

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED DECEMBER 2008**

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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TEXAS CO-OP POWER

Texas Electric Cooperatives, Inc.
2550 S IH-35
Austin, TX 78704
Tel. No.: (512) 454-0311
Fax No.: (512) 486-6254

Official Publication of: None
Established: 1944
Issues Per Year: 12

MARKET SERVED

TEXAS CO-OP POWER serves rural, small town and suburban Texas electric cooperative members.

AVERAGE QUALIFIED CIRCULATION

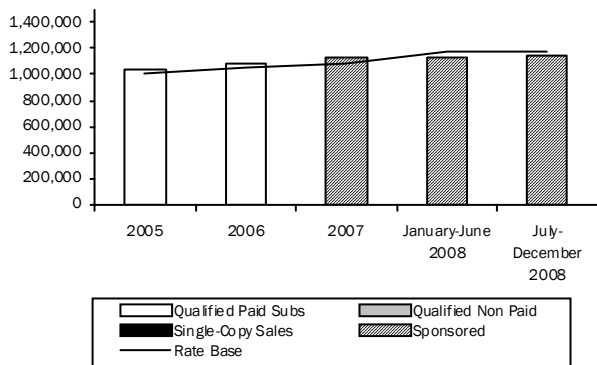
Total Qualified _____	1,135,331
Average Rate Base _____	1,180,000
Variance +/- _____	(44,669)
Percent +/- _____	(3.8)
Qualified Paid _____	1,135,331
Subscriptions _____	1,135,331
Sponsored _____	1,135,331
Single-Copy Sales _____	-
Qualified Non-Paid _____	-

**NC = None Claimed

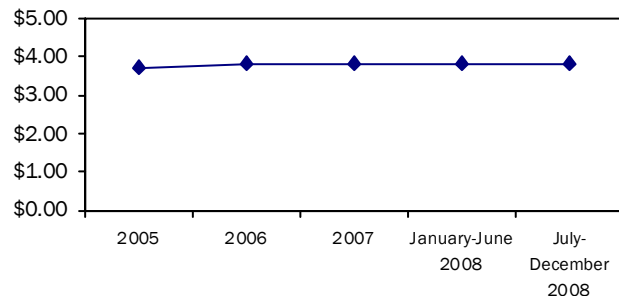
PRICE AND FREQUENCY

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

Five Year Average Qualified Circulation Trend



Average Annualized Subscription Price



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 _____	1,135,331	100.0	-	-	1,135,331	100.0
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscriptions _____	1,135,331	100.0	-	-	1,135,331	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	1,135,331	100.0	-	-	1,135,331	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD					
2008 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified
	Single-Copy Sales	Subscriptions	Total		
July _____	-	1,130,660	1,130,660	-	1,130,660
August _____	-	1,119,306	1,119,306	-	1,119,306
September _____	-	1,136,271	1,136,271	-	1,136,271
October _____	-	1,127,100	1,127,100	-	1,127,100
November _____	-	1,141,338	1,141,338	-	1,141,338
December _____	-	1,157,313	1,157,313	-	1,157,313

3. TOTAL NEW AND RENEWED QUALIFIED PAID SUBSCRIPTIONS ORDERED/SOLD FOR THE PERIOD (SEE PARAGRAPH 8)
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

3D. HOW ORDERED

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF NOVEMBER 2008

This issue is 0.6% or 7,208 copies above the average of the other 5 issues reported in Paragraph two.

