

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 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.

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EMPOWERING Women

VideoPlus
200 Swisher Road
Lake Dallas, TX 75065
Tel. No.: 877-282-5354
Fax No.: 940-497-9987

Official Publication of: None
Established: 2006

MARKET SERVED

EMPOWERING WOMEN is a magazine designed for women who are interested in or involved with companies featuring home-based business opportunities.

AVERAGE QUALIFIED CIRCULATION

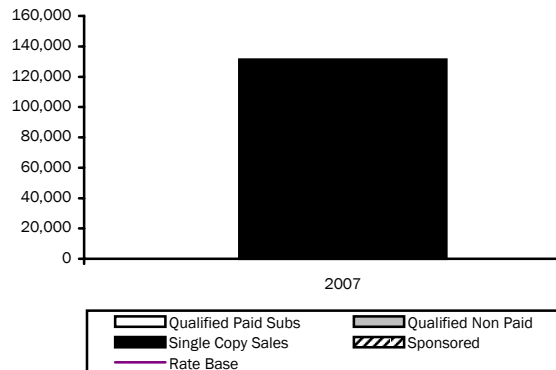
Total Qualified _____	131,394
Average Rate Base _____	**NC
Variance +/- _____	**NC
Percent +/- _____	**NC
Qualified Paid _____	131,394
Subscriptions _____	-
Sponsored _____	-
Single-Copy Sales _____	131,394
Qualified Non-Paid _____	-

**NC = None Claimed

PRICE AND FREQUENCY

**NC	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
8	Issues Per Year
\$5.95	All Single-Copy Sales Prices for the Period

Five Year Average Qualified Circulation Trend



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	-	-	-	-	-	-
Single-Copy Sales _____	5,941	4.5	-	-	5,941	4.5
Sponsored Single-Copy Sales _____	125,453	95.5	-	-	125,453	95.5
TOTAL	131,394	100.0	-	-	131,394	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2006 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified
	Single-Copy Sales	Subscriptions	Total		
July _____	205,656	-	205,656	-	205,656
August _____	107,101	-	107,101	-	107,101
October _____	106,882	-	106,882	-	106,882
November _____	105,935	-	105,935	-	105,935

3. TOTAL NEW AND RENEWED QUALIFIED PAID SUBSCRIPTIONS ORDERED/SOLD FOR THE PERIOD
Includes gross subscription sales/orders with unpaid invoices pending.

3A. PRICES

3B. LENGTH OF SUBSCRIPTIONS

3C. USE OF FREE PROMOTIONAL INCENTIVES

PARAGRAPHS 3A THROUGH 3D ARE NOT REQUIRED WHEN THE PAID CIRCULATION
IS LESS THAN 50% OF THE AVERAGE CIRCULATION

3D. HOW ORDERED

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF NOVEMBER 2006						
This issue is 24.3% or 33,945 copies below the average of the other 3 issues reported in Paragraph two. (See Paragraph 8)						
MARKET SERVED			TOTAL QUALIFIED	PERCENT OF TOTAL	QUALIFIED PAID	QUALIFIED NON-PAID
Sponsored Single Copy Sales _____			100,000	94.4	100,000	-
Single-Copy Sales _____			5,935	5.6	5,935	-
TOTAL QUALIFIED CIRCULATION			105,935	100.0	105,935	-

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2006							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 year	2 years	3 years				
I. TOTAL - Personal direct request from the recipient: _____	-	-	-	-	-	-	-
a. Written _____	-	-	-	-	-	-	-
b. Telecommunication _____	-	-	-	-	-	-	-
c. Electronic _____	-	-	-	-	-	-	-
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 re-distributor (other than request): _____	-	-	-	-	-	-	-
a. Written _____	-	-	-	-	-	-	-
b. Telecommunication _____	-	-	-	-	-	-	-
c. Electronic _____	-	-	-	-	-	-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	-	-	-	-	-	-	-
Rosters and directories _____	-	-	-	-	-	-	-
Licensees - National, State or Local Government _____	-	-	-	-	-	-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-	-	-	-	-
Other sources _____	-	-	-	-	-	-	-
VI. TOTAL - Single-Copy Sales: _____	105,935	-	-	-	105,935	105,935	100.0
TOTAL QUALIFIED CIRCULATION	105,935	-	-	-	105,935	105,935	100.0
PERCENT	100.0	-	-	-	100.0	100.0	-

Paid Source Information can be reported at the option of the publisher.

