

**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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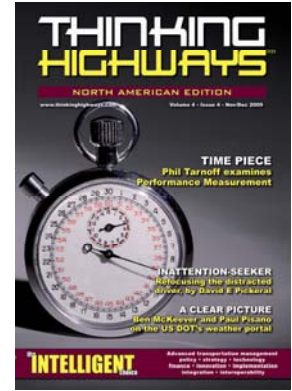
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprising media owners, advertising agencies and advertisers. Spanning 25 countries, BPA serves more than 2,000 B-to-B publications and 500 consumer magazines, plus newspapers, events, Web sites, email newsletters, 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 2006
Issues per year: 4



FIELD SERVED

Thinking Highways serves national and international departments of transport, governmental and political organizations, national highway departments and other organizations and companies involved in advanced traffic management and intelligent transport including technology suppliers, local traffic departments, road operators, toll operators, toll authorities, back office suppliers, auto manufacturers, research bodies / universities, consultancies, traffic operation centers, public transport operators, police departments, systems integrators, systems suppliers, OEMs, associations and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified Recipients include recipients with the functions of Engineering, Operations, Planning, Analyzing, Coordinating, Project Management, Policy Making, Advising, Governmental, Senior Management, Management, Law Enforcement, Marketing, Business Development, Research & Development, Design, Education and other function allied to the field served.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	79
Rotated or Occasional _____	226
Allocated for Trade Shows and Conventions _____	-
Digital _____	-
All Other _____	1,686
TOTAL	1,991

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	20,224	99.8	20,219	99.7	5	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	49	0.2	49	0.2	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	20,273	100.0	20,268	100.0	5	-

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD															
2009 Issue	*Number Removed	*Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified	Qualified Circulation by Region		2009 Issue	*Number Removed	*Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified	Qualified Circulation by Region	
						North America	Europe/ROW							North America	Europe/ROW
Issue 3 _____					20,221			Issue 4 _____	283	376			20,323	11,959	8,364
TOTAL															

*See Paragraph 9
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4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF ISSUE 4 2009

Country/Region	Total Qualified	Percent	Qualified Circulation by Edition		Country/Region	Total Qualified	Percent	Qualified Circulation by Edition	
			North America	Europe/ROW				North America	Europe/ROW
ASIA					MIDDLE EAST				
Bangladesh	1		-	1	Bahrain	2		-	2
China	133		-	133	Cyprus	15		-	15
Hong Kong	38		-	38	Iran	46		-	46
India	93		-	93	Israel	70		-	70
Indonesia	6		-	6	Jordan	7		-	7
Japan	145		-	145	Kazakhstan	9		-	9
Korea, South	102		-	102	Kuwait	8		-	8
Malaysia	40		-	40	Lebanon	4		-	4
Pakistan	5		-	5	Oman	4		-	4
Philippines	6		-	6	Qatar	10		-	10
Singapore	51		-	51	Saudi Arabia	21		-	21
Sri Lanka	1		-	1	Syria	2		-	2
Taiwan	42		-	42	Turkey	106		-	106
Thailand	18		-	18	U.A.E.	91		-	91
Vietnam	1		-	1	Total Middle East	395	1.9	-	395
Total Asia	682	3.4	-	682	NORTH AMERICA				
EUROPE					Canada	328		328	-
Albania	2		-	2	Mexico	30		30	-
Andorra	1		-	1	U.S.A.	11,601		11,601	-
Austria	121		-	121	Total North America	11,959	58.8	11,959	-
Belarus	6		-	6	AFRICA				
Belgium	599		-	599	Ghana	3		-	3
Bosnia And Herzewina	5		-	5	Guam	1		-	1
Bulgaria	20		-	20	Libya	1		-	1
Croatia	53		-	53	Morocco	6		-	6
Czech Republic	55		-	55	Namibia	3		-	3
Denmark	68		-	68	Nigeria	1		-	1
Estonia	17		-	17	Seychelles	1		-	1
Finland	98		-	98	South Africa	98		-	98
France	403		-	403	Sudan	1		-	1
Germany	691		-	691	Total Africa	115	0.6	-	115
Greece	74		-	74	SOUTH AMERICA				
Hungary	34		-	34	Argentina	30		-	30
Iceland	24		-	24	Bolivia	3		-	3
Ireland	79		-	79	Brazil	129		-	129
Italy	345		-	345	Chile	45		-	45
Latvia	12		-	12	Colombia	11		-	11
Liechtenstein	1		-	1	Paraguay	3		-	3
Lithuania	25		-	25	Peru	3		-	3
Luxembourg	15		-	15	Uruguay	1		-	1
Macedonia	7		-	7	Venezuela	2		-	2
Malta	1		-	1	Ecuador	3		-	3
Moldova	1		-	1	Total South America	230	1.1	-	230
Monaco	2		-	2	ASIA PACIFIC				
Netherlands	839		-	839	Australia	348		-	348
Norway	78		-	78	New Zealand	48		-	48
Poland	93		-	93	Total Asia Pacific	396	2.0	-	396
Portugal	124		-	124	CARIBBIAN				
Romania	44		-	44	Grand Cayman	1		-	1
Russia	41		-	41	Jamaica	1		-	1
Serbia	52		-	52	Puerto Rico	11		-	11
Slovakia	18		-	18	Trinidad & Tobago	1		-	1
Slovenia	61		-	61	Total Caribbean	14	0.1	-	14
Spain	360		-	360	CENTRAL AMERICA				
Sweden	250		-	250	Costa Rica	3		-	3
Switzerland	68		-	68	El Salvador	1		-	1
United Kingdom	1,727		-	1,727	Guatemala	1		-	1
Ukraine	12		-	12	Panama	1		-	1
Total Europe	6,526	32.1	-	6,526	Total Central America	6	-	-	6
					TOTAL QUALIFIED CIRCULATION	20,323	100.0	11,959	8,364

