

**BUSINESS PUBLICATION CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED JUNE 2007**

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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studentfilmmakers

Studentfilmmakers Magazine
1133 Broadway, Suite 1405
New York, NY 10010
Tel. No: (212) 255-5454
Fax No.:212-255-7204
E Mail: studentfilmmakers.com
Official Publication of: None
Established: 2006
Issued Per Year: 12

FIELD SERVED

studentfilmmakers serves film studio/television production, postproduction, graphics/visual effects, audio post production, broadcast or cable network, equipment rental, equipment manufacturer, software development, ad agency, film and television commission, independent film companies, film students and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients include cinematographers, camera operators, directors, editors, producers, screenplay writers, equipment manufacturers, rental executives, marketing executives, studio executives, advertising executives, instructors, students and others allied to the field. Also qualified are copies shipped in Multi-Copy Single Addressee to schools and distributed to students within the Field Served. A written distribution agreement not more than one year old has been obtained indicating that the recipient (instructor) of the Multi-Copy Single Addressee copies agrees to accept the publication for redistribution to the students.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	-
Rotated or Occasional _____	-
Allocated for Trade Shows and Conventions _____	-
All Other _____	441
TOTAL	441

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	8,270	48.6	8,110	47.7	160	0.9
Sponsored Individually Addressed __	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	8,739	51.4	8,739	51.4	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	17,009	100.0	16,849	99.1	160	0.9

2. QUALIFIED CIRCULATION BY ISSUES WITH REMOVALS AND ADDITIONS FOR PERIOD											
2007 Issue	*Number Removed	*Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified	2007 Issue	*Number Removed	*Number Added	Qualified Non-Paid	Qualified Paid	Total Qualified
January _____					15,822	April _____					17,069
February _____					16,427	May _____					17,811
March _____					16,513	June _____					18,408
						TOTAL					

*See Paragraph 11

9. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS		
	Audited Data	Circulation Claim
	2006	*2007
Total Audit Average Qualified: _____	11,253	17,009
Qualified Non-Paid: _____	11,253	16,849
Qualified Paid: _____	-	160
Post Expire Copies included in Paid Circulation: _____	**NC	***NC
Average Annual Order Price: _____	**NC	***NC

10. PAID CIRCULATION DATA	
***NC	Average Annual Subscription Order Price for the Period Required (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)

***NOTE: The audited average qualified circulation for October through December 2006 = 11,253. With each successive year, new data will be added until five years of data is displayed.**

**2007 data is unaudited.

***NC = None Claimed

11. ADDITIONAL DATA

PARAGRAPH 2:

Additions and removals are not required for paid circulation.

PARAGRAPH 3a:

The June 2007 issue is 10.0% or 1,680 copies above the average of the other 5 issues reported in Paragraph two.

PARAGRAPHS 5 THROUGH 8 ARE NOT REQUIRED.

PUBLISHER'S AFFIDAVIT

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

Mr. Kim Welch, President

(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 23, 2007

State New York

County New York

Received by BPA Worldwide August 23, 2007

Type PJ

ID Number S249P0J7

3a. BUSINESS/OCCUPATIONAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF JUNE 2007
This issue is 10.0% or 1,680 copies above the average of the other 5 issues reported in Paragraph two. (See Paragraph 11)

Nature of Business	TOTAL QUALIFIED	PERCENT OF TOTAL	Profession											TOTAL QUALIFIED CIRCULATION	100.0			
			Advertising Executive	Camera Operator	Cinematographer	Director	Editor	Equipment Manufacturer	Instructor	Marketing Executive	Producer	Rental Executive	Screen Play Writer			Student	Studio Executive	Other
Ad Agency	76	0.4	15	-	11	10	7	-	-	2	9	-	-	9	-	-	1	12
Audio Post Production	80	0.4	-	-	4	1	9	-	-	4	2	1	8	22	1	3	3	25
Broadcast or Cable Network	132	0.7	1	6	14	4	16	-	-	17	2	1	6	26	1	13	26	26
Equipment Manufacturer	84	0.5	1	1	11	3	1	1	37	1	15	-	-	-	-	-	14	14
Equipment Rental House	61	0.3	-	2	7	-	2	2	1	1	6	33	1	1	1	-	7	7
Film or Television Commission	39	0.2	-	2	8	4	1	1	-	-	-	-	1	6	1	-	16	16
Film Studio/Television Production	1,997	10.8	7	102	470	335	153	153	3	116	17	2	160	397	34	42	159	159
Graphics/Visual Effects Facility	238	1.4	2	6	41	26	20	20	1	12	5	1	20	28	2	4	70	70
Independent Film Company	1,198	6.5	2	36	263	312	63	63	3	21	8	2	64	289	36	18	81	81
Postproduction Facility	455	2.5	1	15	73	45	135	135	2	16	8	2	13	87	1	12	45	45
Software Development	73	0.4	-	1	14	4	-	-	4	3	6	-	6	6	-	4	25	25
Students	1,636	8.9	-	23	231	220	92	92	-	13	4	-	884	42	29	-	98	98
Multi-copy Distribution to 109 Schools	9,781	53.1	-	-	-	-	-	-	-	-	-	-	9,781	-	-	-	-	-
Others Allied to the Field	2,558	13.9	7	34	165	108	90	90	5	437	48	1	292	133	29	13	1,196	1,196
TOTAL QUALIFIED CIRCULATION	18,408	100.0	36	228	1,312	1,072	589	589	56	643	130	42	11,236	1,046	134	110	1,774	1,774

