

**BUSINESS PUBLICATION 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.

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# DEFENSESYSTEMS

KNOWLEDGE TECHNOLOGIES AND NET-CENTRIC WARFARE

1105 Media Inc.  
Government Information Group  
3141 Fairview Park, Suite 175  
Falls Church, VA 22042  
Tel No: 703.876.5100  
Fax No: 703.876.5059  
Website: [www.defensesystems.com](http://www.defensesystems.com)

Official Publication of: None  
Established: 2006  
Issues Per Year: 10  
(See Paragraph 9)



**FIELD SERVED**

DEFENSE SYSTEMS serves the department of defense, armed forces, defense agencies, federal civilian government, other defense government agencies, defense industry/government contractors, and others allied to the field.

**DEFINITION OF RECIPIENT QUALIFICATION**

Qualified recipients for DEFENSE SYSTEMS are Flag Officer, Field Grade Officer, Captain/Lieutenant/Ensign/Warrant Officer, Congress, Executive Branch and Staff, Senior DoD Executive, PEO, SES, Director, Deputies, Program/Project Management, Procurement/Purchasing/Contract Management, Network/Communications/ Engineering/Operational Management, Defense Industry Executive, and others allied to the field.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	1,936
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	2,115
Electronic _____	-
All Other _____	592
<b>TOTAL</b>	<b>4,643</b>

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD							
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid		
	Copies	Percent	Copies	Percent	Copies	Percent	
Individual _____	34,023	100.0	34,023	100.0	-	-	
Sponsored Individually Addressed _____	-	-	-	-	-	-	
Membership Benefit _____	-	-	-	-	-	-	
Multi-Copy Same Addressee _____	-	-	-	-	-	-	
Single Copy Sales _____	-	-	-	-	-	-	
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>34,023</b>	<b>100.0</b>	<b>34,023</b>	<b>100.0</b>	-	-	

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD															
2009 Issue	Number Removed	Number Added	Print Version Only (A)	Electronic Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	2009 Issue	Number Removed	Number Added	Print Version Only (A)	Electronic Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified
March	34	22	32,014	1,789			33,803	June	234	397	32,068	2,151			34,219
April	156	578	32,019	2,206			34,225	<b>TOTAL</b>	<b>2,173</b>	<b>2,631</b>					

**3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009**  
**This issue is 0.1% or 40 copies above the average of the other 4 issues reported in Paragraph two.**

