Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

JPMorgan Chase Bank, N.A., as Collateral Agent

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other Bank

Citizenship (see guidelines) New York

Execution Date(s) April 14, 2005

Additional names of conveying parties attached? [ ] Yes [x] No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? [x] Yes [ ] No

Name: Books Are Fun, Ltd.

Internal Address:

Street Address: 1680 Highway 1

City: Fairfield

State: IA

Country: US Zip: 52256

- [ ] Association Citizenship
- [ ] General Partnership Citizenship
- [ ] Limited Partnership Citizenship
- [x] Corporation Citizenship Iowa
- [ ] Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No
(Designations must be a separate document from assignment)

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [ ] Security Agreement
- [ ] Change of Name
- [x] Other Release of Security Interest

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See attached Schedule.

B. Trademark Registration No.(s)

See attached Schedule.

Additional sheet(s) attached? [x] Yes [ ] No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See attached Schedule.

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Ms. Penelope Agodoa

Internal Address: Federal Research Corporation

Street Address: 1030 Fifteenth Street NW, Suite 920

City: Washington

State: DC Zip: 20005

Phone Number: 202.783.2700

Fax Number:

Email Address: pagadoa@federalresearch.com

6. Total number of applications and registrations involved: 295

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 7390

- [ ] Authorized to be charged by credit card
- [x] Authorized to be charged to deposit account
- [ ] Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers
Expiration Date

b. Deposit Account Number 50-3155

Authorized User Name Federal Research

9. Signature: Elizabeth Steiner 6/15/05
Signature Date

Elizabeth Steiner
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 35

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH $7390.00 503155 76507539

Additional Names and Addresses of Receiving Parties

Reader's Digest Young Families, Inc., a Delaware Corporation
Reader's Digest Road
Pleasantville, NY 10570-7000

RD Publications Inc., a Delaware Corporation
Reader's Digest Road
Pleasantville, NY 10570-7000

Reiman Media Group, Inc., a Delaware Corporation
5400 South 60th Street
Greendale, WI 53129
USA

The Reader's Digest Association, Inc., a Delaware Company
Reader's Digest Road
Pleasantville, NY 10570-5000

Grantor: Books Are Fun, Ltd.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Reading Heroes	2123427	12-23-97	75/196698	(Reg. abandoned 12-23-03)
Books Are Fun	2128314	1-13-98	75/137803	7-18-96
Book Nook	2097231	9-13-97	75/137801	(Reg. abandoned 9-13-03)
Books Are Fun Ltd. & Design	2269139	8-10-99	75/544625	8-28-98
Jewelry Is Fun	2487224	9-11-01	76/054691	5-22-00
Apple & Books Design (new)	2719215	5-27-03	76/434781	7-24-02
Apple & Books Design (old)	2719217	5-27-03	76/434785	7-24-02

Trademark Applications

Mark	Application Serial No.	Application Date
Prayer Puppy	76507539	4/17/03
Blessing Bunny	76507540	4/17/03
Sleepytime Prayer Buddies	76507541	4/17/03
Sleepytime Bear Buddy	76507100	4/17/03
The Bath & Beauty Collection & Design	76557470	10/23/03
The Bath & Beauty Collection & Design	76557384	11/06/03
Jewelry Is Fun	78338849	12/10/03

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Grantor: Reader's Digest Young Families, Inc.
United States Trademarks

Registered Trademarks

None

Pending Trademark Applications

Mark	Application Serial No.	Application Date
Worm Design	76408882	5-16-02
Toys for Every Stage of Your Baby's Development	76469599	11-25-02
Child Development Toy Program & Design	76409049	5-16-02

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Grantor: RD Publications Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
American Woodworker (Stylized)	1997194	8-27-96	(Did not provide application info. for these marks since only they were only listed as Registrations on past Perfection Certificates)	
Handy Hints	2018634	11-26-96		
Kitchen & Bath Remodeling	2356326	6-6-00		
Kitchen & Bath Remodeling & Design	2358772	6-13-00		
New Choices	2618136	9-10-02		
New Choices Living Even Better After 50	1978545	6-4-96		
New Choices The Magazine For Your Health, Money & Travel	2504012	11-6-01		
OOPS!	2611000	8-20-02		
Practical Homeowner	2141184	3/3/98 (abandoned 3/3/04)		
Rodale's Practical Homeowners Book Club	1379748	1-21-86		
The Family Handyman	2329893	3-14-00		
The Family Handyman	2427051	2-6-01		
The Family Handyman (Stylized)	1830346	4-12-94		
The Home Improvement Authority	1993653	8-13-96		
The Weekend Woodworker	1679005	3-10-92		
The Workshop Companion	1713638	9-8-92		
Tool Buyer's Guide	2409658	11-28-00		
50 Plus	1973684	5/14/96		
Home Woodworker	2024736	12/17/96		
Mastering Woodworking	2080303	7/15/97		

