

**CONSUMER MAGAZINE 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.

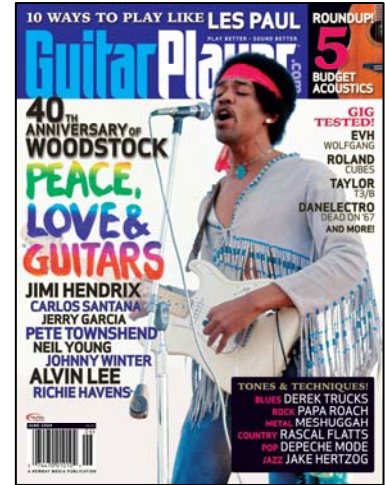
Visit www.bpaww.com for the latest audit reports, membership information and publishing and advertising industry news.

Guitar Player

FEED YOUR OBSESSION

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.

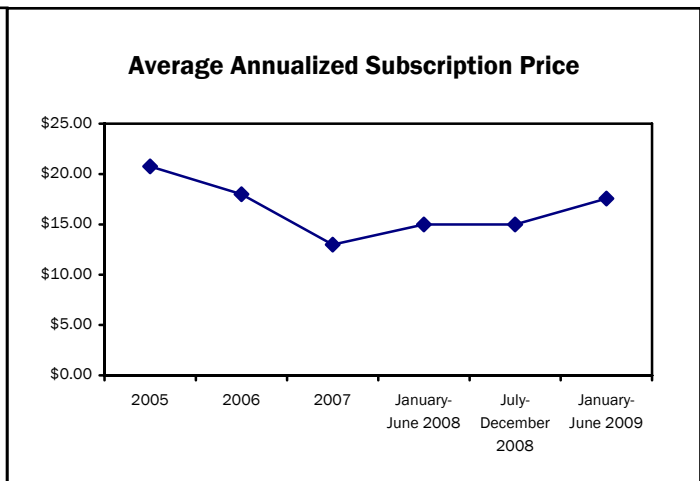
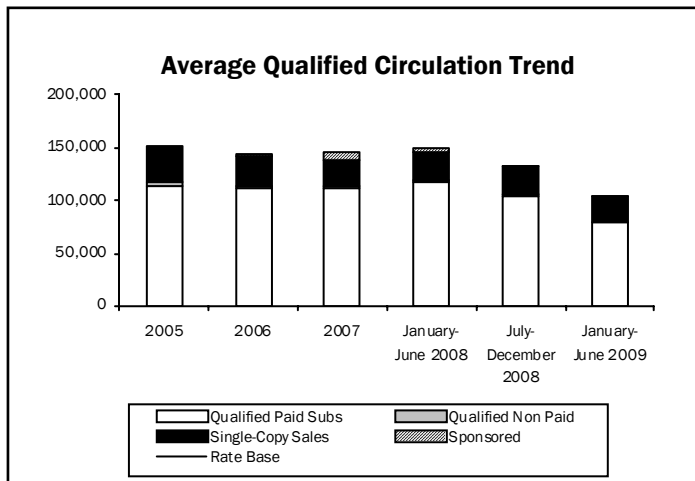
AVERAGE QUALIFIED CIRCULATION

Total Qualified _____	103,983
Average Rate Base _____	**NC
Variance +/- _____	**NC
Percent +/- _____	**NC
Qualified Paid _____	103,982
Subscriptions _____	80,022
Sponsored _____	420
Single-Copy Sales _____	23,540
Qualified Non-Paid _____	1

**NC = None Claimed

PRICE AND FREQUENCY

\$ 17.56	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



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	79,994	76.9	-	-	79,994	76.9
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	28	-	-	-	28	-
Sponsored Individually Addressed _____	420	0.4	-	-	420	0.4
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	80,442	77.3	-	-	80,442	77.3
Single-Copy Sales _____	23,540	22.6	-	-	23,540	22.7
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
Non-Continuous _____	-	-	1	-	1	-
TOTAL	103,982	99.9	1	-	103,983	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD							
2009 Issue	Qualified Paid			Qualified Non - Paid			Total Qualified
	Single-Copy Sales	Subscriptions	Total	Continuous	Non-Continuous	Total	
January _____	26,241	90,544	116,785	-	4	4	116,789
February _____	27,000	87,512	114,512	-	2	2	114,514
March _____	22,000	84,098	106,098	-	-	-	106,098
April _____	22,000	78,194	100,194	-	-	-	100,194
May _____	22,000	76,462	98,462	-	1	1	98,463
* June _____	22,000	65,839	87,839	-	1	1	87,840

