

**CONSUMER PUBLICATION CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED DECEMBER 2004**

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.

Canadian Circulations Audit Board
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Official Publication of: None
Established: 1999
Issues Per Year: 12

MARKET SERVED

highwaySTAR serves the over-the-road trucking industry including owner/operators and company drivers.

STATEMENT OF CIRCULATION

Multi copies audited only to the point of distribution, not to the end recipient. A distribution agreement not more than 3 years old is required indicating that the point of distribution agent agrees to accept the publication as multi-copies for redistribution.

- A. Paid Subscribers
- B. Multi-Copy Same Addresse copies distributed to Truckstops, Hotels/Motels/Restaurants, Carrier Terminal/Headquarters, Trucks/Trailer Dealers, Independent HD Repair/Service facilities(general), Specialized HD Repair/Service Facility, HD Wholesalers/Distributors (parts, supplies, Equipments), Lease/Rentals, Driver/Training Schools, Trade Associations, Manufacturers and others allied to the field for redistribution to patrons and employees.

AVERAGE QUALIFIED CIRCULATION

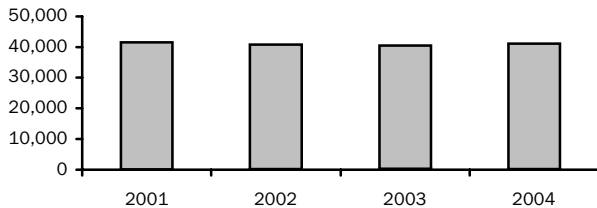
Total Qualified _____	41,119
Qualified Paid _____	259
Subscriptions _____	259
Single Copy Sales _____	-
Qualified Non-Paid _____	40,860

PRICE AND FREQUENCY

\$28.00	Average Annual Subscription Order Price for the Period Reported
12	Issues Per Year
\$5.00	All Single Copy Sales Prices for the Period

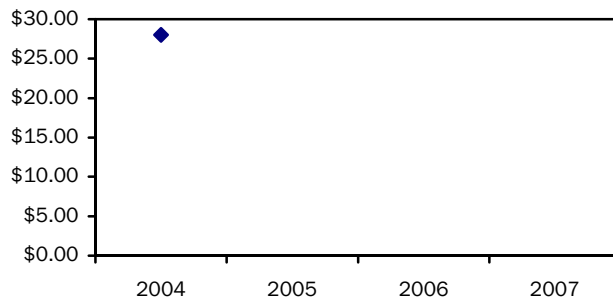
**NC = None Claimed

Five Year Average Qualified Circulation Trend



□ Qualified Paid Subs □ Qualified Non-Paid ■ Single Copy Sales

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 _____	259	0.6	-	-	259	0.6
Sponsored Individually Addressed _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	40,860	99.4	40,860	99.4
Sub-Total Subscriptions _____	259	0.6	40,860	99.4	41,119	100.0
Single Copy Sales _____	-	-	-	-	-	-
TOTAL	259	0.6	40,860	99.4	41,119	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD						
2004 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified	
	Single Copy Sales	Subscriptions	Total			
July _____	-	250	250	41,190	41,440	
August _____	-	258	258	40,585	40,843	
September _____	-	254	254	40,570	40,824	
October _____	-	263	263	41,025	41,288	
November _____	-	262	262	40,950	41,212	
December _____	-	268	268	40,840	41,108	

