

BUSINESS PUBLICATION CIRCULATION STATEMENT FOR THE 6 MONTH PERIOD ENDED JUNE 2008

(Including Supplementary Data)

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

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PennWell Publishing Company 1421 South Sheridan Road Tulsa, OK 74112 Tel.: (918) 835-3161 Fax: (918) 831-9497 www.offshore-mag.com

Official Publication of: None Established: 1954 Issues Per Year: 12



FIELD SERVED

OFFSHORE serves the international oil and gas industry in its marine/offshore operations. Field includes major oil & gas operating companies, independent oil & gas companies, national/state oil companies, drilling/drilling contractors, EPC/main contractors, subcontractors, pipeline/installation contractors, consulting companies engaged in projects/providing services to oil and/or gas companies, engineering companies, seismic companies, supply companies, marine support services, equipment manufacturing companies, service companies, ship/fabrication yards, insurance/financial services, educational institutions/government agencies/research laboratories, and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are Executive Management (CEOs, Presidents, Owners, VPs, Managing Directors), Management (Production Managers, Engineering Managers, Exploration Managers), Engineering, Field Professionals (Superintendents, Foremen, Assistant Foremen, Toolpushers), Purchasing (Purchasing Agents, Purchasing Managers), Consulting, Geology/Geophysics, and other functions allied to the field.

Included herein is an analysis of respondents who specify, recommend, approve and purchase equipment or services. Also included is an analysis of types of equipment or services that respondents recommend, specify or approve.

AVERAGE NON-QUALIFIED CIRCULA	TION
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation	-
Advertiser and Agency	2,141
Rotated or Occasional	-
Allocated for Trade Shows and Conventions	950
All Other	748
TOTAL	3,839

1. AVERAGE QUALIFIED CIRCULATION	1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD										
	Total Qualified		Qualified	Qualified Non-Paid		ed Paid					
QUALIFIED CIRCULATION	Copies	Percent	Copies	Percent	Copies	Percent					
Individual	42,998	100.0	42,998	100.0	-	-					
Sponsored Individually Addressed	-	-	-	-	-	-					
Membership Benefit	-	-	-	-	-	-					
Multi-Copy Same Addressee	-	-	-	-	-	-					
Single Copy Sales	-	-	-	-	-	-					
TOTAL QUALIFIED CIRCULATION	42,998	100.0	42,998	100.0	•	-					

2. QUALIFIE	D CIRCULA	ATION BY	ISSUES W	ITH REMO	OVALS ANI	D ADDITIO	NS FOR P	ERIO[
2008 Issue	Number Removed	Number Added	Print Version Only (A)	Digital Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified		2008 Issue	Number Removed		Print Version Only (A)	Digital Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified
January	1,232	1,165	32,320	9,722			42,042		April	5,339	5,901	31,399	11,607			43,006
February	111	564	32,266	10,229			42,495		May	8,881	9,877	31,700	12,302			44,002
March	101	50	32,329	10,115			42,444		June	26	27	32,336	11,667			44,003
									TOTAL	15,690	17,584					

3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRC This issue is 2.8% or 1,204 copies above the average of the o							OFFSHO	RE / June 2008	
						CLASSIFICATION BY TITLE			
BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)	Executive Management (CEO, President, Owner, VP, Mgr Director), Management (Production/ Engineering/ Exploration Mg/ Purchasing (Purchasing Agent & Purchasing Mgr)	Engineering, Consulting	Field Professiona (Super-intendent, Foreman, Assistant Foreman, Toolpusher)		
Oil and Gas Companies including: Major Oil & Gas Operating Companies, Independent, National/State Oil & Gas Companies, Consulting Companies working for Oil and/or Gas Companies	23,515	53.4	17,339	6,176	11,760	8,867	1,391	1,497	
Contracting Companies including: Drilling/Drilling Contractors, EPC/Main Contractors, Seismic Companies, Pipeline/Installation Contractors, Seismic Companies, Pipeline/Installation Contractors, Subcontractors, ship/Fabrication Yards	7,187	16.3	4,946	2,241	3,354	2,899	602	332	
Engineering Companies	3,423	7.8	2,323	1,100	1,431	1,836	94	62	
Service and Supply Companies including: Service & Supply Companies, Marine Support Services and Equipment Manufacturing Companies	8,004	18.2	5,888	2,116	5,218	1,901	437	448	
Others including: Educational Institutions/Government Agencies/ Research Laboratories, Insurance or Financial Services, Others	1,873	4.3	1,204	669	751	647	79	396	
TOTAL QUALIFIED CIRCULATION	44,002	100.0	31,700	12,302	22,514	16,150	2,603	2,735	
PERCENT	100.0		72.0	28.0	51.2	36.7	5.9	6.2	

