

**BUSINESS PUBLICATION 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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BNP Media II, LLC
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Official Publication of: None
Established: 2003
Issues Per Year: 11

FIELD SERVED

REFRIGERATED & FROZEN FOODS RETAILER serves Supermarkets, Mass Merchandisers, Drug Stores, Warehouse Clubs, Convenience Stores, Wholesale Grocers, Refrigerated & Frozen Food Distributors, Manufacturers/Suppliers/Brokers/Associations and Others Allied to the Field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are personnel with job titles in General Management, Merchandising, Purchasing, Warehousing and Other Titled & Non-Titled Personnel as reported in Paragraph 3a.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	4
Advertiser and Agency _____	1,094
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	-
All Other _____	553
TOTAL	1,651

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	12,003	100.0	12,003	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	12,003	100.0	12,003	100.0	-	-

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD											
2008 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified	2008 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified
July _____	73	73			12,003	October _____	1,293	1,293			12,003
August _____	559	559			12,003	November _____	1,805	1,805			12,003
September _____	1,411	1,411			12,003	December _____	20	20			12,003
						TOTAL	5161	5161			

3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008

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

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	TITLE				
			General Management	Merchandising	Purchasing	Warehousing	Other Titled and Non-Titled Personnel
			President, Vice President, Chairman, CEO, CFO, Director and Owner	Vice President, Director, Category Manager, Brand Manager, Merchandising Manager, Refrigerated and/or Frozen Manager	Vice President, Director, Manager, Buyer, Purchasing Agent, Buyer of Store Equipment and Fixtures/ Director of Store Planning	Manager of Distribution, Director of Warehousing, Director of Transportation/ Logistics	
Retail Headquarters (including Supermarkets, Convenience Stores, Mass Merchandisers, Drug Stores and Warehouse Clubs) _____	10,121	84.3	5,506	3,353	1,196	66	-
Wholesale Grocers, Refrigerated & Frozen Food Distributors _____	1,347	11.2	544	209	479	115	-
Manufacturers/Suppliers/Brokers/Associations and Others Allied to the Field _____	535	4.5	362	92	56	25	-
TOTAL QUALIFIED CIRCULATION	12,003	100.0	6,412	3,654	1,731	206	-
PERCENT	100.0	-	53.4	30.5	14.4	1.7	-

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED 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: _____	7,427	2,314	-			9,741	81.2
a. Written _____	210	146	-			356	3.0
b. Telecommunication _____	6,817	2,036	-			8,853	73.8
c. Electronic _____	400	132	-			532	4.4
II. TOTAL - Request from recipient's company: _____	39	86	-			125	1.0
a. Written _____	1	-	-			1	0.0
b. Telecommunication _____	-	40	-			40	0.3
c. Electronic _____	38	46	-			84	0.7
III. TOTAL - Membership Benefit: _____	-	-	-			-	-
a. Individual _____	-	-	-			-	-
b. Organizational _____	-	-	-			-	-
IV. TOTAL - Communication from recipient or recipient's company (other than request): _____	-	-	-			-	-
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	2,137	-	-			2,137	17.8
Association rosters and directories _____	-	-	-			-	-
*Business directories _____	2,137	-	-			2,137	17.8
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	9,603	2,400	-			12,003	100.0
*See Paragraph 11 PERCENT	80.0	20.0	-			100.0	-

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008

MAILING ADDRESS	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____			12,003	100.0
Individuals by name only _____			-	-
Titles or functions only _____			-	-
Company names only _____			-	-
Multi-Copy Same Addressee copies _____			-	-
Single Copy Sales _____			-	-
TOTAL QUALIFIED CIRCULATION			12,003	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008

State & Zip Code	Total Qualified	Percent	State & Zip Code	Total Qualified	Percent
039-049 Maine _____	204		400-427 Kentucky _____	257	
030-038 New Hampshire _____	136		370-385 Tennessee _____	261	
050-059 Vermont _____	81		350-369 Alabama _____	421	
010-027 Massachusetts _____	405		386-397 Mississippi _____	189	
028-029 Rhode Island _____	86		EAST SO. CENTRAL	1,128	9.4
060-069 Connecticut _____	167		716-729 Arkansas _____	167	
NEW ENGLAND	1,079	9.0	700-714 Louisiana _____	157	
100-149 New York _____	666		730-749 Oklahoma _____	141	
070-089 New Jersey _____	354		750-799 Texas _____	438	
150-196 Pennsylvania _____	758		WEST SO. CENTRAL	903	7.5
MIDDLE ATLANTIC	1,778	14.8	590-599 Montana _____	97	
430-459 Ohio _____	556		832-838 Idaho _____	79	
460-479 Indiana _____	247		820-831 Wyoming _____	27	
600-629 Illinois _____	412		800-816 Colorado _____	87	
480-499 Michigan _____	493		870-884 New Mexico _____	57	
530-549 Wisconsin _____	461		850-865 Arizona _____	90	
EAST NO. CENTRAL	2,169	18.1	840-847 Utah _____	85	
550-567 Minnesota _____	473		889-898 Nevada _____	30	
500-528 Iowa _____	165		MOUNTAIN	552	4.6
630-658 Missouri _____	307		995-999 Alaska _____	5	
580-588 North Dakota _____	124		980-994 Washington _____	171	
570-577 South Dakota _____	92		970-979 Oregon _____	119	
680-693 Nebraska _____	151		900-961 California _____	567	
660-679 Kansas _____	144		967-968 Hawaii _____	7	
WEST NO. CENTRAL	1,456	12.1	PACIFIC	869	7.3
197-199 Delaware _____	22		UNITED STATES	11,963	99.7
206-219 Maryland _____	191		969 & 004-009 U.S. Territories _____	6	
200-205 Washington, DC _____	-		Canada _____	34	
220-246 Virginia _____	331		Mexico _____	-	
247-268 West Virginia _____	152		Other International _____	-	
270-289 North Carolina _____	329		APO/FPO _____	-	
290-299 South Carolina _____	204		TOTAL QUALIFIED CIRCULATION	12,003	100.0
300-319 Georgia _____	348				
320-349 Florida _____	452				
SOUTH ATLANTIC	2,029	16.9			

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

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: _____	20,490	10,403	12,003	12,003	12,003
Qualified Non-Paid: _____	20,490	10,403	12,003	12,003	12,003
Qualified Paid: _____	-	-	-	-	-
Post Expire Copies included in Paid Circulation: _____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC	**NC

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

****NC = None Claimed.**

10. PAID CIRCULATION DATA

**NC	Average Annual Subscription Order Price for the Period. (includes promotional incentive value, if any)
11	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 8 sources of circulation for quantities of 26 copies or .2% to 1,238 copies or 10.3%, including Chain Store Guide.

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.

Christine A. Baloga, Corporate Audience Development Director

Catherine M. Ronan, Corporate Audience Audit Manager

(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 6, 2009

State Michigan

County Oakland

Received by BPA Worldwide January 6, 2009

Type PD

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