

BUSINESS PUBLICATION CIRCULATION STATEMENT FOR THE 6 MONTH PERIOD ENDED DECEMBER 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.

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Offshore

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.

PURPOSE

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	2,317
Rotated or Occasional	-
Allocated for Trade Shows and Conventions	575
All Other	800
TOTAL	3,692

1. AVERAGE QUALIFIED CIRCULATION	1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD										
	Total Qualified		Qualified Non-Paid		Qualific	ed Paid					
QUALIFIED CIRCULATION	Copies	Percent	Copies	Percent	Copies	Percent					
Individual	44,004	100.0	44,004	100.0	-	-					
Sponsored Individually Addressed	-	-	-	-	-	-					
Membership Benefit	-	-	-	-	-	-					
Multi-Copy Same Addressee	-	-	-	-	-	-					
Single Copy Sales	-	-	-	-	-	-					
TOTAL QUALIFIED CIRCULATION	44,004	100.0	44,004	100.0	-	-					

2. QUALIFIE	D CIRCUL	ATION BY	ISSUES W	ITH REMO	VALS AN	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	Number Added	Print Version Only (A)	Digital Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified
July	673	673	32,376	11,629			44,005		October	88	89	31,795	12,208			44,003
August	690	690	31,811	12,194			44,005		November	1,279	1,280	30,798	13,206			44,004
			52,522	,			,,,,,,,,,			_,	_,					,
September_	214	211	31,872	12,130			44,002		December_	60	62	30,799	13,207			44,006
									TOTAL	3,004	3,005					

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3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRC This issue is equal to the average of the other 5 issues report			OVEMBER 2008				OFFSHURE / L	ecember 2008
This issue is equal to the average of the other 3 issues report	eu III Palagi	apii two.				CLASSIFICA	TION 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 Mgr Purchasing (Purchasing (Purchasing Agent & Purchasing Mgr)	Engineering, Consulting	Field Professional (Superintendent, Foreman, Assistant Foreman, Toolpusher)	Geology, Geophysics, Other
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	23,820	54.1	17,110	6,710	11,503	9,276	1,482	1,559
Contracting Companies including: Drilling/Drilling Contractors, EPC/Main Contractors, Seismic Companies, Pipeline/Installation Contractors, Subcontractors, Ship/Fabrication Yards	7,336	16.7	4,780	2,556	3,408	3,017	601	310
Engineering Companies	3,459	7.9	2,338	1,121	1,427	1,897	79	56
Service and Supply Companies including: Service & Supply Companies, Marine Support Services and Equipment Manufacturing Companies	7,620	17.3	5,442	2,178	5,238	1,603	388	391
Others including: Educational Institutions/Government Agencies/ Research Laboratories, Insurance or Financial Services, Others	1,769	4.0	1,128	641	783	573	83	330
TOTAL QUALIFIED CIRCULATION	44,004	100.0	30,798	13,206	22,359	16,366	2,633	2,646
PERCENT	100.0	-	70.0	30.0	50.8	37.2	6.0	6.0

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE O	F NOVEMB	ER 2008							
	Qι	alified With	nin	Print	Digital				
QUALIFICATION SOURCE		2 years	3 years	Version Only (A)	Version Only (B)	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
TOTAL - Personal direct request from the recipient:	44,004	-	-	30,798	13,206			44,004	100.0
a. Written	2,430	-	-	2,362	68			2,430	5.5
b. Telecommunication	12,492	-	-	10,305	2,187			12,492	28.4
c. Electronic	29,082	-	-	18,131	10,951			29,082	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	44,004	-	-	30,798	13,206			44,004	100.0
PERCENT	100.0	-	-	70.0	30.0			100.0	-

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 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	30,798	13,206			44,004	100.0					
Individuals by name only	-	-			-	-					
Titles or functions only	-	-			-	-					
Company names only	-	-			-	-					
Multi-Copy Same Addressee copies	-	-			-	-					
Single Copy Sales	-	-			-	-					
TOTAL QUALIFIED CIRCULATION	30,798	13,206			44,004	100.0					

