

**BUSINESS PUBLICATION CIRCULATION STATEMENT  
FOR THE 6 MONTH PERIOD ENDED JUNE 2011**

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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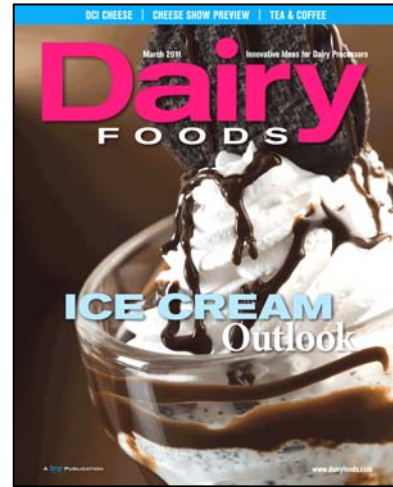
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprised of media owners, advertising agencies and advertisers. Headquartered in Shelton, Connecticut, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 countries. Worldwide, BPA audits 2,600+ media properties—including over 1,500 B-to-B publications, more than 350 consumer magazines, 150 newspapers, 550+ web sites, 40 events, email newsletters, databases, wireless and other advertiser-supported media—as well as 2,700 advertiser and agency members.

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Official Publication of: None  
Established: 1900  
Issues Per Year: 12



**FIELD SERVED**

DAIRY FOODS serves the Dairy Products Industry - the companies that process and distribute: Fluid Products, Ice Cream/Dessert Products/ Novelties, Cheese Products/ Cultured Products/ Butter/ Margarine/ Powdered Products.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients are Executives, Management, and Staff Personnel in General Management/ Administration, Plant Operations/ Production, Engineering, Sales/ Marketing, Purchasing, Research & Development, or QA/QC.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	193
Advertiser and Agency _____	901
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	-
Digital _____	-
All Other _____	382
<b>TOTAL</b>	<b>1,476</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	20,550	100.0	20,550	100.0	-	-
Sponsored Individually Addressed ____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>20,550</b>	<b>100.0</b>	<b>20,550</b>	<b>100.0</b>	<b>-</b>	<b>-</b>

2a. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2011 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Total Qualified
January _____	302	302	18,584	1,966	20,550
February _____	96	96	18,282	2,268	20,550
March _____	458	458	18,102	2,448	20,550
April _____	2,579	2,579	17,868	2,682	20,550
May _____	3,105	3,105	17,930	2,620	20,550
June _____	18	18	17,945	2,605	20,550
<b>TOTAL</b>	<b>6,558</b>	<b>6,558</b>			

2b. WEBSITE ACTIVITY BY MONTH						
Month	Page Impressions	User Sessions	Unique Browsers	Unique Browser Frequency	Page Duration	User Session Duration
January _____	24,086	12,610	10,877	1.16	01:18	02:27
February _____	21,985	11,835	10,272	1.15	01:22	02:33
March _____	24,717	13,139	11,360	1.16	01:21	02:33
April _____	19,332	10,352	8,923	1.16	01:23	02:33
May _____	18,425	9,335	7,908	1.18	01:20	02:41
June _____	19,058	9,178	7,582	1.21	01:14	02:36
<b>AVERAGE:</b>	<b>21,267</b>	<b>11,075</b>	<b>9,487</b>	<b>1.17</b>	<b>01:20</b>	<b>02:34</b>

