

**BUSINESS PUBLICATION CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED DECEMBER 2009**

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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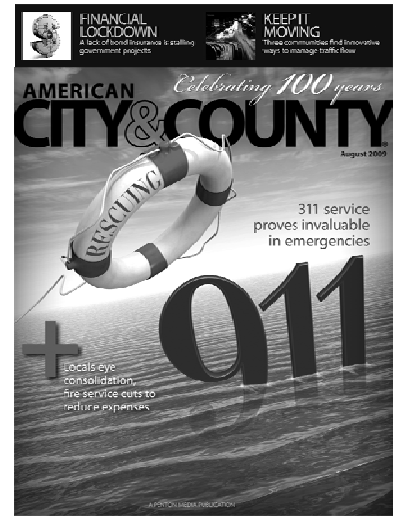
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprising media owners, advertising agencies and advertisers. Spanning 25 countries, BPA serves more than 2,000 B-to-B publications and 500 consumer magazines, plus newspapers, events, Web sites, email newsletters, databases, wireless and other advertiser-supported media-as well as more than 2,600 advertiser and agency members.

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Official Publication of: None
Established: 1909
Issues per Year: 12



FIELD SERVED

AMERICAN CITY & COUNTY serves municipal, county, state & special district government departments of administration, public works, water/wastewater, public safety, parks & recreation, transportation and information systems. Also served are consultants, engineers, architects, independent contractors, public libraries, institutions and other individuals as described in paragraph 3a.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are individuals in executive & command, legislative, administration & operations, engineering, technical, research and development, purchasing, finance and logistics. Also qualified are department copies and other personnel.

| AVERAGE NON-QUALIFIED CIRCULATION | |
|---|--------------|
| NON-QUALIFIED Not Included Elsewhere | Copies |
| Other Paid Circulation _____ | - |
| Advertiser and Agency _____ | 784 |
| Rotated or Occasional _____ | - |
| Allocated for Trade Shows and Conventions _____ | 782 |
| Digital _____ | - |
| All Other _____ | 1,854 |
| TOTAL | 3,420 |

| 1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD | | | | | | |
|--|-----------------|--------------|--------------------|-------------|----------------|------------|
| QUALIFIED CIRCULATION | Total Qualified | | Qualified Non-Paid | | Qualified Paid | |
| | Copies | Percent | Copies | Percent | Copies | Percent |
| Individual _____ | 72,029 | 100.0 | 71,662 | 99.5 | 367 | 0.5 |
| Sponsored Individually Addressed _____ | - | - | - | - | - | - |
| Membership Benefit _____ | - | - | - | - | - | - |
| Multi-Copy Same Addressee _____ | - | - | - | - | - | - |
| Single Copy Sales _____ | - | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 72,029 | 100.0 | 71,662 | 99.5 | 367 | 0.5 |

| 2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD | | | | | | | | | | | | | | | |
|---|----------------|--------------|------------------------|--------------------------|--------------------|----------------|-----------------|----------------|----------------|---------------|------------------------|--------------------------|--------------------|----------------|-----------------|
| 2009 Issue | Number Removed | Number Added | Print Version Only (A) | Digital Version Only (B) | Qualified Non-Paid | Qualified Paid | Total Qualified | 2009 Issue | Number Removed | Number Added | Print Version Only (A) | Digital Version Only (B) | Qualified Non-Paid | Qualified Paid | Total Qualified |
| | | | | | | | | | | | | | | | |
| August _____ | 230 | 175 | 67,729 | 7,597 | | | 75,326 | November _____ | 8,786 | 8,786 | 61,549 | 8,816 | | | 70,365 |
| September _____ | 12,159 | 7,201 | 63,190 | 7,177 | | | 70,367 | December _____ | - | - | 61,343 | 9,022 | | | 70,365 |
| | | | | | | | | TOTAL | 21,348 | 16,388 | | | | | |

3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009
This issue is 2.8% or 1,997 copies below the average of the other 5 issues reported in Paragraph two.

