

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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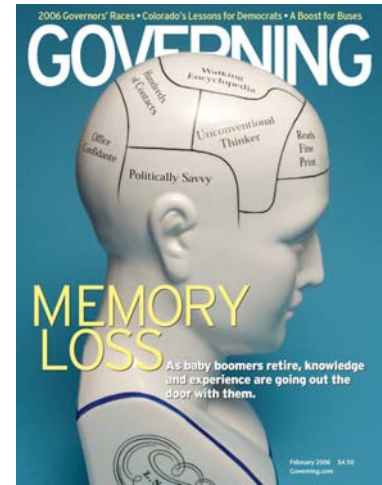
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprising media owners, advertising agencies and advertisers. Spanning 25 countries, BPA serves more than 2,000 B-to-B publications and 500 consumer magazines, plus newspapers, events, Web sites, email newsletters, databases, wireless and other advertiser-supported media—as well as more than 2,600 advertiser and agency members.

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GOVERNING

Governing Magazine
1100 Connecticut Ave., NW # 1300
Washington, DC 20036
Tel. No.: (202) 862-8802
FAX No.: (202) 955-8328
E-Mail: mailbox@governing.com

Official Publication of: None
Established: 1987
Issues Per Year: 12



FIELD SERVED

Governing Magazine serves public officials in state, city/town, county, regional/special district governments who are elected, appointed or career and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients include individuals who hold management positions in the following fields: executive and command, senior management, legislative, career/professional management, agency/department/division management, other titled and non-titled individuals and other paid circulation with the following individual job functions: executive/general management/policy direction, legislative, finance/taxation/budget/auditing, information technology/telecommunications, public works/transportation, environment/energy/parks and recreation, planning/economic development, public safety/law enforcement/emergency services, courts/corrections, health/welfare/social services/housing, education/library services, workforce development/employment labor, general services/administration/operations/purchasing and other job functions.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	1,701
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	831
All Other _____	950
TOTAL	3,482

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	85,018	100.0	80,938	95.2	4,080	4.8
Sponsored Individually Addressed ___	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	22	-	-	-	22	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	85,040	100.0	80,938	95.2	4,102	4.8

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD											
2006 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified	2006 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified
January _____	725	713			85,015	April _____	587	655			85,082
February _____	1,028	1,033			85,020	May _____	3,296	3,275			85,061
March _____	933	927			85,014	June _____	550	534			85,045
						TOTAL	7,119	7,137			

3a. BUSINESS/OCCUPATIONAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2006
This issue is -% or 26 copies above the average of the other 5 issues reported in Paragraph two.

BUSINESS & INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	POSITION					
			Executive and Command	Senior Management	Legislative	Career/ Professional Mgmt	Dept/Division Management	Other
State Government_____	32,874	38.6	5,783	6,060	8,212	5,428	6,535	856
City/Town Government _____	29,113	34.2	10,602	6,300	1,510	3,950	5,872	879
County Government _____	18,190	21.4	7,445	3,117	999	2,211	3,981	437
Regional/Special District Government_____	2,367	2.8	777	556	51	470	431	82
SUB-TOTAL	82,544	97.0	24,607	16,033	10,772	12,059	16,819	2,254
PERCENT OF TOTAL	97.0	-	28.9	18.8	12.7	14.2	19.8	2.6
Others Allied to the Field ___	1,545	1.8						
Other Paid Subscriptions ___	972	1.2						
SUB-TOTAL	2,517	3.0						
TOTAL QUALIFIED CIRCULATION	85,061	100.0						

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	POPULATION SERVED BY SUBSCRIBERS UNIT OF GOVERNMENT						
			Over 1 million	500,000 to 999,999	100,000 to 499,999	50,000 to 99,999	25,000 to 49,999	Under 25,000	Population not Determined
State Government_____	32,874	38.6	29,875	2,333	-	1	-	-	665
City/Town Government_____	29,113	34.2	2,357	2,130	5,143	4,244	4,826	8,760	1,653
County Government _____	18,190	21.4	2,537	2,455	4,650	2,304	2,266	2,819	1,159
Regional/Special District Government ___	2,367	2.8	728	317	614	205	152	221	130
SUB-TOTAL	82,544	97.0	35,497	7,235	10,407	6,754	7,244	11,800	3,607
Others Allied to the Field including Education, Business, Media, Associations Federal Government and Lobbyists _____	1,545	1.8							
Other Paid Subscriptions _____	972	1.2							
TOTAL QUALIFIED CIRCULATION	85,061	100.0							

