

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.

Cotton Farming

One Grower Publishing, LLC
5118 Park Avenue
Suite 111
Memphis, TN 38117, UNITED STATES
Tel: (901) 767-4020
FAX: 901-767-4026
www.cottonfarming.com

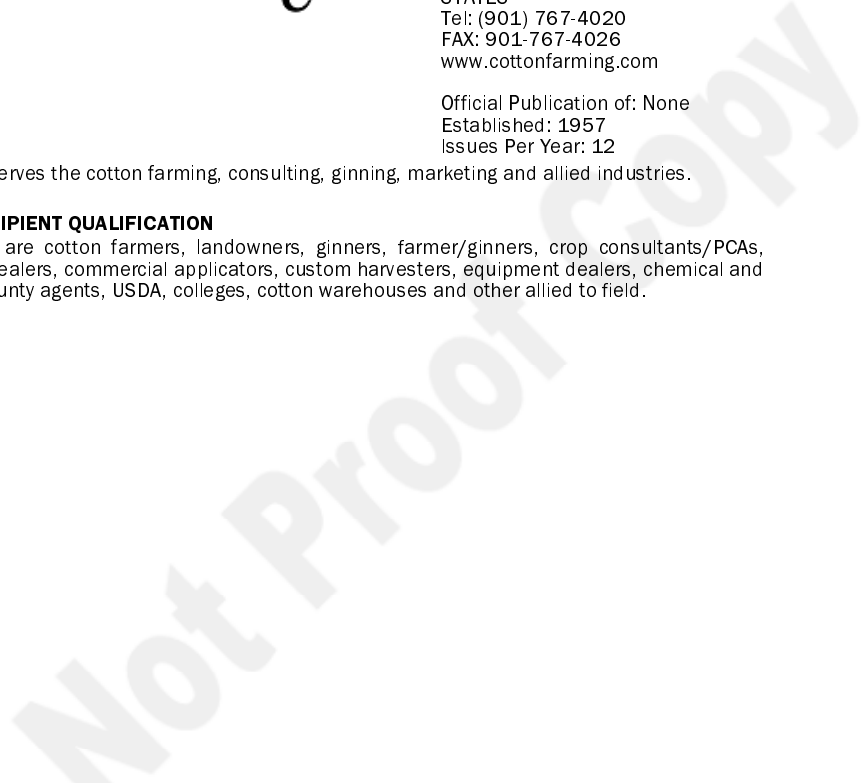
Official Publication of: None
Established: 1957
Issues Per Year: 12

FIELD SERVED

COTTON FARMING serves the cotton farming, consulting, ginning, marketing and allied industries.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are cotton farmers, landowners, ginners, farmer/ginners, crop consultants/PCAs, chemical/fertilizer dealers, commercial applicators, custom harvesters, equipment dealers, chemical and seed companies, county agents, USDA, colleges, cotton warehouses and other allied to field.



AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	5
Advertiser and Agency _____	991
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	162
All Other _____	684
TOTAL	1,842

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	29,502	100.0	29,502	100.0	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	29,502	100.0	29,502	100.0	-	-

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD											
2009 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified	2009 Issue	Number Removed	Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified
January _____	154	154	30005	0	30005	April _____	1037	32	29000	0	29000
February _____	61	61	30005	0	30005	May _____	2106	2106	29000	0	29000
March _____	48	48	30005	0	30005	June _____	0	0	29000	0	29000
						TOTAL	3406	2401			

3a. BUSINESS/OCCUPATION BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009		
This issue is 2.0% or 603 copies below the average of the other 5 issues reported in Paragraph two.		
BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
Cotton farmers, landowners, ginners, farmer/ginners and crop consultant/PCA _____	27,402	94.5
Chemical/fertilizer dealers, commercial applicators, custom harvesters, equipment dealers, chemical and seed companies, county a _____	1,154	4.0
Cotton warehouses, and other _____	444	1.5
TOTAL QUALIFIED CIRCULATION	29,000	100.0
PERCENT	100.0	-

