

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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About BPA Worldwide

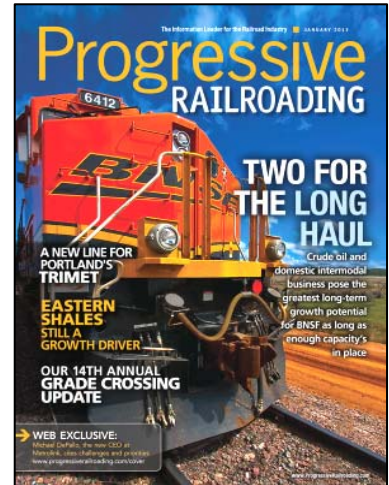
A not-for-profit organization since 1931 and headquartered in Shelton, CT, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 countries. The organization conducts 2,600+ audits for media brands in print, online/digital and live events. Additionally, under the iCompli brand, BPA documents compliance to defined standards including data protection, provides assurance of sustainability reporting, and verifies technology, service and privacy claims. BPA is supported by 2,700 advertiser and agency members.

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Progressive RAILROADING

Trade Press Media Group, Inc.
2100 West Florist Avenue
Milwaukee, WI 53209
Tel. No.: (414) 228-7701
Fax No.: (414) 228-1134
www.progressiverailroading.com

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 _____	106
Advertiser and Agency _____	666
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	158
Digital _____	-
All Other _____	406
TOTAL	1,336

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 _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	25,054	100.0	25,054	100.0	-	-

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD			
2012 Issue	Number Removed	Number Added	Total Qualified
July _____	119	119	25,053
August _____	89	88	25,052
September _____	57	61	25,056
October _____	85	83	25,054
November _____	113	115	25,056
December _____	475	471	25,052
TOTAL	938	937	

3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2012

This issue is -% or 3 copies above 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 in 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	3,309	13.2
B. Marketing & Sales Department _____	981	3.9
C. Purchasing and Materials Department _____	395	1.6
D. Operating Department _____	3,100	12.4
E. Mechanical Department	-	-
1. Cars _____	277	1.1
2. Motive Power _____	361	1.5
3. Both Cars and Motive Power _____	786	3.1
F. Engineering Department	-	-
1. Track & Roadway _____	1,335	5.3
2. Bridge & Building _____	352	1.4
3. Both Track & Roadway and Bridge & Building _____	982	3.9
G. Signaling & Communications Department _____	1,207	4.8
H. Other _____	35	0.2
Sub-Total	13,120	52.4
2. Car & Locomotive Builders _____	882	3.5
3. Private Car Lines _____	325	1.3
4. Utility and Energy Companies _____	321	1.3
5. Car & Locomotive Repair Shops _____	969	3.9
6. Consultants and Contractors (Railroad & Rail Transit) _____	4,050	16.2
7. Industry Associations _____	376	1.5
8. Government _____	986	3.9
9. Shippers _____	700	2.8
10. Intermodal _____	578	2.3
11. Finance/Leasing Companies _____	684	2.7
12. Railway & Rail Transit Suppliers _____	2,059	8.2
13. Others Allied to the Field _____	6	-
TOTAL QUALIFIED CIRCULATION	25,056	100.0

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2012					
QUALIFICATION SOURCE	Qualified Within			Total Qualified	Percent
	1 Year	2 Years	3 Years		
I. Direct Request: _____	20,402	3,341	-	23,743	94.7
II. Request from recipient's company: _____	464	254	-	718	2.9
III. Membership Benefit: _____	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	-	-	-	-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	595	-	-	595	2.4
Association rosters and directories _____	595	-	-	595	2.4
Business directories _____	-	-	-	-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-
Other sources _____	-	-	-	-	-
VI. Single Copy Sales: _____	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	21,461	3,595	-	25,056	100.0
PERCENT	85.7	14.3	-	100.0	