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Grantor: RD Publications Inc.
United States Trademarks

Trademark Applications

Mark	Application Serial No.	Application Date
Dream Backyards	76472211	12/5/2002
Empty Nest	76267760	6/6/01 (abandoned 12/30/02)
Empty Nester	76267759	6/6/2001
Home of Your Dreams	76489501	2/14/2003
Home of Your Dreams	76495202	3/5/2003
Great Goofs	76535489	8-6-03
Grownups	76052545	5/19/00 (abandoned 6/4/04)
The Family Handyman	76574632	2-5-04

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Grantor: Reiman Media Group, Inc.
United States Trademarks

Registered Trademarks

Mark	Application Serial No.	Application Date	Registration No.	Registration Date
Barns Calendar	75173374	9/27/1996	2086668	8/5/1997
Birds & Blooms	75173388	9/27/1996	2103247	10/7/1997
Birds & Blooms	74573762	9/14/1994	1964726	3/26/1996
Birds & Blooms	75621014	1/14/1999	2439147	3/27/2001
Birds & Blooms	75173381	9/27/1996	2377842	8/15/2000
Birds & Blooms	76469098	11/22/2002	2848864	6/1/2004
Cluckendar	75236477	2/5/1997	2186757	9/1/1998
Country Churches	75173389	9/27/1996	2090269	8/19/1997
Country Discoveries	75724070	6/7/1999	2448336	5/1/2001
Country Traveler	75703808	5/12/99	2468321	7/10/2001
Country Woman.	75493269	5/29/1998	2270614	8/17/1999
-----Cowlander	75135574	7/17/1996	2221084	2/2/1999
Cowlendar	74271504	5/1/1992	1798663	10/12/1993
Crafting Traditions	75186828	10/24/1996	2105457	10/14/1997
Crate O' Recipes	78108876	2/14/2002	2825797	3/23/2004
Farm & Ranch Living	73279420	9/26/1980	1198664	6/22/1982
Flying Flowers	75379813	10/27/1997	2254570	6/15/1999
Homemaker Schools	75153681	8/21/1996	2089229	8/19/1997
Little Farmers	74668609	5/1/1995	2017018	11/19/1996
Maxi-Mix	74169921	5/24/1991	1712877	9/8/1992
MMMMinnesota Munchers	75739464	6/29/1999	2541101	2/19/2002
MMMMinnesota Munchers	76302912	8/22/2001	2556003	4/2/2002

Grantor: Reiman Media Group, Inc.
United States Trademarks

Registered Trademarks

Mark	Application Serial No.	Application Date	Registration No.	Registration Date
----Pig Calendar You Never Sausage A Calendar	75135573	7/17/1996	2153362	4/28/1998
Reminisce	74071150	6/20/1990	1747772	1/19/1993
Reminisce	75173387	9/27/1996	2099361	9/23/1997
Reminisce Books	74620690	1/12/1995	1938857	11/28/1995
Taste of Home	74540727	6/21/1994	2002133	9/24/1996
Taste of Home	75437620	2/20/1998	2431989	2/27/2001
Taste of Home	75177264	10/4/1996	2113908	11/18/1997
Taste of Home	76253763	5/8/2001	2778292	10/28/2003
Taste of Home	76471308	11/22/2002	2843721	5/18/2004
Taste of Home & Design	75343958	8/20/1997	2166005	6/16/1998
Taste of Home Minute	78152170	8/8/2002	2791201	12/9/2003
Taste of Home's	78082,864	9/6/2001	2783120	11/11/2003
Taste of Home's Light & Tasty	76119484	8/30/2000	2786887	11/25/2003
Taste of Home's Quick Cooking	78091179	11/1/2001	2721370	6/3/2003
The General Store That Fits In Your Computer	76067213	6/9/2000	2461721	6/19/2001
The Magnificent Horse	75237537	2/6/1997	2203245	11/10/1998
Tomato Booster	73799574	5/12/1989	1577791	1/16/1990
World Wide Country Tours	75229827	5/28/1997	2248663	6/1/1999
Country Miler	75098955	5/6/1996	2092243	8/26/97
Good News in Deed	75022208	11/16/1995	2078059	7/8/97

