

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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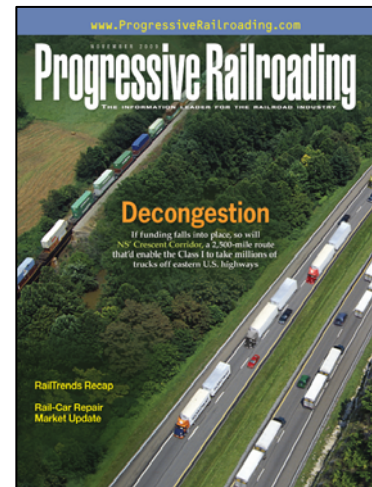
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# Progressive Railroading

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Tel.: (414) 228-7701  
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Official Publication of: None  
Established: 1958  
Issues Per Year: 12



### FIELD SERVED

PROGRESSIVE RAILROADING serves railroads, rail transit systems, private car lines, car and locomotive builders, industry associations, consultants and contractors (rail and rail transit), utility and energy companies, car and locomotive repair shops, shippers, intermodal, finance/leasing companies, government, and suppliers.

### DEFINITION OF RECIPIENT QUALIFICATION

Those qualified to receive PROGRESSIVE RAILROADING are individuals in companies and organizations in the above field served. That includes individuals in both railroad and rail transit; administrative departments: chairman of the board; chief executive officers; presidents; executive vice presidents; financial, legal, data systems; planning and personnel executives; public relations and other administrative personnel, marketing & sales department, purchasing and materials, operating, mechanical-cars and locomotives, engineering-track, roadways, bridges and buildings, signaling and communications. Also qualified are personnel at car and locomotive builders, private car lines, utility and energy companies, car and locomotive repair shops, consultants and contractors (rail and rail transit), shippers, intermodal, finance/leasing companies, government, industry associations and suppliers.

### AVERAGE NON-QUALIFIED CIRCULATION

| NON-QUALIFIED<br>Not Included Elsewhere            | Copies       |
|--|--------------|
| Other Paid Circulation _____                       | -            |
| Advertiser and Agency _____                        | 674          |
| Rotated or Occasional _____                        | -            |
| Allocated for Trade Shows<br>and Conventions _____ | 175          |
| Digital _____                                      |              |
| All Other _____                                    | 620          |
| <b>TOTAL</b>                                       | <b>1,469</b> |

### 1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD

| QUALIFIED CIRCULATION                 | Total Qualified |              | Qualified Non-Paid |              | Qualified Paid |         |
|---------------------------------------|-----------------|--------------|--------------------|--------------|----------------|---------|
|                                       | Copies          | Percent      | Copies             | Percent      | Copies         | Percent |
| Individual _____                      | 25,054          | 100.0        | 25,054             | 100.0        | -              | -       |
| Sponsored Individually Addressed ____ | -               | -            | -                  | -            | -              | -       |
| Membership Benefit _____              | -               | -            | -                  | -            | -              | -       |
| Multi-Copy Same Addressee _____       | -               | -            | -                  | -            | -              | -       |
| Single Copy Sales _____               | -               | -            | -                  | -            | -              | -       |
| <b>TOTAL QUALIFIED CIRCULATION</b>    | <b>25,054</b>   | <b>100.0</b> | <b>25,054</b>      | <b>100.0</b> | -              | -       |

### 2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD

| 2009 Issue      | Number Removed | Number Added | Qualified Non-Paid | Qualified Paid | Total Qualified |
|-----------------|----------------|--------------|--------------------|----------------|-----------------|
| July _____      | 142            | 143          |                    |                | 25,056          |
| August _____    | 94             | 92           |                    |                | 25,054          |
| September _____ | 455            | 453          |                    |                | 25,052          |
| <b>TOTAL</b>    | <b>1,129</b>   | <b>1,128</b> |                    |                |                 |

| 2009 Issue     | Number Removed | Number Added | Qualified Non-Paid | Qualified Paid | Total Qualified |
|----------------|----------------|--------------|--------------------|----------------|-----------------|
| October _____  | 171            | 171          |                    |                | 25,052          |
| November _____ | 134            | 136          |                    |                | 25,054          |
| December _____ | 133            | 133          |                    |                | 25,054          |
| <b>TOTAL</b>   | <b>1,129</b>   | <b>1,128</b> |                    |                |                 |

