2009	January-June 2010	July-December 2010	January-June 2011	July-December 2011*
Total Audit Average Qualified: _____	15,934	15,973	16,481	17,287	18,889	19,387
Qualified Non-Paid: ___	13,023	13,464	13,739	13,994	14,725	14,746
Print Version Only ___	-	-	12,760	12,164	12,064	11,653
Digital Version Only _	-	-	979	1,830	2,661	3,093
Qualified Paid: _____	2,911	2,509	2,742	3,293	4,164	4,641
Print Version Only ___	-	-	2,603	3,037	3,601	3,909
Digital Version Only _	-	-	139	256	563	732
Post Expire Copies included in Total Qualified Circulation: _	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	\$20.05	\$15.41	\$20.08	\$20.28	\$19.34	\$19.43

\*NOTE: July- December 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 and definition of recipient's qualification, as reported. Print copies are distributed via postal services or other carriers. Recipients who request the digital version are notified via email when the version is available.

##### STATEMENT OF CONTENT PLATFORM:

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

##### PARAGRAPH 1:

Qualified Paid Benefit of Membership subscriptions averaging 3,919 copies were sold to qualified recipients at the following subscription price: \$20. Subscription price is included in the dues and is non-deductible there from.

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 _____	12,101	77.8	11,459	73.7	642	4.1
Sponsored Individually Addressed _	-	-	-	-	-	-
Membership Benefit _____	3,454	22.2	194	1.2	3,260	21.0
Multi-Copy Same Addressee _____	7	-	-	-	7	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>15,562</b>	<b>100.0</b>	<b>11,653</b>	<b>74.9</b>	<b>3,909</b>	<b>25.1</b>

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 _____	3,147	82.3	3,074	80.4	73	1.9
Sponsored Individually Addressed _	-	-	-	-	-	-
Membership Benefit _____	678	17.7	19	0.5	659	17.2
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>3,825</b>	<b>100.0</b>	<b>3,093</b>	<b>80.9</b>	<b>732</b>	<b>19.1</b>

#### PUBLISHER'S AFFIDAVIT

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

Jodie Mohnkern, Circulation Manager

Scott Sward, Publisher

(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 January 11, 2012

State Pennsylvania

County Allegheny

Received by BPA Worldwide January 11, 2012

Type PJ

ID Number 0082Y0D1