

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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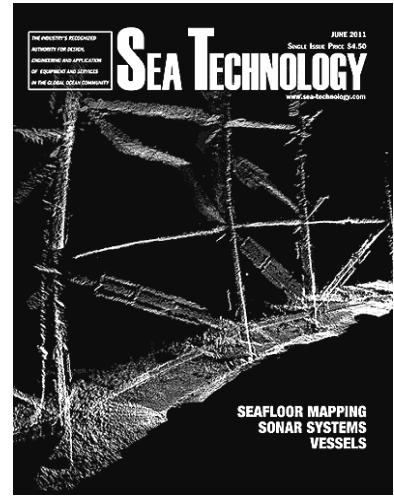
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# SEA TECHNOLOGY

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**FIELD SERVED**

SEA TECHNOLOGY serves the worldwide field of oceanography: ships, underwater vehicles, structures, basic underwater materials, ship and base instrumentation, navigation, positioning, computers, data processing, communications, telemetry, optical, laboratory, sensors, samplers, recorders, radar, sonar, detection systems, cable, rope, deck gear, marine hardware, electrical equipment, general machinery, equipment supplies, research, development, consulting, survey, exploration, mapping services, construction, diving, charter services, government, civilian employee, government, military personnel, educational institution, libraries, fishing, seafood processing, offshore petroleum, mineral recovery, environmental monitoring, pollution control, ports, harbors, homeland security and renewable energy.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients are administrator, executive, owner, manager, department/division head, director, chief engineer, designer, engineer, scientist, professor, consultant, technician, operator, diver, buyer, marketing sales manager and other titled and non-titled personnel in the above field as outlined in Paragraph 3a.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	18
Advertiser and Agency _____	154
Rotated or Occasional _____	-
*Allocated for Trade Shows and Conventions _____	346
Digital _____	-
All Other _____	3,421
<b>TOTAL</b>	<b>3,939</b>

\*See Additional Data

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	11,633	91.3	11,379	89.3	254	2.0
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	1,116	8.7	1,090	8.5	26	0.2
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>12,749</b>	<b>100.0</b>	<b>12,469</b>	<b>97.8</b>	<b>280</b>	<b>2.2</b>

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD			
2011 Issue	Number Removed	Number Added	Total Qualified
January _____	229	176	13,023
February _____	449	195	12,769
March _____	226	199	12,742
April _____	55	87	12,774
May _____	199	102	12,677
June _____	360	189	12,506
<b>TOTAL</b>	<b>1,518</b>	<b>948</b>	

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011**

This issue is 0.7% or 86 copies below the average of the other 5 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	ADMINISTRATOR, EXECUTIVE, OWNER	MANAGER, DEPARTMENT/DIVISION HEAD, CHIEF ENGINEER	DESIGNER, ENGINEER, SCIENTIST, PROFESSOR, CONSULTANT	TECHNICIAN, OPERATOR, DIVER	BUYER, MARKETING SALES MANAGER	OTHER TITLED AND NON-TITLED PERSONNEL
1. Ships, underwater vehicles, structures, basic underwater materials (Note 1) _____	5,128	40.4	822	821	957	193	97	2,238
2. Government - Civilian _____	2,800	22.1	68	275	412	74	16	1,955
3. Government - Military _____	2,887	22.8	24	69	71	24	5	2,694
4. Educational Institutions and Libraries _____	1,862	14.7	99	158	413	47	11	1,134
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>12,677</b>	<b>100.0</b>	<b>1,013</b>	<b>1,323</b>	<b>1,853</b>	<b>338</b>	<b>129</b>	<b>8,021</b>
<b>PERCENT</b>	<b>100.0</b>		<b>8.0</b>	<b>10.4</b>	<b>14.6</b>	<b>2.7</b>	<b>1.0</b>	<b>63.3</b>

Note 1: Also ships and base instrumentation, navigation, positioning, computers, data processing, communications, telemetry, optical, laboratory, sensors, samplers, recorders, radar, sonar, detection systems, cable, rope, deck gear, marine hardware, electrical equipment, general machinery and equipment supplies, research, development, consulting, survey, exploration, mapping services, construction, diving, charter services, fishing, seafood processing, offshore petroleum, mineral recovery, environmental monitoring, and pollution control, ports, harbors and homeland security