\*See Additional Data

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

This issue is equal to 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 TITLE			
					General Management/ Administration (Note 1)	Plant Operations/ Production & Engineering (Note 2)	Sales/ Marketing & Purchasing (Note 3)	Research & Development/ QA/QC (Note 4)
<b>MANUFACTURING/PROCESSING LOCATIONS AND HEADQUARTERS</b>								
<b>FLUID PRODUCTS including fluid milk, flavored milk, buttermilk, evaporated/ condensed milk, juices, non-carbonated drinks, water</b>								
1,500,000 Gallons or More Annually _____	1,621	7.9	1,321	300	447	545	352	277
Less than 1,500,000 Gallons Annually _____	3,067	14.9	2,866	201	1,200	938	592	337
Headquarters _____	3,309	16.1	2,811	498	1,283	960	565	501
<b>TOTAL COPIES TO FLUID PRODUCTS COMPANIES</b>	<b>7,997</b>	<b>38.9</b>	<b>6,998</b>	<b>999</b>	<b>2,930</b>	<b>2,443</b>	<b>1,509</b>	<b>1,115</b>
<b>ICE CREAM &amp; DESSERT PRODUCTS, NOVELTIES (stick and stickless) including ice cream, ice milk, tofu, ice cream mix, sherbet</b>								
1,500,000 Gallons/1,000,000 Dozens or More Annually ____	784	3.8	668	116	222	243	202	117
Less Than 1,500,000 Gallons/1,000,000 Dozens Annually ____	2,968	14.4	2,800	168	1,939	514	357	158
Headquarters _____	2,814	13.7	2,459	355	1,225	778	448	363
<b>TOTAL COPIES TO ICE CREAM COMPANIES</b>	<b>6,566</b>	<b>31.9</b>	<b>5,927</b>	<b>639</b>	<b>3,386</b>	<b>1,535</b>	<b>1,007</b>	<b>638</b>
<b>CHEESE,CULTURED,BUTTER and/or MARGARINE, POWDERED PRODUCTS including American and Italian type cheese, other natural cheese, processed cheese, cold pack, cottage cheese, yogurt, dips (dairy and non-dairy), sour cream (dairy and non-dairy), cream cheese, dried whole milk, non-fat dried milk, dried buttermilk, dried whey, dried cheese, condensed whey, whey protein concentrate, lactose</b>								
1,000,000 Pounds or More Annually _____	1,225	6.0	991	234	268	396	293	268
Less Than 1,000,000 Pounds Annually _____	1,667	8.1	1,473	194	395	513	531	228
Headquarters _____	3,095	15.1	2,541	554	1,061	769	606	659
<b>TOTAL COPIES TO MILK PRODUCTS COMPANIES</b>	<b>5,987</b>	<b>29.2</b>	<b>5,005</b>	<b>982</b>	<b>1,724</b>	<b>1,678</b>	<b>1,430</b>	<b>1,155</b>
<b>TOTAL COPIES TO PROCESSING COMPANIES Manufacturing Locations and Headquarters</b>	<b>20,550</b>	<b>100.0</b>	<b>17,930</b>	<b>2,620</b>	<b>8,040</b>	<b>5,656</b>	<b>3,946</b>	<b>2,908</b>
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>20,550</b>	<b>100.0</b>	<b>17,930</b>	<b>2,620</b>	<b>8,040</b>	<b>5,656</b>	<b>3,946</b>	<b>2,908</b>
<b>PERCENT</b>	<b>100.0</b>		<b>87.3</b>	<b>12.7</b>	<b>39.1</b>	<b>27.5</b>	<b>19.2</b>	<b>14.2</b>

Note 1: President, Owner, Partner, Vice-President, General Manager, Assistant Manager

Note 2: Plant Manager, Production Manager, Traffic Manager, Packaging Supervisor, Maintenance Manager, Distribution Manager, Engineer, Chief, Project, Plant, Design, System

Note 3: Director, Purchasing Director, Manager, Supervisor, Agent, Buyer, Assistant, Brand Advertising

Note 4: Dairy Technologist, Chemist, Scientist, Research Technologist, Group Project &amp; Research Specialist, QA/QC

