

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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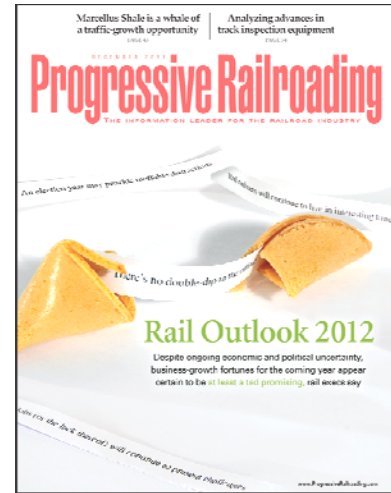
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprised of media owners, advertising agencies and advertisers. Headquartered in Shelton, Connecticut, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 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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Progressive Railroading

Trade Press Media Group, Inc.
2100 West Florist Avenue
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Fax No.: (414) 228-1134
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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, suppliers, and others allied to the field.

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 motive power, 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 Not Included Elsewhere	Copies
Other Paid Circulation _____	112
Advertiser and Agency _____	698
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	250
Digital _____	-
All Other _____	406
TOTAL	1,466

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	25,053	100.0	25,053	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	25,053	100.0	25,053	100.0	-	-

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD			
2011 Issue	Number Removed	Number Added	Total Qualified
July _____	57	60	25,053
August _____	58	57	25,051
September _____	277	279	25,053
October _____	106	108	25,054
November _____	115	113	25,052
December _____	126	127	25,053
TOTAL	739	744	

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

This issue is -% or 1 copy below the average of the other 5 issues reported in Paragraph two.

This publication conforms to the uniform business/occupational analysis which was developed by the BPA Worldwide advertiser, agency and publisher committee for the Railroad Transportation Market in June 1981, revised May 1983, requiring participating publications to report their circulation on a comparable basis by June 1984. A copy of the comparability brochure can be obtained from BPA Worldwide.

BUSINESS/INDUSTRY AND DEPARTMENT	TOTAL QUALIFIED	PERCENT OF TOTAL
1. RAILROADS AND RAIL TRANSIT		
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	2,917	11.6
B. Marketing & Sales Department _____	917	3.7
C. Purchasing and Materials Department _____	402	1.6
D. Operating Department _____	3,319	13.2
E. Mechanical Department	-	-
1. Cars _____	310	1.2
2. Motive Power _____	412	1.6
3. Both Cars and Motive Power _____	817	3.3
F. Engineering Department	-	-
1. Track & Roadway _____	1,334	5.3
2. Bridge & Building _____	376	1.5
3. Both Track & Roadway and Bridge & Building _____	1,000	4.0
G. Signaling & Communications Department _____	1,226	4.9
H. Other _____	40	0.2
Sub-Total	13,070	52.1
2. Car & Locomotive Builders _____	821	3.3
3. Private Car Lines _____	333	1.3
4. Utility and Energy Companies _____	327	1.3
5. Car & Locomotive Repair Shops _____	1,001	4.0
6. Consultants and Contractors (Railroad & Rail Transit) _____	4,010	16.0
7. Industry Associations _____	428	1.7
8. Government _____	966	3.9
9. Shippers _____	665	2.7
10. Intermodal _____	568	2.3
11. Finance/Leasing Companies _____	681	2.7
12. Railway & Rail Transit Suppliers _____	2,176	8.7
13. Others Allied to the Field _____	6	-
TOTAL QUALIFIED CIRCULATION	25,052	100.0

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2011					
QUALIFICATION SOURCE	Qualified Within			Total Qualified	Percent
	1 Year	2 Years	3 Years		
I. Direct Request: _____	21,428	2,474	-	23,902	95.4
II. Request from recipient's company: _____	582	30	-	612	2.5
III. Membership Benefit: _____	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	3	-	-	3	-
V. TOTAL - Sources other than above (listed alphabetically): _____	535	-	-	535	2.1
Association rosters and directories _____	535	-	-	535	2.1
Business directories _____	-	-	-	-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-
Other sources _____	-	-	-	-	-
VI. Single Copy Sales: _____	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	22,548	2,504	-	25,052	100.0
PERCENT	90.0	10.0	-	100.0	