PRIMARY BUSINESS	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Electronic Version Only (B)	Q2 JOB FUNCTION									
					Flag Officer (Note 3)	Field Grade Officer (Note 4)	Captain/Lieutenant/Ensign/Warrant (Note 5)	Congress, Executive Branch, and Staff	Senior DoD Executive, PEO, SES, Director, Deputies (Note 6)	Program/Project Management	Procurement/Purchasing/Contract Management	Network/Communications/Engineering/Operational Management (Note 7)	Defense Industry Executive (Note 8)	Personnel/Training/Education/Management/Other Titled Personnel
<b>MILITARY SERVICES</b>														
Army Commands _____	9,269	27.2	9,072	197	235	1,002	336	6	1,156	1,427	516	3,540	4	1,047
Navy (includes Marine Corps) Commands _____	5,987	17.6	5,796	191	117	532	212	8	744	1,165	348	2,551	11	299
Air Force Commands _____	6,084	17.9	5,945	139	136	902	205	5	656	1,060	357	2,475	10	278
Coast Guard _____	383	1.1	372	11	12	55	27	4	39	45	22	159	1	19
Joint Staff, Agencies and Commands (Note 1) _____	1,078	3.2	1,052	26	29	119	26	6	176	161	38	469	4	50
<b>MILITARY SERVICES SUBTOTAL</b>	<b>22,801</b>	<b>67.0</b>	<b>22,237</b>	<b>564</b>	<b>529</b>	<b>2,610</b>	<b>806</b>	<b>29</b>	<b>2,771</b>	<b>3,858</b>	<b>1,281</b>	<b>9,194</b>	<b>30</b>	<b>1,693</b>
<b>CIVILIAN DEFENSE</b>														
DoD Headquarters and Agencies (Note 2) _____	2,751	8.1	2,610	141	48	154	58	7	555	556	106	1,078	13	176
Executive Branch _____	1,157	3.4	982	175	42	51	34	29	256	310	40	340	2	53
Congress/Legislative Agencies _____	998	2.9	980	18	5	15	11	614	84	83	11	132	1	42
Other Defense Government Agencies _____	1,990	5.8	1,878	112	15	47	23	3	373	371	119	794	3	242
<b>CIVILIAN DEFENSE SUBTOTAL</b>	<b>6,896</b>	<b>20.2</b>	<b>6,450</b>	<b>446</b>	<b>110</b>	<b>267</b>	<b>126</b>	<b>653</b>	<b>1,268</b>	<b>1,320</b>	<b>276</b>	<b>2,344</b>	<b>19</b>	<b>513</b>
<b>TOTAL MILITARY AND CIVILIAN DEFENSE GOVERNMENT</b>	<b>29,697</b>	<b>87.2</b>	<b>28,687</b>	<b>1,010</b>	<b>639</b>	<b>2,877</b>	<b>932</b>	<b>682</b>	<b>4,039</b>	<b>5,178</b>	<b>1,557</b>	<b>11,538</b>	<b>49</b>	<b>2,206</b>
<b>DEFENSE INDUSTRY/ GOVERNMENT CONTRACTORS</b>														
Defense Industry And Government Contractors _____	4,359	12.8	3,359	1,000	33	130	39	4	45	1,231	148	1,630	1,099	-
<b>DEFENSE INDUSTRY SUBTOTAL</b>	<b>4,359</b>	<b>12.8</b>	<b>3,359</b>	<b>1,000</b>	<b>33</b>	<b>130</b>	<b>39</b>	<b>4</b>	<b>45</b>	<b>1,231</b>	<b>148</b>	<b>1,630</b>	<b>1,099</b>	<b>-</b>
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>34,056</b>	<b>100.0</b>	<b>32,046</b>	<b>2,010</b>	<b>672</b>	<b>3,007</b>	<b>971</b>	<b>686</b>	<b>4,084</b>	<b>6,409</b>	<b>1,705</b>	<b>13,168</b>	<b>1,148</b>	<b>2,206</b>
<b>PERCENT</b>	<b>100.0</b>		<b>94.1</b>	<b>5.9</b>	<b>2.0</b>	<b>8.8</b>	<b>2.9</b>	<b>2.0</b>	<b>12.0</b>	<b>18.8</b>	<b>5.0</b>	<b>38.6</b>	<b>3.4</b>	<b>6.5</b>

Note 1 - Joint Staff, Agencies and Commands includes other armed forces

Note 2 - DoD Headquarters and Agencies includes Ballistic Missile Defense Organization, DARPA, DISA, DIA, DSCA, DSS, DTRA, NGA/NIMA, NSA/CSS, other intelligence Agencies including CIA, and other Defense Agencies including DECA, DCAA, DCMA, DFAS, DLSA, DLA; DOD Field Activities, Unified Combatant Commands, and Inspector General.

Note 3 - Flag Officer includes General, Admiral, Lt. General, Vice Admiral, Maj General, Rear Admiral (U), Brig General, Rear Admiral (L)

Note 4 - Field Grade Officer includes Colonel, Captain, Lieutenant Colonel, Commander, Major, Lieutenant Commander

Note 5 - Includes 1s Lieutenant, Lieutenant (JG), 2nd Lieutenant, W1-W5

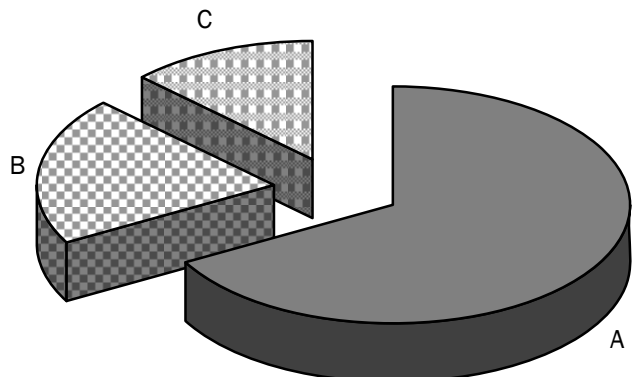
Note 6 - Includes Executive/Command in Armed Forces, Federal Executive, Federal Legislative, and Defense Agencies

Note 7 - Includes Computer IT/Systems Management, Engineering/Technical Management, Administration/Operations Management

