

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.

Two Corporate Drive, Ninth Floor
Shelton, CT 06484-6259
Phone: +1 203.447.2800
FAX: +1 203.447.2900
www.bpaww.com

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.

Visit www.bpaww.com for the latest audit reports, membership information and publishing and advertising industry news.



Beverage INDUSTRY

Covering production, marketing, technology & distribution

BNP Media II, LLC
(See Paragraph 11)
2401 W. Big Beaver Road
Suite 700
Troy, MI 48084-3333
Tel.: (248) 362-3700
Fax: (248) 362-0317
www.bevindustry.com

Official Publication of: None
Established: 1946
Issues Per Year: 12

FIELD SERVED

BEVERAGE INDUSTRY serves manufacturers of soft drinks, beer, bottled water, wine/liquor, juice/fruit drinks, dairy-based drinks, coffee/tea; alternative beverage and other beverage manufacturers. Also served are beverage distributors, wholesalers, warehouses and brokers, franchise and flavor companies, retailers (including supermarkets, convenience stores, mass merchandisers, drug stores), fast food corporation headquarters and vending firms, industry supply companies and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are management and administration personnel, production personnel, sales and marketing personnel, and fleet personnel.

| AVERAGE NON-QUALIFIED CIRCULATION | |
|--|--------------|
| NON-QUALIFIED Not Included Elsewhere | Copies |
| Other Paid Circulation _____ | 247 |
| Advertiser and Agency _____ | 1,248 |
| Rotated or Occasional _____ | - |
| Allocated for Trade Shows and Conventions _____ | - |
| All Other _____ | 930 |
| TOTAL | 2,425 |

| 1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD | | | | | | |
|--|-----------------|--------------|--------------------|--------------|----------------|----------|
| QUALIFIED CIRCULATION | Total Qualified | | Qualified Non-Paid | | Qualified Paid | |
| | Copies | Percent | Copies | Percent | Copies | Percent |
| Individual _____ | 34,001 | 100.0 | 34,001 | 100.0 | - | - |
| Sponsored Individually Addressed __ | - | - | - | - | - | - |
| Membership Benefit _____ | - | - | - | - | - | - |
| Multi-Copy Same Addressee _____ | - | - | - | - | - | - |
| Single Copy Sales _____ | - | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 34,001 | 100.0 | 34,001 | 100.0 | - | - |

| 2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD | | | | | | | | | | | |
|---|-------------------|-----------------|-----------------------|-------------------|--------------------|--------------|-------------------|-----------------|-----------------------|-------------------|--------------------|
| 2008 Issue | Number Removed | Number Added | Qualified Non-Paid | Qualified Paid | Total Qualified | 2008 Issue | Number Removed | Number Added | Qualified Non-Paid | Qualified Paid | Total Qualified |
| January _____ | 26 | 26 | | | 34,001 | April _____ | 111 | 111 | | | 34,001 |
| February _____ | 137 | 137 | | | 34,001 | May _____ | 116 | 116 | | | 34,001 |
| March _____ | 175 | 175 | | | 34,001 | June _____ | 261 | 261 | | | 34,001 |
| | | | | | | TOTAL | 826 | 826 | | | |

3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008

This issue is equal to the average of the other 5 issues reported in Paragraph two.