CUSTOMERS OF ELECTRIC COOPERATIVES IN RURAL, SUBURBAN TEXAS	TOTAL QUALIFIED	PERCENT OF TOTAL	QUALIFIED PAID	QUALIFIED NON-PAID
Bailey County	1,791	0.2	-	1,791
Bandera	22,447	2.0	-	22,447
Bartlett	7,151	0.6	-	7,151
Belfalls (part of Heart of Texas)	-	-	-	-
Big Country	5,381	0.5	-	5,381
Bluebonnet	58,792	5.2	-	58,792
Bowie-Cass	23,040	2.0	-	23,040
Bryan Texas	38,466	3.4	-	38,466
Central Texas	22,371	2.0	-	22,371
Cherokee County	14,253	1.2	-	14,253
Coleman County	4,445	0.4	-	4,445
Comanche County	9,024	0.8	-	9,024
Concho Valley	5,557	0.5	-	5,557
Cooke County	9,326	0.8	-	9,326
Deaf Smith	2,704	0.2	-	2,704
Deep East Texas	28,448	2.5	-	28,448
Denton County (CoServ)	119,775	10.4	-	119,775
Fannin County	6,566	0.6	-	6,566
FEC	34,552	3.0	-	34,552
Fayette	9,023	0.8	-	9,023
Fort Belknap	3,220	0.3	-	3,220
Grayson-Collin	27,453	2.4	-	27,453
Greenbelt	2,156	0.2	-	2,156
Guadalupe Valley	-	-	-	-
Hamilton County	10,346	0.9	-	10,346
HILCO	17,319	1.5	-	17,319
Houston County	13,810	1.2	-	13,810
J-A-C	2,833	0.2	-	2,833
Jackson	9,288	0.8	-	9,288
Jasper-Newton	15,636	1.4	-	15,636
Karnes	10,078	0.9	-	10,078
Lamar	8,684	0.8	-	8,684
Lea County	1,291	0.1	-	1,291
Lamb County	2,317	0.2	-	2,317
Lighthouse	2,154	0.2	-	2,154
Lyntegar	5,464	0.5	-	5,464
Magic Valley	78,457	6.9	-	78,457
McLennan County (Heart of Texas)	14,209	1.2	-	14,209
Medina	16,118	1.4	-	16,118
Mid-South	17,295	1.5	-	17,295
Navarro County	11,343	1.0	-	11,343
Navasota Valley	12,722	1.1	-	12,722
North Plains	1,880	0.2	-	1,880
Nueces	28,731	2.5	-	28,731
Panola-Harrison	6,771	0.6	-	6,771
Pedernales	181,670	15.9	-	181,670
Rita Blanca	1,736	0.2	-	1,736
Sam Houston	50,922	4.5	-	50,922
San Bernard	16,849	1.5	-	16,849
San Patricio	6,618	0.6	-	6,618
South Plains	25,601	2.2	-	25,601
South Texas	-	-	-	-
Southwest Rural	820	0.1	-	820
Southwest Texas	1,942	0.2	-	1,942
Swisher	1,481	0.1	-	1,481
Taylor	9,289	0.8	-	9,289
Trinity Valley	-	-	-	-
United Co-op	52,420	4.5	-	52,420
Victoria County	14,438	1.3	-	14,438
Wharton County	3,810	0.3	-	3,810
Wise	12,562	1.1	-	12,562
Wood County	18,493	1.6	-	18,493
TOTAL QUALIFIED	1,141,338	100.0	-	1,141,338

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2008

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):	1,141,338	-	-	-	1,141,338	1,141,338	100.0
Rosters and directories	-	-	-	-	-	-	-
Licensees - National, State or Local Government	-	-	-	-	-	-	-
Manufacturer's, distributor's and wholesaler's lists	-	-	-	-	-	-	-
Other sources	1,141,338	-	-	-	1,141,338	1,141,338	100.0
VI. TOTAL - Single-Copy Sales:	-	-	-	-	-	-	-
TOTAL QUALIFIED CIRCULATION	1,141,338	-	-	-	1,141,338	1,141,338	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 2008

STATE & ZIP CODE	PAID			TOTAL QUALIFIED NON-PAID	TOTAL QUALIFIED	PERCENT
	SINGLE-COPY SALES	SUBSCRIPTIONS	TOTAL QUALIFIED PAID			
Texas	-	1,127,642	1,127,642	-	1,127,642	98.8
Outside Texas	-	13,696	13,696	-	13,696	1.2
TOTAL QUALIFIED CIRCULATION	-	1,141,338	1,141,338	-	1,141,338	100.0

7. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS

6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2005	2006	2007	January - June 2008	July - December 2008*
Total Audit Average Qualified: ___	1,036,403	1,078,445	1,130,319	1,121,529	1,135,331
Rate Base (if any): _____	1,000,000	1,045,000	1,090,000	1,180,000	1,180,000
Rate Base +/-: _____	36,403	33,445	40,319	(58,471)	(44,669)
Percent +/-: _____	3.6	3.2	3.7	(5.0)	(3.8)
Qualified Paid :	1,036,403	1,078,445	1,130,319	1,121,529	1,135,331
Subscriptions _____	1,036,403	1,078,445	-	-	-
Sponsored _____	-	-	1,130,319	1,121,529	1,135,331
Single-Copy Sales _____	-	-	-	-	-
Qualified Non-Paid: _____	-	-	-	-	-
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: ___	\$3.72	\$3.84	\$3.84	\$3.84	\$3.84

***NOTE: July-December 2008 data is unaudited. With each successive year, new data will be added until six 6-month periods are displayed.**

**NC = None Claimed.

8. ADDITIONAL DATA**METHOD OF DISTRIBUTION**

Qualified are customers of electric cooperatives in small town, rural, suburban Texas. Copies are mailed via second class mail.

AVERAGE NON-QUALIFIED CIRCULATION: 33,708 COPIES**PARAGRAPH 3A-3D:**

Subscriptions to Texas Co-op Power are provided by the local Electric Cooperative for the state of Texas. The subscription continues as long as the subscriber remains a member of the Cooperative. As such, subscriptions do not have a renewal or expire date. Paragraphs 3a-3d are not required.

PUBLISHER'S AFFIDAVIT

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

Martin Bevins, Sales Director

Karen Nejtek, Production Coordinator

(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 February 26, 2009

State Texas

County Travis

Received by BPA Worldwide February 26, 2009

Type CPJ

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