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 year	3 year				
I. <b>TOTAL</b> - Direct Request: _____	<b>10,364</b>	<b>4,881</b>	<b>-</b>	<b>12,649</b>	<b>2,596</b>	<b>15,245</b>	<b>74.2</b>
a. Written _____	798	344	-	1,086	56	1,142	5.5
b. Telecommunication _____	7,553	3,662	-	9,259	1,956	11,215	54.6
c. Electronic _____	2,013	875	-	2,304	584	2,888	14.1
II. <b>TOTAL</b> - Request from recipient's company: _____	<b>133</b>	<b>102</b>	<b>-</b>	<b>211</b>	<b>24</b>	<b>235</b>	<b>1.1</b>
a. Written _____	1	-	-	1	-	1	-
b. Telecommunication _____	11	-	-	10	1	11	-
c. Electronic _____	121	102	-	200	23	223	1.1
III. <b>TOTAL</b> - Membership Benefit: _____	-	-	-	-	-	-	-
a. Individual _____	-	-	-	-	-	-	-
b. Organizational _____	-	-	-	-	-	-	-
IV. <b>TOTAL</b> - Communication from recipient or recipient's company (other than request): _____	-	-	-	-	-	-	-
a. Written _____	-	-	-	-	-	-	-
b. Telecommunication _____	-	-	-	-	-	-	-
c. Electronic _____	-	-	-	-	-	-	-
V. <b>TOTAL</b> - Sources other than above (listed alphabetically): _____	<b>5,070</b>	<b>-</b>	<b>-</b>	<b>5,070</b>	<b>-</b>	<b>5,070</b>	<b>24.7</b>
Association rosters and directories _____	-	-	-	-	-	-	-
*Business directories _____	1,118	-	-	1,118	-	1,118	5.4
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-	-	-	-	-
*Other sources _____	3,952	-	-	3,952	-	3,952	19.3
VI. <b>TOTAL</b> - Single Copy Sales: _____	-	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>15,567</b>	<b>4,983</b>	<b>-</b>	<b>17,930</b>	<b>2,620</b>	<b>20,550</b>	<b>100.0</b>
<b>*See Additional Data PERCENT</b>	<b>75.8</b>	<b>24.2</b>	<b>-</b>	<b>87.3</b>	<b>12.7</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 _____	17,930	2,620	20,550	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>17,930</b>	<b>2,620</b>	<b>20,550</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 _____	109	12	121		Kentucky _____	248	35	283	
New Hampshire _____	78	12	90		Tennessee _____	297	26	323	
Vermont _____	159	27	186		Alabama _____	125	13	138	
Massachusetts _____	441	50	491		Mississippi _____	77	7	84	
Rhode Island _____	49	8	57		<b>EAST SO. CENTRAL</b>	<b>747</b>	<b>81</b>	<b>828</b>	<b>4.0</b>
Connecticut _____	217	15	232		Arkansas _____	174	15	189	
<b>NEW ENGLAND</b>	<b>1,053</b>	<b>124</b>	<b>1,177</b>	<b>5.7</b>	Louisiana _____	117	11	128	
New York _____	1,237	131	1,368		Oklahoma _____	111	13	124	
New Jersey _____	650	99	749		Texas _____	1,031	122	1,153	
Pennsylvania _____	897	94	991		<b>WEST SO. CENTRAL</b>	<b>1,433</b>	<b>161</b>	<b>1,594</b>	<b>7.8</b>
<b>MIDDLE ATLANTIC</b>	<b>2,784</b>	<b>324</b>	<b>3,108</b>	<b>15.1</b>	Montana _____	43	1	44	
Ohio _____	878	126	1,004		Idaho _____	153	23	176	
Indiana _____	369	43	412		Wyoming _____	12	1	13	
Illinois _____	1,222	198	1,420		Colorado _____	282	64	346	
Michigan _____	448	60	508		New Mexico _____	62	12	74	
Wisconsin _____	1,577	215	1,792		Arizona _____	173	23	196	
<b>EAST NO. CENTRAL</b>	<b>4,494</b>	<b>642</b>	<b>5,136</b>	<b>25.0</b>	Utah _____	256	30	286	
Minnesota _____	713	125	838		Nevada _____	79	15	94	
Iowa _____	341	43	384		<b>MOUNTAIN</b>	<b>1,060</b>	<b>169</b>	<b>1,229</b>	<b>6.0</b>
Missouri _____	478	79	557		Alaska _____	15	1	16	
North Dakota _____	37	4	41		Washington _____	239	53	292	
South Dakota _____	60	4	64		Oregon _____	270	42	312	
Nebraska _____	116	14	130		California _____	1,800	252	2,052	
Kansas _____	124	13	137		Hawaii _____	75	9	84	
<b>WEST NO. CENTRAL</b>	<b>1,869</b>	<b>282</b>	<b>2,151</b>	<b>10.5</b>	<b>PACIFIC</b>	<b>2,399</b>	<b>357</b>	<b>2,756</b>	<b>13.4</b>
Delaware _____	32	5	37		<b>UNITED STATES</b>	<b>17,865</b>	<b>2,401</b>	<b>20,266</b>	<b>98.6</b>
Maryland _____	196	22	218		U.S. Territories _____	64	22	86	
Washington, DC _____	10	6	16		Canada _____	-	44	44	
Virginia _____	235	25	260		Mexico _____	-	11	11	
West Virginia _____	38	5	43		Other International _____	-	142	142	
North Carolina _____	298	28	326		APO/FPO _____	1	-	1	
South Carolina _____	118	16	134		<b>TOTAL QUALIFIED CIRCULATION</b>	<b>17,930</b>	<b>2,620</b>	<b>20,550</b>	<b>100.0</b>
Georgia _____	321	61	382						
Florida _____	778	93	871						
<b>SOUTH ATLANTIC</b>	<b>2,026</b>	<b>261</b>	<b>2,287</b>	<b>11.1</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 _____	21,202	20,550	20,550	20,550	20,533	20,550
Qualified Non-Paid Total _____	21,202	20,550	20,550	20,550	20,533	20,550
Print Version Only _____	21,202	20,550	20,550	19,226	18,783	18,118
Digital Version Only _____	-	-	-	1,324	1,750	2,432
Qualified Paid Total _____	-	-	-	-	-	-
Print Version Only _____	-	-	-	-	-	-
Digital Version Only _____	-	-	-	-	-	-
Post Expire Copies included in Total Qualified 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

