

**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.

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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FEED YOUR OBSESSION
Guitar Player

Music Player Network
NewBay Media
1111 Bayhill Dr #125
San Bruno, CA 94066
Tel.: (650) 238-0300
Fax: (650) 238-0261

Official Publication of: None
Established: 1967



MARKET SERVED

Guitar Player is a monthly publication for guitarists and people interested in guitar music.

AVERAGE QUALIFIED CIRCULATION

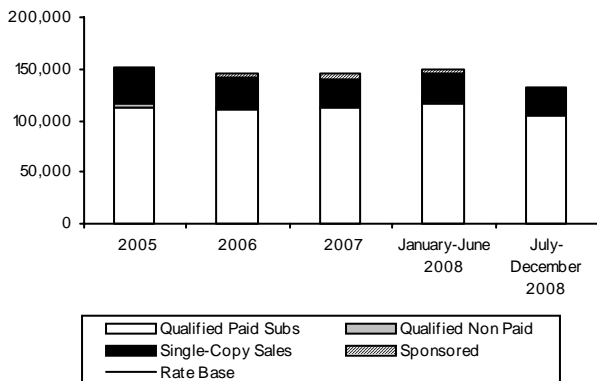
Total Qualified	132,134
Average Rate Base	**NC
Variance +/-	**NC
Percent +/-	**NC
Qualified Paid	131,783
Subscriptions	105,115
Sponsored	45
Single-Copy Sales	26,623
Qualified Non-Paid	351

**NC = None Claimed

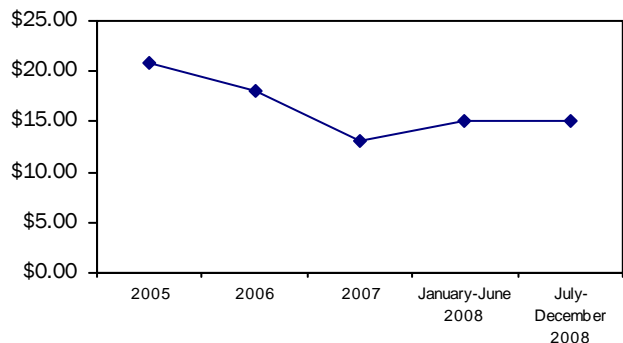
PRICE AND FREQUENCY

\$ 15.18	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
13	Issues Per Year(See Paragraph 8)
\$ 6.50	All Single-Copy Sales Prices for the Period

Average Qualified Circulation Trend



Average Annualized Subscription Price



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	105,052	79.6	-	-	105,052	79.6
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	63	-	-	-	63	-
Sponsored Individually Addressed _____	45	-	-	-	45	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	105,160	79.6	-	-	105,160	79.6
Single-Copy Sales _____	26,623	20.1	-	-	26,623	20.1
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
Non-Continuous _____	-	-	351	0.3	351	0.3
TOTAL	131,783	99.7	351	0.3	132,134	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 _____	26,588	111,471	138,059	-	14	14	138,073
August _____	26,185	108,770	134,955	-	9	9	134,964
September _____	26,391	107,406	133,797	-	8	8	133,805
October _____	26,134	106,008	132,142	-	8	8	132,150
November _____	26,962	103,461	130,423	-	809	809	131,232
December _____	27,499	102,568	130,067	-	809	809	130,876
Holiday 2008 _____	26,602	96,440	123,042	-	800	800	123,842

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: 13 issues for \$15.18	Total	Percent		
3A. PRICES			3B. LENGTH OF SUBSCRIPTIONS	
Offers (≥ 5.0% of Total Orders)			Less than 1 year _____	78 0.2
12 @ \$14.99 _____	8,540	26.5	1 year or more (but less than two) _____	22,758 70.6
12 @ \$11.99 _____	2,118	6.6	2 years or more (but less than three) _____	9,388 29.1
12 @ \$12.00 _____	3,342	10.4	3 years or more _____	47 0.1
24 @ \$20.00 _____	4,207	13.0	TOTAL	32,271 100.0
12 @ \$23.99 _____	1,879	5.8		
12 @ \$18.99 _____	1,752	5.4		
All Other (See Paragraph 8) _____	10,433	32.3		
Sponsored-Excluded from Average Annual Order Price _____	-	-		
TOTAL	32,271	100.0		

3C. USE OF FREE PROMOTIONAL INCENTIVES	Total	Percent
Ordered without promotional incentive _____	24,562	76.1
*Ordered with editorial promotional incentive including reprints _____	7,673	23.8
Ordered with other promotional incentive _____	36	0.1
TOTAL	32,271	100.0