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OFFSHORE / December 2008

4. GEOGRAPHICAL BREAKOUT OF QUA STATE & ZIP CODE	ALIFIED CIRC Print Only	ULATION FOR Digital Only	Total Qualified	OVEMBER 20 Percent
STATE & ZIP CODE 039-049 Maine	Print Only 21	Digital Only	1otal Qualified 24	Percent
030-038 New Hampshire	31	9	40	
050-059 Vermont 010-027 Massachusetts	11 132	3 29	14 161	
028-029 Rhode Island	11	3	14	
060-069 Connecticut	82 288	14 61	96 349	0.8
100-149 New York	249	70	319	
070-089 New Jersey 150-196 Pennsylvania	154 243	30 62	184 305	
MIDDLE ATLANTIC	646	162	808	1.8
430-459 Ohio 460-479 Indiana	167 50	30 16	197 66	
600-629 Illinois	180	45	225	
480-499 Michigan	106 62	28 10	134 72	
EAST NO. CENTRAL	565	129	694	1.6
550-567 Minnesota	62 22	17 9	79 31	
500-528 lowa 630-658 Missouri	58	13	71	
580-588 North Dakota	18 7	5 2	23 9	
570-577 South Dakota 680-693 Nebraska	12	1	13	
660-679 Kansas	79	12	91	
WEST NO. CENTRAL 197-199 Delaware	258 7	59 3	317 10	0.7
206-219 Maryland	62	19	81	
200-205 Washington, DC	32 127	17 49	49 176	
220-246 Virginia 247-268 West Virginia	38	3	41	
270-289 North Carolina 290-299 South Carolina	71 43	12 14	83 57	
300-319 Georgia	79	21	100	
320-349 Florida	299	62	361	
SOUTH ATLANTIC	758 45	200 6	958 51	2.2
370-385 Tennessee	43	11	54	
50-369 Alabama 86-397 Mississippi	104 144	15 14	119 158	
EAST SO. CENTRAL	336	46	382	0.9
16-729 Arkansas	47	8	55	
'00-714 Louisiana '30-749 Oklahoma	1,411 449	242 62	1,653 511	
50-799 Texas	8,226	2,121	10,347	
WEST SO. CENTRAL 90-599 Montana	10,133 30	2,433	12,566 34	28.6
32-838 Idaho	8	2	10	
20-831 Wyoming 00-816 Colorado	54 265	6 75	60 340	
70-884 New Mexico	49	13	62	
50-865 Arizona 40-847 Utah	55 43	10 17	65 60	
89-898 Nevada	19	6	25	
MOUNTAIN	523	133	656	1.5
95-999 Alaska 80-994 Washington	124 97	41 28	165 125	
70-979 Oregon	36	8	44	
00-961 California 67-968 Hawaii	736 21	205 4	941 25	
PACIFIC	1,014	286	1,300	3.0
UNITED STATES	14,521	3,509	18,030	41.0
69 & 004-009 U.S. Territories	16 1,026	6 453	22 1,479	
MexicoPO/FPO	199 3	304 1	503 4	
NORTH AMERICA	15,765	4,273	20,038	45.5
SIA rerbaijan		1	1	
angladesh	20	25	45	
runei Darussalam	58	11	69	
nina uracao	44 137	18 181	62 318	
ong Kong - SAR	9	8	17	
diadonesia	1,083 929	966 302	2,049 1,231	
pan		94	185	, '
azakhstan	91			ı I
orea Democratic People's Republic Of	17	18	35 3	
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orea, Democratic People's Republic Of orea, Republic Of alaysia	17 1 142 1,173	18 2 97 492	3 239 1,665	
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prea, Democratic People's Republic Of	17 142 1,173 1 8 1 224 1 1 88 711 20 10 157 7 40 4,972	18 2 97 492 1 1	3 239 1,665 1 1 16 3 3 310 1 137 1,122 24 21 257 7 7 77 7,896	17.9
prea, Democratic People's Republic Of	17 1 142 1,173 1 8 1 1 224 1 88 7111 20 10 157 7 40 4,972	18 2 97 492 1 8 8 2 86 49 411 4 11 100 37 2,924	3 239 1,665 1 1 16 3 3 310 1 1 137 1,122 24 21 257 7 7,77 7,896	17.9
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08				