| GOVERNMENT/BUSINESS TYPE | TOTAL QUALIFIED | PERCENT OF TOTAL | Print Version Only (A) | Digital Version Only (B) | CLASSIFICATION BY DEPARTMENT | | | | | | |
|---|-----------------|------------------|------------------------|--------------------------|------------------------------|---------------------------------|------------------|---|------------------------------|------------------------------------|---|
| | | | | | Administration | Public Works Including Highways | Water/Wastewater | Public Safety, Police, Fire, Emergency Services | Parks & Recreation, Forestry | Transportation, Terminals, Transit | Information Systems Management/Telecommunication Management |
| Municipal Government _____ | 41,680 | 59.2 | 37,586 | 4,094 | 20,245 | 7,941 | 5,396 | 4,859 | 1,053 | 378 | 1,808 |
| County Government _____ | 14,177 | 20.1 | 12,252 | 1,925 | 7,418 | 2,437 | 617 | 2,032 | 310 | 315 | 1,048 |
| State Government _____ | 9,650 | 13.7 | 7,703 | 1,947 | 3,976 | 682 | 548 | 1,713 | 241 | 1,215 | 1,275 |
| Special District Government_ | 2,003 | 2.9 | 1,636 | 367 | 635 | 186 | 556 | 263 | 72 | 155 | 136 |
| TOTAL GOVERNMENT | 67,510 | 95.9 | 59,177 | 8,333 | 32,274 | 11,246 | 7,117 | 8,867 | 1,676 | 2,063 | 4,267 |
| PERCENT OF TOTAL | 95.9 | | 84.1 | 11.8 | 45.9 | 16.0 | 10.1 | 12.6 | 2.4 | 2.9 | 6.1 |
| Consultant, Engineer, Architect _____ | 1,504 | 2.1 | 1,206 | 298 | 225 | 531 | 378 | 48 | 23 | 119 | 180 |
| Independent Contractors, Private Firms Performing Public Services including Private Water Companies _____ | 682 | 1.0 | 574 | 108 | 147 | 109 | 211 | 34 | 26 | 28 | 127 |
| Public Libraries and Educational Institutions _____ | 130 | 0.2 | 106 | 24 | 87 | 4 | 2 | 9 | 7 | 3 | 18 |
| Others Allied to the Field _____ | 216 | 0.3 | 163 | 53 | 68 | 31 | 31 | 34 | 5 | 11 | 36 |
| TOTAL NON GOVERNMENT | 2,532 | 3.6 | 2,049 | 483 | 527 | 675 | 622 | 125 | 61 | 161 | 361 |
| TOTAL GOVERNMENT AND NON GOVERNMENT | 70,042 | 99.5 | 61,226 | 8,816 | 32,801 | 11,921 | 7,739 | 8,992 | 1,737 | 2,224 | 4,628 |
| Other Paid Circulation Subscriptions _____ | 323 | 0.5 | 323 | - | | | | | | | |
| TOTAL QUALIFIED CIRCULATION | 70,365 | 100.0 | 61,549 | 8,816 | | | | | | | |
| PERCENT | 100.0 | | 87.5 | 12.5 | | | | | | | |