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE O	3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008									
	Qι	alified With	hin	Print	Digital					
				Version Only	Version Only		Qualified	Total	_	
QUALIFICATION SOURCE	1 year	2 years	3 years	(A)	(B)	Non-Paid	Paid	Qualified	Percent	
TOTAL - Personal direct request from the recipient:	44,002	-	-	31,700	12,302			44,002	100.0	
a. Written	2,430	-	-	2,356	74			2,430	5.5	
b. Telecommunication	12,491	-	-	8,888	3,603			12,491	28.4	
c. Electronic	29,081	-	-	20,456	8,625			29,081	66.1	
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 recipient's company (other than request): _	-	-		-				-	-	
a. Written	-	-	-	-	-			-	-	
b. Telecommunication	-	-	-	-	-			-	-	
c. Electronic	-	-	-	-	-			-	-	
V. TOTAL - Sources other than above (listed alphabetically):	-	-	-	-	-			-	-	
Association rosters and directories	-	-	-	-	-			-	-	
Business directories	-	-	-	-	-			-	-	
Independent field reports	-	-	-	-	-			-	-	
Licensees - National, State or Local Government	-	-	-	-	-			-	-	
Manufacturer's, distributor's and wholesaler's lists	-	-	-	-	-			-	-	
Other sources	-	-	-	-	-			-	-	
VI. TOTAL - Single Copy Sales:	-	-	-	-	-			-	-	
TOTAL QUALIFIED CIRCULATION	44,002	-	-	31,700	12,302			44,002	100.0	
PERCENT	100.0	-	-	72.0	28.0			100.0		

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2008											
MAILING ADDRESS	Print Version Only (A)	Digital Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent					
Individuals by name and title and/or function	31,700	12,302			44,002	100.0					
Individuals by name only	-	-			-	-					
Titles or functions only	-	-			-	-					
Company names only	-	-			-	-					
Multi-Copy Same Addressee copies	-	-			-	-					
Single Copy Sales	-	-			-	-					
TOTAL QUALIFIED CIRCULATION	31,700	12,302			44,002	100.0					