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009**

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

| BUSINESS/INDUSTRY AND DEPARTMENT  | TOTAL QUALIFIED | PERCENT OF TOTAL |
|---|-----------------|------------------|
| <b>1. RAILROADS AND RAIL TRANSIT</b>  |                 |                  |
| A. Administrative Department: Chairmen of the Board; Chief Executive Officers; Presidents; Executive Vice Presidents; Financial, Legal, Data Systems, Planning and Personnel Executives; Public Relations and Other Administrative Personnel ____ | 2,803           | 11.2             |
| B. Marketing & Sales Department _____   | 976             | 3.9              |
| C. Purchasing and Materials Department _____  | 434             | 1.7              |
| D. Operating Department _____   | 3,512           | 14.0             |
| E. Mechanical Department _____  | -               | -                |
| 1. Cars _____   | 349             | 1.4              |
| 2. Motive Power _____   | 424             | 1.7              |
| 3. Both Cars and Motive Power _____   | 799             | 3.2              |
| F. Engineering Department _____   | -               | -                |
| 1. Track & Roadway _____  | 1,191           | 4.8              |
| 2. Bridge & Building _____  | 382             | 1.5              |
| 3. Both Track & Roadway and Bridge & Building _____   | 1,105           | 4.4              |
| G. Signaling & Communications Department _____  | 1,142           | 4.6              |
| H. Other _____  | 47              | 0.2              |
| Sub-Total   | 13,164          | 52.5             |
| 2. Car & Locomotive Builders _____  | 723             | 2.9              |
| 3. Private Car Lines _____  | 301             | 1.2              |
| 4. Utility and Energy Companies _____   | 279             | 1.1              |
| 5. Car & Locomotive Repair Shops _____  | 987             | 3.9              |
| 6. Consultants and Contractors (Railroad & Rail Transit) _____  | 4,115           | 16.4             |
| 7. Industry Associations _____  | 395             | 1.6              |
| 8. Government _____   | 915             | 3.7              |
| 9. Shippers _____   | 692             | 2.8              |
| 10. Intermodal _____  | 587             | 2.3              |
| 11. Finance/Leasing Companies _____   | 634             | 2.5              |
| 12. Railway & Rail Transit Suppliers _____  | 2,259           | 9.0              |
| 13. Others Allied to the Field _____  | 3               | -                |
| <b>TOTAL QUALIFIED CIRCULATION</b>  | <b>25,054</b>   | <b>100.0</b>     |
| <b>PERCENT</b>  | <b>100.0</b>    |                  |

| 3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009 |                  |              |          |                    |                |                 |              |
|---|------------------|--------------|----------|--------------------|----------------|-----------------|--------------|
| QUALIFICATION SOURCE  | Qualified Within |              |          | Qualified Non-Paid | Qualified Paid | Total Qualified | Percent      |
|   | 1 Year           | 2 Years      | 3 Years  |                    |                |                 |              |
| I. Direct Request: _____  | 21,451           | 1,981        | -        |                    |                | 23,432          | 93.5         |
| II. Request from recipient's company: _____   | 835              | 283          | -        |                    |                | 1,118           | 4.5          |
| III. Membership Benefit: _____  | -                | -            | -        |                    |                | -               | -            |
| IV. Communication from recipient or recipient's company (other than request): _____   | -                | -            | -        |                    |                | -               | -            |
| V. <b>TOTAL</b> - Sources other than above (listed alphabetically): _____             | 504              | -            | -        |                    |                | 504             | 2.0          |
| Association rosters and directories _____   | 504              | -            | -        |                    |                | 504             | 2.0          |
| Business directories _____  | -                | -            | -        |                    |                | -               | -            |
| Manufacturer's, distributor's, and wholesaler's lists _____                           | -                | -            | -        |                    |                | -               | -            |
| Other sources _____   | -                | -            | -        |                    |                | -               | -            |
| VI. Single Copy Sales: _____  | -                | -            | -        |                    |                | -               | -            |
| <b>TOTAL QUALIFIED CIRCULATION</b>  | <b>22,790</b>    | <b>2,264</b> | <b>-</b> |                    |                | <b>25,054</b>   | <b>100.0</b> |
| <b>PERCENT</b>  | <b>91.0</b>      | <b>9.0</b>   | <b>-</b> |                    |                | <b>100.0</b>    |              |

| 3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009 |                    |                |                 |              |
|--|--------------------|----------------|-----------------|--------------|
| MAILING ADDRESS  | Qualified Non-Paid | Qualified Paid | Total Qualified | Percent      |
| Individuals by name and title and/or function _____                              |                    |                | 25,054          | 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>25,054</b>   | <b>100.0</b> |