| GOVERNMENT/BUSINESS TYPE | TOTAL QUALIFIED | PERCENT OF TOTAL | Print Version Only (A) | Digital Version Only (B) | CLASSIFICATION BY TITLE | | | | | |
|--|-----------------|------------------|------------------------|--------------------------|-------------------------|-----------------|---------------------------------|---------------------------------|-------------------------------------|---|
| | | | | | Executive & Command (A) | Legislative (B) | Administration & Operations (C) | Engineering, Technical, R&D (D) | Purchasing, Finance & Logistics (E) | Department Copies & Other Qualified Personnel (F) |
| Municipal Government _____ | 41,680 | 59.2 | 37,586 | 4,094 | 5,363 | 4,994 | 23,730 | 3,231 | 2,304 | 2,058 |
| County Government _____ | 14,177 | 20.1 | 12,252 | 1,925 | 1,047 | 2,391 | 7,220 | 1,352 | 1,173 | 994 |
| State Government _____ | 9,650 | 13.7 | 7,703 | 1,947 | 441 | 737 | 4,261 | 1,145 | 618 | 2,448 |
| Special District Government _____ | 2,003 | 2.9 | 1,636 | 367 | 115 | 77 | 1,206 | 256 | 99 | 250 |
| TOTAL GOVERNMENT | 67,510 | 95.9 | 59,177 | 8,333 | 6,966 | 8,199 | 36,417 | 5,984 | 4,194 | 5,750 |
| TOTAL NON GOVERNMENT | 2,532 | 3.6 | 2,049 | 483 | 712 | 52 | 989 | 535 | 53 | 191 |
| TOTAL GOVERNMENT AND NON GOVERNMENT | 70,042 | 99.5 | 61,226 | 8,816 | 7,678 | 8,251 | 37,406 | 6,519 | 4,247 | 5,941 |
| Other Paid Circulation Subscriptions _____ | 323 | 0.5 | 323 | - | | | | | | |
| TOTAL QUALIFIED CIRCULATION | 70,365 | 100.0 | 61,549 | 8,816 | | | | | | |
| PERCENT | 100.0 | | 87.5 | 12.5 | | | | | | |

| 3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009 | | | | | | | | | |
|---|------------------|---------------|----------|------------------------|--------------------------|---------------------|-----------------|-----------------|--------------|
| QUALIFICATION SOURCE | Qualified Within | | | Print Version Only (A) | Digital Version Only (B) | *Qualified Non-Paid | *Qualified Paid | Total Qualified | Percent |
| | 1 Year | 2 Years | 3 Years | | | | | | |
| I. Direct Request: _____ | 55,910 | 13,322 | - | 60,466 | 8,766 | | | 69,232 | 98.9 |
| II. Request from recipient's company: _____ | 740 | 28 | - | 719 | 49 | | | 768 | 1.1 |
| III. Membership Benefit: _____ | - | - | - | - | - | | | - | - |
| IV. Communication from recipient or recipient's company (other than request): _____ | - | - | - | - | - | | | - | - |
| V. TOTAL - 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: _____ | - | - | - | - | - | | | - | - |
| TOTAL QUALIFIED CIRCULATION | 56,650 | 13,350 | - | 61,185 | 8,815 | | | 70,000 | 100.0 |
| PERCENT | 80.9 | 19.1 | - | 87.4 | 12.6 | | | 100.0 | |

Paid source information can be reported at the option of the publisher.
 *See Paragraph 9

| 3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009 | | | | | | |
|--|------------------------|--------------------------|--------------------|----------------|-----------------|--------------|
| MAILING ADDRESS | Print Version Only (A) | Digital Version Only (B) | Qualified Non-Paid | Qualified Paid | Total Qualified | Percent |
| Individuals by name and title and/or function _____ | 61,210 | 8,809 | | | 70,019 | 99.5 |
| Individuals by name only _____ | 13 | 1 | | | 14 | - |
| Titles or functions only _____ | 6 | 1 | | | 7 | - |
| Company names only _____ | 320 | 5 | | | 325 | 0.5 |
| Multi-Copy Same Addressee copies _____ | - | - | | | - | - |
| Single Copy Sales _____ | - | - | | | - | - |
| TOTAL QUALIFIED CIRCULATION | 61,549 | 8,816 | | | 70,365 | 100.0 |