Grantor: Reiman Media Group, Inc.
United States Trademarks

Trademark Applications

Mark	Application Serial No.	Application Date
Your Family	76415774	6/4/2002 (abandoned 5/3/04)
Birds & Blooms	78082873	9/6/2001 (abandoned 11/21/03
Crate O' Recipes	78108876	2/14/2002
Taste of Home	78082868	9/6/01 (abandoned 1/7/04))
Taste of Home	75774879	8/12/1999
Taste of Home	76253763	5/8/2001
Taste of Home's Light and Tasty	76119484	8/30/2000
Birds & Blooms	76469098	11/22/2002
Taste of Home	76471308	11/22/2002
Taste of Home Minute	78152170	8/8/2002
Birds & Blooms' Backyard Living	76489292	2/11/2003
Backyard Living	76489288	2/11/2003
Taste of Home Parties	76502445	3/31/2003
Celebrating Food and Fun Taste of Home Parties & Design	76502446	3/31/2003
Taste of Home Parties & Design	76502447	3/31/2003
Celebrating Food and Fun	76502448	3/31/2003
Taste of Home's	78082864	9/6/2001
Taste of Home's Cooking Expo	76517518	5/28/2003
Taste of Home's Cooking for 2	78306502	9/29/03
Birds & Blooms	78351019	1/13/04
Taste of Home	78351026	1/13/04
Circle of Friends	78359514	1/29/04
Taste of Home's Entertaining	78359507	1/29/04
Quick Cooking on Stage! & Design	78423634	5/24/04

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Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Pending Trademark Applications

Mark	Application Serial No.	Application Date
The Most Involving Magazine on Earth	76/419515	6/11/2002
Raise a Reader	76/426982	6/28/2002 (abandoned 6-5-03)
The Weekend Reader	76/456818	10/4/2002
ChangeOne	76/394647	4/12/2002
Classics for Beginning Reader's & Design	76/159056	11/3/2000
RD.COM	76/245958	4/24/2001
Step-By-Step	76/268800	6/8/2001 (abandoned 4-5-02)
Reader's Digest Caring Company	76/494331	3/4/2003
Caring Company & Design	76/494332	3/4/2003 (abandoned 3-10-04)
Caring Company & Design	76/494333	3/4/2003 (abandoned 3-10-04)
Small Miracles	78/252638	5/21/2003
Movie Theater Storybook & Movie Projector	76517252	5/27/2003
ChangeOne	78257647	6/3/2003
Build-It	78258243	6/4/2003
Reader's Digest Family Index & Design	75545013	9-3-03
Reader's Digest Family Index	78304194	9-23-03

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Pending Trademark Applications

Mark	Application Serial No.	Application Date
There Oughta Be A Law	78326594	11-12-03
Everyday Style	78338369	12-9-03
Famous Fables & Design	76566980	12-12-03
Nick Of Time	78342818	12-18-03
Reader's Digest	76574099	2-4-04
Reader's Digest Fundraising & Design	76578607	3-2-04
QSP Reader's Digest & Design	76578608	3-2-04
Reader's Digest & Design	76578606	3-2-04
Talk Provoking	78377896	3-3-04
Live Well For Less	78379458	3-5-04
English 2 Go	78408822	4-27-04
Get In The Game And Get Great Stuff!	78413953	5-6-04
Your Big Adventure	78413939	5-6-04
Pegasus Design	78418370	5-13-04
Reader's Digest (Stylized)	78418362	5-13-04
Reader's Digest (Stylized) with Pegasus Design	78418399	5-13-04
Reader's Digest	78421699	5-19-04
Good For You	75656563	3/8/1999
Today's Custom Vitamins	76221411	3/7/2001
New Choices	76377410	3/1/2002
New Choices	76377319	3/1/2002