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2006							
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:	67,107	9,189	290			76,586	90.1
a. Written	18,563	3,378	289			22,230	26.2
b. Telecommunication	17,463	2,873	-			20,336	23.9
c. Electronic	31,081	2,938	1			34,020	40.0
II. TOTAL - Request from recipient's company:	1,687	215	31			1,933	2.3
a. Written	208	196	31			435	0.5
b. Telecommunication	389	13	-			402	0.5
c. Electronic	1,090	6	-			1,096	1.3
III. TOTAL - Membership Benefit:	-	-	-			-	-
a. Individual	-	-	-			-	-
b. Organizational	-	-	-			-	-
IV. TOTAL - Communication from recipient or recipient's company (other than request):	1,064	-	-			1,064	1.2
a. Written	1,062	-	-			1,062	1.2
b. Telecommunication	-	-	-			-	-
c. Electronic	2	-	-			2	-
V. TOTAL - Sources other than above (listed alphabetically):	5,478	-	-			5,478	6.4
Association rosters and directories	-	-	-			-	-
*Business directories	5,478	-	-			5,478	6.4
Independent field reports	-	-	-			-	-
Licensees - National, State or Local Government	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists	-	-	-			-	-
Other sources	-	-	-			-	-
VI. TOTAL - Single Copy Sales:	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	75,336	9,404	321			85,061	100.0
*See Paragraph 11	PERCENT	88.6	11.0	0.4		100.0	-

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2006				
MAILING ADDRESS	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function			82,904	97.5
Individuals by name only			1,342	1.6
Titles or functions only			203	0.2
Company names only			587	0.7
Multi-Copy Same Addressee copies			25	-
Single Copy Sales			-	-
TOTAL QUALIFIED CIRCULATION			85,061	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2006									
State & Zip Code	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent	State & Zip Code	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
039-049 Maine			754		400-427 Kentucky			1,186	
030-038 New Hampshire			857		370-385 Tennessee			1,750	
050-059 Vermont			447		350-369 Alabama			1,202	
010-027 Massachusetts			1,946		386-397 Mississippi			840	
028-029 Rhode Island			585		EAST SO. CENTRAL			4,978	5.9
060-069 Connecticut			1,336		716-729 Arkansas			876	
NEW ENGLAND			5,925	7.0	700-714 Louisiana			975	
100-149 New York			4,823		730-749 Oklahoma			1,144	
070-089 New Jersey			2,174		750-799 Texas			4,492	
150-196 Pennsylvania			2,966		WEST SO. CENTRAL			7,487	8.8
MIDDLE ATLANTIC			9,963	11.7	590-599 Montana			599	
430-459 Ohio			3,552		832-838 Idaho			776	
460-479 Indiana			1,696		820-831 Wyoming			445	
600-629 Illinois			3,296		800-816 Colorado			1,371	
480-499 Michigan			3,102		870-884 New Mexico			716	
530-549 Wisconsin			2,050		850-865 Arizona			1,569	
EAST NO. CENTRAL			13,696	16.1	840-847 Utah			776	
550-567 Minnesota			2,168		889-898 Nevada			675	
500-528 Iowa			1,382		MOUNTAIN			6,927	8.0
630-658 Missouri			1,849		995-999 Alaska			402	
580-588 North Dakota			568		980-994 Washington			1,742	
570-577 South Dakota			551		970-979 Oregon			1,081	
680-693 Nebraska			850		900-961 California			5,899	
660-679 Kansas			1,528		967-968 Hawaii			468	
WEST NO. CENTRAL			8,896	10.5	PACIFIC			9,592	11.3
197-199 Delaware			451		UNITED STATES			84,736	99.6
206-219 Maryland			1,889		969 & 004-009 U.S. Territories			247	
200-205 Washington, DC			660		Canada			22	
220-246 Virginia			2,804		Mexico			-	
247-268 West Virginia			683		Other International			14	
270-289 North Carolina			2,408		APO/FPO			42	
290-299 South Carolina			1,306		TOTAL QUALIFIED CIRCULATION			85,061	100.0
300-319 Georgia			2,609						
320-349 Florida			4,462						
SOUTH ATLANTIC			17,272	20.3					

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
	2002	2003	2004	2005	*2006
Total Audit Average Qualified:	85,870	85,342	85,031	84,974	85,040
Qualified Non-Paid: _____	79,622	79,346	79,451	80,285	80,938
Qualified Paid: _____	6,248	5,996	5,580	4,689	4,102
Post Expire Copies included in Paid Circulation: _____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: __	\$24.71	\$23.13	\$23.93	\$23.53	\$23.19

***NOTE: 2006 data is unaudited. With each successive year, new data will be added until five years of data is displayed.**

**NC = None Claimed.

10. PAID CIRCULATION DATA	
\$23.19	Average Annual Subscription Order Price for the Period Required (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

PARAGRAPH 3b:

Business directories include 4 sources of circulation for quantities of 746 copies or 0.9% to 2,417 copies or 2.8%.

