

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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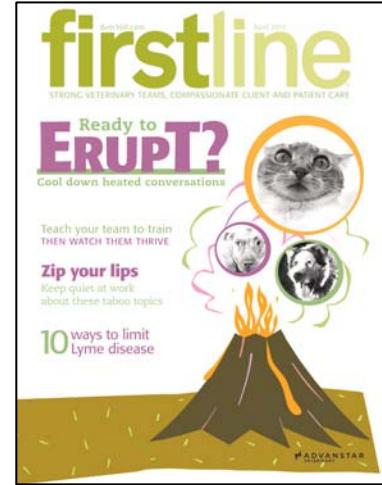
A not-for-profit organization since 1931, BPA Worldwide is governed by a tripartite board comprised of media owners, advertising agencies and advertisers. Headquartered in Shelton, Connecticut, USA, BPA has the largest membership of any media-auditing organization in the world, spanning more than 30 countries. Worldwide, BPA audits 2,600+ media properties—including over 1,500 B-to-B publications, more than 350 consumer magazines, 150 newspapers, 550+ web sites, 40 events, email newsletters, databases, wireless and other advertiser-supported media—as well as 2,700 advertiser and agency members.

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FIELD SERVED

FIRSTLINE serves the field of veterinary medicine including exclusive small animal, over 50% small animal, mixed, and large animal practices. It also serves DVM type of practice unknown, manufacturers of veterinary drugs or equipment, government agencies, veterinary medical/technician students, members of the National Association of Veterinary Technicians in America, individuals involved in Academics/Teaching/Library/ Research, and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients include Credentialed/Registered Veterinary Technicians, Veterinary Hospital Managers, Receptionists, Veterinary Assistants and others titled and non-titled personnel.

| AVERAGE NON-QUALIFIED CIRCULATION | |
|---|------------|
| NON-QUALIFIED Not Included Elsewhere | Copies |
| Other Paid Circulation _____ | - |
| Advertiser and Agency _____ | 271 |
| Rotated or Occasional _____ | - |
| Allocated for Trade Shows and Conventions _____ | 67 |
| Digital _____ | - |
| All Other _____ | 426 |
| TOTAL | 764 |

| 1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD | | | | | | |
|--|-----------------|--------------|--------------------|-------------|----------------|------------|
| QUALIFIED CIRCULATION | Total Qualified | | Qualified Non-Paid | | Qualified Paid | |
| | Copies | Percent | Copies | Percent | Copies | Percent |
| Individual _____ | 42,172 | 100.0 | 42,076 | 99.8 | 96 | 0.2 |
| Sponsored Individually Addressed _____ | - | - | - | - | - | - |
| Membership Benefit _____ | - | - | - | - | - | - |
| Multi-Copy Same Addressee _____ | - | - | - | - | - | - |
| Single Copy Sales _____ | - | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 42,172 | 100.0 | 42,076 | 99.8 | 96 | 0.2 |

| 2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD | | | | | |
|---|----------------|--------------|------------------------|--------------------------|-----------------|
| 2011 Issue | Number Removed | Number Added | Print Version Only (A) | Digital Version Only (B) | Total Qualified |
| January _____ | 18 | 286 | 35,107 | 7,401 | 42,508 |
| February _____ | 286 | 255 | 34,757 | 7,721 | 42,478 |
| March _____ | 783 | 426 | 34,037 | 8,083 | 42,120 |
| April _____ | 1,689 | 1,574 | 33,501 | 8,506 | 42,007 |
| May _____ | 258 | 362 | 33,405 | 8,710 | 42,115 |
| June _____ | 778 | 478 | 32,854 | 8,956 | 41,810 |
| TOTAL | 3,812 | 3,381 | | | |

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

This issue is 0.2% or 70 copies below the average of the other 5 issues reported in Paragraph two.