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OFFSHORE / June 2008

4. GEOGRAPHICAL BREAKOUT OF QUA STATE & ZIP CODE	ALIFIED CIRC Print Only	Digital Only	Total Qualified	AY 2008 Percent
039-049 Maine	24	3	27	reiteilt
030-038 New Hampshire 050-059 Vermont	33 10	10 3	43 13	
010-027 Massachusetts	135	27	162	
028-029 Rhode Island 060-069 Connecticut	14 78	3 19	17 97	
NEW ENGLAND	294	65	359	0.8
100-149 New York 070-089 New Jersey	246 158	66 35	312 193	
150-196 Pennsylvania MIDDLE ATLANTIC	262 666	57 158	319 824	1.9
430-459 Ohio	176	23	199	1.9
460-479 Indiana 600-629 Illinois	54 191	13 46	67 237	
480-499 Michigan	111	26	137	
530-549 WisconsinEAST NO. CENTRAL	67 599	8 116	75 715	1.6
550-567 Minnesota	64	15	79	1.0
500-528 lowa 630-658 Missouri	21 61	9 15	30 76	
580-588 North Dakota	18	4	22	
570-577 South Dakota 680-693 Nebraska	10 13	2 1	12 14	
660-679 Kansas	81	16	97	
WEST NO. CENTRAL 197-199 Delaware	268 6	62 3	330 9	0.7
206-219 Maryland	65	22	87	
200-205 Washington, DC 220-246 Virginia	34 130	17 49	51 179	
247-268 West Virginia	38	3	41	
270-289 North Carolina	64 42	16 13	80 55	
300-319 Georgia	75	21	96	
320-349 FloridaSOUTH ATLANTIC	314 768	53 197	367 965	2.2
400-427 Kentucky	45	7	52	
370-385 Tennessee 350-369 Alabama	43 113	10 11	53 124	
386-397 Mississippi	142	14	156	
EAST SO. CENTRAL 716-729 Arkansas	343 42	42 9	385 51	0.9
700-714 Louisiana	1,499	234	1,733	
730-749 Oklahoma 750-799 Texas	449 8,503	72 2,039	521 10,542	
WEST SO. CENTRAL	10,493	2,354	12,847	29.2
590-599 Montana 832-838 Idaho	28 9	3 2	31 11	
820-831 Wyoming	52	9	61	
800-816 Colorado 870-884 New Mexico	269 54	75 8	344 62	
850-865 Arizona	57 42	9	66 60	
840-847 Utah 889-898 Nevada	20	18 4	24	
MOUNTAIN	531	128	659	1.5
995-999 Alaska 980-994 Washington	114 98	41 26	155 124	
970-979 Oregon 900-961 California	36 749	8	44 956	
967-968 Hawaii	21	207 4	25	
PACIFIC	1,018	286	1,304	3.0
969 & 004-009 U.S. Territories	14,980 14	3,408 9	18,388 23	41.8
Canada	1,301 280	468 258	1,769 538	
APO/FPO	3	1	4	
NORTH AMERICA ASIA	16,578	4,144	20,722	47.0
Azerbaijan	17	20	37	
Bangladesh Brunei Darussalam	188 38	9 18	197 56	
China	129	147	276	
Curacao Hong Kong - SAR	13	1 6	1 19	
India	1,004	885	1,889	
Indonesia Japan	894 81	256 93	1,150 174	
Kazakhstan	15	13	28	
Korea, Democratic People's Republic Of Korea, Republic Of	1 131	93	1 224	
Malaysia	1,117	419 1	1,536 1	
Maldives Mongolia	1	-	1	
Myanmar	8 1	4 2	12 3	
Pakistan	220	65	285	
PhilippinesSingapore	86 676	41 391	127 1,067	
Sri Lanka	19	3	22	
Taiwan Thailand	9 149	11 87	20 236	
Turkmenistan	4	2	6	
/ietnamSubtotal	35 4,836	35 2,602	70 7,438	16.9
ASIA PACIFIC	424		679	
Australia Guam	1	255 -	1	
New ZealandPapua New Guinea	47	16 1	63 1	
Palau	1	-	1	
Subtotal Subtotal	473	272	745	1.7
Bahrain	6	8	14	
ranraq	262 2	136 4	398 6	
srael	11	12	23	
lordan Kuwait	2 33	6 34	8 67	
Lebanon	1	3	4	
Oman Qatar	34 111	23 89	57 200	
Saudi Arabia	59 5	74 6	133 11	
Syrian Arab Republic United Arab Emirates	230	194	424	
Yemen	8 764	6 595	14 1,359	3.2
064-4-1	104	ეყე	1,309	3.2
Subtotal EUROPE Albania Austria	2 13	2 17	4 30	

