

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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# FLEXIBLE. PACKAGING

BNP Media II, LLC  
(See Paragraph 11)  
2401 W. Big Beaver Road  
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Tel.: (248) 362-3700  
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[www.flexpackmag.com](http://www.flexpackmag.com)

Official Publication of: Flexible  
Packaging Association  
Established: 1999  
Issues Per Year: 12

**FIELD SERVED**

FLEXIBLE PACKAGING serves those involved in the packaging industry, which includes manufacturers of flexible packaging (bags, pouches, wraps, paper, film and foil), labels and tags, converting equipment, materials and supplies.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients include professionals in Corporate/Senior Management, Production/Engineering, Sales/Marketing, Design/R&D and Purchasing as detailed in Paragraph 3a.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	22
Advertiser and Agency _____	1,922
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	-
All Other _____	920
<b>TOTAL</b>	<b>2,864</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	14,603	97.2	14,603	97.2	-	-
Sponsored Individually Addressed __	-	-	-	-	-	-
Membership Benefit _____	420	2.8	420	2.8	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>15,023</b>	<b>100.0</b>	<b>15,023</b>	<b>100.0</b>	-	-

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
January _____	1	1			15,023	April _____	97	97			15,023
February _____	33	33			15,023	May _____	87	87			15,023
March _____	27	27			15,023	June _____	95	95			15,023
						<b>TOTAL</b>	<b>340</b>	<b>340</b>			

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 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	CLASSIFICATION BY TITLE				
			Corporate/Senior Management A	Engineering/Production B	Sales/Marketing C	Design/R&D D	Purchasing E
Flexible Packaging (bags, pouches, wraps, paper, film and foil)	13,186	87.8	6,370	4,076	1,697	491	552
Labels and Tags	1,470	9.8	920	312	140	41	57
Converting equipment, materials and supplies	367	2.4	164	52	99	21	31
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>15,023</b>	<b>100.0</b>	<b>7,454</b>	<b>4,440</b>	<b>1,936</b>	<b>553</b>	<b>640</b>
<b>PERCENT</b>	<b>100.0</b>	<b>-</b>	<b>49.6</b>	<b>29.5</b>	<b>12.9</b>	<b>3.7</b>	<b>4.3</b>

A. Corporate/Senior Management: Chairman, President, Vice President, Chief Executive Officer, Director, Manager, Owner, General Manager, Secretary, Treasurer

B. Engineering/Production: Operations Manager, Vice President Manufacturing, Vice President Operations, Plant Manager/Supervisor, Chief Engineer, Design Engineer, Director of Engineering, Mechanical Engineer, Production Manager/Supervisor, QA/QC Manager

C. Sales/Marketing: Vice President/Director Marketing, Vice President/Director Sales, Marketing Sales Manager, Product/Brand Manager, Account Executive

D. Design/R&amp;D: Designer, Vice President/Director Technology, Chemist, Scientist, R&amp;D Manager

E. Purchasing: Vice President Purchasing, Purchasing Manager, Purchasing Agent, Buyer

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. <b>TOTAL</b> - Personal direct request from the recipient: _____	<b>8,727</b>	<b>1,906</b>	<b>-</b>			<b>10,633</b>	<b>70.8</b>
a. Written _____	737	136	-			873	5.8
b. Telecommunication _____	6,990	1,621	-			8,611	57.3
c. Electronic _____	1,000	149	-			1,149	7.7
II. <b>TOTAL</b> - Request from recipient's company: _____	<b>127</b>	<b>79</b>	<b>-</b>			<b>206</b>	<b>1.4</b>
a. Written _____	3	-	-			3	-
b. Telecommunication _____	1	-	-			1	-
c. Electronic _____	123	79	-			202	1.4
III. <b>TOTAL</b> - Membership Benefit: _____	<b>348</b>	<b>136</b>	<b>-</b>			<b>484</b>	<b>3.2</b>
a. Individual _____	-	-	-			-	-
b. Organizational _____	348	136	-			484	3.2
IV. <b>TOTAL</b> - Communication from recipient or recipient's company (other than request): _____	<b>-</b>	<b>-</b>	<b>-</b>			<b>-</b>	<b>-</b>
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
V. <b>TOTAL</b> - Sources other than above (listed alphabetically): _____	<b>3,700</b>	<b>-</b>	<b>-</b>			<b>3,700</b>	<b>24.6</b>
Association rosters and directories _____	-	-	-			-	-
*Business directories _____	3,700	-	-			3,700	24.6
Independent field reports _____	-	-	-			-	-
Licensees - National, State or Local Government _____	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-			-	-
Other sources _____	-	-	-			-	-
VI. <b>TOTAL</b> - Single Copy Sales: _____	<b>-</b>	<b>-</b>	<b>-</b>			<b>-</b>	<b>-</b>
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>12,902</b>	<b>2,121</b>	<b>-</b>			<b>15,023</b>	<b>100.0</b>
<b>*See Paragraph 11 PERCENT</b>	<b>85.9</b>	<b>14.1</b>	<b>-</b>			<b>100.0</b>	<b>-</b>

