

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED DECEMBER 2008**

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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BASS PLAYER

Music Player Network
NewBay Media
1111 Bayhill Drive #125
San Bruno, CA 94066
Tel.: (650) 238-0260
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Official Publication of: None
Established: 1989



MARKET SERVED

BASS PLAYER is a monthly publication for electric and acoustic bassists.

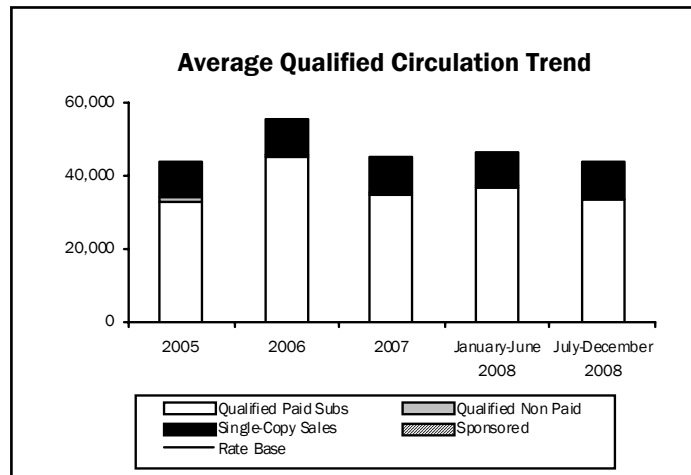
AVERAGE QUALIFIED CIRCULATION

Total Qualified _____	43,544
Average Rate Base _____	**NC
Variance +/- _____	**NC
Percent +/- _____	**NC
Qualified Paid _____	43,541
Subscriptions _____	33,691
Sponsored _____	-
Single-Copy Sales _____	9,850
Qualified Non-Paid _____	3

**NC = None Claimed

PRICE AND FREQUENCY

\$20.14	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
13	Issues Per Year
\$5.99	All Single-Copy Sales Prices for the Period



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	33,691	77.4	-	-	33,691	77.4
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	33,691	77.4	-	-	33,691	77.4
Single-Copy Sales _____	9,850	22.6	-	-	9,850	22.6
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
Non-Continuous _____	-	-	3	-	3	-
TOTAL	43,541	100.0	3	-	43,544	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD							
2008 Issue	Qualified Paid			Qualified Non-Paid			Total Qualified
	Single-Copy Sales	Subscriptions	Total	Continuous	Non-Continuous	Total	
July _____	9,713	35,482	45,195	-	6	6	45,201
August _____	9,430	35,404	44,834	-	5	5	44,839
September _____	9,195	35,098	44,293	-	4	4	44,297
October _____	9,141	34,586	43,727	-	3	3	43,730
November _____	10,059	33,914	43,973	-	3	3	43,976
December _____	10,705	28,997	39,702	-	1	1	39,703
Holiday _____	10,705	32,356	43,061	-	2	2	43,063

3. TOTAL NEW AND RENEWED QUALIFIED PAID SUBSCRIPTIONS ORDERED/SOLD FOR THE PERIOD				
Includes gross subscription sales/orders with unpaid invoices pending.				
Average Annual Order Price: 12 issues for \$20.14	Total	Percent		
3A. PRICES			3B. LENGTH OF SUBSCRIPTIONS	
Offers (≥ 5.0% of Total Orders)				Total
12 FOR \$18.99 _____	3,351	31.0	Less than 1 year _____	65
12 FOR \$15.00 _____	809	7.5	1 year or more (but less than two) _____	7,571
12 FOR \$23.99 _____	766	7.1	2 years or more (but less than three) _____	3,151
12 FOR \$29.99 _____	764	7.1	3 years or more _____	23
12 FOR \$43.99 _____	548	5.1		
All Others (See Paragraph 8) _____	4,572	42.2	TOTAL	10,810
Sponsored-Excluded from Average Annual Order Price _____	-	-		100.0
TOTAL	10,810	100.0		

3C. USE OF FREE PROMOTIONAL INCENTIVES	Total	Percent
Ordered without promotional incentive _____	8,823	81.6
Ordered with editorial promotional incentive including reprints _____	1,987	18.4
Ordered with other promotional incentive (See Paragraph 8) _____	-	-
TOTAL	10,810	100.0

3D. HOW ORDERED	Total	Percent
Ordered by Individuals _____	10,805	100.0
Membership Benefit _____	-	-
Ordered as Multi-Copy Same Addressee _____	-	-
Ordered by Sponsor, Individually Addressed _____	-	-
Ordered by Sponsor, Distributed as Multi-Copy Same Addressee _____	5	-
Ordered with Other Product or Service (See Paragraph 8) _____	-	-
TOTAL	10,810	100.0

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF NOVEMBER 2008

Qualified continuous and single copy sales circulation for this issue is 1.2% or 504 copies above the average of the other 6 issues reported in Paragraph two.
 Qualified non-continuous circulation for this issue is 25.0% or 1 copies below the average of the other 6 issues reported in Paragraph two. (See Paragraph 8)