| BUSINESS AND INDUSTRY | TOTAL QUALIFIED | PERCENT OF TOTAL | CLASSIFICATION BY TITLE | | | |
|---|-----------------|------------------|--|---|---|---|
| | | | MANAGEMENT AND ADMINISTRATION | PRODUCTION | SALES AND MARKETING | FLEET |
| | | | Presidents, Owners, Chairman of the Board, Executive Vice Presidents and Vice Presidents | Vice President Production, Production Managers, Plant Managers, Plant Superintendents, Plant Supervisors, Production Line Foremen, Purchasing Agents and Buyers, Chemists, Flavor Room Managers and R&D | Vice Presidents Sales, Sales Managers, Marketing/Sales Personnel and Vending Managers | Warehouse Managers, Truck Fleet Managers, Repair and Route Managers |
| Soft Drink Manufacturers _____ | 5,143 | 15.1 | 2,854 | 1,250 | 940 | 99 |
| Beer Manufacturers _____ | 2,074 | 6.1 | 1,107 | 690 | 258 | 19 |
| Bottled Water Manufacturers _____ | 2,178 | 6.4 | 1,708 | 239 | 212 | 19 |
| Wine/Liquor Manufacturers _____ | 2,092 | 6.1 | 1,556 | 338 | 188 | 10 |
| Juice/Fruit Drink Manufacturers _____ | 1,208 | 3.6 | 590 | 367 | 240 | 11 |
| Dairy-Based Drink Manufacturers _____ | 1,466 | 4.3 | 336 | 869 | 240 | 21 |
| Coffee/Tea Manufacturers _____ | 895 | 2.6 | 518 | 224 | 148 | 5 |
| Alternative Beverages Manufacturers _____ | 514 | 1.5 | 283 | 101 | 127 | 3 |
| Other Beverage Manufacturers _____ | 284 | 0.8 | 149 | 65 | 67 | 3 |
| Beverage Distributors, Including Beer, Soft Drinks, Wines, Liquors, Bottled Water, Juice/Fruit, Drinks, Dairy-Based Drinks, Alternative Beverages, and other Beverages; Warehouses, Wholesalers and Brokers _____ | 11,077 | 32.6 | 7,305 | 1,365 | 2,050 | 357 |
| Franchise and Flavor Companies _____ | 667 | 2.0 | 160 | 377 | 129 | 1 |
| Retailers, Including Supermarkets, Convenience Stores, Mass Merchandisers and Drug Stores _____ | 4,917 | 14.5 | 4,006 | 670 | 226 | 15 |
| Fast Food Corporation Headquarters and Vending Firms _____ | 172 | 0.5 | 122 | 20 | 28 | 2 |
| Industry Supply Companies _____ | 1,021 | 3.0 | 243 | 234 | 539 | 5 |
| Others Allied to the Field _____ | 293 | 0.9 | 180 | 51 | 61 | 1 |
| TOTAL QUALIFIED CIRCULATION | 34,001 | 100.0 | 21,117 | 6,860 | 5,453 | 571 |
| PERCENT | 100.0 | | 62.1 | 20.2 | 16.0 | 1.7 |

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED 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: _____ | 22,337 | 6,120 | - | | | 28,457 | 83.7 |
| a. Written _____ | 925 | 851 | - | | | 1,776 | 5.2 |
| b. Telecommunication _____ | 18,797 | 4,085 | - | | | 22,882 | 67.3 |
| c. Internet and E-Mail _____ | 2,615 | 1,184 | - | | | 3,799 | 11.2 |
| II. TOTAL - Request from recipient's company: _____ | 203 | 411 | - | | | 614 | 1.8 |
| a. Written _____ | 139 | 262 | - | | | 401 | 1.2 |
| b. Telecommunication _____ | - | 2 | - | | | 2 | - |
| c. Internet and E-Mail _____ | 64 | 147 | - | | | 211 | 0.6 |
| III. TOTAL - Membership Benefit: _____ | - | - | - | | | - | - |
| a. Individual _____ | - | - | - | | | - | - |
| b. Organizational _____ | - | - | - | | | - | - |
| IV. TOTAL - Communication from recipient or recipient's company (other than request): _____ | - | - | - | | | - | - |
| a. Written _____ | - | - | - | | | - | - |
| b. Telecommunication _____ | - | - | - | | | - | - |
| c. Internet and E-Mail _____ | - | - | - | | | - | - |
| V. TOTAL - Sources other than above (listed alphabetically): _____ | 4,930 | - | - | | | 4,930 | 14.5 |
| Association rosters and directories _____ | - | - | - | | | - | - |
| *Business directories _____ | 2,014 | - | - | | | 2,014 | 5.9 |
| Independent field reports _____ | - | - | - | | | - | - |
| Licenseses - National, State or Local Government _____ | - | - | - | | | - | - |
| *Manufacturer's, distributor's and wholesaler's lists _____ | 2,916 | - | - | | | 2,916 | 8.6 |
| Other sources _____ | - | - | - | | | - | - |
| VI. TOTAL - Single Copy Sales: _____ | - | - | - | | | - | - |
| TOTAL QUALIFIED CIRCULATION | 27,470 | 6,531 | - | | | 34,001 | 100.0 |
| *See Paragraph 11 | PERCENT | 80.8 | 19.2 | - | | 100.0 | |

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008

| MAILING ADDRESS | Qualified Non-Paid | Qualified Paid | Total Qualified | Percent |
|---|--------------------|----------------|-----------------|--------------|
| Individuals by name and title and/or function _____ | | | 34,001 | 100.0 |
| Individuals by name only _____ | | | - | - |
| Titles or functions only _____ | | | - | - |
| Company names only _____ | | | - | - |
| Multi-Copy Same Addressee copies _____ | | | - | - |
| Single Copy Sales _____ | | | - | - |
| TOTAL QUALIFIED CIRCULATION | | | 34,001 | 100.0 |

