

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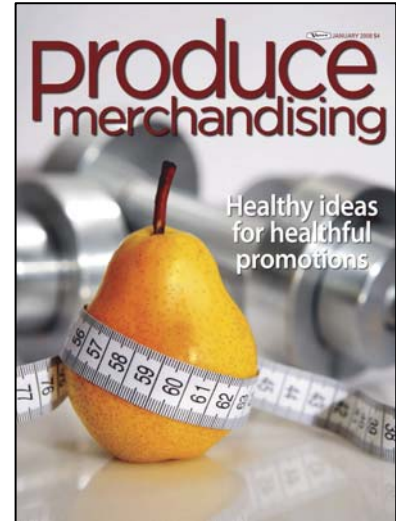
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprising media owners, advertising agencies and advertisers. Spanning 25 countries, BPA serves more than 2,000 B-to-B publications and 500 consumer magazines, plus newspapers, events, Web sites, email newsletters,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

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www.producemerchandising.com

Official Publication of: None
Established: 1988
Issues per Year: 12



FIELD SERVED

PRODUCE MERCHANDISING serves supermarket retailers, wholesale grocers, wholesale clubs and discount/food operators, military commissaries, specialty produce stores, convenience stores and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are titled and non-titled personnel within the field served.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	20
Advertiser and Agency _____	851
Rotated or Occasional _____	-
*Allocated for Trade Shows and Conventions _____	1,147
Digital _____	-
All Other _____	530
TOTAL	2,548

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	10,808	90.4	10,808	90.4	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	1,142	9.6	1,142	9.6	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	11,950	100.0	11,950	100.0	-	-

*See Paragraph 9

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD											
2009 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified	2009 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified
July _____	150	150			11,900	October _____	165	165			11,900
August _____	428	428			11,900	November _____	2,150	2,300			12,050
September _____	115	115			11,900	December _____	11	15			12,054
						TOTAL	3,019	3,173			

3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009This issue is **1.0%** or **119** copies above the average of the other 5 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
1. Supermarket Retailers (11 or more stores) _____	5,210	43.3
2. Wholesale Grocers _____	737	6.1
3. Supermarket Retailers (1-10 stores) _____	5,834	48.4
4. Wholesale Clubs or Discount/Food Operators _____	86	0.7
5. Military Commissaries, Specialty Produce Stores Convenience Stores and Others Allied to the Field _____	183	1.5
TOTAL QUALIFIED CIRCULATION	12,050	100.0
PERCENT	100.0	

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	3,841	3,126	602			7,569	62.9
II. Request from recipient's company: _____	2,468	169	284			2,921	24.2
III. Membership Benefit: _____	-	-	-			-	-
IV. Communication from recipient or recipient's company (other than request): _____	240	160	-			400	3.3
V. TOTAL - Sources other than above (listed alphabetically): _____	1,160	-	-			1,160	9.6
Association rosters and directories _____	-	-	-			-	-
*Business directories _____	1,160	-	-			1,160	9.6
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-			-	-
Other sources _____	-	-	-			-	-
VI. Single Copy Sales: _____	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	7,709	3,455	886			12,050	100.0
PERCENT	64.0	28.7	7.4			100.0	

*See Paragraph 9

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009				
MAILING ADDRESS	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____			10,834	89.9
Individuals by name only _____			-	-
Titles or functions only _____			61	0.5
Company names only _____			-	-
Multi-Copy Same Addressee copies _____			1,155	9.6
Single Copy Sales _____			-	-
TOTAL QUALIFIED CIRCULATION			12,050	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2009					
State & Zip Code	Total Qualified	Percent	State & Zip Code	Total Qualified	Percent
039-049 Maine _____	115		400-427 Kentucky _____	181	
030-038 New Hampshire _____	59		370-385 Tennessee _____	187	
050-059 Vermont _____	36		350-369 Alabama _____	194	
010-027 Massachusetts _____	233		386-397 Mississippi _____	142	
028-029 Rhode Island _____	29		EAST SO. CENTRAL	704	5.8
060-069 Connecticut _____	116		716-729 Arkansas _____	192	
NEW ENGLAND	588	4.9	700-714 Louisiana _____	224	
100-149 New York _____	471		730-749 Oklahoma _____	189	
070-089 New Jersey _____	187		750-799 Texas _____	530	
150-196 Pennsylvania _____	491		WEST SO. CENTRAL	1,135	9.4
MIDDLE ATLANTIC	1,149	9.5	590-599 Montana _____	116	
430-459 Ohio _____	503		832-838 Idaho _____	96	
460-479 Indiana _____	244		820-831 Wyoming _____	34	
600-629 Illinois _____	441		800-816 Colorado _____	101	
480-499 Michigan _____	420		870-884 New Mexico _____	61	
530-549 Wisconsin _____	355		850-865 Arizona _____	93	
EAST NO. CENTRAL	1,963	16.3	840-847 Utah _____	103	
550-567 Minnesota _____	488		889-898 Nevada _____	23	
500-528 Iowa _____	195		MOUNTAIN	627	5.2
630-658 Missouri _____	505		995-999 Alaska _____	15	
580-588 North Dakota _____	109		980-994 Washington _____	237	
570-577 South Dakota _____	92		970-979 Oregon _____	146	
680-693 Nebraska _____	187		900-961 California _____	830	
660-679 Kansas _____	234		967-968 Hawaii _____	26	
WEST NO. CENTRAL	1,810	15.0	PACIFIC	1,254	10.4
197-199 Delaware _____	15		UNITED STATES	11,572	96.0
206-219 Maryland _____	115		969 & 004-009 U.S. Territories _____	26	
200-205 Washington, DC _____	6		Canada _____	449	
220-246 Virginia _____	161		Mexico _____	-	
247-268 West Virginia _____	100		Other International _____	-	
270-289 North Carolina _____	214		APO/FPO _____	3	
290-299 South Carolina _____	189		TOTAL QUALIFIED CIRCULATION	12,050	100.0
300-319 Georgia _____	480				
320-349 Florida _____	1,062				
SOUTH ATLANTIC	2,342	19.4			

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

6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim
	2006	2007	January - June 2008	July - December 2008	January - June 2009*	July - December 2009*
Total Audit Average Qualified: _____	11,991	11,944	11,936	11,926	11,908	11,950
Qualified Non-Paid: _	11,991	11,944	11,936	11,926	11,908	11,950
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: 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)
12	Issues Per Year
**NC	All Single Copy Sales Prices for the Period
**NC	Renewal Rate of Paid Subscribers (Optional)

9. ADDITIONAL DATA**AVERAGE NON-QUALIFIED CIRCULATION:****TRADE SHOW/CONVENTION COPIES:**

Issue	Event	Copies
July	PMA Fresh Summit	250
July	Southern California Expo	90
August	Quebec Produce Mktg. Congress	45
August	ID Growers Shippers	45
August	Texas Produce Convention Expo	45
August	US Apple Assoc. Conference	45
September	FL Fruit & Vegetable Association	45
September	FL Tomato Conference	45
September	WA Public Policy Conference	90
October	PMA	6,000
November	Western Growers Assn.	90
November	Fresh Produce Assn. of the Americas	45
November	National Onion Assn.	45

PARAGRAPH 3b:

Business directories include 1 source of circulation for a quantity of 1,160 copies or 9.6%.

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.

Shannon Shuman, Publisher

Donna Hansen, Director of Audience Development

(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, 2010

State Kansas

County Johnson

Received by BPA Worldwide January 6, 2010

Type PD

ID Number P251POD9