

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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**FIELD SERVED**

BILLING & OSS WORLD serves the field of CLEC, ILEC, IXC, Broadband Service Provider, International Carrier, Content Provider, ISP Backbone Provider, Telecom Common Carrier, Cellular/Wireless Carrier, Cable TV/Video Operator, Public Utility, Reseller, Gov't (Federal/State/Local) User, Enterprise Telecom, Financial Services/ Banking, OSS/ BSS Software Vendor, Vendor/ Supplier, Systems Integrator/ Professional Services, Consultancy, Industry Media, and others allied to the field.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients are Executive Management (Principal/Owner, CEO, CFO, COO, CIO, CTO, Chairman, President, SVP, EVP), Senior Management (VP, AVP, Director, General Manager, Manager, Department Head), Technical Management (OSS/ Billing Director/ Manager, Customer Care Director/ Manager, Systems Analyst, e-Commerce Manager, Network Communications Manager, Business Process Manager, Operations Manager, IT Manager, MIS Manager, Consultant) Marketing/ Sales VP/ Director/Manager, and Other titled and non-titled personnel (Corporate Communications Manager, Senior Editor, Editor/ Reporter)

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	227
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	517
Digital _____	-
All Other _____	250
<b>TOTAL</b>	<b>994</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	7,000	100.0	7,000	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>7,000</b>	<b>100.0</b>	<b>7,000</b>	<b>100.0</b>	-	-

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD											
2009 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified	2009 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified
July/ August _____	250	251			7,001						
September/ October _____	227	226			7,000	November/ December _____	1,639	1,639			7,000
						<b>TOTAL</b>	<b>2,116</b>	<b>2,116</b>			

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER/DECEMBER 2009****This issue is -% or 1 copy below the average of the other 2 issues reported in Paragraph two.**

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
Service Providers, including CLEC, ILEC, Interexchange Carrier, Broadband Service Provider, International Carrier, Content Provider, ISP Backbone Provider, Reseller, Telecom Common Carrier, Cellular/Wireless Carrier, Cable TV/Video Operator, Public Utility _____	5,830	83.3
Enterprise/End User, including Gov't Federal/State/Local User, Enterprise Telecom, Financial Services/Banking _____	985	14.1
Manufacturer/Vendor/Distributor, including Consultancy, OSS/BSS Software Vendor, Vendor/Supplier, Sys Integrator/Professional Svcs _____	100	1.4
Others Related to the Field Served, including Industry Media and others allied to the field _____	85	1.2
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>7,000</b>	<b>100.0</b>
<b>PERCENT</b>	<b>100.0</b>	

<b>ADDITIONAL DATA</b>		
JOB FUNCTION	TOTAL QUALIFIED	PERCENT OF TOTAL
Executive/Senior Management, including Principal/Owner, CEO, CFO, COO, CIO, CTO, Chairman, President, SVP, EVP, VP, AVP, Director, General Manager, Manager, Department Head _____	5,499	78.6
Technical/OSS/Billing Management, including OSS/Billing Dir/Mgr, Customer Care Dir/Mgr, Systems Analyst, e-Commerce Mgr, Network Comm Mgr, Business Process Mgr, Operations Mgr, IT Mgr, MIS Mgr, Consultant _____	1,208	17.3
Marketing/Sales Management, including VP/Dir/Mgr of Marketing/Sales _____	255	3.6
Others Allied to the Field, including Corp Comm Mgr, Senior Editor, Editor/Reporter and others allied to the field _____	38	0.5
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>7,000</b>	<b>100.0</b>
<b>PERCENT</b>	<b>100.0</b>	

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER/DECEMBER 2009							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	3,801	1,756	-			5,557	79.4
II. Request from recipient's company: _____	43	15	-			58	0.8
III. Membership Benefit: _____	-	-	-			-	-
IV. Communication from recipient or recipient's company (other than request): _____	287	-	-			287	4.1
V. TOTAL - Sources other than above (listed alphabetically): _____	1,098	-	-			1,098	15.7
Association rosters and directories _____	-	-	-			-	-
Business directories _____	-	-	-			-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-			-	-
*Other sources _____	1,098	-	-			1,098	15.7
VI. Single Copy Sales: _____	-	-	-			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>5,229</b>	<b>1,771</b>	<b>-</b>			<b>7,000</b>	<b>100.0</b>
<b>PERCENT</b>	<b>74.7</b>	<b>25.3</b>	<b>-</b>			<b>100.0</b>	