Region/Country	Print Only	Digital Only	Total Qualified	Percent
Belarus	2		2	
Belgium Bosnia and Herzegovina	62	32 4	94 4	
Bulgaria	19	11	30	
Channel Islands Croatia	1	-	1	
Croatia	55 10	36 2	91 12	
Czech Republic	2	2	4	
Denmark Estonia	99	48 1	147 1	
Faroe Islands	2	1	3	
Finland	26	9	35	
France Germany	561 177	268 102	829 279	
Greece	31	34	65	
Greenland	1	1	2	
Hungary Italy	22 261	13 189	35 450	
Latvia	2	2	4	
Lithuania Luxembourg Macedonia	3	2	5	
Luxembourg Macedonia	1 2	3 4	4 6	
Malta	9	3	12	
Moldova	1 18	1 8	2 26	
Netherlands	641	294	935	
Norway	807	373	1,180	
Poland Portugal	43 30	23 35	66 65	
Ireland	49	16	65	
Romania	61	74	135	
Russian Federation Serbia and Montenegro	75 35	69 13	144 48	
Slovakia	7	4	11	
SloveniaSpain	2 96	1 69	3 165	
Sweden	96 42	24	165 66	
Switzerland Turkey	31	26	57	
TurkeyUkraine	54 23	41 12	95 35	
United Kingdom	3,104	1,498	4,602	
Subtotal	6,480	3,371	9,851	22.4
AFRICA Algeria	29	19	48	
Angola	16	26	42	
Benin Burkina Faso	-	1 1	1	
Cameroon	5	9	14	
Chad	1	1	2	
Cote D'Ivoire	3	2 1	5 4	
Egypt	246	151	397	
Equatorial Guinea	-	1	1	
Eritrea Ethiopia	1	-	1 1	
Ethiopia Gabon Ghana	1	1	2	
Ghana	11	9	20	
Guinea Kenya	3	1 3	1 6	
Lesotho	-	1	1	
Libyan Arab Jamahiriya Madagascar	22	33 2	55 2	
Malawi	-	1	1	
Mali	1	-	1	
Mauritania Mauritius	1 3	3	4	
Morocco	1	3	4	
Mozambique	-	1	1	
Namibia	2	2 2	4 2	
Niger	1,137	575	1,712	
Rwanda Sao Tome	-	1	1	
Senegal	2	1	3	
Seychelles	1	-	1	
Sierra Leone South Africa	2 58	2 66	4 124	
Sudan	4	8	12	
Tanzania	1	3	4	
Togo Tunisia	1 33	24	1 57	
Uganda	2	1	3	
Western Sahara Zambia	2	2	2 2	
Zimbabwe	1	1	2	
Subtotal	1,594	959	2,553	5.8
CARIBBEAN Aruba	1	1	2	
Bahamas	-	1	1	
Cuba Dominican Republic	14	4	18	
Guadeloupe	1	1	1 1	
Haiti	1	-	1	
Jamaica Netherlands Antilles	3	1 3	1 6	
Puerto Rico	11	4	15	
Trinidad and Tobago	49	36	85	
Virgin Islands, U.SSubtotal	4 84	2 53	6 137	0.3
CENTRAL AMERICA	04	JO	131	0.3
Costa Rica	1	2	3	
El Salvador Guatemala	1	1	1 2	
Honduras	-	1	1	
Nicaragua	1	1	2	
PanamaSubtotal	5	4 9	5 14	-
SOUTH AMERICA				
Argentina	101	72 16	173	
Bolivia Brazil	10 342	16 264	26 606	
Chile	11	12	23	
Colombia Ecuador	62 16	61 26	123 42	
Falkland Islands (Malvinas)	-	1	1	
Peru	48	38	86	
Suriname Uruguay	1 2	1 5	2 7	
Venezuela	46	71	117	
Subtotal	639	567	1,206	2.7
INTERNATIONAL SUBTOTAL	15,033	8,933	23,966	100 -
TOTAL QUALIFIED CIRUCLATION	30,798	13,206	44,004	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	Audited Data	Circulation Claim					
6-Month Period Ended:	2005	2006	2007	January - June 2008	July - December 2008*					
Total Audit Average Qualified	40,740	41,255	42,125	42,999	44,004					
Qualified Non-Paid Total	40,740	41,255	42,125	42,999	44,004					
Print Only	35,667	33,084	32,564	32,059	31,575					
Digital Only	5,073	8,171	9,561	10,940	12,429					
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: July-December 2008 data is unaudited. With each successive year, new data will be added until six 6-month periods are displayed.