*See Paragraph 8

3. 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 \$17.56	Total	Percent		
3A. PRICES			3B. LENGTH OF SUBSCRIPTIONS	
Offers (≥ 5.0% of Total Orders)				Total
12 @ \$.01 _____	13,810	28.9	Ordered without promotional incentive _____	40,399
12 @ \$14.99 _____	8,085	16.9		84.6
12 @ \$12.00 _____	3,950	8.3	Ordered with editorial promotional incentive _____	7,335
24 @ \$20.00 _____	4,454	9.3		15.4
12 @ \$23.99 _____	2,849	6.0	Ordered with other promotional incentive _____	1
All Other (See Paragraph 8) _____	14,587	30.6		-
Sponsored-Excluded from Average Annual Order Price _____	-	-	TOTAL	47,735
TOTAL	47,735	100.0		100.0

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY 2009

Qualified continuous and single copy sales circulation for this issue is 6.3% or 6,624 copies below the average of the other 5 issues reported in Paragraph two.

Qualified non-continuous circulation for this issue is equal to the average of the other 5 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	CONTINUOUS	NON-CONTINUOUS	QUALIFIED PAID	QUALIFIED NON-PAID
Paid Subscribers _____	76,462	77.7	76,462	-	76,462	-
Non-continuous _____	1	-	-	1	-	1
Multi-Copy Same Address _____	-	-	-	-	-	-
Single Copy Sales _____	22,000	22.3	22,000	-	22,000	-
TOTAL QUALIFIED CIRCULATION	98,463	100.0	98,462	1	98,462	1

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED NON-CONTINUOUS 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. Direct Request: _____	-	-	-	-	-	-	-
II. Request from recipient's company: _____	-	-	-	-	-	-	-
III. Membership Benefit: _____	-	-	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	1	-	-	-	-	1	100.0
V. TOTAL - Sources other than above (listed alphabetically): _____	-	-	-	-	-	-	-
Association rosters and directories _____	-	-	-	-	-	-	-
Business directories _____	-	-	-	-	-	-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-	-	-
Other sources _____	-	-	-	-	-	-	-
VI. Single Copy Sales: _____	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	1	-	-	-	-	1	100.0
PERCENT	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 MAY 2009								
	PAID			NON-PAID			Total	Percent of Total
	Single-Copy Sales	Subscriptions	Total	Continuous	Non-Continuous	Total		
039-049 Maine _____	84	487	571	-	-	-	571	
030-038 New Hampshire _____	85	585	670	-	-	-	670	
050-059 Vermont _____	32	253	285	-	-	-	285	
010-027 Massachusetts _____	330	2,136	2,466	-	-	-	2,466	
028-029 Rhode Island _____	33	325	358	-	-	-	358	
060-069 Connecticut _____	191	1,277	1,468	-	-	-	1,468	
NEW ENGLAND	755	5,063	5,818	-	-	-	5,818	5.9
100-149 New York _____	859	5,218	6,077	-	-	-	6,077	
070-089 New Jersey _____	564	2,655	3,219	-	-	-	3,219	
150-196 Pennsylvania _____	767	3,411	4,178	-	-	-	4,178	
MIDDLE ATLANTIC	2,190	11,284	13,474	-	-	-	13,474	13.7
430-459 Ohio _____	623	3,154	3,777	-	-	-	3,777	
460-479 Indiana _____	304	1,492	1,796	-	-	-	1,796	
600-629 Illinois _____	738	3,389	4,127	-	-	-	4,127	
480-499 Michigan _____	470	2,572	3,042	-	-	-	3,042	
530-549 Wisconsin _____	321	1,503	1,824	-	-	-	1,824	
EAST NO. CENTRAL	2,456	12,110	14,566	-	-	-	14,566	14.8
550-567 Minnesota _____	206	1,531	1,737	-	-	-	1,737	
500-528 Iowa _____	116	721	837	-	-	-	837	
630-658 Missouri _____	470	1,332	1,802	-	-	-	1,802	
580-588 North Dakota _____	24	146	170	-	-	-	170	
570-577 South Dakota _____	31	158	189	-	-	-	189	
680-693 Nebraska _____	58	360	418	-	-	-	418	
660-679 Kansas _____	45	624	669	-	-	-	669	
WEST NO. CENTRAL	950	4,872	5,822	-	-	-	5,822	5.9
197-199 Delaware _____	52	250	302	-	-	-	302	
206-219 Maryland _____	295	1,547	1,842	-	-	-	1,842	
200-205 Washington, DC _____	36	90	126	-	-	-	126	
220-246 Virginia _____	456	1,966	2,422	-	-	-	2,422	
247-268 West Virginia _____	67	406	473	-	-	-	473	
270-289 North Carolina _____	390	1,807	2,197	-	-	-	2,197	
290-299 South Carolina _____	130	779	909	-	-	-	909	
300-319 Georgia _____	326	1,659	1,985	-	-	-	1,985	
320-349 Florida _____	1,056	3,371	4,427	-	-	-	4,427	
SOUTH ATLANTIC	2,808	11,875	14,683	-	-	-	14,683	14.9
400-427 Kentucky _____	76	946	1,022	-	-	-	1,022	
370-385 Tennessee _____	529	1,498	2,027	-	-	-	2,027	
350-369 Alabama _____	259	784	1,043	-	-	-	1,043	
386-397 Mississippi _____	99	446	545	-	-	-	545	
EAST SO. CENTRAL	963	3,674	4,637	-	-	-	4,637	4.7
716-729 Arkansas _____	77	454	531	-	-	-	531	
700-714 Louisiana _____	201	773	974	-	-	-	974	
730-749 Oklahoma _____	75	663	738	-	-	-	738	
750-799 Texas _____	1,453	4,222	5,675	-	-	-	5,675	
WEST SO. CENTRAL	1,806	6,112	7,918	-	-	-	7,918	8.1
590-599 Montana _____	39	277	316	-	-	-	316	
832-838 Idaho _____	36	315	351	-	-	-	351	
820-831 Wyoming _____	17	149	166	-	-	-	166	
800-816 Colorado _____	83	1,494	1,577	-	-	-	1,577	
870-884 New Mexico _____	94	483	577	-	-	-	577	
850-865 Arizona _____	420	1,357	1,777	-	-	-	1,777	
840-847 Utah _____	182	417	599	-	-	-	599	
889-898 Nevada _____	201	580	781	-	-	-	781	
MOUNTAIN	1,072	5,072	6,144	-	-	-	6,144	6.2
995-999 Alaska _____	50	210	260	-	-	-	260	
980-994 Washington _____	407	1,984	2,391	-	-	-	2,391	
970-979 Oregon _____	106	1,114	1,220	-	-	-	1,220	
900-961 California _____	1,904	9,369	11,273	-	1	1	11,274	
967-968 Hawaii _____	35	311	346	-	-	-	346	
PACIFIC	2,502	12,988	15,490	-	1	1	15,491	15.7
UNITED STATES	15,502	73,050	88,552	-	1	1	88,553	89.9
969 & 004-009 U.S. Territories _____	9	73	82	-	-	-	82	
Canada _____	3,347	1,731	5,078	-	-	-	5,078	
Mexico _____	-	7	7	-	-	-	7	
Other International _____	3,142	1,527	4,669	-	-	-	4,669	
APO/FPO _____	-	74	74	-	-	-	74	
TOTAL QUALIFIED CIRCULATION	22,000	76,462	98,462	-	1	1	98,463	100.0

