

PIPELINE & GAS JOURNAL

Houston, Texas 77079

AUDIT REPORT Business Publication

FIELD SERVED: PIPELINE & GAS JOURNAL is edited for the personnel engaged in energy pipeline design, construction and operations, as well as marketing, storage, supply, risk management, environment and regulatory affairs. Natural gas transmission and distribution companies, integrated transmission/distribution companies, municipally owned gas utility, combination electric and gas utilities, gathering companies, storage operations, HUBS, liquids (crude, products, gas liquids) transmission and distribution, industrial gas and water transmission firms, contracting firms, consulting engineers, engineering/advisory firms, generator, co-generator, industrial end user.

TOTAL AVERAGE QUALIFIED PAID & NONPAID CIRCULATION FOR 12 MONTHS ENDED JUNE 30, 2014:

TOTAL AVERAGE QUALIFIED PAID & NONPAID CIRCULATION **29,641**

1A - AVERAGE QUALIFIED PAID CIRCULATION None Claimed

1B - AVERAGE QUALIFIED NONPAID CIRCULATION

Individual 29,641

Total Average Qualified Nonpaid Circulation **29,641**

1C - AVERAGE NONQUALIFIED CIRCULATION

Allocated For Shows & Conventions 565

Miscellaneous, Including Staff Copies, See Par. 11(a) 2,266

Total Average Nonqualified Circulation **2,831**

1D - AVERAGE QUALIFIED PAID & NONPAID CIRCULATION OF REGIONAL AND DEMOGRAPHIC EDITIONS

| Edition & Number of issues | Average Qualified Paid Circulation | Average Qualified Nonpaid Circulation | Total Qualified Paid and Nonpaid Circulation |
|-------------------------------|--|---|---|
| Export Edition (1) | | 13,788 | 13,788 |

AUDIT STATEMENT

There was no adjustment made in the average qualified nonpaid circulation as shown in the Publisher's Statements for the period audited.

AVERAGE QUALIFIED PAID & NONPAID CIRCULATION BY QUARTERS for the period covered by this report:

| Calendar Quarter Ended | Total | Paid | Qualified Nonpaid |
|-------------------------------|--------------|-------------|--------------------------|
| September 30, 2013 | 29,838 | | 29,838 |
| December 31, 2013 | 29,405 | | 29,405 |
| March 31, 2014 | 29,297 | | 29,297 |
| June 30, 2014 | 30,024 | | 30,024 |

2 - QUALIFIED PAID & NONPAID CIRCULATION BY ISSUES & QUALIFIED NONPAID REMOVALS & ADDITIONS

| 2013 Issue | Total | Paid | Qualified Nonpaid | Qualified Nonpaid Removed | Qualified Nonpaid Added |
|-----------------------|--------------|-------------|--------------------------|----------------------------------|--------------------------------|
| July | 29,941 | | 29,941 | 292 | 236 |
| Aug. | 29,859 | | 29,859 | 620 | 538 |
| Sept. | 29,713 | | 29,713 | 501 | 355 |
| Oct. | 29,542 | | 29,542 | 377 | 206 |
| Nov. | 29,419 | | 29,419 | 423 | 300 |
| Dec. | 29,254 | | 29,254 | 422 | 257 |
| 2014 Issue | | | | | |
| Jan. | 29,187 | | 29,187 | 273 | 206 |
| Feb. | 29,069 | | 29,069 | 3,936 | 3,818 |
| Mar. | 29,634 | | 29,634 | 2,620 | 3,185 |
| Apr. | 29,717 | | 29,717 | 39 | 122 |
| May | 29,663 | | 29,663 | 404 | 350 |
| June | 30,693 | | 30,693 | 39 | 1,069 |
| Total | | | | 9,946 | 10,642 |

3A - BUSINESS/OCCUPATIONAL ANALYSIS

The information in Paragraphs 3A, 3B, 3C and 4 is from an analysis of the May 2014 issue in which:

Qualified nonpaid circulation of this issue was 0.1% greater than the period average.