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2011		
MAILING ADDRESS	Total Qualified	Percent
Individuals by name and title and/or function _____	25,052	100.0
Individuals by name only _____	-	-
Titles or functions only _____	-	-
Company names only _____	-	-
Multi-Copy Same Addressee copies _____	-	-
Single Copy Sales _____	-	-
TOTAL QUALIFIED CIRCULATION	25,052	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2011					
State	Total Qualified	Percent	State	Total Qualified	Percent
Maine _____	95		Kentucky _____	357	
New Hampshire _____	77		Tennessee _____	328	
Vermont _____	50		Alabama _____	279	
Massachusetts _____	414		Mississippi _____	133	
Rhode Island _____	30		EAST SO. CENTRAL	1,097	4.4
Connecticut _____	183		Arkansas _____	174	
NEW ENGLAND	849	3.4	Louisiana _____	195	
New York _____	1,461		Oklahoma _____	128	
New Jersey _____	792		Texas _____	1,748	
Pennsylvania _____	1,671		WEST SO. CENTRAL	2,245	9.0
MIDDLE ATLANTIC	3,924	15.7	Montana _____	153	
Ohio _____	841		Idaho _____	105	
Indiana _____	529		Wyoming _____	78	
Illinois _____	2,076		Colorado _____	384	
Michigan _____	471		New Mexico _____	62	
Wisconsin _____	439		Arizona _____	195	
EAST NO. CENTRAL	4,356	17.4	Utah _____	146	
Minnesota _____	509		Nevada _____	55	
Iowa _____	281		MOUNTAIN	1,178	4.7
Missouri _____	721		Alaska _____	54	
North Dakota _____	94		Washington _____	437	
South Dakota _____	92		Oregon _____	240	
Nebraska _____	828		California _____	1,423	
Kansas _____	429		Hawaii _____	11	
WEST NO. CENTRAL	2,954	11.8	PACIFIC	2,165	8.6
Delaware _____	124		UNITED STATES	23,042	92.0
Maryland _____	395		U.S. Territories _____	2	
Washington, DC _____	238		Canada _____	1,675	
Virginia _____	675		Mexico _____	42	
West Virginia _____	145		Other International _____	289	
North Carolina _____	389		APO/FPO _____	2	
South Carolina _____	226		TOTAL QUALIFIED CIRCULATION	25,052	100.0
Georgia _____	825				
Florida _____	1,257				
SOUTH ATLANTIC	4,274	17.0			

GEOGRAPHICAL BREAKOUT OF QUALIFIED INTERNATIONAL CIRCULATION FOR ISSUE OF NOVEMBER 2011								
Region/Country	Total Qualified	Percent	Region/Country	Total Qualified	Percent	Region/Country	Total Qualified	Percent
ASIA			Italy _____	4		unspecified North	4	
Bangladesh _____	2		Netherlands _____	2		Subtotal	24,763	98.9
China _____	3		Norway _____	2		CARIBBEAN		
India _____	12		Poland _____	1		Cuba _____	2	
Indonesia _____	2		Romania _____	2		Subtotal	2	-
Japan _____	2		Spain _____	9		CENTRAL AMERICA		
Malaysia _____	6		Sweden _____	3		Costa Rica _____	2	
Thailand _____	3		Switzerland _____	7		Panama _____	1	
Subtotal	30	0.1	Turkey _____	1		Subtotal	3	-
MIDDLE EAST			United Kingdom _____	27		SOUTH AMERICA		
Iran _____	1		Subtotal	92	0.4	Argentina _____	15	
Israel _____	7		AFRICA			Brazil _____	35	
Subtotal	8	-	Kenya _____	1		Chile _____	10	
EUROPE			Mozambique _____	1		Colombia _____	1	
Austria _____	1		South Africa _____	4		Peru _____	1	
Belgium _____	4		Tanzania _____	4		Subtotal	62	0.2
Denmark _____	1		Zambia _____	1		ASIA PACIFIC		
Estonia _____	1		Zimbabwe _____	2		Australia _____	69	
Finland _____	2		Subtotal	13	0.1	New Zealand _____	10	
France _____	6		NORTH AMERICA			Subtotal	79	0.3
Germany _____	16		Canada _____	1,675		TOTAL		
Greece _____	1		United States _____	23,042		25,052	100.0	
Hungary _____	2		Mexico _____	42				

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
	January-June 2009	July-December 2009	January-June 2010	July-December 2010	January-June 2011	July-December 2011*
Total Audit Average Qualified:	25,054	25,054	25,053	25,054	25,053	25,053
Qualified Non-Paid: ___	25,054	25,054	25,053	25,054	25,053	25,053
Qualified Paid: _____	-	-	-	-	-	-
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 - December 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

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.	Date signed	January 13, 2012
Stephen Bolte, Publisher	State	Wisconsin
Eric J. Muench, Director of Audience Development	County	Milwaukee
(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	January 13, 2012
IMPORTANT NOTE:	Type	PJ
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	P155POD1