

**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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Scholastic Inc.
557 Broadway
New York, NY 10012
Tel. No. 212-343-6100
FAX No.: 212-343-4799

Official Publication of:
Established: 2002
Issues per year: 8

FIELD SERVED

SCHOLASTIC ADMINISTRATOR serves administration in K-12 education including Superintendents & Assistant Superintendents, Principals, Technology Coordinators, Chief Technology Officers, MIS/IT, School Board Presidents, Curriculum Directors, State Dept. of Education, Business Managers & Purchasing Agents, Media Specialist and AV Directors, Title 1/Federal Program Directors and others allied to the field.

DEFINITION OF RECIPIENT QUALIFICATION

Qualified recipients are key personal as defined above. Copies are addressed and mailed via USPS to qualified recipients.

AVERAGE NON-QUALIFIED CIRCULATION	
NON-QUALIFIED Not Included Elsewhere	Copies
Other Paid Circulation _____	-
Advertiser and Agency _____	732
Rotated or Occasional _____	-
*Allocated for Trade Shows and Conventions _____	2,656
All Other _____	1,496
TOTAL	4,884

*See Paragraph 11

1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
QUALIFIED CIRCULATION	Total Qualified		Qualified Non-Paid		Qualified Paid	
	Copies	Percent	Copies	Percent	Copies	Percent
Individual _____	95,767	95.6	95,767	95.6	-	-
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	4,408	4.4	4,408	4.4	-	-
Single Copy Sales _____	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	100,175	100.0	100,175	100.0	-	-

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 _____	984	-			100,069	May _____	-	231			100,322
February _____	-	-			100,069	June _____	-	2			100,324
March/ April _____	-	22			100,091	TOTAL	984	255			

3a. BUSINESS/OCCUPATIONAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2007
 This issue is 0.2% or 184 copies above the average of the other 4 issues reported in Paragraph two.

BUSINESS AND INDUSTRY	TOTAL QUALIFIED	PERCENT OF TOTAL
Superintendent, Assistant Superintendent _____	27,418	27.2
Chief Technology Officer/Tech Coordinator/MIS/IT _____	15,203	15.2
Special Education Directors _____	9,901	9.9
Business Manager/Purchasing _____	9,353	9.3
Principal _____	9,002	9.0
School Board President _____	8,440	8.4
Media Specialist/AV Director _____	7,231	7.2
Curriculum Directors _____	6,818	6.8
Testing Director _____	2,966	3.0
Title 1/Federal Program Directors _____	2,789	2.8
Others Allied to the Field _____	1,201	1.2
TOTAL	100,322	100.0

3b. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2007							
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 recipient's company (other than request): _____	-	-	-			-	-
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Electronic _____	-	-	-			-	-
V. TOTAL - Sources other than above (listed alphabetically): _____	100,322	-	-			100,322	100.0
*Association rosters and directories _____	100,322	-	-			100,322	100.0
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	100,322	-	-			100,322	100.0
*See Paragraph 11	PERCENT	100.0	-	-		100.0	-

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

3c. MAILING ADDRESS BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2007				
MAILING ADDRESS	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
Individuals by name and title and/or function _____			95,908	95.6
Individuals by name only _____			-	-
Titles or functions only _____			-	-
Company names only _____			-	-
Multiple Copy Same Addressee copies _____			4,414	4.4
Single Copy Sales _____			-	-
TOTAL QUALIFIED CIRCULATION			100,322	100.0

4. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 2007									
State & Zip Code	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent	State & Zip Code	Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
039-049 Maine _____			997		400-427 Kentucky _____			1,717	
030-038 New Hampshire _____			528		370-385 Tennessee _____			1,147	
050-059 Vermont _____			478		350-369 Alabama _____			1,190	
010-027 Massachusetts _____			2,414		386-397 Mississippi _____			1,224	
028-029 Rhode Island _____			286		EAST SO. CENTRAL			5,278	5.3
060-069 Connecticut _____			1,149		716-729 Arkansas _____			1,685	
NEW ENGLAND			5,852	5.8	700-714 Louisiana _____			895	
100-149 New York _____			5,744		730-749 Oklahoma _____			3,205	
070-089 New Jersey _____			4,449		750-799 Texas _____			7,830	
150-196 Pennsylvania _____			4,596		WEST SO. CENTRAL			13,615	13.6
MIDDLE ATLANTIC			14,789	14.7	590-599 Montana _____			1,586	
430-459 Ohio _____			5,417		832-838 Idaho _____			646	
460-479 Indiana _____			2,220		820-831 Wyoming _____			444	
600-629 Illinois _____			5,666		800-816 Colorado _____			1,479	
480-499 Michigan _____			4,102		870-884 New Mexico _____			807	
530-549 Wisconsin _____			2,662		850-865 Arizona _____			1,471	
EAST NO. CENTRAL			20,067	20.0	840-847 Utah _____			507	
550-567 Minnesota _____			2,328		889-898 Nevada _____			256	
500-528 Iowa _____			2,096		MOUNTAIN			7,196	7.2
630-658 Missouri _____			2,957		995-999 Alaska _____			340	
580-588 North Dakota _____			826		980-994 Washington _____			2,039	
570-577 South Dakota _____			1,047		970-979 Oregon _____			1,313	
680-693 Nebraska _____			1,581		900-961 California _____			7,558	
660-679 Kansas _____			2,310		967-968 Hawaii _____			93	
WEST NO. CENTRAL			13,145	13.1	PACIFIC			11,343	11.3
197-199 Delaware _____			214		UNITED STATES			100,322	100.0
206-219 Maryland _____			675		969 & 004-009			-	
200-205 Washington, DC _____			104		U.S. Territories _____			-	
220-246 Virginia _____			1,755		Canada _____			-	
247-268 West Virginia _____			473		Mexico _____			-	
270-289 North Carolina _____			1,411		Other International _____			-	
290-299 South Carolina _____			976		APO/FPO _____			-	
300-319 Georgia _____			1,841		TOTAL QUALIFIED CIRCULATION			100,322	100.0
320-349 Florida _____			1,588						
SOUTH ATLANTIC			9,037	9.0					

9. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS					
	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2003	2004	2005	2006	*2007
Total Audit Average Qualified:	100,113	101,000	99,089	99,338	100,175
Qualified Non-Paid: _____	100,113	101,000	99,089	99,338	100,175
Qualified Paid: _____	-	-	-	-	-
Post Expire Copies included in Paid Circulation: _____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: __	**NC	**NC	**NC	**NC	**NC

***NOTE: 2007 data is unaudited.**

**NC = None Claimed.

11. ADDITIONAL DATA

ALLOCATED FOR TRADE SHOWS AND CONVENTIONS:

2,656 on average allocated for Trade Shows.

PARAGRAPH 3b:

Association rosters and directories include 3 sources of circulation for quantities of 3,470 copies or 3.5% to 91,965 copies or 91.7%, including Quality Education Data.

PARAGRAPHS 5 THROUGH 8 ARE NOT REQUIRED.

10. PAID CIRCULATION DATA	
**NC	Average Annual Subscription Order Price for the Period Required (includes promotional incentive value, if any)
8	Issues Per Year
**NC	All Single Copy Sales Prices for the Period
**NC	Renewal Rate of Paid Subscribers (Optional)

PUBLISHER'S AFFIDAVIT

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

Stephen Lathroum, Director of Business Development
Michele Robinson, Group Publisher

(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 September 4, 2007

State New York

County New York

Received by BPA Worldwide September 4, 2007

Type PD

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