| | | | Total including copies which include Export Edition advertising and/or editorial, See Par. 11(b) | |
|---|---------------|--------------|---|---|
| | | | Qualified Nonpaid | % |
| Classification by Business & Industry | | | | |
| 1. Energy Transportation and Distribution Companies: Gas Utilities (LDC) (Distribution); Gas Pipelines (Transmission); Integrated Gas Utilities & Gas Pipelines (Transmission & Distribution); Pipelines other than Gas, Underground Gas Storage; Electric Utilities, Combined Gas/Electric Utilities; Gas Marketing, Sales & Energy Management; Gas Producers, Processors, Gatherers & Refiners; Industrial End Users; Generators, Cogenerators, Nongas/Electric Utilities | | | | |
| (a) Corporate, Company or City Officials including President, VP, CEO/CFO, Chairman, Owner, Principal, Partner, Director, Business Development, GM, Controller, Public Works Director, Administrator etc.; Buyer, Purchaser; Financial, IT and other Corporate, Company or City Officials. | 4,685 | 15.8 | | |
| (b) Sales and marketing personnel; other company executives | 733 | 2.5 | | |
| (c) Engineers, Managers and Superintendents..... | 11,246 | 37.8 | | |
| (d) Foremen, Consultants and other operating construction and maintenance personnel | 2,133 | 7.2 | | |
| 2. Engineering, Consulting & Contracting Firms including: Gas Distribution, Mainline or Pipeline Contractors & Subcontractors; Engineering, Engineering Consulting Firms | 7,644 | 25.8 | | |
| Total of Classifications 1 and 2 | 26,441 | 89.1 | | |
| 3. Equipment Manufacturers, Service and/or Supply Companies; Financial Services, Analysts, Legal, Insurance; Government, Regulators, Research Agencies; Educational Institutes, Industry Associations and others allied to the field..... | 2,849 | 9.6 | | |
| 4. Others Allied to the Field..... | 373 | 1.3 | | |
| Other Paid Circulation | | | | |
| Subscriptions..... | | | | |
| Single Copy Sales..... | | | | |
| Total Qualified Circulation | 29,663 | 100.0 | | |
| | | | | |
| | | | Copies including copies which include Export Edition advertising and/or editorial, See Par. 11(b) | |
| | | | Qualified Nonpaid | % |
| Classification by Business & Industry | | | | |
| 1. Energy Transportation and Distribution Companies: Gas Utilities (LDC) (Distribution); Gas Pipelines (Transmission); Integrated Gas Utilities & Gas Pipelines (Transmission & Distribution); Pipelines other than Gas, Underground Gas Storage; Electric Utilities, Combined Gas/Electric Utilities; Gas Marketing, Sales & Energy Management; Gas Producers, Processors, Gatherers & Refiners; Industrial End Users; Generators, Cogenerators, Nongas/Electric Utilities | | | | |
| (a) Corporate, Company or City Officials including President, VP, CEO/CFO, Chairman, Owner, Principal, Partner, Director, Business Development, GM, Controller, Public Works Director, Administrator etc.; Buyer, Purchaser; Financial, IT and other Corporate, Company or City Officials. | 1,492 | 10.8 | | |
| (b) Sales and marketing personnel; other company executives | 395 | 2.9 | | |
| (c) Engineers, Managers and Superintendents..... | 6,263 | 45.2 | | |
| (d) Foremen, Consultants and other operating construction and maintenance personnel | 518 | 3.7 | | |
| 2. Engineering, Consulting & Contracting Firms including: Gas Distribution, Mainline or Pipeline Contractors & Subcontractors; Engineering, Engineering Consulting Firms | 3,513 | 25.3 | | |
| Total of Classifications 1 and 2 | 12,181 | 87.9 | | |
| 3. Equipment Manufacturers, Service and/or Supply Companies; Financial Services, Analysts, Legal, Insurance; Government, Regulators, Research Agencies; Educational Institutes, Industry Associations and others allied to the field..... | 1,682 | 12.1 | | |
| 4. Others Allied to the Field..... | | | | |
| Other Paid Circulation | | | | |
| Subscriptions..... | | | | |
| Single Copy Sales..... | | | | |
| Total Qualified Circulation..... | 13,863 | 100.0 | | |