\*See Paragraph 9

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER/DECEMBER 2009				
MAILING ADDRESS	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____			6,994	100.0
Individuals by name only _____			3	-
Titles or functions only _____			3	-
Company names only _____			-	-
Multi-Copy Same Addressee copies _____			-	-
Single Copy Sales _____			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>			<b>7,000</b>	<b>100.0</b>

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER/DECEMBER 2009								
State & Zip Code	Total Qualified	Percent	State & Zip Code	Total Qualified	Percent	State & Zip Code	Total Qualified	Percent
039-049 Maine _____	10		400-427 Kentucky _____	73				
030-038 New Hampshire _____	29		370-385 Tennessee _____	73				
050-059 Vermont _____	7		350-369 Alabama _____	83				
010-027 Massachusetts _____	184		386-397 Mississippi _____	23				
028-029 Rhode Island _____	8		<b>EAST SO. CENTRAL</b>	<b>252</b>	<b>3.6</b>			
060-069 Connecticut _____	66		716-729 Arkansas _____	58				
<b>NEW ENGLAND</b>	<b>304</b>	<b>4.3</b>	700-714 Louisiana _____	53				
100-149 New York _____	430		730-749 Oklahoma _____	82				
070-089 New Jersey _____	279		750-799 Texas _____	599				
150-196 Pennsylvania _____	163		<b>WEST SO. CENTRAL</b>	<b>792</b>	<b>11.3</b>			
<b>MIDDLE ATLANTIC</b>	<b>872</b>	<b>12.5</b>	590-599 Montana _____	35				
430-459 Ohio _____	194		832-838 Idaho _____	24				
460-479 Indiana _____	63		820-831 Wyoming _____	11				
600-629 Illinois _____	559		800-816 Colorado _____	217				
480-499 Michigan _____	132		870-884 New Mexico _____	25				
530-549 Wisconsin _____	84		850-865 Arizona _____	73				
<b>EAST NO. CENTRAL</b>	<b>1,032</b>	<b>14.7</b>	840-847 Utah _____	51				
550-567 Minnesota _____	106		889-898 Nevada _____	82				
500-528 Iowa _____	92		<b>MOUNTAIN</b>	<b>518</b>	<b>7.4</b>			
630-658 Missouri _____	108		995-999 Alaska _____	32				
580-588 North Dakota _____	29		980-994 Washington _____	149				
570-577 South Dakota _____	34		970-979 Oregon _____	51				
680-693 Nebraska _____	33		900-961 California _____	950				
660-679 Kansas _____	144		967-968 Hawaii _____	21				
<b>WEST NO. CENTRAL</b>	<b>546</b>	<b>7.8</b>	<b>PACIFIC</b>	<b>1,203</b>	<b>17.2</b>			
197-199 Delaware _____	2		<b>UNITED STATES</b>	<b>6,943</b>	<b>99.1</b>			
206-219 Maryland _____	107		969 & 004-009 U.S. Territories _____	37				
200-205 Washington, DC _____	105		Canada _____	2				
220-246 Virginia _____	294		Mexico _____	-				
247-268 West Virginia _____	18		Other International _____	18				
270-289 North Carolina _____	171		APO/FPO _____	-				
290-299 South Carolina _____	76		<b>TOTAL QUALIFIED CIRCULATION</b>	<b>7,000</b>	<b>100.0</b>			
300-319 Georgia _____	263							
320-349 Florida _____	388							
<b>SOUTH ATLANTIC</b>	<b>1,424</b>	<b>20.3</b>						

**7. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS**

6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim
	2006	2007	January - June 2008	July - December 2008	January - June 2009*	July - December 2009*
Total Audit Average Qualified: _____	7,880	6,849	6,923	7,001	7,000	7,000
Qualified Non-Paid: ____	7,880	6,849	6,923	7,001	7,000	7,000
Qualified Paid: _____	-	-	-	-	-	-
Post Expire Copies included in Paid Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC	**NC	**NC

**\*NOTE: 2009 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

\*\*NC = None Claimed.

**8. PAID CIRCULATION DATA**

**NC	Average Annual Subscription Order Price for the Period. (includes promotional incentive value, if any)
6	Issues Per Year
**NC	All Single Copy Sales Prices for the Period
**NC	Renewal Rate of Paid Subscribers (Optional)

**9. ADDITIONAL DATA****PARAGRAPH 3b:**

Other Sources include 6 sources of circulation for quantities of 2 copies or -% to 448 copies or 6.4%.

**PARAGRAPHS 5 AND 6 ARE NOT REQUIRED****PUBLISHER'S AFFIDAVIT**

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

Simone Kjolsrud, Chief Technology Director

Mike Saxby, 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 8, 2010

State Arizona

County Maricopa

Received by BPA Worldwide January 8, 2010

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