

**BUSINESS PUBLICATION CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED DECEMBER 2006**

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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PRO AUDIO REVIEW

JRS Publishing
5827 Columbia Pike, Suite 300
Falls Church, VA 22041
Tel. No.: (703) 998-7600
FAX No.: (703) 820-3310
www.proaudioreview.com
Official Publication of: None
Established: 1995
Issues Per Year: 12

FIELD SERVED

PRO AUDIO REVIEW serves the professional audio industry, including: commercial recording studios, independent audio production facilities, project studios, music studios, broadcast stations/studios, venues/auditoriums, sound contracting/installation, sound reinforcement, audio consulting, video/film production/post production facilities, multimedia production facilities, educational facilities, mastering facilities, facility design/maintenance, record companies, duplication, manufacturers, dealers/distributors/manufacturers sales reps, rental firms and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are personnel in corporate management, general management, engineering/technical management, engineering/technical staff, technicians, independent engineers, sound design/editor/mixer, production, music/performing, sales/marketing, education/training, purchasing, consulting, qualified paid subscriptions, single copy sales and other functions allied to the field.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	946
Rotated or Occasional _____	-
*Allocated for Trade Shows and Conventions _____	150
All Other _____	227
TOTAL	1,323

*See Paragraph 11

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	28,534	100.0	28,234	98.9	300	1.1
Sponsored Individually Addressed _	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	28,534	100.0	28,234	98.9	300	1.1

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD										
2005 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Both Print & Digital Version (Undup- licated) (C)	Qualified Non- Paid	Qualified Paid			Total Qualified
							Single Copy Sales	Subscriptions	Total	
July _____	145	217	23,030	2,387	2,970					28,387
August _____	118	176	22,952	2,429	3,048					28,429
September _____	91	212	22,625	2,541	3,375					28,541
October _____	152	141	22,602	2,523	3,398					28,523
November _____	3,359	3,483	22,255	2,644	3,745					28,644
December _____	315	356	21,401	2,679	4,598					28,678
TOTAL	4,180	4,585								

3a. BUSINESS/OCCUPATIONAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2006
 This issue is 0.5% or 132 copies above the average of the other 5 issues reported in Paragraph two.

TYPE OF AUDIO BUSINESS	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)	Both Print & Digital Version (Unduplicated) (C)	Corporate Management (A)	General Management (B)	Engineering/ Technical/ Indep Eng (D)/(L)(P)(Q)	Production/ Producer (C)/(M)	Musician/ Performing (E)	Sales/ Marketing (F)	Education/ Training (G)	Purchasing/ Consulting/ (J)/(K)	Sound Design/Editor/Mixer/Qualified Paid/Single Copy Sales and Others Field (N)/(H)
Commercial Recording Studio _____	2,937	10.3	2,280	242	415	1,136	296	1,055	286	23	19	5	15	102
Independent Audio Production Facility _____	2,127	7.4	1,588	163	376	634	176	634	371	84	12	7	7	202
Project Studio _____	1,060	3.7	596	174	290	174	63	341	226	156	3	4	12	81
Music Studio _____	747	2.6	453	142	152	155	59	189	160	113	12	8	6	45
Recording Studio Subtotal _____	6,871	24.0	4,917	721	1,233	2,099	594	2,219	1,043	376	46	24	40	430
Broadcast Station/Studio _____	6,466	22.6	5,460	501	505	455	435	3,262	2,077	18	28	14	29	148
Venues/Auditorium _____	3,340	11.7	3,093	50	197	487	1,213	1,227	228	23	56	11	21	74
Contracting/Installation _____	1,487	5.2	1,189	88	210	644	199	456	30	4	72	2	43	37
Sound Reinforcement _____	1,385	4.8	990	131	264	369	158	611	65	43	20	2	25	92
Audio Consulting _____	1,156	4.0	803	144	209	317	90	389	21	17	27	4	242	49
Sound Contracting Subtotal _____	7,368	25.7	6,075	413	880	1,817	1,660	2,683	344	87	175	19	331	252
Video/Film Prod/Post-Prod Facility _____	2,599	9.0	1,984	257	358	929	227	607	455	10	21	10	26	314
Multimedia Production Facility _____	911	3.2	689	78	144	281	142	215	151	11	18	8	10	75
Educational Facility _____	1,108	3.9	688	194	226	60	133	415	82	15	6	339	14	44
Mastering Facility _____	311	1.1	237	30	44	110	41	114	24	1	4	2	-	15
Facility Design/Maintenance _____	302	1.1	251	22	29	88	36	144	11	1	4	-	10	8
Record Company _____	285	1.0	220	27	38	120	43	53	47	7	5	1	3	6
Duplication _____	64	0.2	54	5	5	32	15	9	4	-	2	-	-	2
Dealer/Dist/Manufacturers Sales Rep _____	1,008	3.4	675	183	150	319	181	143	16	2	272	7	44	24
Rental Firm _____	311	1.1	261	25	25	119	66	71	17	3	22	1	7	5
Manufacturers _____	676	2.4	453	115	108	192	63	276	18	4	106	4	7	6
Others Allied to The Field _____	74	0.3	1	73	-	7	6	35	5	3	5	1	1	11
Sub-Total	28,354	99.0	21,965	2,644	3,745	6,628	3,642	10,246	4,294	538	714	430	522	1,340
Sub-Total Percent	99.0	-	76.7	9.2	13.1	23.1	12.7	35.8	15.0	1.9	2.5	1.5	1.8	4.7
Other Paid Circulation:														
Subscriptions _____	290	1.0												
Single Copy Sales _____	-	-												
TOTAL QUALIFIED CIRCULATION	28,644	100.0												
PERCENT	100.0	-												