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2012		
MAILING ADDRESS	Total Qualified	Percent
Individuals by name and title and/or function _____	25,056	100.0
Individuals by name only _____	-	-
Titles or functions only _____	-	-
Company names only _____	-	-
Multi-Copy Same Addressee copies _____	-	-
Single Copy Sales _____	-	-
TOTAL QUALIFIED CIRCULATION	25,056	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2012					
State	Total Qualified	Percent	State	Total Qualified	Percent
Maine _____	90		Kentucky _____	330	
New Hampshire _____	75		Tennessee _____	329	
Vermont _____	44		Alabama _____	269	
Massachusetts _____	422		Mississippi _____	123	
Rhode Island _____	32		EAST SO. CENTRAL	1,051	4.2
Connecticut _____	186		Arkansas _____	167	
NEW ENGLAND	849	3.4	Louisiana _____	184	
New York _____	1,401		Oklahoma _____	129	
New Jersey _____	791		Texas _____	1,834	
Pennsylvania _____	1,704		WEST SO. CENTRAL	2,314	9.2
MIDDLE ATLANTIC	3,896	15.6	Montana _____	153	
Ohio _____	837		Idaho _____	106	
Indiana _____	529		Wyoming _____	75	
Illinois _____	2,050		Colorado _____	409	
Michigan _____	471		New Mexico _____	63	
Wisconsin _____	451		Arizona _____	200	
EAST NO. CENTRAL	4,338	17.3	Utah _____	139	
Minnesota _____	514		Nevada _____	64	
Iowa _____	282		MOUNTAIN	1,209	4.8
Missouri _____	749		Alaska _____	54	
North Dakota _____	86		Washington _____	453	
South Dakota _____	78		Oregon _____	235	
Nebraska _____	786		California _____	1,510	
Kansas _____	435		Hawaii _____	16	
WEST NO. CENTRAL	2,930	11.7	PACIFIC	2,268	9.1
Delaware _____	138		UNITED STATES	23,176	92.5
Maryland _____	386		U.S. Territories _____	4	
Washington, DC _____	251		Canada _____	1,557	
Virginia _____	708		Mexico _____	50	
West Virginia _____	134		Other International _____	268	
North Carolina _____	397		APO/FPO _____	1	
South Carolina _____	213		TOTAL QUALIFIED CIRCULATION	25,056	100.0
Georgia _____	821				
Florida _____	1,273				
SOUTH ATLANTIC	4,321	17.2			

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED INTERNATIONAL CIRCULATION FOR ISSUE OF NOVEMBER 2012								
Region/Country	Total Qualified	Percent	Region/Country	Total Qualified	Percent	Region/Country	Total Qualified	Percent
ASIA			Holy See (Vatican City State)	2		unspecified North America	5	
Bangladesh	1		Italy	2		Subtotal	24,788	99.0
China	4		Netherlands	2		CARIBBEAN		
India	15		Norway	2		Cuba	1	
Indonesia	2		Poland	1		Jamaica	1	
Japan	2		Romania	2		Subtotal	2	-
Korea, Republic Of	2		Spain	7		CENTRAL AMERICA		
Malaysia	3		Spitzbergen	4		Costa Rica	1	
Thailand	2		Sweden	5		Panama	1	
Subtotal	31	0.1	United Kingdom	21		Subtotal	2	-
MIDDLE EAST			Subtotal	80	0.3	SOUTH AMERICA		
Iran	2		AFRICA			Argentina	12	
Israel	6		Algeria	1		Brazil	33	
Subtotal	8	-	Mozambique	1		Chile	7	
EUROPE			South Africa	4		Peru	3	
Austria	1		Tanzania	4		Subtotal	55	0.2
Belgium	4		Zimbabwe	2		ASIA PACIFIC		
Denmark	2		Subtotal	12	0.1	Australia	69	
Estonia	1		NORTH AMERICA			New Zealand	9	
Finland	1		Canada	1,557		Subtotal	78	0.3
France	8		Mexico	50		TOTAL		
Germany	14		United States	23,176		25,056	100.0	
Greece	1							

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2012					
Province	Total Qualified	Percent	Province	Total Qualified	Percent
Newfoundland and Labrador	1	-	Alberta, N.W.T. and Nunavut	314	1.2
Prince Edward Island	5	-	B.C. and Yukon	155	0.6
Nova Scotia	15	0.1	TOTAL FOR CANADA	1,557	6.2
New Brunswick	22	0.1	United States	23,176	92.5
Quebec	396	1.6	Other Foreign	323	1.3
Ontario	531	2.1	TOTAL OUTSIDE CANADA	23,499	93.8
Manitoba	80	0.3	TOTAL QUALIFIED CIRCULATION		
Saskatchewan	38	0.2	25,056	100.0	

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 2010	July - December 2010	January - June 2011	July - December 2011	January - June 2012	July - December 2012*
Total Audit Average Qualified:	25,053	25,053	25,053	25,053	25,055	25,054
Qualified Non-Paid:	25,053	25,053	25,053	25,053	25,055	25,054
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 2012 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 15, 2013
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 15, 2013
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	P155P0D2