CONSUMER MARKET	TOTAL QUALIFIED	PERCENT OF TOTAL	QUALIFIED PAID	QUALIFIED NON-PAID
Individual Paid Subscriptions _____	33,914	77.1	33,914	-
Bulk Copies _____	-	-	-	-
Non-continuous _____	3	-	-	3
Single-Copy Sales _____	10,059	22.9	10,059	-
TOTAL	43,976	100.0	43,973	3

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED NON-PAID NON-CONTINUOUS CIRCULATION FOR ISSUE OF NOVEMBER 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: _____	-	-	-	-	-	-	-
a. Written _____	-	-	-	-	-	-	-
b. Telecommunication _____	-	-	-	-	-	-	-
c. Electronic _____	-	-	-	-	-	-	-
II. TOTAL - Request from recipient's company: _____	-	-	-	-	-	-	-
a. Written _____	-	-	-	-	-	-	-
b. Telecommunication _____	-	-	-	-	-	-	-
c. Electronic _____	-	-	-	-	-	-	-
III. TOTAL - Membership benefit: _____	-	-	-	-	-	-	-
a. Individual _____	-	-	-	-	-	-	-
b. Organizational _____	-	-	-	-	-	-	-
IV. TOTAL - Communication from recipient or re-distributor (other than request): _____	3	-	-	3	-	3	100.0
a. Written * _____	3	-	-	3	-	3	100.0
b. Telecommunication _____	-	-	-	-	-	-	-
c. Electronic _____	-	-	-	-	-	-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	-	-	-	-	-	-	-
Rosters and directories _____	-	-	-	-	-	-	-
Licensees - National, State or Local Government _____	-	-	-	-	-	-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-	-	-	-	-
Other sources _____	-	-	-	-	-	-	-
VI. TOTAL - Single-Copy Sales	-	-	-	-	-	-	-
*See Paragraph 8	TOTAL QUALIFIED CIRCULATION	3	-	-	3	3	100.0
	PERCENT	100.0	-	-	100.0	100.0	-

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008								
State & Zip Code	PAID			NON-PAID			Total Qualified	Percent of Total
	Single-Copy Sales	Subscriptions (Includes Sponsored Subscriptions)	Total	Continuous	Non-Continuous	Total		
039-049 Maine _____	27	194	221	-	-	-	221	
030-038 New Hampshire _____	39	266	305	-	-	-	305	
050-059 Vermont _____	13	121	134	-	-	-	134	
010-027 Massachusetts _____	203	1,107	1,310	-	-	-	1,310	
028-029 Rhode Island _____	23	146	169	-	-	-	169	
060-069 Connecticut _____	130	644	774	-	-	-	774	
NEW ENGLAND	435	2,478	2,913	-	-	-	2,913	6.6
100-149 New York _____	527	2,294	2,821	-	-	-	2,821	
070-089 New Jersey _____	264	1,085	1,349	-	-	-	1,349	
150-196 Pennsylvania _____	412	1,676	2,088	-	-	-	2,088	
MIDDLE ATLANTIC	1,203	5,055	6,258	-	-	-	6,258	14.2
430-459 Ohio _____	232	1,325	1,557	-	1	1	1,558	
460-479 Indiana _____	137	655	792	-	-	-	792	
600-629 Illinois _____	376	1,512	1,888	-	-	-	1,888	
480-499 Michigan _____	231	1,051	1,282	-	-	-	1,282	
530-549 Wisconsin _____	120	650	770	-	-	-	770	
EAST NO. CENTRAL	1,096	5,193	6,289	-	1	1	6,290	14.3
550-567 Minnesota _____	108	564	672	-	1	1	673	
500-528 Iowa _____	54	313	367	-	-	-	367	
630-658 Missouri _____	102	583	685	-	-	-	685	
580-588 North Dakota _____	14	66	80	-	-	-	80	
570-577 South Dakota _____	14	57	71	-	-	-	71	
680-693 Nebraska _____	43	165	208	-	-	-	208	
660-679 Kansas _____	54	294	348	-	-	-	348	
WEST NO. CENTRAL	389	2,042	2,431	-	1	1	2,432	5.5
197-199 Delaware _____	23	98	121	-	-	-	121	
206-219 Maryland _____	115	743	858	-	-	-	858	
200-205 Washington, DC _____	28	42	70	-	-	-	70	
220-246 Virginia _____	188	918	1,106	-	-	-	1,106	
247-268 West Virginia _____	30	136	166	-	-	-	166	
270-289 North Carolina _____	157	775	932	-	-	-	932	
290-299 South Carolina _____	84	318	402	-	-	-	402	
300-319 Georgia _____	174	713	887	-	-	-	887	
320-349 Florida _____	340	1,359	1,699	-	-	-	1,699	
SOUTH ATLANTIC	1,139	5,102	6,241	-	-	-	6,241	14.2
400-427 Kentucky _____	52	310	362	-	-	-	362	
370-385 Tennessee _____	170	657	827	-	-	-	827	
350-369 Alabama _____	72	325	397	-	-	-	397	
386-397 Mississippi _____	37	163	200	-	-	-	200	
EAST SO. CENTRAL	331	1,455	1,786	-	-	-	1,786	4.1
716-729 Arkansas _____	48	176	224	-	-	-	224	
700-714 Louisiana _____	53	345	398	-	-	-	398	
730-749 Oklahoma _____	55	255	310	-	-	-	310	
750-799 Texas _____	443	1,552	1,995	-	-	-	1,995	
WEST SO. CENTRAL	599	2,328	2,927	-	-	-	2,927	6.7
590-599 Montana _____	28	87	115	-	-	-	115	
832-838 Idaho _____	30	111	141	-	-	-	141	
820-831 Wyoming _____	9	55	64	-	-	-	64	
800-816 Colorado _____	101	599	700	-	-	-	700	
870-884 New Mexico _____	46	187	233	-	-	-	233	
850-865 Arizona _____	118	458	576	-	-	-	576	
840-847 Utah _____	95	149	244	-	-	-	244	
889-898 Nevada _____	40	226	266	-	-	-	266	
MOUNTAIN	467	1,872	2,339	-	-	-	2,339	5.3
995-999 Alaska _____	11	62	73	-	-	-	73	
980-994 Washington _____	192	797	989	-	-	-	989	
970-979 Oregon _____	81	484	565	-	-	-	565	
900-961 California _____	887	4,107	4,994	-	-	-	4,994	
967-968 Hawaii _____	46	137	183	-	-	-	183	
PACIFIC	1,217	5,587	6,804	-	-	-	6,804	15.5
UNITED STATES	6,876	31,112	37,988	-	2	2	37,990	86.4
969 & 004-009 U.S. Territories _____	8	94	102	-	-	-	102	
Canada _____	795	948	1,743	-	-	-	1,743	
Mexico _____	25	19	44	-	-	-	44	
Other International _____	2,355	1,689	4,044	-	1	1	4,045	
APO/FPO _____		52	52	-	-	-	52	
TOTALS	10,059	33,914	43,973	-	3	3	43,976	100.0