| 4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009 | | | | | | | | | |
|--|------------------------|--------------------------|-----------------|-------------|--------------------------------------|------------------------|--------------------------|-----------------|--------------|
| State & Zip Code | Print Version Only (A) | Digital Version Only (B) | Total Qualified | Percent | State & Zip Code | Print Version Only (A) | Digital Version Only (B) | Total Qualified | Percent |
| 039-049 Maine _____ | 381 | 58 | 439 | | 400-427 Kentucky _____ | 936 | 130 | 1,066 | |
| 030-038 New Hampshire _____ | 303 | 48 | 351 | | 370-385 Tennessee _____ | 1,227 | 139 | 1,366 | |
| 050-059 Vermont _____ | 134 | 12 | 146 | | 350-369 Alabama _____ | 1,098 | 146 | 1,244 | |
| 010-027 Massachusetts _____ | 839 | 120 | 959 | | 386-397 Mississippi _____ | 819 | 77 | 896 | |
| 028-029 Rhode Island _____ | 139 | 38 | 177 | | EAST SO. CENTRAL | 4,080 | 492 | 4,572 | 6.5 |
| 060-069 Connecticut _____ | 577 | 81 | 658 | | 716-729 Arkansas _____ | 1,103 | 116 | 1,219 | |
| NEW ENGLAND | 2,373 | 357 | 2,730 | 3.9 | 700-714 Louisiana _____ | 1,166 | 143 | 1,309 | |
| 100-149 New York _____ | 1,933 | 274 | 2,207 | | 730-749 Oklahoma _____ | 1,248 | 182 | 1,430 | |
| 070-089 New Jersey _____ | 1,208 | 153 | 1,361 | | 750-799 Texas _____ | 4,631 | 592 | 5,223 | |
| 150-196 Pennsylvania _____ | 1,808 | 206 | 2,014 | | WEST SO. CENTRAL | 8,148 | 1,033 | 9,181 | 13.0 |
| MIDDLE ATLANTIC | 4,949 | 633 | 5,582 | 7.9 | 590-599 Montana _____ | 476 | 75 | 551 | |
| 430-459 Ohio _____ | 2,473 | 379 | 2,852 | | 832-838 Idaho _____ | 691 | 122 | 813 | |
| 460-479 Indiana _____ | 1,244 | 196 | 1,440 | | 820-831 Wyoming _____ | 409 | 79 | 488 | |
| 600-629 Illinois _____ | 3,332 | 419 | 3,751 | | 800-816 Colorado _____ | 1,334 | 307 | 1,641 | |
| 480-499 Michigan _____ | 1,843 | 299 | 2,142 | | 870-884 New Mexico _____ | 570 | 92 | 662 | |
| 530-549 Wisconsin _____ | 1,760 | 277 | 2,037 | | 850-865 Arizona _____ | 708 | 224 | 932 | |
| EAST NO. CENTRAL | 10,652 | 1,570 | 12,222 | 17.4 | 840-847 Utah _____ | 691 | 132 | 823 | |
| 550-567 Minnesota _____ | 1,762 | 284 | 2,046 | | 889-898 Nevada _____ | 408 | 57 | 465 | |
| 500-528 Iowa _____ | 1,518 | 216 | 1,734 | | MOUNTAIN | 5,287 | 1,088 | 6,375 | 9.1 |
| 630-658 Missouri _____ | 1,765 | 237 | 2,002 | | 995-999 Alaska _____ | 289 | 75 | 364 | |
| 580-588 North Dakota _____ | 493 | 63 | 556 | | 980-994 Washington _____ | 1,365 | 339 | 1,704 | |
| 570-577 South Dakota _____ | 534 | 47 | 581 | | 970-979 Oregon _____ | 960 | 218 | 1,178 | |
| 680-693 Nebraska _____ | 929 | 132 | 1,061 | | 900-961 California _____ | 5,339 | 234 | 5,573 | |
| 660-679 Kansas _____ | 1,536 | 222 | 1,758 | | 967-968 Hawaii _____ | 147 | 47 | 194 | |
| WEST NO. CENTRAL | 8,537 | 1,201 | 9,738 | 13.8 | PACIFIC | 8,100 | 913 | 9,013 | 12.8 |
| 197-199 Delaware _____ | 173 | 34 | 207 | | UNITED STATES | 61,516 | 8,810 | 70,326 | 99.9 |
| 206-219 Maryland _____ | 737 | 148 | 885 | | 969 & 004-009 U.S. Territories _____ | 16 | 4 | 20 | |
| 200-205 Washington, DC _____ | 136 | 28 | 164 | | Canada _____ | 8 | - | 8 | |
| 220-246 Virginia _____ | 1,147 | 193 | 1,340 | | Mexico _____ | - | - | - | |
| 247-268 West Virginia _____ | 408 | 57 | 465 | | Other International _____ | 5 | 1 | 6 | |
| 270-289 North Carolina _____ | 1,710 | 274 | 1,984 | | APO/FPO _____ | 4 | 1 | 5 | |
| 290-299 South Carolina _____ | 795 | 129 | 924 | | TOTAL QUALIFIED CIRCULATION | 61,549 | 8,816 | 70,365 | 100.0 |
| 300-319 Georgia _____ | 1,981 | 211 | 2,192 | | | | | | |
| 320-349 Florida _____ | 2,303 | 449 | 2,752 | | | | | | |
| SOUTH ATLANTIC | 9,390 | 1,523 | 10,913 | 15.5 | | | | | |