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	July 5, 2006
Peter A. Harkness, Editor and Publisher	State	D.C.
Paula Lawrence, Circulation Director	County	Washington
(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 5, 2006
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	G023P0J6

BUSINESS AND INDUSTRY	CLASSIFICATION BY INDIVIDUAL FUNCTION														PERCENT OF TOTAL	TOTAL QUALIFIED	PERCENT OF TOTAL
	Executive/General Mgmt/Policy Direction	Legislative	Finance/Taxation/Budgeting/Auditing	Info Tech/Telecom	Public Works/Trans	Env/Energy/Parks and Rec	Planning/Economic Dvmt	Public Safety/Law Enf/Emer Svcs	Courts/Corrections	Health/Welfare /Soc /Svcs/Housing	Education/Library Services	Workforce Dev/Employ/Labor	General Svcs/Admin/Oper/Purch	Other and Not Answered			
State Government	6,371	8,090	4,299	2,477	1,352	863	630	943	851	1,319	711	656	2,225	2,087	38.6	32,874	38.6
City/Town Government	9,966	1,665	3,551	1,509	2,453	733	1,819	2,214	127	442	264	361	2,158	1,851	34.2	29,113	34.2
County Government	5,341	992	3,800	1,082	1,014	351	761	917	385	665	168	230	1,472	1,012	21.4	18,190	21.4
Regional/Special District Government	795	65	237	111	177	89	222	97	23	57	60	46	219	169	2.8	2,367	2.8
SUB-TOTAL	22,473	10,812	11,887	5,179	4,996	2,036	3,432	4,171	1,386	2,483	1,203	1,293	6,074	5,119	97.0	82,544	97.0
PERCENT	26.4	12.7	14.0	6.1	5.9	2.4	4.0	4.9	1.6	2.9	1.4	1.5	7.2	6.0	-	97.0	-
Others Allied to the Field including Education, Business, Media, Associations Federal Government and Lobbyists															1.8	1,545	1.8
Other Paid Subscriptions															1.2	972	1.2
TOTAL QUALIFIED CIRCULATION															100.0	85,061	100.0

PRIMARY BUSINESS	CLASSIFICATION BY GOVERNMENT BRANCH, DEPARTMENT, AGENCY FUNCTION														PERCENT OF TOTAL	TOTAL QUALIFIED	PERCENT OF TOTAL
	Executive/General Mgmt/Policy Direction	Legislative	Finance/Taxation/Budgeting/Auditing	Info Tech/Telecom	Public Works/Trans	Env/Energy/Parks and Rec	Planning/Economic Dvmt	Public Safety/Law Enf/Emer Svcs	Courts/Corrections	Health/Welfare /Soc /Svcs/Housing	Education/Library Services	Workforce Dev/Employ/Labor	General Svcs/Admin/Oper/Purch	Other and Not Answered			
State Government	3,184	8,444	3,354	1,123	2,138	1,409	642	1,418	1,330	2,680	1,162	772	1,228	3,990	38.6	32,874	38.6
City/Town Government	6,611	1,984	3,146	965	2,923	821	1,987	2,941	165	683	337	317	1,750	4,483	34.2	29,113	34.2
County Government	3,601	1,156	3,157	748	1,344	420	786	1,250	528	1,211	258	218	1,130	2,383	21.4	18,190	21.4
Regional/Special District Government	229	52	105	50	441	193	321	118	36	167	172	49	83	351	2.8	2,367	2.8
SUB-TOTAL	13,625	11,636	9,762	2,886	6,846	2,843	3,736	5,727	2,059	4,741	1,929	1,356	4,191	11,207	97.0	82,544	97.0
PERCENT	16.0	13.7	11.5	3.4	8.0	3.3	4.4	6.7	2.4	5.6	2.3	1.6	4.9	13.2	-	97.0	-
Others Allied to the Field including Education, Business, Media, Associations Federal Government and Lobbyists															1.8	1,545	1.8
Other Paid Subscriptions															1.2	972	1.2
TOTAL QUALIFIED CIRCULATION															100.0	85,061	100.0