WEBSITE GLOSSARY:
<b>Unique Browsers:</b> An identified and unduplicated Cookie Browser that accesses internet content during a measurement period. Each browser visiting a site instrumented with SiteCensus code is assigned a unique cookie id to help determine browser uniqueness
<b>Page Impressions:</b> The number of web pages successfully viewed by all browsers within the reporting period
<b>User Sessions:</b> A single continuous set of activity attributable to a browser resulting in one or more pulled text downloads from a site. A period of inactivity of more than 30 minutes terminates the session
<b>Unique Browser Frequency:</b> The average number of user sessions per Unique Browser over the selected reporting period
<b>User Session Duration:</b> The average time a browser remained on the site per session
<b>Page Duration:</b> The average time a browser spent viewing any page(s) on the site

#### METHOD OF DISTRIBUTION:

All qualified circulation conforms to the field served and definition of a recipient's qualification, as reported. Print copies are distributed via postal services or other carriers. Recipients who request the digital version are notified via email when the version is available.

#### STATEMENT OF CONTENT PLATFORM:

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

#### PARAGRAPH 3b:

Business directories include 2 sources of circulation for quantities of 553 copies or 2.7% to 565 copies or 2.7%. Other Sources include 7 sources of circulation for quantities of 287 copies or 1.4% to 856 copies or 4.2%.

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 _____	18,118	100.0	18,118	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>18,118</b>	<b>100.0</b>	<b>18,118</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 _____	2,432	100.0	2,432	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>2,432</b>	<b>100.0</b>	<b>2,432</b>	<b>100.0</b>	-	-

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.	Date signed	July 11, 2011
Catherine M. Ronan, Corporate Audience Audit Manager	State	Michigan
Rita M. Foumia, Corporate Strategy Director	County	Oakland
(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	July 11, 2011
<b>IMPORTANT NOTE:</b>	Type	PJ
This unaudited circulation statement has been checked against the previous audit report.	ID Number	D004P0J1
It will be included in the annual audit made by BPA Worldwide.		