*See Paragraph 8

3D. HOW ORDERED	Total	Percent
Ordered by Individuals _____	32,257	100.0
Membership Benefit _____	-	-
Ordered as Multi-Copy Same Addressee _____	4	-
Ordered by Sponsor, Individually Addressed _____	10	-
Ordered by Sponsor, Distributed as Multi-Copy Same Addressee _____	-	-
Ordered with Other Product or Service (See Paragraph 8) _____	-	-
TOTAL	32,271	100.0

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF NOVEMBER 2008Qualified continuous and single copy sales circulation for this issue is **1.2%** or **1,587** copies below the average of the other 6 issues reported in Paragraph two.Qualified non-continuous circulation for this issue is **194.2%** or **534** copies above the average of the other 6 issues reported in Paragraph two. (See Paragraph 8)

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	CONTINUOUS	NON-CONTINUOUS	QUALIFIED PAID	QUALIFIED NON-PAID
Paid Subscribers _____	103,461	78.9	103,461	-	103,461	-
Non-continuous _____	809	0.6	-	809	-	809
Multi-Copy Same Address _____	-	-	-	-	-	-
Single Copy Sales _____	26,962	20.5	-	26,962	26,962	-
TOTAL QUALIFIED CIRCULATION	131,232	100.0	103,461	27,771	130,423	809

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): _____	809	-	-	809	-	809	100.0
a. Written _____	809	-	-	809	-	809	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: _____	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	809	-	-	809	-	809	100.0
* See Paragraph 8	PERCENT	100.0	-	100.0	-	100.0	-

Paid Source Information can be reported at the option of the publisher.