| 4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009 |                 |             |                                      |                 |              |
|--|-----------------|-------------|--------------------------------------|-----------------|--------------|
| State & Zip Code   | Total Qualified | Percent     | State & Zip Code                     | Total Qualified | Percent      |
| 039-049 Maine _____  | 86              |             | 400-427 Kentucky _____               | 372             |              |
| 030-038 New Hampshire _____  | 85              |             | 370-385 Tennessee _____              | 335             |              |
| 050-059 Vermont _____  | 44              |             | 350-369 Alabama _____                | 296             |              |
| 010-027 Massachusetts _____  | 419             |             | 386-397 Mississippi _____            | 155             |              |
| 028-029 Rhode Island _____   | 34              |             | <b>EAST SO. CENTRAL</b>              | <b>1,158</b>    | <b>4.6</b>   |
| 060-069 Connecticut _____  | 185             |             | 716-729 Arkansas _____               | 193             |              |
| <b>NEW ENGLAND</b>   | <b>853</b>      | <b>3.4</b>  | 700-714 Louisiana _____              | 223             |              |
| 100-149 New York _____   | 1,430           |             | 730-749 Oklahoma _____               | 134             |              |
| 070-089 New Jersey _____   | 737             |             | 750-799 Texas _____                  | 1,757           |              |
| 150-196 Pennsylvania _____   | 1,677           |             | <b>WEST SO. CENTRAL</b>              | <b>2,307</b>    | <b>9.2</b>   |
| <b>MIDDLE ATLANTIC</b>   | <b>3,844</b>    | <b>15.3</b> | 590-599 Montana _____                | 183             |              |
| 430-459 Ohio _____   | 868             |             | 832-838 Idaho _____                  | 113             |              |
| 460-479 Indiana _____  | 523             |             | 820-831 Wyoming _____                | 89              |              |
| 600-629 Illinois _____   | 2,121           |             | 800-816 Colorado _____               | 358             |              |
| 480-499 Michigan _____   | 447             |             | 870-884 New Mexico _____             | 70              |              |
| 530-549 Wisconsin _____  | 465             |             | 850-865 Arizona _____                | 163             |              |
| <b>EAST NO. CENTRAL</b>  | <b>4,424</b>    | <b>17.7</b> | 840-847 Utah _____                   | 122             |              |
| 550-567 Minnesota _____  | 506             |             | 889-898 Nevada _____                 | 66              |              |
| 500-528 Iowa _____   | 319             |             | <b>MOUNTAIN</b>                      | <b>1,164</b>    | <b>4.6</b>   |
| 630-658 Missouri _____   | 754             |             | 995-999 Alaska _____                 | 84              |              |
| 580-588 North Dakota _____   | 101             |             | 980-994 Washington _____             | 396             |              |
| 570-577 South Dakota _____   | 110             |             | 970-979 Oregon _____                 | 232             |              |
| 680-693 Nebraska _____   | 851             |             | 900-961 California _____             | 1,202           |              |
| 660-679 Kansas _____   | 455             |             | 967-968 Hawaii _____                 | 6               |              |
| <b>WEST NO. CENTRAL</b>  | <b>3,096</b>    | <b>12.4</b> | <b>PACIFIC</b>                       | <b>1,920</b>    | <b>7.7</b>   |
| 197-199 Delaware _____   | 121             |             | <b>UNITED STATES</b>                 | <b>22,946</b>   | <b>91.6</b>  |
| 206-219 Maryland _____   | 360             |             | 969 & 004-009 U.S. Territories _____ | 1               |              |
| 200-205 Washington, DC _____   | 236             |             | Canada _____                         | 1,639           |              |
| 220-246 Virginia _____   | 727             |             | Mexico _____                         | 59              |              |
| 247-268 West Virginia _____  | 163             |             | Other International _____            | 405             |              |
| 270-289 North Carolina _____   | 363             |             | APO/FPO _____                        | 4               |              |
| 290-299 South Carolina _____   | 222             |             | <b>TOTAL QUALIFIED CIRCULATION</b>   | <b>25,054</b>   | <b>100.0</b> |
| 300-319 Georgia _____  | 759             |             |                                      |                 |              |
| 320-349 Florida _____  | 1,229           |             |                                      |                 |              |
| <b>SOUTH ATLANTIC</b>  | <b>4,180</b>    | <b>16.7</b> |                                      |                 |              |