3B - AGE OF SOURCE DATA ANALYSIS

| Source | Qualified Within | | | Total | % |
|--|------------------|--------------|---------|---------------|--------------|
| | 1 Year | 2 Years | 3 Years | | |
| Total Direct request from recipient: | 23,870 | 5,762 | | 29,632 | 99.9 |
| Written | 2,111 | 281 | | 2,392 | 8.1 |
| Telecommunication | 15,278 | 3,749 | | 19,027 | 64.1 |
| Internet and E-mail | 6,481 | 1,732 | | 8,213 | 27.7 |
| Total Direct request from recipient's company: | 22 | 9 | | 31 | 0.1 |
| Written | 22 | 9 | | 31 | 0.1 |
| Telecommunication | | | | | |
| Internet and E-mail | | | | | |
| Total Communication other than request: | | | | | |
| Written | | | | | |
| Telecommunication | | | | | |
| Internet and E-mail | | | | | |
| Association | | | | | |
| Business Directories | | | | | |
| Lists | | | | | |
| Acquired Circulation | | | | | |
| Other Sources | | | | | |
| Total Qualified Nonpaid Circulation | 23,892 | 5,771 | | 29,663 | 100.0 |
| Percent | 80.5 | 19.5 | | 100.0 | |
| Paid Subscription Circulation | | | | | |
| Paid Acquired Circulation | | | | | |
| Single Copy Sales | | | | | |
| Total Qualified Circulation | | | | 29,663 | |

3C - MAILING ADDRESS ANALYSIS

| | Qualified Nonpaid | % |
|--|----------------------|--------------|
| Individual by name and title and/or occupation | 29,663 | 100.0 |
| Individual by name only | | |
| Title or occupation only | | |
| Company name only | | |
| Multi-Copy Same Addressee | | |
| Total Qualified Paid Subscription & Nonpaid Circulation | 29,663 | 100.0 |
| Single Copy Sales | | |
| Total Qualified Circulation | 29,663 | |

4 - GEOGRAPHIC ANALYSIS

| State & ZIP Code | | Qualified Nonpaid | % | Export Edition Advertising, See Par. 11(b) Qualified Nonpaid | % |
|------------------------|--------------------|-------------------|------------|--|------------|
| New England | | | | | |
| ME | 039-049 | 70 | | 16 | |
| NH | 030-038 | 66 | | 18 | |
| VT | 050-059 | 39 | | 8 | |
| MA | 010-027 | 325 | | 84 | |
| RI | 028-029 | 25 | | 8 | |
| CT | 060-069 | 157 | | 36 | |
| New England | | 682 | 2.3 | 170 | 1.2 |
| Middle Atlantic | | | | | |
| NY | 100-149 | 725 | | 131 | |
| NJ | 070-089 | 356 | | 78 | |
| PA | 150-196 | 1,113 | | 192 | |
| Middle Atlantic | | 2,194 | 7.4 | 401 | 2.9 |
| East N. Central | | | | | |
| OH | 430-459 | 766 | | 142 | |
| IN | 460-479 | 400 | | 58 | |
| IL | 600-629 | 847 | | 166 | |
| MI | 480-499 | 471 | | 90 | |
| WI | 530-549 | 436 | | 84 | |
| East N. Central | | 2,920 | 9.8 | 540 | 3.9 |
| West N. Central | | | | | |
| MN | 550-567 | 411 | | 70 | |
| IA | 500-528 | 295 | | 44 | |
| MO | 630-658 | 460 | | 85 | |
| ND | 580-588 | 94 | | 15 | |
| SD | 570-577 | 87 | | 1 | |
| NE | 680-693 | 224 | | 20 | |
| KS | 660-679 | 420 | | 49 | |
| West N. Central | | 1,991 | 6.7 | 284 | 2.1 |
| South Atlantic | | | | | |
| DE | 197-199 | 56 | | 5 | |
| MD | 206-219 | 184 | | 32 | |
| DC | 200, 202-205 | 63 | | 24 | |
| VA | 201, 220-246 | 358 | | 74 | |
| WV | 247-268 | 233 | | 22 | |
| NC | 270-289 | 341 | | 53 | |
| SC | 290-299 | 190 | | 28 | |
| GA | 300-319 | 378 | | 87 | |
| FL | 320-349 | 504 | | 128 | |
| South Atlantic | | 2,307 | 7.8 | 453 | 3.3 |