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 _____ | 82,423 | 82,761 | 82,735 | 80,040 | 76,640 | 72,029 |
| Qualified Non-Paid Total _ | 82,141 | 82,296 | 82,297 | 79,630 | 76,244 | 71,662 |
| Print Version Only _____ | 82,141 | 82,296 | 77,530 | 72,908 | 68,252 | 63,768 |
| Digital Version Only _____ | - | - | 4,767 | 6,722 | 7,992 | 7,894 |
| Qualified Paid Total _____ | 282 | 465 | 438 | 410 | 396 | 367 |
| Print Version Only _____ | 282 | 465 | 438 | 410 | 396 | 367 |
| Digital Version Only _____ | - | - | - | - | - | - |
| Post Expire Copies included in Paid Circulation _____ | **NC | **NC | **NC | **NC | **NC | **NC |
| Average Annual Order Price _____ | **NC | \$61.48 | \$61.92 | **NC | **NC | **NC |

*NOTE: January - December 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) |
| 12 | Issues Per Year |
| **NC | All Single Copy Sales Prices for the Period |
| **NC | Renewal Rate of Paid Subscribers (Optional) |

9. 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 service or other carriers. Recipients who request the digital version are notified via email when the version is available.

PARAGRAPH 3b:

Includes 70,000 qualified non-paid circulation. Qualified paid circulation of 365 combined with the qualified non-paid circulation equal 70,365 total qualified circulation for the analyzed issue.

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 _____ | 64,135 | 100.0 | 63,768 | 99.4 | 367 | 0.6 |
| Sponsored Individually Addressed _ | - | - | - | - | - | - |
| Membership Benefit _____ | - | - | - | - | - | - |
| Multi-Copy Same Addressee _____ | - | - | - | - | - | - |
| Single Copy Sales _____ | - | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 64,135 | 100.0 | 63,768 | 99.4 | 367 | 0.6 |

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 _____ | 7,894 | 100.0 | 7,894 | 100.0 | - | - |
| Sponsored Individually Addressed _ | - | - | - | - | - | - |
| Membership Benefit _____ | - | - | - | - | - | - |
| Multi-Copy Same Addressee _____ | - | - | - | - | - | - |
| Single Copy Sales _____ | - | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 7,894 | 100.0 | 7,894 | 100.0 | - | - |

PUBLISHER'S AFFIDAVIT

| | | |
|---|---------------------------|-------------------|
| We hereby make oath and say that all data set forth in this statement are true. | Date signed | February 11, 2010 |
| Gregg Herring, Group Publisher | State | Kansas |
| Julie Neely, Audience Marketing Director | County | Johnson |
| (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 | February 11, 2010 |
| 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 | A055P0D9 |