Region/Country	Print Only	Digital Only	Total Qualified	Percent
Belarus	1		1	reiteilt
Belgium Bosnia and Herzegovina	55	39 4	94 4	
BulgariaChannel Islands	19 1	10	29 1	
Croatia	47	41	88	
Cyprus Czech Republic	9 2	3 1	12 3	
Denmark Estonia	92	53 1	145 1	
Faroe Islands	2	1	3	
Finland France	26 520	10 295	36 815	
Germany	161 27	117 37	278 64	
Greenland	2	-	2	
Hungary	19 254	14 168	33 422	
LatviaLithuania	2 2	1	3 5	
Luxembourg	-	3	3	
Macedonia Malta	2 9	3	5 12	
Moldova	1 15	1	2 23	
Monaco Netherlands Norway	624	8 289	913	
Norway Poland	772 43	374 22	1,146 65	
PolandPortugal	26	35	61	
IrelandRomania	48 52	16 70	64 122	
Russian Federation Serbia and Montenegro	72 34	58 14	130 48	
SlovakiaSlovenia	7	4	11	
SloveniaSpain	1 91	1 59	2 150	
Sweden Switzerland	39	27	66	
Turkey	32 53	24 36	56 89	
Ukraine United Kingdom	22 3,045	11 1,442	33 4,487	
Subtotal	6,244	3,317	9,561	21.7
AFRICA Algeria	34	18	52	
Angola	21	16 1	37 1	
BeninCameroon	6	8	14	
Chad Congo	1 3	1	1 4	
Cote D'IvoireEgypt	356	3 134	3 490	
Equatorial Guinea	-	2	2	
Eritrea Ethiopia	1 2	-	1 2	
GabonGhana	1 14	- 8	1 22	
Guinea	-	1	1	
Kenya Libyan Arab Jamahiriya	3 24	3 23	6 47	
Madagascar	1	2	2 2	
Malawi Mali	1	-	1	
Mauritania Mauritius	1 3	3	4	
Morocco	1 1	3 4	4 5	
Niger	-	1	1	
Nigeria Senegal	1,495 1	539 1	2,034 2	
Seychelles	1	-	1	
Sierra LeoneSouth Africa	1 67	1 56	2 123	
Sudan Tanzania	4	6 4	10 4	
Gambia	1	-	1	
Togo Tunisia	1 34	21	1 55	
Uganda Western Sahara	2 2	-	2 2	
Zambia	-	2	2	
ZimbabweSubtotal	2,084	1 863	2 2,947	6.7
CARIBBEAN Aruba	1	1	2	
Bahamas	-	1	1	
British West Indies Cuba	1 19	1 2	2 21	
Dominican Republic Guadeloupe	1	1	1 1	
Haiti		1	1	
Jamaica Netherlands Antilles	3	1 2	1 5	
Puerto Rico Trinidad and Tobago	9	7 28	16 88	
Virgin Islands, U.S	4	2	6	
Subtotal CENTRAL AMERICA	98	46	144	0.3
Costa Rica	1	2	3 1	
Guatemala	1	1	2	
Honduras Nicaragua	1	1 2	2 2	
Panama Subtotal	- 4	3	3 13	
SOUTH AMERICA				-
ArgentinaBolivia	101 14	64 8	165 22	
Brazil	327	219	546	
ChileColombia	10 65	10 46	20 111	
EcuadorFalkland Islands (Malvinas)	18 1	21	39 1	
PeruSuriname	54	31	85	
Uruguay	2 2	1	3 2	
VenezuelaSubtotal	39 633	63 463	102 1,096	2.5
INTERNATIONAL SUBTOTAL	15,122	8,158	23,280	53.0
TOTAL QUALIFIED CIRUCLATION	31,700	12,302	44,002	100.0

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	9. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS											
	Audited Data	Audited Data	Audited Data	Circulation Claim	Circulation Claim							
	2004	2005	2006	*2007	**2008							
Total Audit Average Qualified_	38,218	40,740	41,255	42,125	42,998							
Qualified Non-Paid Total	38,218	40,740	41,255	42,125	42,998							
Print Only	36,837	35,667	33,084	32,564	32,058							
Digital Only	1,381	5,073	8,171	9,561	10,940							
Qualified Paid Total	-	-	-	-	-							
Print Only	-	-	-	-	-							
Digital Only	-	-	-	-	-							
Post Expire Copies included in Paid Circulation	***NC	***NC	***NC	***NC	***NC							
Average Annual Order Price	***NC	***NC	***NC	***NC	***NC							

^{*}NOTE: The audited average qualified circulation for January – June 2007 = 41,967. The unaudited average qualified circulation for July - December 2007 = 42,282. Yielding an average qualified circulation of 42,125.
**2008 data is unaudited.
**NC = None Claimed.

10. PAID CI	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

METHOD OF DISTRIBUTION:

All qualified circulation conforms to the field served of a recipient's qualification, as reported. Print copies are distributed via postal services or other carriers. Recipients who request the digital versions are notified via email when the version is available.

PARAGRAPHS 5 THROUGH 8 ARE NOT REQUIRED.

1. AVERAGE QUALIFIED CIRCULATION	1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - Print Only									
	Total Qualified		Qualified	Non-Paid	Qualified Paid					
QUALIFIED CIRCULATION	Copies	Percent	Copies	Percent	Copies	Percent				
Individual	32,058	100.0	32,058	100.0	-	-				
Sponsored Individually Addressed	-	-	-	-	-	-				
Membership Benefit	-	-	-	-	-	-				
Multi-Copy Same Addressee	-	-	-	-	-	-				
Single Copy Sales	-	-	-	-	-	-				
TOTAL QUALIFIED CIRCULATION	32,058	100.0	32,058	100.0	-	-				