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Action Tool	2,348,242	5/9/2000		
All In a Day's Work	1,262, 379	12/27/1983		
All-Star Readers	2,396,367	10/17/2000		
Animals All Around	2,439,289	3/27/2001		
Bend-A-Bug	2,300,891	12/14/1999		
Bend'N'Snuggle	2,418,280	1/2/2001		
Book & Circle Design	2818011	2/24/2004	76356186	1-8-02
Bookpicks	2,392,437	10/3/2000		
BUY-WORDS From Carolyn Davis	961,119	6/12/1973		
Campus Comedy	1,029,375	1/6/1976		
Carryalong	2,269,710	8/10/1999		
Cartoon Quips	1,546,392	7/4/1989		
Celebremos Los Libros	2829630	4/6/2004	76510810	4-30-03
Classic Toy	2,316,803	2/8/2000		
Classified Classics	1,546,391	7/4/1989		
Collector's Choice	1,906,171	7/18/1995		
Emagnet	2835003	4/20/2004	76318875	9-28-01
Explanation Points	1,545,377	6/27/1989		
Extra Credits	2114908	11-25-97 (abandoned 11-25-03)		
Family Reading Program	1,522,224	1/24/1989		
Finger Puppet Fun	2123986	12-23-97 (abandoned 12-23-03)		
First Blessings	2,261,659	7/13/1999		
First Blessings Flap Book	2239723	4/13/1999		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Food Digest	1,432,891	3/17/1987		
Great Reading Plus A Whole Lot More	2,600,099	7/30/2002		
Head & Tale	2102269	9-30-97 (abandoned 9-30-03)		
Headline Hits	1,556,791	9/19/1989		
Heroes for Today	1,375,291	12/10/1985		
Humor In Uniform	1,236,209	5/3/1983		
I Can Drive	2181209	8-11-98		
It's A Fact	2,460,595	6/12/2001		
Keep It On Campus	2,645,692	11/5/2002		
Laughter, The Best Medicine	570,788	2/17/1953		
Life in These United States	574,661	5/19/1953		
Life Touched With Wonder	2,541,288	2/19/2002		
Life's Like That	2,384,370	9/5/2000		
Little Animal Adventures	1743922	12/29/1992		
Little Pockets	2239937	4/13/1999		
Little Tab	2310013	1/18/2000		
Little Take-Me-Out	2,246,686	5/18/1999		
Magic Wheel	2,358,698	6/13/2000		
MagNet	1,888,029	4/4/1995		
MicroStickers	2186128	9-1-98		
Move-Along Bead	2,375.856	8/8/2000		
My Most Unforgettable Character	1,963,809	3/26/1996		
My Play CD Book	2024327	12-17-96 (abandoned 12-17-02)		
Nature's Rage	2,237,139	4/6/1999		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Nature's Rage	2,204,577	11/17/1998		
News from the World of Science	1,333,208	4/30/1985		
Of Love and Life	2,589,323	7/2/2002		
On the Spot	2,411,283	12/5/2000		
Partners in English	1,828,261	3/29/1994		
Partners in English	1,829,730	4/5/1994		
Pegasus Design	896,534	8/11/1970		
Pegasus Design	1,647,966	6/18/1991		
Pegasus Design	2,278,265	9/14/1999		
Playtime Pals	2153922	4-28-98 (abandoned 4-28-04)		
Pleasantville Farms	1,680,530	3/24/1992		
Pleasantville Farms & Design	1,372,859	11/26/1985		
Pleasure Programmed (Design)	822 875	1/24/1967		
Points to Ponder	1,032,989	2/10/1976		
QSP	960,085	5/29/1973		
Quiztronics	2105965	10-14-97 (abandoned 10-14-03)		
Quotable Quotes	1,028,646	12/30/1975		
RD.com	2,760,751	9/9/2003	76245959	4-24-01
Read & Play	2,304,493	12/28/1999		
Read It, React, Interact	2,164,625	6-9-98 (abandoned 9-6-04)		
Read With Baby Animals	2,714,451	5/6/2003		
Reader's Digest	2,151,348	4/14/1998		
Reader's Digest	1,029,220	1/6/1976		
Reader's Digest & Pegasus Device	1668300	12/17/1991		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Reader's Digest (Stylized)	746,933	3/19/1963		
Reader's Digest (Stylized)	761,376	12/10/1963		
Reader's Digest (Stylized)	1,042,251	6/29/1976		
Reader's Digest Children's Books	2333807	3/21/2000		
Reader's Digest Explorer Guides	2,518,572	12/11/2001		
Reader's Digest Home Life & Design	2133194	1-27-98 (abandoned 1-27-04)		
Reader's Digest Kids	1,853,969	9/13/1994		
Reader's Digest National Word Power Challenge	2825796	3/23/2004	76347524	12-11-01
Reader's Digest National Word Power Challenge & Design	2830502	4/6/2004	76355907	1-7-02
Reader's Digest Power Plus Edition	1,982,560	6/25/1996		
Reader's Digest Select Editions	2,213,367	12/22/1998		
Reader's Digest Simpler Life & Design	2,352,511	5/23/2000		
Reader's Digest Smart Series	2151470	4-14-98 (abandoned 4-14-98)		
Reader's Digest Young Families	2,084,113	7/29/1997		
Reader's Digest Young Families	2,111,435	11/4/1997		
Readersonly.com	2,596,798	7/23/2002		
Readersonly.com Great Reading Plus A Whole Lot More & Design	2,596,842	7/23/2002		
Reindeer Bucks	2,011,151	10/22/1996		
Selecciones	2,616,549	9/10/2002		
Selecciones (Stylized)	1,585,645	3/6/1990		
Selecciones Casa	2829632	4/6/2004	76510812	4-30-03