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

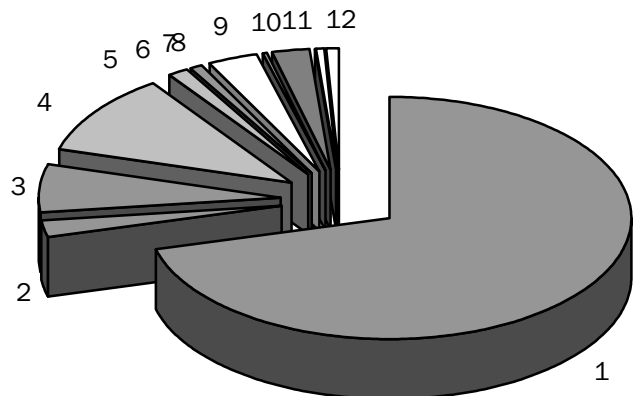
3C. USE OF FREE PROMOTIONAL INCENTIVES

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

3D. HOW ORDERED

4. Breakdown of Multi-Copy Same Addressee Circulation

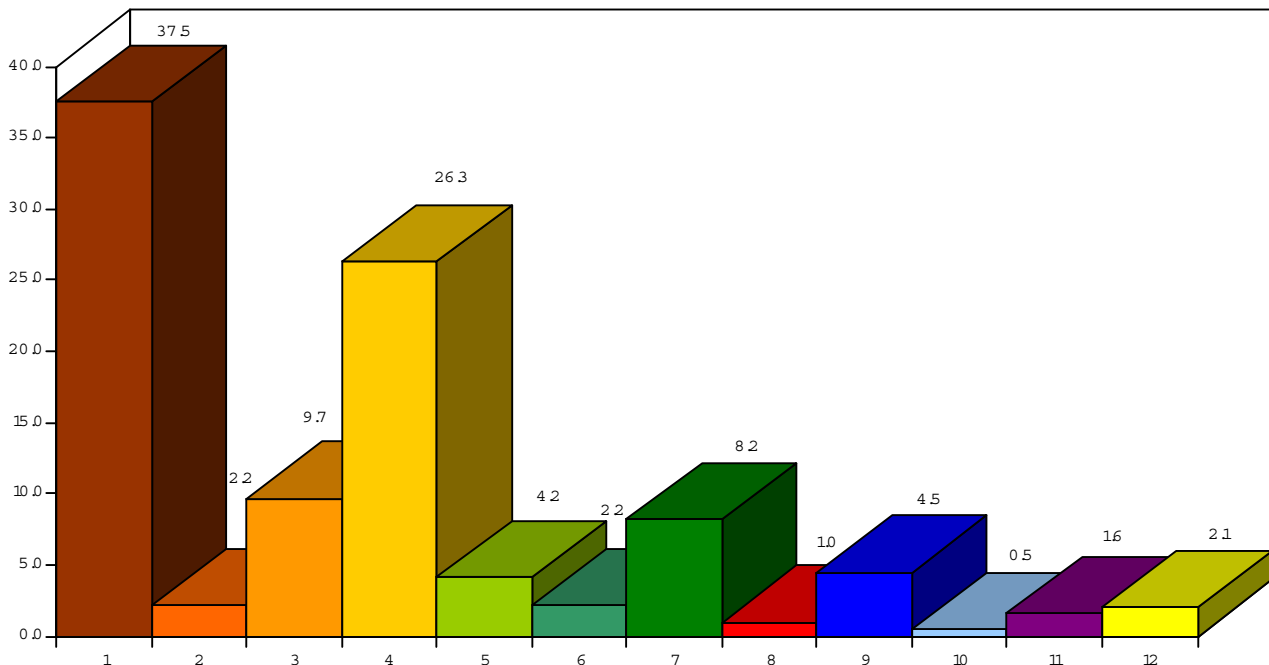
	Copies	Percent
1 Truckstops _____	29,010	70.8
2 Hotels/Motels/Restaurants _____	885	2.2
3 Carrier Terminal/Headquarters _____	2,690	6.6
4 Trucks/Trailer Dealers _____	4,395	10.8
5 Independent HD Repair /Service Facility (general) _____	590	1.4
6 Specialized HD Repair/Service Facility _____	285	0.7
7 HD Wholesalers/Distributors (parts, supplies, equipments) _____	1,390	3.4
8 Lease/Rentals _____	100	0.2
9 Driver/Training Schools _____	980	2.4
10 Trade Associations _____	55	0.1
11 Manufacturers _____	220	0.5
12 Others allied to the field _____	350	0.9
TOTAL MULTI-COPY DISTRIBUTION	40,950	100.0



4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF NOVEMBER 2004
 This issue is 0.3% or 111 copies above the average of the other 5 issues reported in Paragraph two.

CLASSIFICATIONS	NUMBER OF LOCATIONS	NUMBER OF COPIES IN CANADA	NUMBER OF COPIES OUTSIDE CANADA	TOTAL QUALIFIED	PERCENT OF TOTAL
PAID CIRCULATION					
Paid Subscribers _____	-	250	12	262	0.6
TOTAL PAID	-	250	-	262	0.6
NON-PAID CIRCULATION					
Multi-Copies distributed to:					
1. Truckstops _____	301	29,010	-	29,010	70.4
2. Hotels/Motels/Restaurants _____	18	885	-	885	2.1
3. Carrier Terminal/Headquarters _____	78	2,690	-	2,690	6.5
4. Trucks/Trailer Dealers _____	210	4,395	-	4,395	10.7
5. Independent HD Repairs /Service Facility (general) _____	34	590	-	590	1.4
6. Specialized HD Repairs/Service Facility _____	18	285	-	285	0.7
7. HD Wholesalers/Distributors (parts, supplies, equipments) _____	66	1,390	-	1,390	3.4
8. Lease/Rentals _____	8	100	-	100	0.2
9. Driver/Training Schools _____	36	980	-	980	2.4
10. Trade Associations _____	4	55	-	55	0.1
11. Manufacturers _____	13	220	-	220	0.5
12. Others allied to the field _____	17	350	-	350	0.8
TOTAL MULTI COPY DISTRIBUTION	803	40,950	12	40,950	99.4
TOTAL NON-PAID	803	40,950	-	40,950	99.4
TOTAL	803	41,200	12	41,212	100.0