Note 8 - Includes Executive/Command in Defense/Government Contractor

**3a. Breakout of Qualified Circulation of Primary Business**

PRIMARY BUSINESS	TOTAL QUALIFIED	PERCENT OF TOTAL
A Military Services _____	22,801	67.0
B Civilian Defense _____	6,896	20.2
C Defense Industry/Government Contractor _____	4,359	12.8



3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009									
QUALIFICATION SOURCE	Qualified Within			Print Version Only (A)	Electronic Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years						
I. Direct Request: _____	25,757	6,484	-	30,231	2,010			32,241	94.7
II. Request from recipient's company: _____	-	-	-	-	-			-	-
III. Membership Benefit: _____	-	-	-	-	-			-	-
IV. Communication from recipient or recipient's company (other than request): _____	-	-	-	-	-			-	-
V. <b>TOTAL</b> - Sources other than above (listed alphabetically): _____	1,815	-	-	1,815	-			1,815	5.3
Association rosters and directories _____	-	-	-	-	-			-	-
*Business directories _____	1,815	-	-	1,815	-			1,815	5.3
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-	-	-			-	-
Other sources _____	-	-	-	-	-			-	-
VI. Single Copy Sales: _____	-	-	-	-	-			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>27,572</b>	<b>6,484</b>	<b>-</b>	<b>32,046</b>	<b>2,010</b>			<b>34,056</b>	<b>100.0</b>
<b>*See Paragraph 9 PERCENT</b>	<b>81.0</b>	<b>19.0</b>	<b>-</b>	<b>94.1</b>	<b>5.9</b>			<b>100.0</b>	

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009						
MAILING ADDRESS	Print Version Only (A)	Electronic Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____	32,046	2,010			34,056	100.0
Individuals by name only _____	-	-			-	-
Titles or functions only _____	-	-			-	-
Company names only _____	-	-			-	-
Multi-Copy Same Addressee copies _____	-	-			-	-
Single Copy Sales _____	-	-			-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>32,046</b>	<b>2,010</b>			<b>34,056</b>	<b>100.0</b>

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009									
State & Zip Code	Print Version Only (A)	Electronic Version Only (B)	Total Qualified	Percent	State & Zip Code	Print Version Only (A)	Electronic Version Only (B)	Total Qualified	Percent
039-049 Maine _____	61	-	61		400-427 Kentucky _____	225	6	231	
030-038 New Hampshire _____	127	14	141		370-385 Tennessee _____	307	22	329	
050-059 Vermont _____	43	2	45		350-369 Alabama _____	791	41	832	
010-027 Massachusetts _____	610	36	646		386-397 Mississippi _____	269	8	277	
028-029 Rhode Island _____	160	8	168		<b>EAST SO. CENTRAL</b>	<b>1,592</b>	<b>77</b>	<b>1,669</b>	<b>4.9</b>
060-069 Connecticut _____	181	13	194		716-729 Arkansas _____	174	2	176	
<b>NEW ENGLAND</b>	<b>1,182</b>	<b>73</b>	<b>1,255</b>	<b>3.7</b>	700-714 Louisiana _____	174	12	186	
100-149 New York _____	668	46	714		730-749 Oklahoma _____	470	19	489	
070-089 New Jersey _____	1,827	74	1,901		750-799 Texas _____	1,592	127	1,719	
150-196 Pennsylvania _____	879	53	932		<b>WEST SO. CENTRAL</b>	<b>2,410</b>	<b>160</b>	<b>2,570</b>	<b>7.5</b>
<b>MIDDLE ATLANTIC</b>	<b>3,374</b>	<b>173</b>	<b>3,547</b>	<b>10.4</b>	590-599 Montana _____	58	-	58	
430-459 Ohio _____	984	66	1,050		832-838 Idaho _____	76	5	81	
460-479 Indiana _____	393	33	426		820-831 Wyoming _____	39	1	40	
600-629 Illinois _____	870	44	914		800-816 Colorado _____	642	61	703	
480-499 Michigan _____	438	22	460		870-884 New Mexico _____	464	23	487	
530-549 Wisconsin _____	184	9	193		850-865 Arizona _____	603	57	660	
<b>EAST NO. CENTRAL</b>	<b>2,869</b>	<b>174</b>	<b>3,043</b>	<b>8.9</b>	840-847 Utah _____	377	11	388	
550-567 Minnesota _____	160	22	182		889-898 Nevada _____	150	11	161	
500-528 Iowa _____	132	5	137		<b>MOUNTAIN</b>	<b>2,409</b>	<b>169</b>	<b>2,578</b>	<b>7.6</b>
630-658 Missouri _____	407	29	436		995-999 Alaska _____	27	2	29	
580-588 North Dakota _____	116	2	118		980-994 Washington _____	406	34	440	
570-577 South Dakota _____	61	2	63		970-979 Oregon _____	144	8	152	
680-693 Nebraska _____	185	9	194		900-961 California _____	2,663	222	2,885	
660-679 Kansas _____	281	5	286		967-968 Hawaii _____	117	14	131	
<b>WEST NO. CENTRAL</b>	<b>1,342</b>	<b>74</b>	<b>1,416</b>	<b>4.2</b>	<b>PACIFIC</b>	<b>3,357</b>	<b>280</b>	<b>3,637</b>	<b>10.7</b>
197-199 Delaware _____	44	2	46		<b>UNITED STATES</b>	<b>31,795</b>	<b>1,947</b>	<b>33,742</b>	<b>99.1</b>
206-219 Maryland _____	2,129	154	2,283		969 & 004-009 U.S. Territories _____	24	2	26	
200-205 Washington, DC _____	2,628	101	2,729		Canada _____	-	7	7	
220-246 Virginia _____	5,224	324	5,548		Mexico _____	-	1	1	
247-268 West Virginia _____	111	8	119		Other International _____	-	43	43	
270-289 North Carolina _____	525	27	552		APO/FPO _____	227	10	237	
290-299 South Carolina _____	413	13	426		<b>TOTAL QUALIFIED CIRCULATION</b>	<b>32,046</b>	<b>2,010</b>	<b>34,056</b>	<b>100.0</b>
300-319 Georgia _____	820	39	859						
320-349 Florida _____	1,366	99	1,465						
<b>SOUTH ATLANTIC</b>	<b>13,260</b>	<b>767</b>	<b>14,027</b>	<b>41.2</b>					