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

| State & Zip Code | Total Qualified | Percent | State & Zip Code | Total Qualified | Percent |
|------------------------------|-----------------|-------------|--------------------------------------|-----------------|--------------|
| 039-049 Maine _____ | 209 | | 400-427 Kentucky _____ | 514 | |
| 030-038 New Hampshire _____ | 182 | | 370-385 Tennessee _____ | 588 | |
| 050-059 Vermont _____ | 132 | | 350-369 Alabama _____ | 376 | |
| 010-027 Massachusetts _____ | 689 | | 386-397 Mississippi _____ | 289 | |
| 028-029 Rhode Island _____ | 124 | | EAST SO. CENTRAL | 1,767 | 5.2 |
| 060-069 Connecticut _____ | 474 | | 716-729 Arkansas _____ | 318 | |
| NEW ENGLAND | 1,810 | 5.3 | 700-714 Louisiana _____ | 320 | |
| 100-149 New York _____ | 2,273 | | 730-749 Oklahoma _____ | 356 | |
| 070-089 New Jersey _____ | 950 | | 750-799 Texas _____ | 1,879 | |
| 150-196 Pennsylvania _____ | 2,254 | | WEST SO. CENTRAL | 2,873 | 8.4 |
| MIDDLE ATLANTIC | 5,477 | 16.1 | 590-599 Montana _____ | 242 | |
| 430-459 Ohio _____ | 1,243 | | 832-838 Idaho _____ | 207 | |
| 460-479 Indiana _____ | 612 | | 820-831 Wyoming _____ | 112 | |
| 600-629 Illinois _____ | 1,429 | | 800-816 Colorado _____ | 618 | |
| 480-499 Michigan _____ | 934 | | 870-884 New Mexico _____ | 223 | |
| 530-549 Wisconsin _____ | 870 | | 850-865 Arizona _____ | 480 | |
| EAST NO. CENTRAL | 5,088 | 15.0 | 840-847 Utah _____ | 255 | |
| 550-567 Minnesota _____ | 754 | | 889-898 Nevada _____ | 210 | |
| 500-528 Iowa _____ | 420 | | MOUNTAIN | 2,347 | 6.9 |
| 630-658 Missouri _____ | 781 | | 995-999 Alaska _____ | 42 | |
| 580-588 North Dakota _____ | 158 | | 980-994 Washington _____ | 772 | |
| 570-577 South Dakota _____ | 126 | | 970-979 Oregon _____ | 548 | |
| 680-693 Nebraska _____ | 253 | | 900-961 California _____ | 3,860 | |
| 660-679 Kansas _____ | 325 | | 967-968 Hawaii _____ | 102 | |
| WEST NO. CENTRAL | 2,817 | 8.3 | PACIFIC | 5,324 | 15.7 |
| 197-199 Delaware _____ | 82 | | UNITED STATES | 33,472 | 98.4 |
| 206-219 Maryland _____ | 535 | | 969 & 004-009 U.S. Territories _____ | 50 | |
| 200-205 Washington, DC _____ | 25 | | Canada _____ | 478 | |
| 220-246 Virginia _____ | 769 | | Mexico _____ | - | |
| 247-268 West Virginia _____ | 237 | | Other International _____ | - | |
| 270-289 North Carolina _____ | 1,005 | | AP0/FPO _____ | 1 | |
| 290-299 South Carolina _____ | 393 | | TOTAL QUALIFIED CIRCULATION | 34,001 | 100.0 |
| 300-319 Georgia _____ | 1,100 | | | | |
| 320-349 Florida _____ | 1,823 | | | | |
| SOUTH ATLANTIC | 5,969 | 17.5 | | | |

| 9. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS | | | | | |
|---|--------------|--------------|--------------|--------------|-------------------|
| | Audited Data | Audited Data | Audited Data | Audited Data | Circulation Claim |
| | 2004 | 2005 | 2006 | 2007 | *2008 |
| Total Audit Average Qualified ____ | 34,001 | 33,979 | 34,001 | 34,001 | 34,001 |
| Qualified Non-Paid Total _____ | 34,001 | 33,979 | 34,001 | 34,001 | 34,001 |
| Qualified Paid Total _____ | - | - | - | - | - |
| Post Expire Copies included in Paid Circulation _____ | **NC | **NC | **NC | **NC | **NC |
| Average Annual Order Price ____ | **NC | **NC | **NC | **NC | **NC |

***NOTE: 2008 data is unaudited.**
****NC = None Claimed.**

| 10. 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) |

11. ADDITIONAL DATA

CHANGE IN OWNERSHIP:

Effective with the September 2007 issue, BEVERAGE INDUSTRY was purchased by BNP Media II, LLC.

PARAGRAPH 3b:

Business directories include 3 sources of circulation for quantities of 419 copies or 1.2% to 847 copies or 2.5%.
 Manufacturer's, distributor's and wholesaler's lists include 1 source of circulation for a quantity of 2,916 copies or 8.6%.

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. | Date signed | June 27, 2008 |
| Amy Schuler, Group Audience Development Manager | State | Michigan |
| Catherine M. Ronan, Corporate Audience Audit Manager | 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 | June 27, 2008 |
| 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 | B018P0J8 |