**3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011**

QUALIFICATION SOURCE	Qualified Within			Total Qualified	Percent
	1 Year	2 Years	3 Years		
I. Direct Request: _____	<b>6,700</b>	<b>2,872</b>	<b>2,848</b>	<b>12,420</b>	<b>98.0</b>
II. Request from recipient's company: _____	<b>249</b>	<b>5</b>	<b>-</b>	<b>254</b>	<b>2.0</b>
III. Membership Benefit: _____	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	-	-	-	-	-
V. <b>TOTAL</b> - Sources other than above (listed alphabetically): _____	<b>3</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>-</b>
Association rosters and directories _____	-	-	-	-	-
Business directories _____	-	-	-	-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-
Other sources _____	3	-	-	3	-
VI. Single Copy Sales: _____	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>6,952</b>	<b>2,877</b>	<b>2,848</b>	<b>12,677</b>	<b>100.0</b>
<b>PERCENT</b>	<b>54.8</b>	<b>22.7</b>	<b>22.5</b>	<b>100.0</b>	

**3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011**

MAILING ADDRESS	Total Qualified	Percent
Individuals by name and title and/or function _____	10,655	84.1
Individuals by name only _____	842	6.6
Titles or functions only _____	20	0.2
Company names only _____	43	0.3
Multi-Copy Same Addressee copies _____	1,117	8.8
Single Copy Sales _____	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>12,677</b>	<b>100.0</b>

**4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011**

State	Total Qualified	Percent	State	Total Qualified	Percent
Maine _____	74		Kentucky _____	8	
New Hampshire _____	127		Tennessee _____	20	
Vermont _____	13		Alabama _____	58	
Massachusetts _____	554		Mississippi _____	205	
Rhode Island _____	258		<b>EAST SO. CENTRAL</b>	<b>291</b>	<b>2.3</b>
Connecticut _____	169		Arkansas _____	5	
<b>NEW ENGLAND</b>	<b>1,195</b>	<b>9.4</b>	Louisiana _____	263	
New York _____	275		Oklahoma _____	16	
New Jersey _____	223		Texas _____	696	
Pennsylvania _____	139		<b>WEST SO. CENTRAL</b>	<b>980</b>	<b>7.7</b>
<b>MIDDLE ATLANTIC</b>	<b>637</b>	<b>5.0</b>	Montana _____	12	
Ohio _____	91		Idaho _____	14	
Indiana _____	38		Wyoming _____	3	
Illinois _____	47		Colorado _____	70	
Michigan _____	86		New Mexico _____	11	
Wisconsin _____	41		Arizona _____	54	
<b>EAST NO. CENTRAL</b>	<b>303</b>	<b>2.4</b>	Utah _____	28	
Minnesota _____	35		Nevada _____	10	
Iowa _____	7		<b>MOUNTAIN</b>	<b>202</b>	<b>1.6</b>
Missouri _____	21		Alaska _____	77	
North Dakota _____	1		Washington _____	446	
South Dakota _____	4		Oregon _____	110	
Nebraska _____	6		California _____	1,150	
Kansas _____	9		Hawaii _____	149	
<b>WEST NO. CENTRAL</b>	<b>83</b>	<b>0.7</b>	<b>PACIFIC</b>	<b>1,932</b>	<b>15.3</b>
Delaware _____	34		<b>UNITED STATES</b>	<b>7,693</b>	<b>60.7</b>
Maryland _____	498		U.S. Territories _____	24	
Washington, DC _____	65		Canada _____	639	
Virginia _____	420		Mexico _____	23	
West Virginia _____	5		Other International _____	4,285	
North Carolina _____	187		AP0/FPO _____	13	
South Carolina _____	51		<b>TOTAL QUALIFIED CIRCULATION</b>	<b>12,677</b>	<b>100.0</b>
Georgia _____	69				
Florida _____	741				
<b>SOUTH ATLANTIC</b>	<b>2,070</b>	<b>16.3</b>			