4. Breakdown of Multi-Copy Same Addressee Locations



	Locations	Percent		Locations	Percent
1. Truckstops _____	301	37.5	7. HD Wholesalers/Distributors (parts, supplies, equipments) _____	66	8.2
2. Hotels/Motels/Restaurants _____	18	2.2	8. Lease/Rentals _____	8	1.0
3. Carrier Terminal/Headquarters _____	78	9.7	9. Driver/Training Schools _____	36	4.5
4. Trucks/Trailer Dealers _____	210	26.3	10. Trade Associations _____	4	0.5
5. Independent HD Repairs /Service Facilities (general) _____	34	4.2	11. Manufacturers _____	13	1.6
6. Specialized HD Repairs/Service Facilities _____	18	2.2	12. Others allied to the field _____	17	2.1
			TOTAL MULTI- COPY LOCATIONS	803	100.0

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF NOVEMBER 2004							
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: _____	262	-	-			262	0.6
a. Written _____	262	-	-			262	0.6
b. Telecommunication _____	-	-	-			-	-
c. Internet and E-Mail _____	-	-	-			-	-
II. TOTAL – Request from recipient's company: _____	-	-	-			-	-
a. Written _____	-	-	-			-	-
b. Telecommunication _____	-	-	-			-	-
c. Internet and E-Mail _____	-	-	-			-	-
III. TOTAL – Membership Benefit: _____	-	-	-			-	-
a. Individual _____	-	-	-			-	-
b. Organizational _____	-	-	-			-	-
IV. TOTAL – Communication from recipient or redistributor (other than request): _____	40,950	-	-			40,950	99.4
a. Written _____	40,950	-	-			40,950	99.4
b. Telecommunication _____	-	-	-			-	-
c. Internet and E-Mail _____	-	-	-			-	-
V. TOTAL – Sources other than above (listed alphabetically): _____	-	-	-			-	-
Rosters and directories _____	-	-	-			-	-
Licenses – Federal, Provincial, or Municipal Government _____	-	-	-			-	-
Manufacturer's, distributor's and wholesaler's lists _____	-	-	-			-	-
Other sources _____	-	-	-			-	-
VI. TOTAL – Single Copy Sales: _____	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	41,212	-	-			41,212	100.0
PERCENT	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 2004					
Provinces	Subscriptions	Qualified Paid	Qualified Non-Paid	Total Qualified	Percent
Newfoundland _____	1	1	885	886	2.1
Prince Edward Island _____	2	2	75	77	0.2
Nova Scotia _____	9	9	1,365	1,374	3.3
New Brunswick _____	15	15	1,600	1,615	3.9
Quebec _____	16	16	2,160	2,176	5.3
Ontario _____	103	103	22,905	23,008	55.8
Manitoba _____	14	14	2,430	2,444	5.9
Saskatchewan _____	12	12	2,095	2,107	5.1
Alberta and N.W.T. _____	60	60	4,190	4,250	10.3
B.C. and Yukon _____	18	18	3,245	3,263	7.9
TOTAL FOR CANADA	250	250	40,950	41,200	100.0
United States _____	6	6	-	6	-
Other Foreign _____	6	6	-	6	-
TOTAL OUTSIDE CANADA	12	12	-	12	-
TOTAL QUALIFIED CIRCULATION	262	262	40,950	41,212	100.0

6a. GEOGRAPHICAL BREAKOUT OF MULTI-COPY SAME ADDRESSEE LOCATIONS		
	LOCATIONS	COPIES
Newfoundland _____	15	885
Prince Edward Island _____	3	75
Nova Scotia _____	23	1,365
New Brunswick _____	38	1,600
Quebec _____	51	2,160
Ontario _____	343	22,905
Manitoba _____	52	2,430
Saskatchewan _____	51	2,095
Alberta and N.W.T. _____	140	4,190
B.C. and Yukon _____	87	3,245
TOTAL FOR CANADA	803	40,950
UNITED STATES _____	-	-
Other Foreign _____	-	-
TOTAL OUTSIDE CANADA	-	-
TOTAL QUALIFIED CIRCULATION	803	40,950

7. FIVE CALENDAR YEAR ANALYSIS: AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS					
	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2001	2002	2003	2004	*2004
Total Audit Average Qualified:	41,607	40,427	40,516	40,621	41,119
Qualified Non-Paid _____	41,478	40,207	40,237	40,363	40,860
Qualified Paid: _____	129	220	279	258	259
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC	\$28.00

***NOTE: July-December 2004 data is unaudited. With each successive year, new data will be added until five years of data is displayed.**
 **NC = None claimed.

8. ADDITIONAL DATA

PUBLISHER'S AFFIDAVIT		
We hereby make oath and say that all data set forth in this statement are true.		
Rolf Lockwood, Publisher	Date signed	February 16, 2005
L. Kantor, Circulation Manager	City	Toronto
(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)	Received by CCAB	February 16, 2005
IMPORTANT NOTE:	Type	DD
This unaudited circulation statement has been checked against the previous audit report. It will be included in the annual audit made by BPA Worldwide.	ID Number	H155P0D4