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

| 6-Month Period Ended:                                  | Audited Data | Audited Data | Audited Data        | Audited Data         | Audited Data        | Circulation Claim     |
|--|--------------|--------------|---------------------|----------------------|---------------------|-----------------------|
|  | 2006         | 2007         | January - June 2008 | July - December 2008 | January - June 2009 | July - December 2009* |
| Total Audit Average Qualified: _____                   | 25,044       | 25,053       | 25,056              | 25,054               | 25,054              | 25,054                |
| Qualified Non-Paid: _____                              | 25,044       | 25,053       | 25,056              | 25,054               | 25,054              | 25,054                |
| Qualified Paid: _____                                  | -            | -            | -                   | -                    | -                   | -                     |
| Post Expire Copies included in Paid Circulation: _____ | **NC         | **NC         | **NC                | **NC                 | **NC                | **NC                  |
| Average Annual Order Price: _____                      | **NC         | **NC         | **NC                | **NC                 | **NC                | **NC                  |

\*NOTE: July - 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**

PARAGRAPHS 5 & 6 ARE NOT REQUIRED.

**GEOGRAPHICAL BREAKOUT OF QUALIFIED INTERNATIONAL CIRCULATION FOR ISSUE OF NOVEMBER 2009**

| State/Country            | Total Qualified | Percent | State/Country            | Total Qualified | Percent | State/Country                      | Total Qualified | Percent      |
|--------------------------|-----------------|---------|--------------------------|-----------------|---------|------------------------------------|-----------------|--------------|
| <b>ASIA</b>              |                 |         | Germany _____            | 14              |         | <b>NORTH AMERICA</b>               |                 |              |
| Bangladesh _____         | 1               |         | Greece _____             | 2               |         | Canada _____                       | 1,639           |              |
| China _____              | 1               |         | Hungary _____            | 2               |         | United States _____                | 22,951          |              |
| India _____              | 24              |         | Italy _____              | 5               |         | Mexico _____                       | 59              |              |
| Indonesia _____          | 6               |         | Luxembourg _____         | 1               |         | Subtotal                           | 24,649          | 98.4         |
| Japan _____              | 1               |         | Netherlands _____        | 3               |         | <b>CARIBBEAN</b>                   |                 |              |
| Korea, Republic Of _____ | 1               |         | Norway _____             | 1               |         | Cuba _____                         | 4               |              |
| Malaysia _____           | 9               |         | Poland _____             | 2               |         | Subtotal                           | 4               | -            |
| Mongolia _____           | 1               |         | Portugal _____           | 2               |         | <b>SOUTH AMERICA</b>               |                 |              |
| Pakistan _____           | 2               |         | Romania _____            | 1               |         | Argentina _____                    | 31              |              |
| Thailand _____           | 5               |         | Russian Federation _____ | 1               |         | Brazil _____                       | 47              |              |
| Subtotal                 | 51              | 0.2     | Spain _____              | 10              |         | Chile _____                        | 23              |              |
| <b>MIDDLE EAST</b>       |                 |         | Sweden _____             | 2               |         | Colombia _____                     | 1               |              |
| Iran _____               | 8               |         | Switzerland _____        | 8               |         | Peru _____                         | 11              |              |
| Israel _____             | 10              |         | Turkey _____             | 3               |         | Venezuela _____                    | 3               |              |
| Subtotal                 | 18              | 0.1     | United Kingdom _____     | 27              | 0.4     | Subtotal                           | 116             | 0.5          |
| <b>EUROPE</b>            |                 |         | <b>AFRICA</b>            |                 |         | <b>ASIA PACIFIC</b>                |                 |              |
| Austria _____            | 1               |         | Kenya _____              | 2               |         | Australia _____                    | 80              |              |
| Belgium _____            | 6               |         | Mauritania _____         | 1               |         | New Zealand _____                  | 8               |              |
| Bulgaria _____           | 1               |         | Mozambique _____         | 1               |         | Subtotal                           | 88              | 0.4          |
| Denmark _____            | 2               |         | South Africa _____       | 6               |         | <b>TOTAL QUALIFIED CIRCULATION</b> | <b>25,054</b>   | <b>100.0</b> |
| Estonia _____            | 1               |         | Tanzania _____           | 5               |         |                                    |                 |              |
| Finland _____            | 5               |         | Zimbabwe _____           | 6               |         |                                    |                 |              |
| France _____             | 7               |         | Subtotal                 | 21              | 0.1     |                                    |                 |              |

**PUBLISHER'S AFFIDAVIT**

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

Stephen Bolte, Publisher

Eric J. Muench, Director of Audience Development

(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 January 5, 2010

State Wisconsin

County Milwaukee

Received by BPA Worldwide January 5, 2010

Type PJ

ID Number P155P0D9