Data Review, Not Proof Copy

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED 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: _____	7,056	4,024	6,423	-	-	17,503	60.4
II. Request from recipient's company: _____	80	1	16	-	-	97	0.3
III. Membership Benefit: _____	-	-	-	-	-	-	-
IV. Communication from recipient or recipient's company (other than request): _____	-	-	-	-	-	-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	11,400	-	-	-	-	11,400	39.3
Association rosters and directories _____	6,324	-	-	-	-	6,324	21.8
Business directories _____	-	-	-	-	-	-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-	-	-	-	-
Other sources _____	5,076	-	-	-	-	5,076	17.5
VI. Single Copy Sales: _____	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	18,536	4,025	6,439	-	-	29,000	100.0
PERCENT	63.9	13.9	22.2	-	-	100.0	-

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009

MAILING ADDRESS	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____			2,308	8.0
Individuals by name only _____			16,177	55.8
Titles or functions only _____			4	0.0
Company names only _____			10,511	36.2
Multi-Copy Same Addressee copies _____			-	-
Single Copy Sales _____			-	-
TOTAL QUALIFIED CIRCULATION			29,000	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2009		
State/Zip	Total Qualified	Percent
Alabama (350-369)	1,684	5.8
Arkansas (716-729)	1,965	6.8
Arizona (850-865)	408	1.4
California (900-961)	967	3.3
Florida (320-349)	357	1.2
Georgia (300-319)	3,760	13.0
Kansas (660-679)	298	1.0
Louisiana (700-714)	1,369	4.7
Mississippi (386-397)	2,635	9.1
Missouri (630-658)	858	3.0
New Mexico (870-884)	156	0.5
North Carolina (270-289)	2,263	7.8
Oklahoma (730-749)	494	1.7
South Carolina (290-299)	730	2.5
Tennessee (370-385)	1,282	4.4
Texas (750-799)	9,264	31.9
Virginia (220-246)	291	1.0
Outside Cotton Belt	219	0.8
TOTAL QUALIFIED CIRCULATION	29,000	100.0

7. AVERAGE AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS						
	Audited Data	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
6 Month Period Ended:	2005	2006	2007	June 2008	December 2008	June 2009*
Total Audit Average Qualified	30,006	30,006	30,006	30,024	30,005	29,502
Qualified Non-Paid	30,006	30,006	30,006	30,024	30,005	29,502
Print Only _____	30,006	30,006	30,006	30,024	30,005	29,502
Digital Only _____	-	-	-	-	-	-
Qualified Paid	-	-	-	-	-	-
Print Only _____	-	-	-	-	-	-
Digital Only _____	-	-	-	-	-	-
Post Expire Copies included in Paid Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**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. (includes promotional incentive value, if any)
12	Issues Per Year
	All Single Copy Sales Prices for the Period
**NC	Renewal Rate of Paid Subscribers (Optional)

9. ADDITIONAL DATA

ISSUE/SHOW CONVENTION COPIES

The average of 162 show and convention copies include: January: Beltwide Cotton Conferences, 500 copies; January: Georgia Peanut Farm Show, 75 copies; February: Mid-South Farm & Gin Show, 300 copies; March: Texas Cotton Ginners' Assn. Annual Meeting, 100 copies

PARAGRAPH 3B

Association rosters and directories include 2 sources of circulation for quantities of 554 copies or 1.9% to 5,770 copies or 19.9%, including Cotton Farmer Industry List.

Other sources include one source of circulation for a quantity of 5,076 copies or 17.5%, including Farm Market ID.

PARAGRAPHS 5 & 6 ARE NOT REQUIRED.

PUBLISHER'S AFFIDAVIT		
We hereby make oath and testify that all data set forth in this statement are true.		
Janet Owens, Circulation Manager	Date signed	July 15, 2009
Lia Guthrie, Publisher/Vice President	State	Tennessee
(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)	County	Shelby
IMPORTANT NOTE:	Received by BPA Worldwide	July 15, 2009
This unaudited circulation statement has been checked against the previous audit report. It will be included in the annual audit made by BPA Worldwide.	Type	PD
	ID Number	C304P0J9