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Selecciones del Reader's Digest	746,934	3/19/1963		
Selecciones del Reader's Digest	761375	12-10-63 (abandoned 12-10-03)		
Selecciones Su Salud. Su Vida.	2829631	4/6/2004	76510811	4-30-03
Selecoes Reader's Digest (Stylized)	398,386	10/27/1942		
Sidesqueaker	2,246,685	5/18/1999		
Simpler Life	2,398,274	10/24/2000		
Snappy Fun	2,253,838	6/15/1999		
Soft Tabs	2,505,667	11/6/2001		
Spin & Learn	2,419,954	1/9/2001		
Spin-Me-Around	2,302,880	12/21/1999		
Spookeneers	2701300	3/25/2003		
Squeaky Bugs	1967372	4-9-96 (abandoned 4-9-02)		
Squeaky Shape	2,314,910	2/1/2000		
Squeaky Trucks	2,229,664	3/2/1999		
Storytime Gems	2,283,799	10/5/1999		
Take-Me-Out	2,314,911	2/1/2000		
Tell Me Why	1891720	4-25-95 (abandoned 4-25-01)		
That's Outrageous	1,744,491	1/5/1993		
The Digest	987,900	7/9/1974		
The Environmental Initiative & Design	2,118,603	12-9-03 (abandoned 12-9-03)		
The First Bible Collection & Design	2,211,920	12/15/1998		
The Jokefinder	2170225	6-30-98 (abandoned 6-30-98)		
The Laugh Bank	2170224	6-30-98 (abandoned 6-30-98)		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
The Most Involving Magazine On Earth	2,700,150	3/25/2003		
The Mystery Digest	2,351,026	5/16/2000		
The Pay Later Plan	2,495,163	10/2/2001		
The Profit Express	2,302,597	12/21/1999		
The Randomizer	1,903,545	7/4/1995		
Tiny Carryalong	2,363,004	6/27/2000		
Tiny Hugs	2153075	4-21-98 (abandoned 4-21-04)		
Tiny Totes	2,424,320	1/30/2001		
Tips for Better Living From Carolyn Davis	2,115,819	11/25/1997		
Today's Best Nonfiction	1,792,613	9/14/1993		
Today's Best Nonfiction	2,577,081	6/11/2002		
Touch & Squeak	2,207,703	12/1/1998		
Unsert	2,223,855	2/16/1999		
Viewpoints On Health	2,517,832	12/11/2001		
Virtual Hilarity	2143767	3-10-98(abandoned 3-10-04)		
Window Surprise	2,574,290	5/28/2002		
Word Power	1,678,471	3/10/1992		
Word Power	2,253,188	6/15/1999		
Your Family	2,363,295	6/27/2000		
Pardon, Your Slip is Showing	0570789	2/17/53		
Drama in Real Life	0575540	6/9/53		
It Pays to Enrich Your Word Power	0575541	6/9/53		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
News from the World of Medicine	1196207	5/25/82		
An Encouraging Word	1232341	3/22/83		
Toward More Picturesque Speech	1236211	5/3/83		
Personal Glimpses	1236212	5/3/83		
Notes from all over	1236210	5/3/83		
Puzzle Masters	1715687	9/15/92		
Storyplaces	2062169	5/13/97		
Children's Secret Store	2076159	7/1/97		
Little Hugs	2089725	8/19/97		
Children's Secret Store	2095611	9/9/97		

U.S. PATENTS AND TRADEMARKS RELEASE OF SECURITY INTEREST

THIS RELEASE dated as of April 14, 2005, by JPMorgan Chase Bank, N.A. (formerly known as JPMorgan Chase Bank) (the "*Agent*"). Terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Term Loan Agreement referred to below.

