

**BUSINESS PUBLICATION CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED JUNE 2008**

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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FIELD SERVED

TRENCHLESS TECHNOLOGY serves the following industries:

Contracting Firms – utility contractors, distribution contractors, road boring/directional drilling contractors, tunneling contractors, pipeline contractors, cable contractors, general contractors, other contractors

Engineering Firms – construction, geotechnical, environmental, pipeline, other engineering firms

Government/Public Works - water & sewer, gas & electric, other government/public works

Utility Companies - water & sewer, electric, gas, cable/telephone, other utilities

Industrial Facilities – in-house contracting, in-house construction, in-house engineering, other in-house industrial facilities

Manufacturers/Suppliers – equipment manufacturers, rehabilitation systems, pipe manufacturers, other manufacturers/suppliers

Others Allied to the Industry - consultants, libraries, students/professor, and others

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients include the following titles:

Owner/Partner, CEO, COO/CFO, President, Vice President, Manager/Coordinator/Administrator, Supervisor/Foreman/Inspector, Director/Commissioner, Superintendent, Engineer/Estimator/Consultant, Safety, Operator/Field Personnel/Technician, and miscellaneous titled and non-titled personnel.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	-
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	329
All Other _____	740
TOTAL	1,069

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	37,073	97.0	37,073	97.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
Non-Continuous _____	1,155	3.0	1,155	3.0	-	-
TOTAL QUALIFIED CIRCULATION	38,228	100.0	38,228	100.0	-	-

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD											
2008 Issue	Number Removed	Number Added	Total Continuous	Total Non-Continuous	Total Qualified	2008 Issue	Number Removed	Number Added	Total Continuous	Total Non-Continuous	Total Qualified
January _____	261	76	37,145	2,344	39,489	April _____	788	751	37,012	-	37,012
February _____	145	175	37,175	-	37,175	May _____	4,709	4,746	37,049	2,289	39,338
March _____	736	610	37,049	2,299	39,348	June _____	188	145	37,006	-	37,006
						TOTAL	6,827	6,503			

3a. BUSINESS/OCCUPATIONAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008						
Qualified continuous circulation for this issue is 0.1% or 28 copies below the average of the other 5 issues reported in Paragraph two.						
Qualified non-continuous circulation for this issue is 146.4% or 1,360 copies above the average of the other 5 issues reported in Paragraph two. (See Paragraph 11)						
BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Continuous	Non-Continuous	*Comparison to the Average Non-continuous Circulation of the issues in the Period. (Under)/Over	
					Copy	Percentage
Contracting Firms	13,715	34.9	13,689	26		
Utility Contractors	4,193	10.6	4,190	3		
Distribution Contractors	271	0.7	267	4		
Road Boring/Directional Drilling Contractors	1,063	2.7	1,058	5		
Tunneling Contractors	296	0.8	293	3		
Pipeline Contractors	875	2.2	868	7		
Cable Contractors	217	0.6	217	-		
General Contractors	5,077	12.9	5,075	2		
Other Contractors	1,723	4.4	1,721	2		
Engineering Firms	4,936	12.6	4,923	13		
Construction	2,342	6.0	2,336	6		
Geotechnical	395	1.0	393	2		
Environmental	941	2.4	939	2		
Pipeline	568	1.4	566	2		
Other Engineering	690	1.8	689	1		
Government/Public Works	8,249	20.9	8,247	2		
Water & Sewer	4,933	12.5	4,931	2		
Gas & Electric	252	0.6	252	-		
Other Government/Public Works	3,064	7.8	3,064	-		
Utility Companies	3,478	8.8	3,471	7		
Water & Sewer	1,981	5.0	1,978	3		
Electric	544	1.4	544	-		
Gas	395	1.0	393	2		
Cable/Telephone	345	0.9	343	2		
Other Utilities	213	0.5	213	-		
Industrial Facilities	360	0.8	359	1		
In-House Contracting	84	0.2	84	-		
In-House Construction	137	0.3	136	1		
In-House Engineering	85	0.2	85	-		
Other In-House Industrial Facility	54	0.1	54	-		
Manufacturers/Suppliers	3,392	8.7	3,387	5		
Equipment Manufacturers	1,953	5.0	1,952	1		
Rehabilitation Systems	256	0.7	255	1		
Pipe Manufacturers	383	1.0	381	2		
Other Manufacturers/Suppliers	800	2.0	799	1		
Others Allied to the Industry	5,208	13.3	2,973	2,235		
Consultant	831	2.1	826	5		
Libraries	38	0.1	37	1		
Students/Professor	220	0.6	220	-		
Others	4,119	10.5	1,890	2,229		
TOTAL QUALIFIED CIRCULATION	39,338	100.0	37,049	2,289		