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008								
	PAID			NON-PAID			Total	Percent of Total
	Single-Copy Sales	Subscriptions	Total	Continuous	Non-Continuous	Total		
039-049 Maine _____	117	731	848	-	3	3	851	
030-038 New Hampshire _____	109	827	936	-	4	4	940	
050-059 Vermont _____	40	341	381	-	2	2	383	
010-027 Massachusetts _____	441	3,167	3,608	-	13	13	3,621	
028-029 Rhode Island _____	59	457	516	-	5	5	521	
060-069 Connecticut _____	248	1,934	2,182	-	14	14	2,196	
NEW ENGLAND	1,014	7,457	8,471	-	41	41	8,512	6.5
100-149 New York _____	1,251	6,548	7,799	-	68	68	7,867	
070-089 New Jersey _____	659	3,489	4,148	-	22	22	4,170	
150-196 Pennsylvania _____	996	4,957	5,953	-	31	31	5,984	
MIDDLE ATLANTIC	2,906	14,994	17,900	-	121	121	18,021	13.7
430-459 Ohio _____	735	4,475	5,210	-	23	23	5,233	
460-479 Indiana _____	402	2,175	2,577	-	15	15	2,592	
600-629 Illinois _____	886	4,577	5,463	-	30	30	5,493	
480-499 Michigan _____	656	3,634	4,290	-	26	26	4,316	
530-549 Wisconsin _____	533	2,100	2,633	-	13	13	2,646	
EAST NO. CENTRAL	3,212	16,961	20,173	-	107	107	20,280	15.5
550-567 Minnesota _____	319	2,058	2,377	-	10	10	2,387	
500-528 Iowa _____	144	1,201	1,345	-	6	6	1,351	
630-658 Missouri _____	288	1,840	2,128	-	6	6	2,134	
580-588 North Dakota _____	51	223	274	-	-	-	274	
570-577 South Dakota _____	42	263	305	-	-	-	305	
680-693 Nebraska _____	68	544	612	-	6	6	618	
660-679 Kansas _____	118	929	1,047	-	6	6	1,053	
WEST NO. CENTRAL	1,030	7,058	8,088	-	34	34	8,122	6.2
197-199 Delaware _____	63	324	387	-	1	1	388	
206-219 Maryland _____	434	1,954	2,388	-	18	18	2,406	
200-205 Washington, DC _____	43	113	156	-	-	-	156	
220-246 Virginia _____	461	2,640	3,101	-	17	17	3,118	
247-268 West Virginia _____	98	499	597	-	-	-	597	
270-289 North Carolina _____	476	2,354	2,830	-	20	20	2,850	
290-299 South Carolina _____	212	1,011	1,223	-	10	10	1,233	
300-319 Georgia _____	490	2,260	2,750	-	22	22	2,772	
320-349 Florida _____	944	4,423	5,367	-	47	47	5,414	
SOUTH ATLANTIC	3,221	15,578	18,799	-	135	135	18,934	14.4
400-427 Kentucky _____	218	1,332	1,550	-	13	13	1,563	
370-385 Tennessee _____	590	2,067	2,657	-	15	15	2,672	
350-369 Alabama _____	264	1,112	1,376	-	7	7	1,383	
386-397 Mississippi _____	158	582	740	-	5	5	745	
EAST SO. CENTRAL	1,230	5,093	6,323	-	40	40	6,363	4.8
716-729 Arkansas _____	101	588	689	-	4	4	693	
700-714 Louisiana _____	259	1,025	1,284	-	3	3	1,287	
730-749 Oklahoma _____	93	918	1,011	-	14	14	1,025	
750-799 Texas _____	1,429	5,431	6,860	-	60	60	6,920	
WEST SO. CENTRAL	1,882	7,962	9,844	-	81	81	9,925	7.6
590-599 Montana _____	36	376	412	-	1	1	413	
832-838 Idaho _____	51	387	438	-	3	3	441	
820-831 Wyoming _____	27	178	205	-	-	-	205	
800-816 Colorado _____	206	1,980	2,186	-	13	13	2,199	
870-884 New Mexico _____	107	609	716	-	7	7	723	
850-865 Arizona _____	276	1,718	1,994	-	22	22	2,016	
840-847 Utah _____	169	553	722	-	5	5	727	
889-898 Nevada _____	260	740	1,000	-	12	12	1,012	
MOUNTAIN	1,132	6,541	7,673	-	63	63	7,736	5.9
995-999 Alaska _____	87	271	358	-	1	1	359	
980-994 Washington _____	699	2,615	3,314	-	13	13	3,327	
970-979 Oregon _____	178	1,519	1,697	-	13	13	1,710	
900-961 California _____	2,925	12,524	15,449	-	120	120	15,569	
967-968 Hawaii _____	50	356	406	-	4	4	410	
PACIFIC	3,939	17,285	21,224	-	151	151	21,375	16.3
UNITED STATES	19,566	98,929	118,495	-	773	773	119,268	90.9
969 & 004-009 U.S. Territories _____	10	94	104	-	-	-	104	
Canada _____	4,199	2,569	6,768	-	34	34	6,802	
Mexico _____	51	-	51	-	-	-	51	
Other International _____	3,136	1,761	4,897	-	1	1	4,898	
APO/FPO _____	-	108	108	-	1	1	109	
TOTAL QUALIFIED CIRUCLATION	26,962	103,461	130,423	-	809	809	131,232	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: ___	151,956	146,606	143,473	145,393	132,134
Rate Base (if any): _____	**NC	**NC	**NC	**NC	**NC
Rate Base +/-: _____	**NC	**NC	**NC	**NC	**NC
Percent +/-: _____	**NC	**NC	**NC	**NC	**NC
Qualified Paid :	148,467	144,618	141,919	143,616	131,783
Subscriptions _____	113,517	110,955	116,270	117,067	105,161
Sponsored _____	-	3,947	6,316	3,516	45
Single-Copy Sales _____	34,950	29,716	25,649	26,550	26,623
Qualified Non-Paid: _____	3,489	1,988	1,555	1,776	351
Post Expire Copies included in Total Qualified Circulation: _____	8.5	5.0	**NC	**NC	**NC
Average Annual Order Price: ___	\$20.76	\$17.87	\$13.00	\$15.49	\$15.18

***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 and 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 less than six months of service. Continuous and non-continuous circulation are reported separately throughout this report.

ISSUES PER YEAR:

Effective with the Holiday 2008 issue, this publication changed its frequency from 12 to 13 issues per year.

PARAGRAPH 3a:

Annual Order Price: The average price of 10,433 subscriptions under "All Other" is \$17.71.

PARAGRAPH 4 - NON-CONTINUOUS:

This issue is 194.2% or 534 copies above the average of the other 6 issues reported in Paragraph two.

PARAGRAPH 5 CONTINUOUS:

Paragraph 5 includes 809 qualified non-paid circulation. Qualified paid circulation of 130,423 combined with the qualified non-paid circulation equal 131,232 total qualified circulation for the analyzed issue.

AVERAGE NON-QUALIFIED CIRCULATION: 7,044 COPIES**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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