(A) Corporate Management includes: CEOs, Owners and Presidents
 (B) General Management includes: General Managers
 (C) Engineering/Technical/Independent Engineer includes: Engineering Management, Engineers, Independent Engineers, and Technicians
 (D) Production includes: Producers and Production Staff
 (E) Purchasing/consulting/others includes Titled and non-titled paid copies
 (T) Tip

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2006										
Qualification Source	Qualified Within			Print Version Only (A)	Digital Version Only (B)	Both Print & Digital Version (Unduplicated) (C)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 year	3 year							
I. TOTAL - Personal direct request from the recipient: _____	19,084	5,510	-	18,205	2,644	3,745			24,594	86.7
a. Written _____	6,160	928	-	6,235	66	787			7,088	25.0
b. Telecommunication _____	3,782	3,231	-	6,702	86	225			7,013	24.7
c. Electronic _____	9,142	1,351	-	5,268	2,492	2,733			10,493	37.0
II. TOTAL - Request from recipient's company: _____	-	-	-	-	-	-			-	-
a. Written _____	-	-	-	-	-	-			-	-
b. Telecommunication _____	-	-	-	-	-	-			-	-
c. Electronic _____	-	-	-	-	-	-			-	-
III. TOTAL - Membership Benefit: _____	-	-	-	-	-	-			-	-
a. Individual _____	-	-	-	-	-	-			-	-
b. Organizational _____	-	-	-	-	-	-			-	-
IV. TOTAL - Communication from recipient or recipient's company (other than request): _____	-	-	-	-	-	-			-	-
a. Written _____	-	-	-	-	-	-			-	-
b. Telecommunication _____	-	-	-	-	-	-			-	-
c. Electronic _____	-	-	-	-	-	-			-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	3,760	-	-	3,760	-	-			3,760	13.3
Association rosters and directories _____	-	-	-	-	-	-			-	-
*Business directories _____	1,040	-	-	1,040	-	-			1,040	3.7
Independent field reports _____	-	-	-	-	-	-			-	-
Licenses - National, State or Local Government _____	-	-	-	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-	-	-	-			-	-
*Other sources _____	2,720	-	-	2,720	-	-			2,720	9.6
VI. TOTAL - Single Copy Sales: _____	-	-	-	-	-	-			-	-
*See Paragraph 11										
TOTAL QUALIFIED CIRCULATION	22,844	5,510	-	21,965	2,644	3,745			28,354	100.0
PERCENT	80.6	19.4	-	77.5	9.3	13.2			100.0	-

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2006							
MAILING ADDRESS	Print Version Only (A)	Digital Version Only (B)	Both Print & Digital Version (Unduplicated) (C)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____	21,480	2,620	3,733			27,833	97.2
Individuals by name only _____	108	22	-			130	0.5
Titles or functions only _____	660	2	11			673	2.3
Company names only _____	7	-	1			8	-
Multi-Copy Same Addressee copies _____	-	-	-			-	-
Single Copy Sales _____	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	22,255	2,644	3,745			28,644	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2006															
State & Zip Code	Print Version Only (A)	Digital Version Only (B)	Both Print & Digital Version (Unduplicated) (C)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent	State & Zip Code	Print Version Only (A)	Digital Version Only (B)	Both Print & Digital Version (Unduplicated) (C)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
039-049 Maine _____	90	5	12			107		400-427 Kentucky _____	240	8	27			275	
030-038 New Hampshire _____	84	2	15			101		370-385 Tennessee _____	713	38	128			879	
050-059 Vermont _____	59	3	10			72		350-369 Alabama _____	233	10	36			279	
010-027 Massachusetts _____	520	25	86			631		386-397 Mississippi _____	130	4	12			146	
028-029 Rhode Island _____	77	4	9			90		EAST SO. CENTRAL	1,316	60	203			1,579	5.5
060-069 Connecticut _____	324	13	77			414		716-729 Arkansas _____	130	1	21			152	
NEW ENGLAND	1,154	52	209			1,415	5.0	700-714 Louisiana _____	197	7	35			239	
100-149 New York _____	1,882	69	324			2,275		730-749 Oklahoma _____	223	8	40			271	
070-089 New Jersey _____	563	28	115			706		750-799 Texas _____	1,316	72	211			1,599	
150-196 Pennsylvania _____	839	35	159			1,033		WEST SO. CENTRAL	1,866	88	307			2,261	8.0
MIDDLE ATLANTIC	3,284	132	598			4,014	14.0	590-599 Montana _____	85	2	8			95	
430-459 Ohio _____	806	30	134			970		832-838 Idaho _____	123	6	14			143	
460-479 Indiana _____	406	17	72			495		820-831 Wyoming _____	40	1	3			44	
600-629 Illinois _____	842	33	143			1,018		800-816 Colorado _____	431	28	51			510	
480-499 Michigan _____	605	26	87			718		870-884 New Mexico _____	130	1	20			151	
530-549 Wisconsin _____	404	18	48			470		850-865 Arizona _____	404	18	68			490	
EAST NO. CENTRAL	3,063	124	484			3,671	12.8	840-847 Utah _____	230	9	28			267	
550-567 Minnesota _____	358	11	56			425		889-898 Nevada _____	264	12	35			311	
500-528 Iowa _____	194	5	28			227		MOUNTAIN	1,707	77	227			2,011	7.0
630-658 Missouri _____	436	23	67			526		995-999 Alaska _____	32	3	10			45	
580-588 North Dakota _____	78	2	6			86		980-994 Washington _____	470	29	90			589	
570-577 South Dakota _____	71	3	5			79		970-979 Oregon _____	279	14	46			339	
680-693 Nebraska _____	119	1	25			145		900-961 California _____	3,534	199	658			4,391	
660-679 Kansas _____	208	8	27			243		967-968 Hawaii _____	65	7	20			92	
WEST NO. CENTRAL	1,464	53	214			1,731	6.0	PACIFIC	4,380	252	824			5,456	19.0
197-199 Delaware _____	39	1	10			50		UNITED STATES	22,179	1,023	3,718			26,920	94.0
206-219 Maryland _____	426	21	63			510		969 & 004-009 U.S. Territories _____	66	10	25			101	
200-205 Washington, DC _____	140	6	20			166		Canada _____	-	127	-			127	
220-246 Virginia _____	498	28	94			620		Mexico _____	-	37	-			37	
247-268 West Virginia _____	116	5	11			132		Other International _____	5	1,446	-			1,451	
270-289 North Carolina _____	542	24	79			645		APO/FPO _____	5	1	2			8	
290-299 South Carolina _____	247	6	47			300		Single Copy Sales _____	-	-	-			-	
300-319 Georgia _____	602	31	109			742		TOTAL QUALIFIED CIRCULATION	22,255	2,644	3,745			28,644	100.0
320-349 Florida _____	1,335	63	219			1,617									
SOUTH ATLANTIC	3,945	185	652			4,782	16.7								

9. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS					
	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2002	2003	2004	2005	*2006
Total Audit Average Qualified:	27,743	26,751	26,154	26,346	28,279
Qualified Non-Paid:	25,583	25,548	25,358	25,838	27,953
Print Only _____				24,945	22,781
Digital Only _____				440	2,279
Both Print & Digital (unduplicated) _____				453	2,893
Qualified Paid:	2,160	1,203	796	508	326
Print Only _____				508	326
Digital Only _____				-	-
Both Print & Digital (unduplicated) _____				-	-
Post Expire Copies included in Paid Circulation: _____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: ___	\$20.66	\$24.97	\$25.02	\$24.08	\$24.79

*NOTE: 2006 data is unaudited.
**NC = None Claimed.

10. PAID CIRCULATION DATA	
\$24.81	Average Annual Subscription Order Price for the Period Required (includes promotional incentive value, if any)
12	Issues Per Year
\$3.95	All Single Copy Sales Prices for the Period
**NC	Renewal Rate of Paid Subscribers (Optional)

AVERAGE NON-QUALIFIED The average of 150 copies allocated for Trade Shows and Conventions Includes:		
ISSUE	TRADE SHOW/CONVENTION	COPIES
September ____	NAB Radio Show, Dallas, TX	100
October _____	AES Show, San Francisco, CA	800

11. ADDITIONAL DATA

PARAGRAPH 3b:

Business directories include 1 source of circulation for a quantity of 1,040 copies or 3.7%. Other sources include 1 source of circulation for a quantity of 2,720 copies or 9.6%.

Paragraph 3b includes 28,354 qualified non-paid circulation. Qualified paid circulation of 290 combined with the qualified non-paid circulation equal 28,644 total qualified circulation for the analyzed issue.

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 _____	22,477	100.0	22,177	98.7	300	1.3
Sponsored Individually Addressed _	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	22,477	100.0	22,177	98.7	300	1.3

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 _____	2,534	100.0	2,534	100.0	-	-
Sponsored Individually Addressed _	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	2,534	100.0	2,534	100.0	-	-

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - BOTH PRINTED AND DIGITAL VERSION						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	3,522	100.0	3,522	100.0	-	-
Sponsored Individually Addressed _	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	3,522	100.0	3,522	100.0	-	-

PUBLISHER'S AFFIDAVIT			
We hereby make oath and say that all data set forth in this statement are true.		Date signed	January 23, 2007
John Gatski, Group Publisher		State	Virginia
Kwentin K. 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 23, 2007
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	P312Y0D6