| BUSINESS/PROFESSIONAL ANALYSIS | TOTAL QUALIFIED | PERCENT OF TOTAL | Print Version Only (A) | Digital Version Only (B) | CLASSIFICATION BY TITLE | | | | |
|---|-----------------|------------------|------------------------|--------------------------|---|-----------------------------|--------------|----------------------|--------------|
| | | | | | Credentialed/Registered Veterinary Technician | Veterinary Hospital Manager | Receptionist | Veterinary Assistant | Other |
| VETERINARY HOSPITAL TEAM MEMBERS BY TYPE OF PRIVATE PRACTICE AND SPECIALTY | | | | | | | | | |
| 1. Exclusive Small Animal Practice _____ | 30,059 | 71.4 | 24,039 | 6,020 | 7,217 | 7,562 | 7,481 | 4,123 | 3,676 |
| 2. Over 50% Small Animal _____ | 4,019 | 9.5 | 3,219 | 800 | 880 | 968 | 883 | 677 | 611 |
| 3. Mixed Practice (50%-50%) _____ | 4,642 | 11.0 | 4,032 | 610 | 1,120 | 1,013 | 1,389 | 700 | 420 |
| 4. Exclusive Large Animal Practice | | | | | | | | | |
| A. Cattle _____ | 11 | - | - | 11 | - | 2 | 3 | - | 6 |
| B. Horse _____ | 65 | 0.2 | 1 | 64 | 10 | 16 | 13 | - | 26 |
| C. Swine _____ | 2 | - | - | 2 | 1 | - | - | - | 1 |
| D. Large Animal Practice (more than one species) _____ | 23 | 0.1 | - | 23 | 4 | 3 | 3 | 2 | 11 |
| 5. Over 50% Large Animal _____ | 64 | 0.2 | 3 | 61 | 6 | 16 | 7 | 8 | 27 |
| 6. DVM Type of Practice Unknown _____ | 2,117 | 5.0 | 2,099 | 18 | 1,755 | 344 | - | 1 | 17 |
| SUB-TOTAL | 41,002 | 97.4 | 33,393 | 7,609 | 10,993 | 9,924 | 9,779 | 5,511 | 4,795 |
| 7. Manufacturers of Veterinary Drugs or Equipment including Marketing and Sales Personnel _____ | 132 | 0.3 | 1 | 131 | 20 | 5 | - | 1 | 106 |
| 8. Government: Federal, State, Municipal/Armed Forces _____ | 60 | 0.1 | - | 60 | 17 | 2 | 2 | 1 | 38 |
| 9. NAVTA Member _____ | 5 | - | - | 5 | 4 | - | - | - | 1 |
| 10. Students | | | | | | | | | |
| A. Veterinary Medical Students _____ | 92 | 0.2 | - | 92 | 4 | 1 | - | 6 | 81 |
| B. Veterinary Technician Students _____ | 140 | 0.3 | 6 | 134 | 2 | - | 1 | 28 | 109 |
| 11. Academic/Teaching/Libraries/Research _____ | 278 | 0.7 | 3 | 275 | 125 | 9 | 5 | 4 | 135 |
| 12. Others Allied to the Field _____ | 406 | 1.0 | 2 | 404 | 117 | 36 | 16 | 22 | 215 |
| SUB-TOTAL 1-12 | 42,115 | 100.0 | 33,405 | 8,710 | 11,282 | 9,977 | 9,803 | 5,573 | 5,480 |
| TOTAL QUALIFIED CIRCULATION | 42,115 | 100.0 | 33,405 | 8,710 | | | | | |

ADDITIONAL DATA FOR ISSUE OF MAY 2011

This is an analysis of the 38,634 or 91.7% of the total recipients who indicated their years in practice. This data is presented for statistical and marketing purposes only.

| Veterinary Hospital Team Members by Years in Practice | TOTAL CIRCULATION | PERCENT OF TOTAL |
|---|-------------------|------------------|
| More than 10 years _____ | 19,883 | 47.2 |
| 6 - 10 years _____ | 8,219 | 19.5 |
| 3- 5 years _____ | 6,328 | 15.0 |
| Less than 3 years _____ | 4,204 | 10.0 |
| TOTAL CIRCULATION | 38,634 | 91.7 |

| 3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011 | | | | | | | |
|---|------------------|--------------|--------------|------------------------|--------------------------|-----------------|--------------|
| QUALIFICATION SOURCE | Qualified Within | | | Print Version Only (A) | Digital Version Only (B) | Total Qualified | Percent |
| | 1 Year | 2 Years | 3 Years | | | | |
| I. Direct Request: _____ | 28,751 | 7,350 | 3,170 | 30,573 | 8,698 | 39,271 | 93.2 |
| II. Request from recipient's company: _____ | 55 | - | - | 47 | 8 | 55 | 0.1 |
| III. Membership Benefit: _____ | - | - | - | - | - | - | - |
| IV. Communication from recipient or recipient's company (other than request): _____ | 64 | 86 | - | 146 | 4 | 150 | 0.4 |
| V. TOTAL - Sources other than above (listed alphabetically): _____ | 2,639 | - | - | 2,639 | - | 2,639 | 6.3 |
| Association rosters and directories _____ | - | - | - | - | - | - | - |
| Business directories _____ | - | - | - | - | - | - | - |
| Manufacturer's, distributor's, and wholesaler's lists _____ | - | - | - | - | - | - | - |
| *Other sources _____ | 2,639 | - | - | 2,639 | - | 2,639 | 6.3 |
| VI. Single Copy Sales: _____ | - | - | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 31,509 | 7,436 | 3,170 | 33,405 | 8,710 | 42,115 | 100.0 |
| PERCENT | 74.8 | 17.7 | 7.5 | 79.3 | 20.7 | 100.0 | |