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008				
MAILING ADDRESS	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____			14,875	99.0
Individuals by name only _____			124	0.8
Titles or functions only _____			23	0.2
Company names only _____			1	-
Multi-Copy Same Addressee copies _____			-	-
Single Copy Sales _____			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>			<b>15,023</b>	<b>100.0</b>

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008					
State & Zip Code	Total Qualified	Percent	State & Zip Code	Total Qualified	Percent
039-049 Maine _____	67		400-427 Kentucky _____	212	
030-038 New Hampshire _____	94		370-385 Tennessee _____	321	
050-059 Vermont _____	15		350-369 Alabama _____	144	
010-027 Massachusetts _____	422		386-397 Mississippi _____	111	
028-029 Rhode Island _____	93		<b>EAST SO. CENTRAL</b>	<b>788</b>	<b>5.3</b>
060-069 Connecticut _____	213		716-729 Arkansas _____	148	
<b>NEW ENGLAND</b>	<b>904</b>	<b>6.0</b>	700-714 Louisiana _____	131	
100-149 New York _____	745		730-749 Oklahoma _____	127	
070-089 New Jersey _____	559		750-799 Texas _____	818	
150-196 Pennsylvania _____	773		<b>WEST SO. CENTRAL</b>	<b>1,224</b>	<b>8.1</b>
<b>MIDDLE ATLANTIC</b>	<b>2,077</b>	<b>13.8</b>	590-599 Montana _____	7	
430-459 Ohio _____	1,098		832-838 Idaho _____	25	
460-479 Indiana _____	553		820-831 Wyoming _____	2	
600-629 Illinois _____	1,132		800-816 Colorado _____	83	
480-499 Michigan _____	660		870-884 New Mexico _____	14	
530-549 Wisconsin _____	911		850-865 Arizona _____	94	
<b>EAST NO. CENTRAL</b>	<b>4,354</b>	<b>29.0</b>	840-847 Utah _____	66	
550-567 Minnesota _____	420		889-898 Nevada _____	67	
500-528 Iowa _____	155		<b>MOUNTAIN</b>	<b>358</b>	<b>2.4</b>
630-658 Missouri _____	355		995-999 Alaska _____	1	
580-588 North Dakota _____	12		980-994 Washington _____	188	
570-577 South Dakota _____	23		970-979 Oregon _____	148	
680-693 Nebraska _____	55		900-961 California _____	1,060	
660-679 Kansas _____	108		967-968 Hawaii _____	8	
<b>WEST NO. CENTRAL</b>	<b>1,128</b>	<b>7.5</b>	<b>PACIFIC</b>	<b>1,405</b>	<b>9.4</b>
197-199 Delaware _____	60		<b>UNITED STATES</b>	<b>14,588</b>	<b>97.1</b>
206-219 Maryland _____	106		969 & 004-009 U.S. Territories _____	2	
200-205 Washington, DC _____	1		Canada _____	286	
220-246 Virginia _____	238		Mexico _____	2	
247-268 West Virginia _____	40		Other International _____	145	
270-289 North Carolina _____	497		AP0/FPO _____	-	
290-299 South Carolina _____	350		<b>TOTAL QUALIFIED CIRCULATION</b>	<b>15,023</b>	<b>100.0</b>
300-319 Georgia _____	567				
320-349 Florida _____	491				
<b>SOUTH ATLANTIC</b>	<b>2,350</b>	<b>15.6</b>			

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
	2004	2005	2006	2007	*2008
Total Audit Average Qualified ___	15,023	15,023	15,023	15,023	15,023
Qualified Non-Paid Total _____	15,023	15,023	15,023	15,023	15,023
Qualified Paid Total _____	-	-	-	-	-
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.**  
**\*\*NC = None Claimed.**

10. 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)

**11. ADDITIONAL DATA**

**CHANGE IN OWNERSHIP**

Effective with the September 2007 issue, FLEXIBLE PACKAGING was purchased by BNP MEDIA II, LLC.

**PARAGRAPH 3b:**

Business directories include 2 sources of circulation for quantities of 543 copies or 3.6% and 3,157 copies or 21.0%, including InfoUSA and Harris List Source.

**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 09, 2008
Amy Schuler, Group Audience Development Manager	State	Michigan
Catherine M. Ronan, Corporate Audience Audit Manager	County	Oakland
(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 09, 2008
<b>IMPORTANT NOTE:</b>	Type	PD
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	F193P0J8