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - Digital Only									
	Total Qualified		Qualified	Non-Paid	Qualified Paid				
QUALIFIED CIRCULATION	Copies	Percent	Copies	Percent	Copies	Percent			
Individual	10,940	100.0	10,940	100.0	-	-			
Sponsored Individually Addressed	-	-	-	-	-	-			
Membership Benefit	-	-	-	-	-	-			
Multi-Copy Same Addressee	-	-	-	-	-	-			
Single Copy Sales	-	-	-	-	-	-			
TOTAL QUALIFIED CIRCULATION	10,940	100.0	10,940	100.0	-	-			

PUBLISHER'S AFFIDAVIT We hereby make oath and say that all data set forth in this statement are true. Date signed July 28, 2008 John T. Royall, Vice President and Group Publisher State Oklahoma Emily Haugsand, Circulation Manager County Tulsa (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 28, 2008 IMPORTANT NOTE: Type PSJ 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 0020Y0J8

This is an analysis of 43,971 or 99.9% of respondents who recipients recommend, specify or approve types of equipment or services should not be added together as the total may exceed the total circulation. These data are presented for statistical and marketing purposes. Automation Exploration, Downhole Drilling Cementing/ IT/Computer Marine Financial/ Seismic/ Tools/Coiled Well Engines/ nstruments & Mooring and Formation Tubing/Muds Completion, Subsea Surface Pumps/ ontrol/Valves Station ransportatio Hardware/ Insurance, Print Digital TOTAL Evaluation Drilling Stimulation Production Production Constructio Keeping Software General PERCENT TOTAL RESPOND Contractor None of Version Only Version Only nuinment a & Rig Well Maintenance Fauinment 8 auinment & Fauinment & Turbines/ Safety Equipment & Fauinment & Equipment & Business **BUSINESS AND INDUSTY** Services Services Services Othe Services Equipment Equipment Services Oil and Gas Companies including: Major Oil & Gas Operating Companies. 23,515 53.4 17,339 6,176 23,506 8,056 6,872 5,876 6,307 5,329 6,846 8,393 7,640 7,331 5,376 3,556 6,475 4,002 1,346 965 Independent, National/State Oil & Gas Companies, Consulting Contracting Companies including: Drilling/Drilling Contractors, EPC/Main 7,187 16.3 4,946 2,241 7,181 1,332 2,155 1,462 1,236 866 1,933 1,828 2,839 2,268 2,414 1,444 1,568 805 447 400 Contractors, Seismic Companies, Pipeline/Installation 3,423 7.8 2,323 1,100 3,421 553 684 418 453 378 946 989 1,301 1,160 887 572 802 332 247 226 Engineering Companies _ Service and Supply Companies including: Service & Supply Companies, Marine Support Services and Equipment Manufacturing Companies____ 1,434 8.004 18.2 5.888 2.116 7.995 1,190 1,397 767 1.443 902 1.557 1.578 2.099 2.025 817 1.652 986 1,040 583 Others including: Educational Institutions/Government 447 264 322 1,873 4.3 1,204 669 1,868 355 239 223 295 272 279 309 208 567 535 159 350 Agencies/Research Laboratories, Insurance or Financial Services, Others

9,703

7,698

11,577

13,060

8,762

SUPPLEMENTARY DATA

This is an analysis of 43,951 or 99.9% of respondents who recipients recommend, specify or approve the purchase of equipment or services (See question #3 on the questionnaire used to elicit these data on the back of this report). Since any one respondent may have checked more than one response, the totals of each of these types of equipment or services should not be added together as the total may exceed the total circulation. These data are presented for statistical and marketing purposes.

100.0

31,700

12,302

43,971

11,578

11,463

44,002

TOTAL QUALIFIED CIRCULATION

equipment or services should not be added together as the total may exceed the total circulation. These data are presented for statistical and marketing purposes.				
	TOTAL RESPONDENTS	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)
Specify	22,391	50.9	16,207	6,184
Recommend	32,653	74.2	23,743	8,910
Approve	21,944	49.9	16,227	5,717
Purchase	12,577	28.6	9,338	3,239
None of the above	3,246	7.4	2,222	1,024
TOTAL QUALIFIED CIRCULATION	44,002	100.0	31,700	12,302

QUESTIONNAIRE USED BY PUBLICATION TO ELICIT SUPPLEMENTARY DATA:

14,158

13,106

10,420

6,597

11,064

6,660

3,239

2,524