| State & ZIP Code | | Qualified Nonpaid | % | Export Edition Advertising, See Par. 11(b) Qualified Nonpaid | % |
|---|--------------------|-------------------|--------------|--|--------------|
| East S. Central | | | | | |
| KY | 400-427 | 266 | | 25 | |
| TN | 370-385 | 372 | | 42 | |
| AL | 350-369 | 358 | | 46 | |
| MS | 386-397 | 210 | | 29 | |
| East S. Central | | 1,206 | 4.0 | 142 | 1.0 |
| West S. Central | | | | | |
| AR | 716-729 | 171 | | 17 | |
| LA | 700-714 | 675 | | 128 | |
| OK | 730-749 | 763 | | 152 | |
| TX | 750-799 | 3,634 | | 1,251 | |
| West S. Central | | 5,243 | 17.7 | 1,548 | 11.2 |
| Mountain | | | | | |
| MT | 590-599 | 116 | | 8 | |
| ID | 832-838 | 78 | | 12 | |
| WY | 820-831 | 149 | | 13 | |
| CO | 800-816 | 627 | | 126 | |
| NM | 870-884 | 158 | | 15 | |
| AZ | 850-865 | 213 | | 42 | |
| UT | 840-847 | 230 | | 32 | |
| NV | 889-898 | 135 | | 22 | |
| Mountain | | 1,706 | 5.8 | 270 | 1.9 |
| Pacific | | | | | |
| AK | 995-999 | 117 | | 12 | |
| WA | 980-994 | 256 | | 60 | |
| OR | 970-979 | 154 | | 31 | |
| CA | 900-961 | 1,174 | | 286 | |
| HI | 967-968 | 53 | | 14 | |
| Pacific | | 1,754 | 5.9 | 403 | 2.9 |
| Single Copy Sales | | | | | |
| U.S. Unclassified | | | | | |
| United States | | 20,003 | 67.4 | 4,211 | 30.4 |
| Poss. & Other Areas | | | | | |
| | 004-009, 969 | 26 | 0.1 | 18 | 0.1 |
| U.S. & Poss., etc. | | 20,029 | 67.5 | 4,229 | 30.5 |
| Canada | | 1,165 | 3.9 | 1,165 | 8.4 |
| Mexico | | 90 | 0.3 | 90 | 0.7 |
| Military or Civilian Personnel Overseas | | | | | |
| Other International | | 8,379 | 28.3 | 8,379 | 60.4 |
| Total International | | 9,634 | 32.5 | 9,634 | 69.5 |
| E-Mail Address Only | | | | | |
| Other Unclassified | | | | | |
| Grand Total | | 29,663 | 100.0 | 13,863 | 100.0 |

4 - INTERNATIONAL GEOGRAPHIC ANALYSIS

Total Copies which include Export Edition Advertising and/or Editorial. See Par. 11(b).

| Countries | Qualified Nonpaid | % |
|---|----------------------|-------------|
| North Africa & Middle East | | |
| Afghanistan | | |
| Algeria | 75 | |
| Azerbaijan | 11 | |
| Bahrain | 31 | |
| Brunei | 5 | |
| Cameroon | 6 | |
| Egypt | 186 | |
| Iran | 361 | |
| Iraq | 6 | |
| Israel | 54 | |
| Jordan | 9 | |
| Kuwait | 71 | |
| Lebanon | 29 | |
| Libya | 16 | |
| Oman | 88 | |
| Qatar | 67 | |
| Saudi Arabia | 115 | |
| Tunisia | 26 | |
| Turkey | 190 | |
| United Arab Emirates | 254 | |
| Yemen | 15 | |
| Total North Africa & Middle East | 1,615 | 16.8 |
| Other Africa | | |
| Benin | 1 | |
| Cote D'Ivoire | 3 | |
| Ethiopia | 1 | |
| Ghana | 99 | |
| Kenya | 57 | |
| Madagascar | 1 | |
| Mauritius | | |
| Morocco | 4 | |
| Mozambique | 3 | |
| Niger | 1 | |
| Nigeria | 1,354 | |
| South Africa, Republic of | 87 | |
| Sudan | 15 | |
| Tanzania | 3 | |
| Togo | 2 | |
| Uganda | 3 | |
| Zimbabwe | 1 | |
| Total Other Africa | 1,635 | 17.0 |
| Europe | | |
| Albania | 1 | |
| Angola | 9 | |
| Austria | 3 | |
| Belgium | 56 | |
| Bosnia | 2 | |
| Bulgaria | 8 | |
| Croatia | 27 | |
| Cyprus | 8 | |
| Czech Republic | 17 | |
| Denmark | 12 | |
| Estonia | 1 | |
| Finland | 1 | |
| France | 99 | |
| Georgia | 1 | |
| Germany | 84 | |
| Greece | 66 | |
| Hungary | 37 | |
| Iceland | 1 | |
| Ireland | 19 | |
| Italy | 145 | |
| Kazakhstan | 3 | |
| Latvia | 3 | |
| Lithuania | 1 | |
| Luxembourg | 1 | |
| Macedonia | 6 | |
| Moldova | | |
| Monaco | 2 | |
| Netherlands | 97 | |
| Norway | 25 | |
| Poland | 24 | |
| Portugal | 41 | |