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

	Audited Data	Circulation Claim
	January - June 2009	July - December 2009*
6-Month Period Ended:		
Total Audit Average Qualified: _____	20,125	20,273
Qualified Non-Paid: _____	20,125	20,268
Qualified Paid: _____	-	5
Post Expire Copies included in Paid Circulation: _____	**NC	**NC
Average Annual Order Price: _____	**NC	**NC

***NOTE: July - December 2009 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 Required (includes promotional incentive value, if any)
4	Issues Per Year
**NC	All Single Copy Sales Prices for the Period
**NC	Renewal Rate of Paid Subscribers (Optional)

9. ADDITIONAL DATA**PARAGRAPH 2:**

Additions and removals are not required for paid circulation. The Publishers state additions and removals are not available for Issue 3 (September 2009) due to a systems error.

PARAGRAPH 3b:

Association rosters and directories include 1 source of circulation for quantities of 659 copies or 3.2% Manufacturers, distributor's and wholesaler's lists include 1 source of circulation for quantities of 4,856 copies or 23.9% Other sources include 20 sources of circulation for quantities of 1 copy or -% to 3,248 copies or 16.0%, including Bishop Consulting Ltd.

PUBLISHER'S AFFIDAVIT

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

Luis Hill, Publisher
Kevin Borrás, Circulation

(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 February 10, 2010

City Surrey

Country United Kingdom

Received by BPA Worldwide February 10, 2010

Type PJ

ID Number T311POD9

3a. BUSINESS/OCCUPATIONAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF ISSUE 4 2009
 This issue is 0.5% or 102 copies above the average of the other 1 issue reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	QUALIFICATION BY EDITION		CLASSIFICATION BY FUNCTION									
			North America	Europe/ROW	Governmental/ Law Enforcement	Senior Management	Project Management/ Policy Making/Advising	Planning/ Analyzing/ Coordinating	Engineering	R&D/Design/ Education	Management	Business Development/ Marketing	Operations	Other
Thinking Highways serves departments of transport, national highway departments, technology suppliers, local traffic departments, road operators, toll operators, toll authorities, back office suppliers, auto manufacturers, research / universities, consultancies, traffic operations centers, public transport operators, police departments, systems integrators, systems supplier, OEM, associations and others _____	20,323	100.0	11,959	8,364	2,675	3,735	1,540	1,061	3,608	1,188	1,438	565	542	3,971
TOTAL QUALIFIED CIRCULATION	20,323	100.0	11,959	8,364	2,675	3,735	1,540	1,061	3,608	1,188	1,438	565	542	3,971

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF ISSUE 4 2009

QUALIFICATION SOURCE	Qualified Within			Total Qualified	Percent	Qualified Circulation by Edition	
	1 year	2 years	3 years			North America	Europe/ROW
I. Direct request: _____	613	3,024	263	3,900	19.2	1,739	2,161
II. Request from recipient's company: _____	-	-	-	-	-	-	-
III. Membership Benefit: _____	-	-	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	49	-	-	49	0.2	-	49
V. TOTAL - Sources other than above (listed alphabetically):	14,416	1,956	2	16,374	80.6	10,220	6,154
Association rosters and directories _____	659	-	-	659	3.2	656	3
Business directories _____	-	-	-	-	-	-	-
Manufacturer's, distributor's and wholesaler's lists _____	4,815	43	-	4,858	23.9	4,856	2
Other sources _____	8,942	1,913	2	10,857	53.5	4,708	6,149
VI. TOTAL - Single Copy Sales: _____	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	15,078	4,980	265	20,323	100.0	11,959	8,364
PERCENT	74.2	24.5	1.3	100.0		58.8	41.2

Paid Source Information can be reported at the option of the publisher.