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: _____	151,956	146,606	143,473	145,393	132,134	103,983
Rate Base (if any): _____	**NC	**NC	**NC	**NC	**NC	**NC
Rate Base +/-: _____	**NC	**NC	**NC	**NC	**NC	**NC
Percent +/-: _____	**NC	**NC	**NC	**NC	**NC	**NC
Qualified Paid : _____	148,467	144,618	141,919	143,616	131,783	103,982
Subscriptions _____	113,517	110,955	116,270	117,067	105,161	80,442
Sponsored _____	-	3,947	6,316	3,516	45	420
Single-Copy Sales _____	34,950	29,716	25,649	26,550	26,623	23,540
Qualified Non-Paid: _____	3,489	1,988	1,555	1,776	351	1
Post Expire Copies included in Total Qualified Circulation: _____	8.5%	5.0%	**NC	**NC	**NC	**NC
Average Annual Order Price:	\$20.76	\$17.87	\$13.00	\$15.49	\$15.18	\$17.56

***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. 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.

AVERAGE NON-QUALIFIED CIRCULATION: 6,963 COPIES
PARAGRAPH 2 :

Due to a printer error, 8,159 copies of the June 2009 issue were mailed outside of the qualified period. An additional 8,233 copies were never mailed. As a result, 16,392 copies have been removed from the qualified circulation in paragraph 2, and the average qualified circulation for the six month period has been adjusted accordingly.

PARAGRAPH 5:

Paragraph 5 includes 1 qualified non-paid circulation. Qualified paid circulation of 98,462 combined with the qualified non-paid circulation equal 98,463 total qualified circulation for the analyzed issue.

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 July 29, 2009

State California

County San Mateo

Received by BPA Worldwide July 29, 2009

Type CPD

ID Number G106P0J9