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2006													
State & Zip Code	Qualified Paid			Total Qualified Non-Paid	Total Qualified	Percent	State & Zip Code	Qualified Paid			Total Qualified Non-Paid	Total Qualified	Percent
	Single-Copy Sales	Subscriptions	Total Paid					Single-Copy Sales	Subscriptions	Total Paid			
039-049 Maine _____	-	-	-	-	-	-	400-427 Kentucky _____	-	-	-	-	-	-
030-038 New Hampshire _____	-	-	-	-	-	-	370-385 Tennessee _____	-	-	-	-	-	-
050-059 Vermont _____	-	-	-	-	-	-	350-369 Alabama _____	-	-	-	-	-	-
010-027 Massachusetts _____	-	-	-	-	-	-	386-397 Mississippi _____	-	-	-	-	-	-
028-029 Rhode Island _____	-	-	-	-	-	-	EAST SO. CENTRAL	-	-	-	-	-	-
060-069 Connecticut _____	-	-	-	-	-	-	716-729 Arkansas _____	-	-	-	-	-	-
NEW ENGLAND	-	-	-	-	-	-	700-714 Louisiana _____	-	-	-	-	-	-
100-149 New York _____	-	-	-	-	-	-	730-749 Oklahoma _____	-	-	-	-	-	-
070-089 New Jersey _____	-	-	-	-	-	-	750-799 Texas _____	-	-	-	-	-	-
150-196 Pennsylvania _____	-	-	-	-	-	-	WEST SO. CENTRAL	-	-	-	-	-	-
MIDDLE ATLANTIC	-	-	-	-	-	-	590-599 Montana _____	-	-	-	-	-	-
430-459 Ohio _____	-	-	-	-	-	-	832-838 Idaho _____	-	-	-	-	-	-
460-479 Indiana _____	-	-	-	-	-	-	820-831 Wyoming _____	-	-	-	-	-	-
600-629 Illinois _____	105,935	-	105,935	-	105,935	-	800-816 Colorado _____	-	-	-	-	-	-
480-499 Michigan _____	-	-	-	-	-	-	870-884 New Mexico _____	-	-	-	-	-	-
530-549 Wisconsin _____	-	-	-	-	-	-	850-865 Arizona _____	-	-	-	-	-	-
EAST NO. CENTRAL	105,935	-	105,935	-	105,935	100.0	840-847 Utah _____	-	-	-	-	-	-
550-567 Minnesota _____	-	-	-	-	-	-	889-898 Nevada _____	-	-	-	-	-	-
500-528 Iowa _____	-	-	-	-	-	-	MOUNTAIN	-	-	-	-	-	-
630-658 Missouri _____	-	-	-	-	-	-	995-999 Alaska _____	-	-	-	-	-	-
580-588 North Dakota _____	-	-	-	-	-	-	980-994 Washington _____	-	-	-	-	-	-
570-577 South Dakota _____	-	-	-	-	-	-	970-979 Oregon _____	-	-	-	-	-	-
680-693 Nebraska _____	-	-	-	-	-	-	900-961 California _____	-	-	-	-	-	-
660-679 Kansas _____	-	-	-	-	-	-	967-968 Hawaii _____	-	-	-	-	-	-
WEST NO. CENTRAL	-	-	-	-	-	-	PACIFIC	-	-	-	-	-	-
197-199 Delaware _____	-	-	-	-	-	-	UNITED STATES	105,935	-	105,935	-	105,935	100.0
206-219 Maryland _____	-	-	-	-	-	-	969 & 004-009 U.S. Territories _____	-	-	-	-	-	-
200-205 Washington, DC _____	-	-	-	-	-	-	Canada _____	-	-	-	-	-	-
220-246 Virginia _____	-	-	-	-	-	-	Mexico _____	-	-	-	-	-	-
247-268 West Virginia _____	-	-	-	-	-	-	Other International _____	-	-	-	-	-	-
270-289 North Carolina _____	-	-	-	-	-	-	APO/FPO _____	-	-	-	-	-	-
290-299 South Carolina _____	-	-	-	-	-	-	TOTALS	105,935	-	105,935	-	105,935	100.0
300-319 Georgia _____	-	-	-	-	-	-							
320-349 Florida _____	-	-	-	-	-	-							
SOUTH ATLANTIC	-	-	-	-	-	-							

7. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS	
	Audited Data
	*2006
Total Audit Average Qualified: _____	131,394
Rate Base (if any): _____	**NC
Rate Base +/-: _____	**NC
Percent +/-: _____	**NC
Qualified Paid	131,394
Subscriptions _____	-
Sponsored _____	-
Single-Copy Sales _____	131,394
Qualified Non-Paid: _____	-
Post Expire Copies included in Total Qualified Circulation: _____	**NC
Average Annual Order Price: _____	**NC

***NOTE: All data from July 2006 through December 2006 is audited. With each successive year, new data will be added until five years of data is displayed.**

**NC = None claimed

8. ADDITIONAL DATA

METHOD OF DISTRIBUTION

Copies are shipped in bulk for sale on newsstands and through sponsors.

AVERAGE NON-QUALIFIED CIRCULATION: 6,279 COPIES

PARAGRAPH 4:

The November 2006 issue is 24.3% or 33,945 copies below the average of the other 3 issue reported in Paragraph two.

We have examined the circulation records of the subject publication for the period covered by this report. Our examination was made in accordance with generally accepted circulation auditing standards and, accordingly, included such tests of non-paid and paid circulation accounting records, business/occupational qualifications and mailing addresses of the publication's recipients, distribution statements, postal receipts, paper usage reports, printing bills, and such other auditing procedures as were considered necessary.

Based on such examination, the statements set forth in this report present fairly and accurately the circulation position of this publication in conformance with generally accepted circulation principles.

BPA Worldwide

Shelton, CT

July 18, 2007

TYPE: A

ID Number: E29910D6