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

6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim
	2005	2006	2007	January-June 2008*	July - December 2008*
Total Audit Average Qualified:	42,967	46,341	43,646	46,581	43,544
Rate Base (If any): _____	**NC	**NC	**NC	**NC	**NC
Rate Base +/-: _____	**NC	**NC	**NC	**NC	**NC
Percent +/-: _____	**NC	**NC	**NC	**NC	**NC
Qualified Paid: _____	42,143	45,671	42,930	45,914	43,541
Subscriptions _____	32,866	35,189	33,962	36,703	33,691
Sponsored _____	-	529	-	-	-
Single-Copy Sales _____	9,277	9,565	8,969	9,211	9,850
Qualified Non-Paid: _____	824	670	716	667	3
Post Expire Copies included in Total Qualified Circulation: ____	6.4	5.2	-	-	-
Average Annual Order Price: _	\$22.99	\$20.17	\$18.20	\$19.79	\$20.14

***NOTE: 2008 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

**** NC= None Claimed.**

8. ADDITIONAL DATA**METHOD OF DISTRIBUTION:**

Qualified recipients are paid subscribers. Also qualified are individuals purchasing copies through newsstands and retail outlets. Copies are addressed to individuals and mailed via periodicals U.S. Postal Permit. Single copies are sold through newsstands, bookstores, music instrument stores, major record outlets, and mass market retailers.

Copies are distributed to individuals on a continuous basis (not less than six consecutive months) and on a non-continuous basis (up to six months). Qualified non-paid non-continuous circulation are copies distributed to individuals who have ordered subscriptions but have not paid and therefore, have received fewer than six months of service.

AVERAGE NON-QUALIFIED CIRCULATION: 15,259 COPIES**PARAGRAPH 3a: AVERAGE ANNUAL ORDER PRICE:**

The average price of 4, 572 subscriptions under "All Other" is \$49.78.

PARAGRAPH 4 - NON-CONTINUOUS:

This issue is 25.0% or 1 copy below the average of the other 6 issues reported in Paragraph two.

PARAGRAPH 5 CONTINUOUS:

Paragraph 5 includes 3 qualified non-paid circulation. Qualified paid circulation of 43,973 combined with the qualified non-paid circulation equal 43,976 total qualified circulation for the analyzed issue.

PUBLISHER'S AFFIDAVIT

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

John Pledger, Group Publisher

Denise Robbins, Circulation Director

(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 14, 2009

State California

County San Mateo

Received by BPA Worldwide January 14, 2009

Type CPD

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