| Countries | Qualified Nonpaid | % |
|--|----------------------|--------------|
| Romania | 95 | |
| Russia | 38 | |
| Serbia | 60 | |
| Slovakia | 23 | |
| Slovenia | 9 | |
| Spain | 92 | |
| Sweden | 7 | |
| Switzerland | 14 | |
| Ukraine | 13 | |
| United Kingdom | 381 | |
| Yugoslavia | 1 | |
| Total Europe | 1,533 | 15.9 |
| Asia and Pacific | | |
| Australia | 143 | |
| Bangladesh | 72 | |
| China | 57 | |
| Hong Kong | 19 | |
| India | 1,408 | |
| Indonesia | 168 | |
| Japan | 18 | |
| Malaysia | 234 | |
| Myanmar | 4 | |
| New Zealand | 11 | |
| Pakistan | 263 | |
| Papua New Guinea | 1 | |
| Philippines | 66 | |
| Singapore | 153 | |
| South Korea | 35 | |
| Sri Lanka | 15 | |
| Taiwan | 24 | |
| Thailand | 89 | |
| Turkmenistan | 2 | |
| Uzbekistan | 1 | |
| Vietnam | 13 | |
| Total Asia and Pacific | 2,796 | 29.0 |
| North/Central America & Caribbean | | |
| Barbados | | |
| Bermuda | 1 | |
| Canada | 1,165 | |
| Costa Rica | 9 | |
| Cuba | 6 | |
| Dominican Republic | 3 | |
| El Salvador | 1 | |
| French Antilles | 1 | |
| Guatemala | 3 | |
| Jamaica | 1 | |
| Mexico | 90 | |
| Panama | | |
| Trinidad & Tobago | 19 | |
| Virgin Islands | 1 | |
| Total North/Central America & Caribbean | 1,300 | 13.5 |
| South America | | |
| Argentina | 186 | |
| Bolivia | 43 | |
| Brazil | 142 | |
| Chile | 32 | |
| Colombia | 149 | |
| Ecuador | 37 | |
| Netherlands Antilles | 1 | |
| Peru | 111 | |
| Uruguay | 2 | |
| Venezuela | 52 | |
| Total South America | 755 | 7.8 |
| Total International | 9,634 | 100.0 |

**ANALYSIS OF THE SALES OF TOTAL NEW AND RENEWAL SUBSCRIPTIONS SOLD
DURING THE 12 MONTH PERIOD ENDED JUNE 30, 2014**

5 - PRICE DATA

Reporting not required

6 - TERM DATA

Reporting not required

7 - SALES CHANNELS

Reporting not required

8 - PREMIUM USAGE

Reporting not required

ADDITIONAL CIRCULATION INFORMATION

9 - POST EXPIRATION COPIES INCLUDED IN PAID CIRCULATION:

Reporting not required

10 - RENEWAL ANALYSIS OF PAID SUBSCRIPTIONS:

Reporting not required

11 - EXPLANATORY:

This is an independent publication not directly related to or affiliated with any association.

(a) Miscellaneous includes checking and promotion copies, averaging 1,187 copies per issue, served to advertisers and agencies.

(b) A portion of subscribers of the May 2014 issue received an EXPORT edition which differs from copies to all other subscribers only in that it contains additional advertising and/or editorial. EXPORT edition is mailed to all subscribers outside the U.S.A., plus domestic subscribers requesting this edition and selected by publisher on the basis of known responsibility for their company's operations outside the U.S.A. 13,788 total qualified copies were served.

DEFINITION OF RECIPIENT QUALIFICATION:

Qualified recipients are: engineers, managers, superintendents, company officials and contractors, engineering firms and consultants hired by companies active in the field served. Also qualified are others as reported in Par. 3A.

To Members of the Alliance for Audited Media:

We have examined the circulation records and other data presented by this publication for the period covered by this report. Our examination was made in accordance with the AAM's Bylaws and Rules, and included such tests and other audit procedures as we considered necessary under the circumstances.

In our opinion, the total average qualified paid and non-paid circulation for the period shown is fairly stated in this report, and the other data contained in this report are fairly stated in all respects material to average paid and qualified non-paid circulation.

Alliance for Audited Media

| | | |
|-----------|---|----------|
| 06-1020-0 | Analyzed Issue Date | 06/01/14 |
| | Analyzed Issue Text (for double month issue date) | |
| | Single Copy Price | |
| | Association Subscription Price | |
| | U.S. Subscription Price | |
| | Canadian Subscription Price | |
| | International Subscription Price | |