*See Paragraph 11

CLASSIFICATION BY TITLE	TOTAL QUALIFIED	PERCENT OF TOTAL	Continuous	Non-Continuous	*Comparison to the Average non-continuous circulation of the other issues in the period (under)/over	
					Copy	Percentage
Qualified recipients include the following titles:						
Owner/Partner	8,979	22.8	8,971	8		
President	5,902	15.0	5,896	6		
Vice President	1,928	4.9	1,928	-		
CEO	538	1.4	538	-		
COO/CFD	286	0.7	286	-		
Manager/Coordinator/Administrator	7,105	18.1	7,077	28		
Supervisor/Foremen/Inspector	1,911	4.9	1,909	2		
Superintendent	1,369	3.5	1,369	-		
Engineer/Estimator/Consultant	3,678	9.3	3,634	44		
Director/Commissioner	1,973	5.0	1,966	7		
Safety	109	0.3	109	-		
Operator/Field Personnel/Technician	838	2.1	838	-		
Miscellaneous Titled and Non-Titled Personnel	4,722	12.0	2,528	2,194		
TOTAL QUALIFIED CIRCULATION	39,338	100.0	37,049	2,289		

*See Paragraph 11

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CONTINUOUS CIRCULATION FOR ISSUE OF MAY 2008							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. TOTAL - Personal direct request from the recipient:	18,976	13,877	3,314			36,167	97.5
a. Written	2,329	1,505	1,142			4,976	13.4
b. Telecommunication	13,299	10,404	1,657			25,360	68.4
c. Electronic	3,348	1,968	515			5,831	15.7
II. TOTAL - Request from recipient's company:	108	33	2			143	0.5
a. Written	52	11	2			65	0.2
b. Telecommunication	5	14	-			19	0.1
c. Electronic	51	8	-			59	0.2
III. TOTAL - Membership Benefit:	-	-	-			-	-
a. Individual	-	-	-			-	-
b. Organizational	-	-	-			-	-
IV. TOTAL - Communication from recipient or recipient's company (other than request):	187	6	-			193	0.5
a. Written	-	-	-			-	-
b. Telecommunication	-	-	-			-	-
c. Electronic	187	6	-			193	0.5
V. TOTAL - Sources other than above (listed alphabetically):	433	113	-			546	1.5
Association rosters and directories	415	34	-			449	1.2
Business directories	-	-	-			-	-
Independent field reports	-	-	-			-	-
Licensees - National, State or Local Government	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists	-	-	-			-	-
Other sources	18	79	-			97	0.3
VI. TOTAL - Single Copy Sales:	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	19,704	14,029	3,316			37,049	100.0
PERCENT	53.1	37.9	9.0			100.0	-

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED NON-CONTINUOUS CIRCULATION FOR ISSUE OF MAY 2008									
	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent	*Comparison to the average non-continuous circulation of the other issues in the period (under)/over	
	1 year	2 years	3 years					Copy	Percent
I. TOTAL - Personal direct request from the recipient:	8	53	9			70	3.0		
a. Written	2	15	4			21	0.9		
b. Telecommunication	-	-	-			-	-		
c. Electronic	6	38	5			49	2.1		
II. TOTAL - Request from recipient's company:	-	2	2			4	0.2		
a. Written	-	-	-			-	-		
b. Telecommunication	-	-	-			-	-		
c. Electronic	-	2	2			4	0.2		
III. TOTAL - Association or society membership:	-	-	-			-	-		
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):	2,213	-	2			2,215	96.8		
*Association rosters and directories	2,213	-	-			2,213	96.7		
Business directories	-	-	-			-	-		
Independent field reports	-	-	-			-	-		
Licensees - National, State or Local Government	-	-	-			-	-		
Manufacturer's, distributor's and wholesaler's lists	-	-	-			-	-		
Other sources	-	-	2			2	0.1		
VI. TOTAL - Single Copy Sales	-	-	-			-	-		
TOTALS	2,221	55	13			2,289	100.0		
*See Paragraph 11	PERCENTS	97.0	2.4	0.6		100.0	-		

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008								
MAILING ADDRESS	Continuous	Non-Continuous	*Comparison To The Average Non-Continuous Circulation Of The Other Issues In The Period (Under)/Over		Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
			COPY	PERCENTAGE				
Individuals by name and title and/or function	36,621	1,268					37,889	96.3
Individuals by name only	418	915					1,333	3.4
Titles or functions only	8	2					10	-
Company names only	2	104					106	0.3
Multi-Copy Same Addressee copies	-	-					-	-
Single Copy Sales	-	-					-	-
TOTAL QUALIFIED CIRCULATION	37,049	2,289					39,338	100.0

