

**BUSINESS PUBLICATION CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED JUNE 2009**

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.

Two Corporate Drive, Ninth Floor
Shelton, CT 06484-6259
Phone: +1 203.447.2800
Fax: +1 203.447.2900
www.bpaww.com

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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Refrigerated & Frozen Foods



STRATEGIES FOR HEADQUARTERS EXECUTIVES

BNP Media II, LLC
2401 W. Big Beaver Road
Suite 700
Troy, MI 48084-3333
Tel.: (248) 362-3700
Fax: (248) 362-0317
www.rffretailer.com

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 _____	5
Advertiser and Agency _____	1,057
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	-
Electronic _____	-
All Other _____	676
TOTAL	1,738

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	-	-

2a. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD					
2009 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified
January/February _____	79	79			12,003
March _____	41	41			12,003
April _____	61	61			12,003
May _____	242	242			12,003
June _____	107	107			12,003

2b. WEBSITE ACTIVITY BY MONTH						
Month	Page Impressions	User Sessions	Unique Browsers	Unique Browser Frequency	Page Duration	User Session Duration
January _____	5,862	2,621	2,352	1.11	00:54	02:00
February _____	7,513	3,151	2,853	1.10	00:51	02:13
March _____	8,654	4,035	3,581	1.13	01:01	02:12
April _____	6,738	2,875	2,626	1.09	00:50	02:01
May _____	7,231	3,154	2,825	1.12	00:53	02:04
June _____	6,495	2,741	2,431	1.13	00:49	01:57
AVERAGE:	7,082	3,096	2,778	1.11	00:53	02:05

*See Paragraph 9

3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009

This issue is equal to the average of the other 4 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	5,421	3,442	1,190	68	-
Wholesale Grocers, Refrigerated & Frozen Food Distributors _____	1,347	11.2	568	206	456	117	-
Manufacturers/Suppliers/Brokers/Associations and Others Allied to the Field _____	535	4.5	350	103	56	26	-
TOTAL QUALIFIED CIRCULATION	12,003	100.0	6,339	3,751	1,702	211	-
PERCENT	100.0		52.8	31.2	14.2	1.8	-

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009

QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. TOTAL - Direct Request: _____	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	-
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
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 9	PERCENT	80.0	20.0	-		100.0	

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009

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 MAY 2009

State & Zip Code	Total Qualified	Percent	State & Zip Code	Total Qualified	Percent
039-049 Maine _____	202		400-427 Kentucky _____	257	
030-038 New Hampshire _____	135		370-385 Tennessee _____	254	
050-059 Vermont _____	81		350-369 Alabama _____	414	
010-027 Massachusetts _____	405		386-397 Mississippi _____	186	
028-029 Rhode Island _____	85		EAST SO. CENTRAL	1,111	9.2
060-069 Connecticut _____	167		716-729 Arkansas _____	166	
NEW ENGLAND	1,075	9.0	700-714 Louisiana _____	160	
100-149 New York _____	673		730-749 Oklahoma _____	140	
070-089 New Jersey _____	342		750-799 Texas _____	470	
150-196 Pennsylvania _____	748		WEST SO. CENTRAL	936	7.8
MIDDLE ATLANTIC	1,763	14.7	590-599 Montana _____	95	
430-459 Ohio _____	553		832-838 Idaho _____	88	
460-479 Indiana _____	243		820-831 Wyoming _____	26	
600-629 Illinois _____	424		800-816 Colorado _____	99	
480-499 Michigan _____	479		870-884 New Mexico _____	61	
530-549 Wisconsin _____	450		850-865 Arizona _____	92	
EAST NO. CENTRAL	2,149	17.9	840-847 Utah _____	89	
550-567 Minnesota _____	455		889-898 Nevada _____	32	
500-528 Iowa _____	154		MOUNTAIN	582	4.8
630-658 Missouri _____	304		995-999 Alaska _____	9	
580-588 North Dakota _____	118		980-994 Washington _____	180	
570-577 South Dakota _____	91		970-979 Oregon _____	127	
680-693 Nebraska _____	164		900-961 California _____	592	
660-679 Kansas _____	151		967-968 Hawaii _____	7	
WEST NO. CENTRAL	1,437	12.0	PACIFIC	915	7.6
197-199 Delaware _____	22		UNITED STATES	12,003	100.0
206-219 Maryland _____	194		969 & 004-009 U.S. Territories _____	-	
200-205 Washington, DC _____	-		Canada _____	-	
220-246 Virginia _____	329		Mexico _____	-	
247-268 West Virginia _____	152		Other International _____	-	
270-289 North Carolina _____	333		APO/FPO _____	-	
290-299 South Carolina _____	203		TOTAL QUALIFIED CIRCULATION	12,003	100.0
300-319 Georgia _____	346				
320-349 Florida _____	456				
SOUTH ATLANTIC	2,035	17.0			

7. 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
	2005	2006	2007	January - June 2008	July - December 2008	January - June 2009*
Total Audit Average Qualified: _____	20,490	10,403	12,003	12,003	12,003	12,003
Qualified Non-Paid: _	20,490	10,403	12,003	12,003	12,003	12,003
Qualified Paid: _____	-	-	-	-	-	-
Post Expire Copies included in Paid Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC	**NC	**NC

*NOTE: January - June 2009 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.

**NC = None Claimed.

8. 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)

9. ADDITIONAL DATA**WEBSITE GLOSSARY:**

Unique Browsers: An identified and unduplicated Cookie Browser that accesses internet content during a measurement period. Each browser visiting a site instrumented with SiteCensus code is assigned a unique cookie id to help determine browser uniqueness

Page Impressions: The number of web pages successfully viewed by all browsers within the reporting period

User Sessions: A single continuous set of activity attributable to a browser resulting in one or more pulled text downloads from a site. A period of inactivity of more than 30 minutes terminates the session

Unique Browser Frequency: The average number of user sessions per Unique Browser over the selected reporting period

User Session Duration: The average time a browser remained on the site per session

Page Duration: The average time a browser spent viewing any page(s) on the site

PARAGRAPH 3b:

Business directories include 8 sources of circulation for quantities of 26 copies or 0.2% to 1,238 copies or 10.3%, including Chain Store Guide.

PARAGRAPHS 5 AND 6 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 July 13, 2009

State Michigan

County Oakland

Received by BPA Worldwide July 13, 2009

Type PD

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