*See Additional Data

| 3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011 | | | | |
|---|------------------------|--------------------------|-----------------|--------------|
| MAILING ADDRESS | Print Version Only (A) | Digital Version Only (B) | Total Qualified | Percent |
| Individuals by name and title and/or function _____ | 33,384 | 8,706 | 42,090 | 99.9 |
| Individuals by name only _____ | 17 | 1 | 18 | 0.1 |
| Titles or functions only _____ | - | - | - | - |
| Company names only _____ | 4 | 3 | 7 | - |
| Multi-Copy Same Addressee copies _____ | - | - | - | - |
| Single Copy Sales _____ | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 33,405 | 8,710 | 42,115 | 100.0 |

| 4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2011 | | | | | | | | | |
|---|------------------------|--------------------------|-----------------|-------------|------------------------------------|------------------------|--------------------------|-----------------|--------------|
| State | Print Version Only (A) | Digital Version Only (B) | Total Qualified | Percent | State | Print Version Only (A) | Digital Version Only (B) | Total Qualified | Percent |
| Maine _____ | 257 | 41 | 298 | | Kentucky _____ | 529 | 85 | 614 | |
| New Hampshire _____ | 221 | 64 | 285 | | Tennessee _____ | 856 | 156 | 1,012 | |
| Vermont _____ | 114 | 25 | 139 | | Alabama _____ | 570 | 96 | 666 | |
| Massachusetts _____ | 608 | 157 | 765 | | Mississippi _____ | 380 | 52 | 432 | |
| Rhode Island _____ | 119 | 22 | 141 | | EAST SO. CENTRAL | 2,335 | 389 | 2,724 | 6.5 |
| Connecticut _____ | 448 | 98 | 546 | | Arkansas _____ | 365 | 63 | 428 | |
| NEW ENGLAND | 1,767 | 407 | 2,174 | 5.1 | Louisiana _____ | 403 | 92 | 495 | |
| New York _____ | 1,469 | 378 | 1,847 | | Oklahoma _____ | 489 | 122 | 611 | |
| New Jersey _____ | 633 | 180 | 813 | | Texas _____ | 2,315 | 621 | 2,936 | |
| Pennsylvania _____ | 1,443 | 326 | 1,769 | | WEST SO. CENTRAL | 3,572 | 898 | 4,470 | 10.6 |
| MIDDLE ATLANTIC | 3,545 | 884 | 4,429 | 10.5 | Montana _____ | 184 | 39 | 223 | |
| Ohio _____ | 1,431 | 307 | 1,738 | | Idaho _____ | 201 | 48 | 249 | |
| Indiana _____ | 901 | 204 | 1,105 | | Wyoming _____ | 86 | 18 | 104 | |
| Illinois _____ | 1,298 | 372 | 1,670 | | Colorado _____ | 687 | 209 | 896 | |
| Michigan _____ | 1,209 | 333 | 1,542 | | New Mexico _____ | 162 | 50 | 212 | |
| Wisconsin _____ | 1,083 | 280 | 1,363 | | Arizona _____ | 565 | 169 | 734 | |
| EAST NO. CENTRAL | 5,922 | 1,496 | 7,418 | 17.6 | Utah _____ | 175 | 48 | 223 | |
| Minnesota _____ | 753 | 228 | 981 | | Nevada _____ | 163 | 51 | 214 | |
| Iowa _____ | 557 | 136 | 693 | | MOUNTAIN | 2,223 | 632 | 2,855 | 6.8 |
| Missouri _____ | 911 | 223 | 1,134 | | Alaska _____ | 48 | 18 | 66 | |
| North Dakota _____ | 85 | 27 | 112 | | Washington _____ | 769 | 220 | 989 | |
| South Dakota _____ | 125 | 26 | 151 | | Oregon _____ | 548 | 152 | 700 | |
| Nebraska _____ | 302 | 78 | 380 | | California _____ | 2,750 | 628 | 3,378 | |
| Kansas _____ | 505 | 168 | 673 | | Hawaii _____ | 75 | 14 | 89 | |
| WEST NO. CENTRAL | 3,238 | 886 | 4,124 | 9.8 | PACIFIC | 4,190 | 1,032 | 5,222 | 12.4 |
| Delaware _____ | 71 | 25 | 96 | | UNITED STATES | 33,296 | 8,284 | 41,580 | 98.7 |
| Maryland _____ | 506 | 160 | 666 | | U.S. Territories _____ | 23 | 17 | 40 | |
| Washington, DC _____ | 11 | 7 | 18 | | Canada _____ | 61 | 163 | 224 | |
| Virginia _____ | 896 | 254 | 1,150 | | Mexico _____ | 4 | 16 | 20 | |
| West Virginia _____ | 197 | 33 | 230 | | Other International _____ | 20 | 225 | 245 | |
| North Carolina _____ | 1,071 | 275 | 1,346 | | APO/FPO _____ | 1 | 5 | 6 | |
| South Carolina _____ | 520 | 104 | 624 | | TOTAL QUALIFIED CIRCULATION | 33,405 | 8,710 | 42,115 | 100.0 |
| Georgia _____ | 1,051 | 261 | 1,312 | | | | | | |
| Florida _____ | 2,181 | 541 | 2,722 | | | | | | |
| SOUTH ATLANTIC | 6,504 | 1,660 | 8,164 | 19.4 | | | | | |

AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS

| 6-Month Period Ended: | Audited Data | Audited Data | Audited Data | Audited Data | Audited Data | Circulation Claim |
|---|----------------------|---------------------|----------------------|---------------------|----------------------|----------------------|
| | July - December 2008 | January - June 2009 | July - December 2009 | January - June 2010 | July - December 2010 | January - June 2011* |
| Total Audit Average Qualified _____ | 40,249 | 40,108 | 41,088 | 41,398 | 43,691 | 42,172 |
| Qualified Non-Paid: _____ | 40,118 | 39,963 | 40,961 | 41,280 | 43,589 | 42,076 |
| Print Version Only _____ | 40,118 | 39,354 | 39,246 | 38,192 | 37,324 | 33,847 |
| Digital Version Only _____ | - | 609 | 1,715 | 3,088 | 6,265 | 8,229 |
| Qualified Paid: _____ | 131 | 145 | 127 | 118 | 102 | 96 |
| Print Version Only _____ | 131 | 145 | 127 | 118 | 102 | 96 |
| Digital Version Only _____ | - | - | - | - | - | - |
| Post Expire Copies included in Total Qualified Circulation: _____ | **NC | **NC | **NC | **NC | **NC | **NC |
| Average Annual Order Price: _____ | \$19.89 | \$21.56 | \$19.67 | \$20.41 | \$19.47 | **NC |

***NOTE: January-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**METHOD OF DISTRIBUTION**

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

STATEMENT OF CONTENT PLATFORM

The digital version of Firstline is a replica - the content and design are unchanged from the original version.

PARAGRAPH 3B:

Other Sources include 2 sources of circulation for quantities of 430 copies or 1.0% to 2,209 copies or 5.3%, including CRD Licensed Veterinary Technicians and Office Managers from MCH.

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 _____ | 33,943 | 100.0 | 33,847 | 99.7 | 96 | 0.3 |
| Sponsored Individually Addressed _____ | - | - | - | - | - | - |
| Membership Benefit _____ | - | - | - | - | - | - |
| Multi-Copy Same Addressee _____ | - | - | - | - | - | - |
| Single Copy Sales _____ | - | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 33,943 | 100.0 | 33,847 | 99.7 | 96 | 0.3 |

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD - DIGITAL VERSION ONLY

| QUALIFIED CIRCULATION | Total Qualified | | Qualified Non-Paid | | Qualified Paid | |
|--|-----------------|--------------|--------------------|--------------|----------------|----------|
| | Copies | Percent | Copies | Percent | Copies | Percent |
| Individual _____ | 8,229 | 100.0 | 8,229 | 100.0 | - | - |
| Sponsored Individually Addressed _____ | - | - | - | - | - | - |
| Membership Benefit _____ | - | - | - | - | - | - |
| Multi-Copy Same Addressee _____ | - | - | - | - | - | - |
| Single Copy Sales _____ | - | - | - | - | - | - |
| TOTAL QUALIFIED CIRCULATION | 8,229 | 100.0 | 8,229 | 100.0 | - | - |

PUBLISHER'S AFFIDAVIT

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

Mark Rosen, Audience Development Director

Wendy Bong, Audience Development Manager

(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 August 18, 2011

State Minnesota

County St. Louis

Received by BPA Worldwide August 18, 2011

Type PD

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