**4. INTERNATIONAL GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011**

Region/Country	Total Qualified	Percent	Region/Country	Total Qualified	Percent
<b>ASIA</b>			Russian Federation	69	
Azerbaijan	4		Serbia	2	
Bangladesh	59		Slovenia	4	
Brunei Darussalam	1		Spain	100	
China	143		Sweden	53	
Georgia	1		Switzerland	15	
Hong Kong - SAR	13		Turkey	110	
India	326		Ukraine	6	
Indonesia	44		United Kingdom	588	
Japan	126		Subtotal	2,103	16.6
Korea, Democratic People's Republic Of	36		<b>AFRICA</b>		
Korea, Republic Of	51		Algeria	3	
Malaysia	74		Botswana	1	
Pakistan	34		Cameroon	2	
Philippines	72		Egypt	25	
Singapore	93		Ghana	3	
Sri Lanka	6		Kenya	4	
Taiwan	66		Mauritius	5	
Thailand	17		Morocco	1	
Vietnam	2		Namibia	2	
unspecified Asia	304		Niger	1	
Subtotal	1,472	11.6	Nigeria	116	
<b>MIDDLE EAST</b>			South Africa	13	
Israel	29		Tunisia	24	
Jordan	1		unspecified Africa	1	
Kuwait	2		Subtotal	201	1.6
Oman	2		<b>NORTH AMERICA</b>		
Qatar	1		Canada	639	
Saudi Arabia	9		United States	7,730	
United Arab Emirates	24		Mexico	23	
Subtotal	68	0.5	Subtotal	8,392	66.2
<b>EUROPE</b>			<b>CARIBBEAN</b>		
Austria	4		Bermuda	1	
Belgium	46		Cayman Islands	1	
Bulgaria	14		Cuba	20	
Channel Islands	2		Jamaica	3	
Croatia	13		Martinique	1	
Czech Republic	2		Trinidad and Tobago	5	
Denmark	50		Subtotal	31	0.3
Estonia	3		<b>CENTRAL AMERICA</b>		
Faroe Islands	1		Costa Rica	4	
Finland	63		Guatemala	2	
France	198		Subtotal	6	-
Germany	164		<b>SOUTH AMERICA</b>		
Greece	47		Argentina	65	
Iceland	6		Brazil	194	
Italy	226		Chile	54	
Latvia	5		Colombia	6	
Lithuania	1		Ecuador	5	
Luxembourg	1		Peru	22	
Macedonia	1		Uruguay	4	
Malta	2		Venezuela	16	
Monaco	2		Subtotal	366	2.9
Netherlands	77		<b>ASIA PACIFIC</b>		
Norway	121		Cook Islands	1	
Poland	33		Fiji	1	
Portugal	45		New Caledonia	1	
Ireland	21		Solomon Island	1	
Romania	8		Tonga	4	
			Unspecified Asia Pacific	30	
			Subtotal	38	0.3
			<b>TOTAL QUALIFIED CIRCULATION</b>	<b>12,677</b>	<b>100.0</b>

**4. CANADIAN GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011**

Province	Total Qualified	Percent
Newfoundland and Labrador	49	0.4
Prince Edward Island	1	-
Nova Scotia	150	1.1
New Brunswick	21	0.2
Quebec	74	0.6
Ontario	126	1.0
Manitoba	2	-
Saskatchewan	-	-
Alberta, N.W.T. and Nunavut	21	0.2
B.C. and Yukon	195	1.5
TOTAL FOR CANADA	639	5.0
United States	7,693	60.7
Other Foreign	4,345	34.3
TOTAL OUTSIDE CANADA	12,038	95.0
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>12,677</b>	<b>100.0</b>

<b>AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS</b>						
6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim
	July - December 2008	January - June 2009	July - December 2009	January - June 2010	July - December 2010*	January - June 2011*
Total Audit Average Qualified: _____	15,081	15,226	14,824	14,094	13,419	12,749
Qualified Non-Paid: ___	14,728	14,889	14,498	13,783	13,120	12,469
Qualified Paid: _____	353	337	326	311	299	280
Post Expire Copies included in Total Qualified Circulation: _	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC	**NC	**NC

**\*NOTE: July 2010 – June 2011 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

\*\*NC = None Claimed.

#### ADDITIONAL DATA

##### AVERAGE NON-QUALIFIED CIRCULATION:

##### Allocated for Trade Shows and Conventions:

2011 Issue	Show	Copies
February	Underwater Intervention 2011 (New Orleans, LA)	400
April	Oceans Business 2011 (Southampton, UK)	400
April	MTS TechSurge Workshop (Sarasota, FL)	100
April	US Hydro 2011 (Tampa, FL)	150
April	Global Marine Renewable Energy Conf. (Washington, D.C.)	150
May	Offshore Technology Conference (Houston, TX)	800
June	Commercial Marine Expo (Norfolk, VA)	25
June	Oceans '11 IEEE Santander (Santander-Cantabria, Spain)	100
June	UDT Europe 2011 (Excel London, UK)	200
June	EnergyOcean International 2011 (Portland, ME)	150

#### PUBLISHER'S AFFIDAVIT

We hereby make oath and say that all data set forth in this statement are true.

Joy Carter, Subscription/Circulation Manager

C. Amos Bussmann, Owner/Publisher

(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 June 28, 2011

State Virginia

County Arlington

Received by BPA Worldwide June 28, 2011

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