*See Paragraph 11

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008

State & Zip Code	Continuous	Non-Continuous	*COPY COMPARISON TO THE AVERAGE NON-CONTINUOUS CIRCULATION OF THE OTHER ISSUES IN THE PERIOD (UNDER)/OVER		Total Qualified Non-Paid	Total Qualified Paid	Total Qualified	Percent
			Copy	Percentage				
039-049 Maine _____	277	-					277	
030-038 New Hampshire _____	227	-					227	
050-059 Vermont _____	160	-					160	
010-027 Massachusetts _____	761	-					761	
028-029 Rhode Island _____	100	-					100	
060-069 Connecticut _____	351	-					351	
NEW ENGLAND	1,876	-					1,876	4.8
100-149 New York _____	1,453	-					1,453	
070-089 New Jersey _____	878	-					878	
150-196 Pennsylvania _____	1,708	-					1,708	
MIDDLE ATLANTIC	4,039	-					4,039	10.3
430-459 Ohio _____	1,812	-					1,812	
460-479 Indiana _____	907	-					907	
600-629 Illinois _____	1,638	-					1,638	
480-499 Michigan _____	1,497	-					1,497	
530-549 Wisconsin _____	852	-					852	
EAST NO. CENTRAL	6,706	-					6,706	17.1
550-567 Minnesota _____	819	-					819	
500-528 Iowa _____	463	-					463	
630-658 Missouri _____	975	-					975	
580-588 North Dakota _____	137	-					137	
570-577 South Dakota _____	198	-					198	
680-693 Nebraska _____	303	-					303	
660-679 Kansas _____	454	-					454	
WEST NO. CENTRAL	3,349	-					3,349	8.5
197-199 Delaware _____	102	-					102	
206-219 Maryland _____	579	-					579	
200-205 Washington, DC _____	54	-					54	
220-246 Virginia _____	931	-					931	
247-268 West Virginia _____	219	-					219	
270-289 North Carolina _____	1,156	-					1,156	
290-299 South Carolina _____	475	-					475	
300-319 Georgia _____	1,191	-					1,191	
320-349 Florida _____	1,954	-					1,954	
SOUTH ATLANTIC	6,661	-					6,661	16.9
400-427 Kentucky _____	618	-					618	
370-385 Tennessee _____	742	-					742	
350-369 Alabama _____	457	-					457	
386-397 Mississippi _____	360	-					360	
EAST SO. CENTRAL	2,177	-					2,177	5.5
716-729 Arkansas _____	284	-					284	
700-714 Louisiana _____	536	-					536	
730-749 Oklahoma _____	556	-					556	
750-799 Texas _____	2,397	-					2,397	
WEST SO. CENTRAL	3,773	-					3,773	9.6
590-599 Montana _____	222	-					222	
832-838 Idaho _____	201	-					201	
820-831 Wyoming _____	126	-					126	
800-816 Colorado _____	603	-					603	
870-884 New Mexico _____	186	-					186	
850-865 Arizona _____	426	-					426	
840-847 Utah _____	232	-					232	
889-898 Nevada _____	213	-					213	
MOUNTAIN	2,209	-					2,209	5.6
995-999 Alaska _____	84	-					84	
980-994 Washington _____	797	-					797	
970-979 Oregon _____	488	-					488	
900-961 California _____	2,782	-					2,782	
967-968 Hawaii _____	140	-					140	
PACIFIC	4,291	-					4,291	10.9
UNITED STATES	35,081	-					35,081	89.2
969 & 004-009 U.S. Territories _____	98	-					98	
Canada _____	1,811	-					1,811	
Mexico _____	1	-					1	
Other International _____	57	2,289					2,346	
AP0/FPO _____	1	-					1	
TOTALS	37,049	2,289					39,338	100.0

*See Paragraph 11

9. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS					
	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim
	2004	2005	2006	*2007	**2008
Total Audit Average Qualified:	35,873	36,038	37,017	38,441	38,228
Qualified Non-Paid: _____	35,873	36,038	37,017	38,441	38,228
Qualified Paid: _____	-	-	-	-	-
Post Expire Copies included in Paid Circulation: _____	***NC	***NC	***NC	***NC	***NC
Average Annual Order Price: ___	***NC	***NC	***NC	***NC	***NC

***NOTE: The audited average qualified circulation for January-June 2007 = 38,481. The unaudited average qualified circulation for July-December 2007 = 38,401. Yielding an average qualified circulation of 38,441.**

****2008 data is unaudited.**

***NC = None Claimed.

10. PAID CIRCULATION DATA	
***NC	Average Annual Subscription Order Price for the Period Required (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)

11. ADDITIONAL DATA

METHOD OF DISTRIBUTION:

All qualified circulation conforms to the Field Served and Definition of Recipient Qualification, as reported. Copies are distributed to individuals on a continuous basis (at least six consecutive months) and non-continuous (up to six months service). Continuous and non-continuous circulation are reported separately throughout this report.

PARAGRAPH 3a - Non-Continuous:

This issue is 146.4% or 1,360 copies above the average of the other 5 issues reported in Paragraph two.

PARAGRAPHS 3b:

57 recipients reported as Other Sources in Paragraph 3B were obtained through the use of a sweepstake offer.

PARAGRAPH 3b - Non-Continuous:

Association rosters and directories include 1 source of circulation for quantities of 2,213 copies or 5.6%, including ISTT Membership List.

PARAGRAPHS 5 THROUGH 8 ARE NOT REQUIRED.

PUBLISHER'S AFFIDAVIT

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

Bernard P. Krzys, President/Publisher
Alexis R. Tarbet, Circulation 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 July 14, 2008

State Ohio

County Summit

Received by BPA Worldwide July 14, 2008

Type PJ

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