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

6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Circulation Claim
	2007	January - June 2008	July - December 2008	January - June 2009*
Total Audit Average Qualified: _____	40,000	38,007	33,453	34,023
Qualified Non-Paid Total: _____	40,000	38,007	33,453	34,023
Print Only: _____	40,000	38,007	32,011	32,034
Electronic Only: _____	-	-	1,442	1,989
Qualified Paid Total: _____	-	-	-	-
Print Only: _____	-	-	-	-
Electronic Only: _____	-	-	-	-
Post Expire Copies included in Paid Circulation: _____	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC

\*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. PAID CIRCULATION DATA**

**NC	Average Annual Subscription Order Price for the Period Required (includes promotional incentive value, if any)
10	Issues Per Year
**NC	All Single Copy Sales Prices for the Period
**NC	Renewal Rate of Paid Subscribers (Optional)

**9. ADDITIONAL DATA**

**METHOD OF DISTRIBUTION**

All qualified circulation conforms to the field served and definition of recipients qualification as reported. Print copies are distributed via postal services or other carriers. Recipients who request the electronic version are notified via email when the version is available.

**CHANGE IN FREQUENCY:**

Effective with the January/February 2009 issue, Defense Systems changed its frequency from 9 to 10 issues per year.

**PARAGRAPH 3b:**

Business directories include 1 source of circulation for a quantity of 1,815 copies or 5.3%.

**PARAGRAPHS 5 & 6 ARE NOT REQUIRED**

**1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - PRINT VERSION ONLY**

QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	32,034	100.0	32,034	100.0	-	-
Sponsored Individually Addressed ____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>32,034</b>	<b>100.0</b>	<b>32,034</b>	<b>100.0</b>	-	-

**1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - ELECTRONIC VERSION ONLY**

QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	1,989	100.0	1,989	100.0	-	-
Sponsored Individually Addressed ____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
<b>TOTAL QUALIFIED CIRCULATION</b>	<b>1,989</b>	<b>100.0</b>	<b>1,989</b>	<b>100.0</b>	-	-

**PUBLISHER'S AFFIDAVIT**

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

David Smith, Publisher

Gregory Tschlis, Group Director, 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 July 30, 2009

State Virginia

County Fairfax

Received by BPA Worldwide July 30, 2009

Type PD

ID Number D210P0J9