10. PAID C	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 BREAKOUT FOR PERIOD - Print Only										
	Total Q	ualified	Qualified	Non-Paid	Qualifie	ed Paid				
QUALIFIED CIRCULATION	Copies	Percent	Copies	Percent	Copies	Percent				
Individual	31,575	100.0	31,575	100.0	-	-				
Sponsored Individually Addressed	-	-	-	-	-	-				
Membership Benefit	-	-	-	-	-	-				
Multi-Copy Same Addressee	-	-	-	-	-	-				
Single Copy Sales	-	-	-	-	-	-				
TOTAL QUALIFIED CIRCULATION	31,575	100.0	31,575	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	12,429	100.0	12,429	100.0	-	-				
Sponsored Individually Addressed	-	-	-	-	-	-				
Membership Benefit	-	-	-	-	-	-				
Multi-Copy Same Addressee	-	-	-	-	-	-				
Single Copy Sales	-	-	-	-	-	-				
TOTAL QUALIFIED CIRCULATION	12,429	100.0	12,429	100.0	-	-				

PUBLISHER'S AFFIDAVIT				
We hereby make oath and say that all data set forth in this statement are true.	Date signed	December 19, 2008		
John T. Royall, Vice President and Group Publisher	State	Oklahoma		
Emily Martin, Audience Development Manager	Guite	511101110		
(At least one of the above signatures must be that of an officer of the publishing company or its	County	Tulsa		
authorized representative.)	Received by BPA Worldwide	December 19, 2008		
IMPORTANT NOTE:				
This unaudited circulation statement has been checked against the previous audit report.	Туре	PSJ		
It will be included in the annual audit made by BPA Worldwide.	ID Number	0020Y0D8		

^{**}NC = None Claimed.

This is an analysis of 43,977 or 99.9% of respondents who recipients recommend, specify or approve types of equipment or services (See question #4 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.

BUSINESS AND INDUSTY	TOTAL QUALIFIED	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)	TOTAL RESPOND- ENTS	Equipment &	Drilling Rigs & Rig Equipment	Drilling Contractor Services	Downhole Drilling Tools/Coiled Tubing/Muds & Chemicals/ Well Maintenance Equipment	Cementing/ Well Completion/ Stimulation Equipment & Services	Subsea Production Equipment & Services	Surface Production Equipment & Services	Motors/ Engines/ Pumps/ Compressors/ Turbines/ Generators	Automation Systems/ Instruments & Control/Valves & Accessories/ Safety Equipment	Marine Transportation/ Construction Equipment & Services	Station Keeping	IT/Computer Hardware/ Software Equipment & Services	Financial/ Insurance/ General Business Services	Other	None of the above
Oil and Gas Companies including: Major Oil & Gas Operating Companies, Independent, National/State Oil & Gas Companies, Consulting	23,820	54.1	17,110	6,710	23,809	7,904	6,805	5,819	6,193	5,272	6,700	8,134	7,538	7,077	5,268	3,430	6,225	3,790	1,365	1,256
Contracting Companies including: Drilling/Drilling Contractors, EPC/Main Contractors, Seismic Companies, Pipeline/Installation	7,336	16.7	4,780	2,556	7,331	1,215	2,081	1,374	1,139	795	1,865	1,711	2,812	2,232	2,403	1,418	1,540	793	465	510
Engineering Companies	3,459	7.9	2,338	1,121	3,457	527	675	403	439	340	940	986	1,293	1,157	824	519	754	285	262	268
Service and Supply Companies including: Service & Supply Companies, Marine Support Services and Equipment Manufacturing Companies	7,620	17.3	5,442	2,178	7,615	1,002	1,231	686	1,326	796	1,396	1,408	1,996	1,826	1,371	773	1,497	868	984	703
Others including: Educational Institutions/Government Agencies/Research Laboratories, Insurance or Financial Services, Others	1,769	4.0	1,128	641	1,765	400	310	221	238	192	272	245	252	283	270	190	497	493	150	396
TOTAL QUALIFIED CIRCULATION	44,004	100.0	30,798	13,206	43,977	11,048	11,102	8,503	9,335	7,395	11,173	12,484	13,891	12,575	10,136	6,330	10,513	6,229	3,226	3,133

SUPPLEMENTARY DATA

This is an analysis of 43,981 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.									
	TOTAL RESPONDENTS	PERCENT OF TOTAL	Print Version Only (A)	Digital Version Only (B)					
Specify	21,475	48.8	15,465	6,010					
Recommend	32,097	72.9	22,911	9,186					
Approve	21,214	48.2	15,661	5,553					
Purchase	11,618	26.4	8,771	2,847					
None of the above	3,737	8.5	2,321	1,416					
TOTAL QUALIFIED CIRCULATION	44,004	100.0	30,798	13,206					

QUESTIONNAIRE USED BY PUBLICATION TO ELICIT SUPPLEMENTARY DATA:

