

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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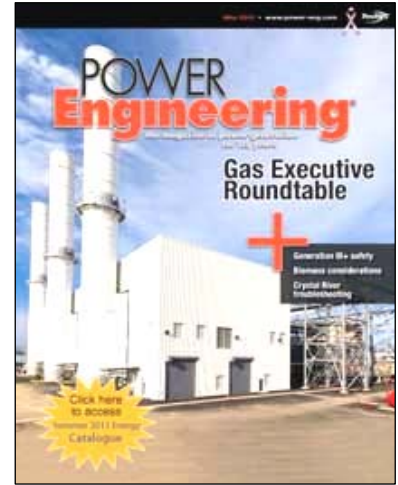
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# POWER Engineering®

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**FIELD SERVED**

POWER ENGINEERING serves electric utilities, independent power producers, unregulated utility subsidiaries, cogenerators and small power producers, self generators in process industries, power plant designers, IT & software solution providers and others allied to the field served.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients are individuals in general or corporate management; engineering management; engineering including design, systems & planning; other engineering; operations management; operations including maintenance; other operations and other qualified personnel as shown in 3a.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	514
Advertiser and Agency _____	3,696
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	333
Digital _____	-
All Other _____	1,582
<b>TOTAL</b>	<b>6,125</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	70,016	100.0	70,016	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>70,016</b>	<b>100.0</b>	<b>70,016</b>	<b>100.0</b>	-	-

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2011 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Total Qualified
January _____	454	454	46,790	23,210	70,000
February _____	313	313	46,579	23,421	70,000
March _____	77	77	46,455	23,545	70,000
April _____	336	378	46,720	23,322	70,042
May _____	12,839	12,832	44,333	25,702	70,035
June _____	125	109	44,286	25,733	70,019
<b>TOTAL</b>	<b>14,144</b>	<b>14,163</b>			

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011**

This issue is -% or 23 copies above the average of the other 5 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)	CLASSIFICATION BY JOB FUNCTION		
					General/Corporate Management (A)	Engineering Mgmt/Engineering Systems & Planning/Other Engineering/Operations incl. Maintenance/Other Operations (B)	Other Job Function (C)
1. Electric Utilities (Note 1) _____	31,186	44.5	21,654	9,532	6,588	22,422	2,176
2. Independent Power Co., Unregulated Utility Subsidiary, Cogenerator or small Power Producer ___	5,367	7.7	3,245	2,122	1,741	3,275	351
3. Self Generators in Process Industries (Note 2) ___	11,578	16.5	6,881	4,697	3,492	6,584	1,502
4. Power Plant Designers (Note 3) _____	19,493	27.8	11,274	8,219	5,911	11,937	1,645
5. IT & Software solution providers & others allied to the Field _____	2,411	3.5	1,279	1,132	799	1,074	538
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>70,035</b>	<b>100.0</b>	<b>44,333</b>	<b>25,702</b>	<b>18,531</b>	<b>45,292</b>	<b>6,212</b>
<b>PERCENT</b>	<b>100.0</b>		<b>63.3</b>	<b>36.7</b>	<b>26.4</b>	<b>64.7</b>	<b>8.9</b>

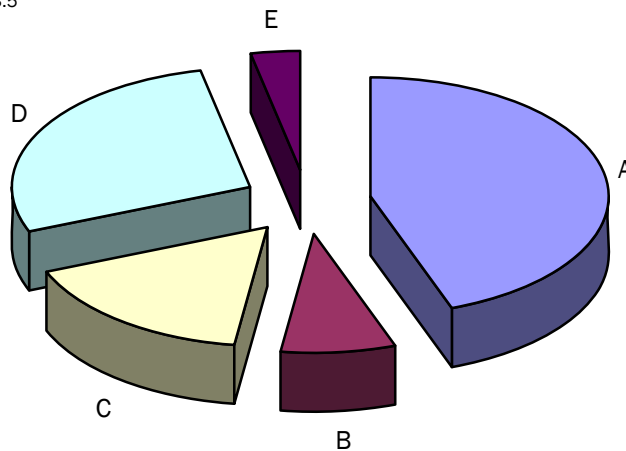
Note 1: Electric Utilities including Investor-Owned Electric Utility, Municipal Electric Utility, Rural Electric or other Electric Cooperative, Other Public Electric Utility, including Federal, State or District.

Note 2: Self Generators in Process Industries including Pulp & Paper/Chemicals & Allied Products/Fabricated Metal Products, Primary Metals & Mining/Machinery including Electrical and Electronic/Other industries (incl. Textile Mills, Coal & Petroleum Products, Rubber and Leather, Stone, Clay, Glass, Food & Kindred Products)/Institutional Power Plants plus Service and Commercial Establishments.

Note 3: Power Plant Designers including Consulting Firms including Architect/Engineers, Design & Construction Companies and Consultants and Original Equipment Manufacturers (OEM).

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

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
A Electric Utilities _____	31,186	44.5
B Independent Power Co., Unregulated Utility Subsidiary, Cogenerator or small Power Producer _____	5,367	7.7
C Self Generators in Process Industries _____	11,578	16.5
D Power Plant Designers _____	19,493	27.8
E IT & Software solution providers & others allied to the Field _____	2,411	3.5



**3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 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: _____	<b>63,081</b>	<b>6,954</b>	-	<b>44,333</b>	<b>25,702</b>	<b>70,035</b>	<b>100.0</b>
II. Request from recipient's company: _____	-	-	-	-	-	-	-
III. Membership Benefit: _____	-	-	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	-	-	-	-	-	-	-
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. Single Copy Sales: _____	-	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>63,081</b>	<b>6,954</b>	-	<b>44,333</b>	<b>25,702</b>	<b>70,035</b>	<b>100.0</b>
<b>PERCENT</b>	<b>90.1</b>	<b>9.9</b>	-	<b>63.3</b>	<b>36.7</b>	<b>100.0</b>	

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

MAILING ADDRESS	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
Individuals by name and title and/or function _____	44,333	25,702	70,035	100.0
Individuals by name only _____	-	-	-	-
Titles or functions only _____	-	-	-	-
Company names only _____	-	-	-	-
Multi-Copy Same Addressee copies _____	-	-	-	-
Single Copy Sales _____	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>44,333</b>	<b>25,702</b>	<b>70,035</b>	<b>100.0</b>

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

State	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent	State	Print Version Only (A)	Digital Version Only (B)	Total Qualified	Percent
Maine _____	278	120	398		Kentucky _____	593	223	816	
New Hampshire _____	290	111	401		Tennessee _____	895	366	1,261	
Vermont _____	132	60	192		Alabama _____	831	332	1,163	
Massachusetts _____	1,125	439	1,564		Mississippi _____	342	105	447	
Rhode Island _____	93	35	128		<b>EAST SO. CENTRAL</b>	<b>2,661</b>	<b>1,026</b>	<b>3,687</b>	<b>5.3</b>
Connecticut _____	725	248	973		Arkansas _____	341	103	444	
<b>NEW ENGLAND</b>	<b>2,643</b>	<b>1,013</b>	<b>3,656</b>	<b>5.2</b>	Louisiana _____	611	211	822	
New York _____	2,316	938	3,254		Oklahoma _____	615	233	848	
New Jersey _____	1,162	434	1,596		Texas _____	3,030	1,375	4,405	
Pennsylvania _____	2,262	862	3,124		<b>WEST SO. CENTRAL</b>	<b>4,597</b>	<b>1,922</b>	<b>6,519</b>	<b>9.3</b>
<b>MIDDLE ATLANTIC</b>	<b>5,740</b>	<b>2,234</b>	<b>7,974</b>	<b>11.4</b>	Montana _____	177	62	239	
Ohio _____	1,950	736	2,686		Idaho _____	277	101	378	
Indiana _____	971	356	1,327		Wyoming _____	137	39	176	
Illinois _____	1,811	657	2,468		Colorado _____	914	466	1,380	
Michigan _____	1,318	585	1,903		New Mexico _____	193	113	306	
Wisconsin _____	1,159	393	1,552		Arizona _____	601	355	956	
<b>EAST NO. CENTRAL</b>	<b>7,209</b>	<b>2,727</b>	<b>9,936</b>	<b>14.2</b>	Utah _____	324	138	462	
Minnesota _____	948	357	1,305		Nevada _____	273	113	386	
Iowa _____	650	229	879		<b>MOUNTAIN</b>	<b>2,896</b>	<b>1,387</b>	<b>4,283</b>	<b>6.1</b>
Missouri _____	1,198	435	1,633		Alaska _____	133	49	182	
North Dakota _____	236	73	309		Washington _____	889	480	1,369	
South Dakota _____	182	43	225		Oregon _____	550	263	813	
Nebraska _____	611	235	846		California _____	3,315	1,833	5,148	
Kansas _____	732	261	993		Hawaii _____	72	42	114	
<b>WEST NO. CENTRAL</b>	<b>4,557</b>	<b>1,633</b>	<b>6,190</b>	<b>8.8</b>	<b>PACIFIC</b>	<b>4,959</b>	<b>2,667</b>	<b>7,626</b>	<b>10.9</b>
Delaware _____	145	44	189		<b>UNITED STATES</b>	<b>43,018</b>	<b>17,912</b>	<b>60,930</b>	<b>87.0</b>
Maryland _____	689	260	949		U.S. Territories _____	101	59	160	
Washington, DC _____	156	91	247		Canada _____	1,196	1,478	2,674	
Virginia _____	989	457	1,446		Mexico _____	12	238	250	
West Virginia _____	266	83	349		Other International _____	-	6,011	6,011	
North Carolina _____	1,236	568	1,804		APO/FPO _____	6	4	10	
South Carolina _____	681	315	996		<b>TOTAL QUALIFIED CIRCULATION</b>	<b>44,333</b>	<b>25,702</b>	<b>70,035</b>	<b>100.0</b>
Georgia _____	1,173	490	1,663						
Florida _____	2,421	995	3,416						
<b>SOUTH ATLANTIC</b>	<b>7,756</b>	<b>3,303</b>	<b>11,059</b>	<b>15.8</b>					

AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS						
6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim
	July - December 2008	January - June 2009	July - December 2009	January - June 2010	July - December 2010*	January - June 2011*
Total Audit Average Qualified	65,663	66,586	67,168	67,607	68,859	70,016
Qualified Non-Paid Total	65,663	66,586	67,168	67,607	68,859	70,016
Print Version Only	50,491	50,854	49,736	48,349	46,466	45,860
Digital Version Only	15,172	15,732	17,432	19,258	22,393	24,156
Qualified Paid Total	-	-	-	-	-	-
Print Version Only	-	-	-	-	-	-
Digital Version Only	-	-	-	-	-	-
Post Expire Copies included in Paid Circulation	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price	**NC	**NC	**NC	**NC	**NC	**NC

**\*NOTE: July 2010 – June 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 of a recipient's qualification, as reported. Print copies are distributed via postal services or other carriers. Recipients who request the digital versions are notified via email when the version is available.

##### STATEMENT OF CONTENT PLATFORM:

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

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	45,860	100.0	45,860	100.0	-	-
Sponsored Individually Addressed	-	-	-	-	-	-
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	-	-	-	-
Single Copy Sales	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>45,860</b>	<b>100.0</b>	<b>45,860</b>	<b>100.0</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	24,156	100.0	24,156	100.0	-	-
Sponsored Individually Addressed	-	-	-	-	-	-
Membership Benefit	-	-	-	-	-	-
Multi-Copy Same Addressee	-	-	-	-	-	-
Single Copy Sales	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>24,156</b>	<b>100.0</b>	<b>24,156</b>	<b>100.0</b>	-	-

#### PUBLISHER'S AFFIDAVIT

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

Richard Baker, VP, North American Power Generation Group

Linda K. Thomas, Audience Development Manager

(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 June 28, 2011

State Oklahoma

County Tulsa

Received by BPA Worldwide June 28, 2011

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