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF ISSUE 4 2009

MAILING ADDRESS	Total Qualified	Percent	Qualified Circulation by Edition	
			North America	Europe/ROW
Individuals by name and title and/or function _____	14,194	69.9	9,085	5,116
Individuals by name only _____	6,074	29.9	2,873	3,194
Titles or functions only _____	5	-	-	5
Company names only _____	1	-	1	-
Multi-Copy Same Addressee copies _____	49	0.2	-	49
Single Copy Sales _____	-	-	-	-
TOTAL QUALIFIED CIRCULATION	20,323	100.0	11,959	8,364

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF ISSUE 4 2009

State & Zip Code	Total Qualified	Percent	Qualified Circulation by Edition	
			North America	Europe/ROW
039-049 Maine _____	32	-	32	-
030-038 New Hampshire _____	37	-	37	-
050-059 Vermont _____	20	-	20	-
010-027 Massachusetts _____	297	-	297	-
028-029 Rhode Island _____	34	-	34	-
060-069 Connecticut _____	113	-	113	-
NEW ENGLAND	533	2.6	533	-
100-149 New York _____	501	-	501	-
070-089 New Jersey _____	299	-	299	-
150-196 Pennsylvania _____	362	-	362	-
MIDDLE ATLANTIC	1,162	5.7	1,162	-
430-459 Ohio _____	175	-	175	-
460-479 Indiana _____	177	-	177	-
600-629 Illinois _____	991	-	991	-
480-499 Michigan _____	304	-	304	-
530-549 Wisconsin _____	286	-	286	-
EAST NO. CENTRAL	1,933	9.5	1,933	-
550-567 Minnesota _____	273	-	273	-
500-528 Iowa _____	272	-	272	-
630-658 Missouri _____	198	-	198	-
580-588 North Dakota _____	30	-	30	-
570-577 South Dakota _____	21	-	21	-
680-693 Nebraska _____	158	-	158	-
660-679 Kansas _____	306	-	306	-
WEST NO. CENTRAL	1,258	6.2	1,258	-
197-199 Delaware _____	41	-	41	-
206-219 Maryland _____	296	-	296	-
200-205 Washington, DC _____	331	-	331	-
220-246 Virginia _____	494	-	494	-
247-268 West Virginia _____	8	-	8	-
270-289 North Carolina _____	116	-	116	-
290-299 South Carolina _____	33	-	33	-
300-319 Georgia _____	233	-	233	-
320-349 Florida _____	892	-	892	-
SOUTH ATLANTIC	2,444	12.0	2,444	-
400-427 Kentucky _____	48	-	48	-
370-385 Tennessee _____	117	-	117	-
350-369 Alabama _____	77	-	77	-
386-397 Mississippi _____	31	-	31	-
EAST SO. CENTRAL	273	1.3	273	-
716-729 Arkansas _____	28	-	28	-
700-714 Louisiana _____	67	-	67	-
730-749 Oklahoma _____	53	-	53	-
750-799 Texas _____	795	-	795	-
WEST SO. CENTRAL	943	4.6	943	-
590-599 Montana _____	42	-	42	-
832-838 Idaho _____	82	-	82	-
820-831 Wyoming _____	53	-	53	-
800-816 Colorado _____	343	-	343	-
870-884 New Mexico _____	67	-	67	-
850-865 Arizona _____	201	-	201	-
840-847 Utah _____	109	-	109	-
889-898 Nevada _____	97	-	97	-
MOUNTAIN	994	4.9	994	-
995-999 Alaska _____	24	-	24	-
980-994 Washington _____	277	-	277	-
970-979 Oregon _____	142	-	142	-
900-961 California _____	1,581	-	1,581	-
967-968 Hawaii _____	24	-	24	-
PACIFIC	2,048	10.1	2,048	-
969 & 004-009 U.S. Territories _____	13	0.1	13	-
APO/FPO _____	-	-	-	-
UNITED STATES	11,601	57.1	11,601	-
ROW	8,722	42.9	358	8,364
TOTAL QUALIFIED CIRCULATION	20,323	100.0	11,959	8,364