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF JUNE 2007

QUALIFICATION SOURCE	Qualified Within				Total Qualified	Percent
	1 year	2 years	3 years	3 years		
I. TOTAL - Personal direct request from the recipient:	8,627	-	-	-	8,627	46.9
a. Written	1,075	-	-	-	1,075	5.8
b. Telecommunication	-	-	-	-	-	-
c. Electronic	7,552	-	-	-	7,552	41.1
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):	9,781	-	-	-	9,781	53.1
a. Written	9,781	-	-	-	9,781	53.1
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	18,408	100.0	18,408	100.0	18,408	100.0

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

MAILING ADDRESS	Qualified		Total Qualified	Percent
	Non-Paid	Paid		
Individuals by name and title and/or function	-	-	7,263	39.5
Individuals by name only	-	-	1,358	7.4
Titles or functions only	-	-	3	-
Company names only	-	-	3	-
Multi-Copy Same Addressee copies	-	-	9,781	53.1
Single Copy Sales	-	-	-	-
TOTAL QUALIFIED CIRCULATION	18,408	18,408	18,408	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF JUNE 2007

State & Zip Code	Total Qualified	Percent
039-049 Maine	299	1.6
030-038 New Hampshire	63	0.3
350-369 Alabama	18	0.1
010-027 Massachusetts	643	3.5
028-029 Rhode Island	136	0.7
060-069 Connecticut	277	1.5
NEW ENGLAND	1,436	7.8
100-149 New York	2,520	13.6
070-089 New Jersey	839	4.6
150-196 Pennsylvania	669	3.6
MIDDLE ATLANTIC	4,028	21.9
430-459 Ohio	745	4.0
460-479 Indiana	180	1.0
600-629 Illinois	403	2.2
480-499 Michigan	441	2.4
530-549 Wisconsin	80	0.4
EAST NO. CENTRAL	1,849	10.0
550-567 Minnesota	86	0.5
500-528 Iowa	70	0.4
630-658 Missouri	323	1.7
580-588 North Dakota	3	0.0
570-577 South Dakota	9	0.0
680-693 Nebraska	14	0.1
660-679 Kansas	103	0.6
WEST NO. CENTRAL	608	3.3
197-199 Delaware	17	0.1
206-219 Maryland	239	1.3
200-205 Washington, DC	48	0.3
220-246 Virginia	216	1.2
247-268 West Virginia	23	0.1
270-289 North Carolina	758	4.1
290-299 South Carolina	128	0.7
300-319 Georgia	164	0.9
320-349 Florida	1,125	6.1
SOUTH ATLANTIC	2,718	14.8
400-427 Kentucky	90	0.5
370-385 Tennessee	232	1.2
386-397 Mississippi	47	0.3
EAST SO. CENTRAL	411	2.2
716-729 Arkansas	27	0.1
700-714 Louisiana	201	1.1
730-749 Oklahoma	240	1.3
750-799 Texas	908	4.9
WEST SO. CENTRAL	1,376	7.5
590-599 Montana	60	0.3
832-838 Idaho	18	0.1
820-831 Wyoming	10	0.0
800-816 Colorado	420	2.3
870-884 New Mexico	43	0.2
850-865 Arizona	432	2.3
840-847 Utah	99	0.5
889-898 Nevada	137	0.7
MOUNTAIN	1,219	6.6
995-999 Alaska	10	0.0
980-994 Washington	413	2.2
970-979 Oregon	62	0.3
900-961 California	4,096	22.2
967-968 Hawaii	55	0.3
PACIFIC	4,636	25.2
UNITED STATES	18,281	99.3
969 & 004-009 U.S. Territories	32	0.2
Canada	15	0.1
Mexico	4	0.0
Other International	76	0.4
APO/FPO	-	-
TOTAL QUALIFIED CIRCULATION	18,408	100.0