A. Reference is made to (i) Term Loan Agreement dated as of May 20, 2002 (as amended, restated or supplemented from time to time, the "*Term Loan Agreement*"), among The Reader's Digest Association, Inc. (the "*Company*"), certain borrowing subsidiaries, certain lenders and the Agent and (ii) the Amended and Restated Five-Year Revolving Credit and Competitive Advance Facility Agreement dated as of May 20, 2002 (as amended, restated or supplemented from time to time, the "*Revolving Agreement*") among the Company, certain borrowing subsidiaries, certain lenders and the Agent.

B. Reference is made to (i) the Guarantee and Collateral Agreement, dated as of May 20, 2002 (the "*GCA*"), among the Grantors in favor of the Agent (for the benefit of the Secured Parties) and (ii) the Patent and Trademark Security Agreement dated as of November 1, 2004 (the "*Security Agreement*"), made by the Grantors in favor of the Agent (for the benefit of the Secured Parties), pursuant to which, among other things, the Grantors granted a security interest to the Agent (for the benefit of the Secured Parties) in, among other things, (A) the registered trademarks of the Grantors as set forth on Annex I hereto (the "*Trademarks*"), which security interest was recorded with the United States Patent & Trademark Office against certain trademarks at Reel 002976 Frame 0391 on November 10, 2004 and at Reel 002520 Frame 0058 on June 13, 2002 and (B) the patents of the Grantors as set forth on Annex I hereto (the "*Patents*"), which security interest was recorded with the United States Patent & Trademark Office against certain patents at Reel 015361 Frame 0206 on November 10, 2004 and at Reel 012967 Frame 0001 on June 12, 2002.

C. In connection with the termination of the Term Loan Agreement and the Revolving Agreement, the Company has informed the Agent of its desire to obtain the release of all right, title and interest of the Agent and each other grantee or beneficiary in and to the Trademarks and Patents granted under the GCA and the Security Agreement.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all the Agent's right, title and interest (including, without limitation, security interests) in and to the Trademarks and Patents pursuant to the GCA and the Security Agreement shall automatically terminate as provided in the GCA and the Security Agreement, including, without limitation, the

Trademarks and Patents set forth on Annex I attached hereto, the debt secured thereby having been paid and satisfied in full.

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed by its duly authorized officer as of the day and year above written.

JPMORGAN CHASE BANK, N.A.,

By _____

Name: RANDOLPH CATES
Title: VICE PRESIDENT

[NYCORP:2498288]]

Grantor: Books Are Fun, Ltd.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Reading Heroes	2123427	12-23-97	75/196698	(Reg. abandoned 12-23-03)
Books Are Fun	2128314	1-13-98	75/137803	7-18-96
Book Nook	2097231	9-13-97	75/137801	(Reg. abandoned 9-13-03)
Books Are Fun Ltd. & Design	2269139	8-10-99	75/544625	8-28-98
Jewelry Is Fun	2487224	9-11-01	76/054691	5-22-00
Apple & Books Design (new)	2719215	5-27-03	76/434781	7-24-02
Apple & Books Design (old)	2719217	5-27-03	76/434785	7-24-02

Trademark Applications

Mark	Application Serial No.	Application Date
Prayer Puppy	76507539	4/17/03
Blessing Bunny	76507540	4/17/03
Sleepytime Prayer Buddies	76507541	4/17/03
Sleepytime Bear Buddy	76507100	4/17/03
The Bath & Beauty Collection & Design	76557470	10/23/03
The Bath & Beauty Collection & Design	76557384	11/06/03
Jewelry Is Fun	78338849	12/10/03

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Grantor: Reader's Digest Young Families, Inc.
United States Trademarks

Registered Trademarks

None

Pending Trademark Applications

Mark	Application Serial No.	Application Date
Worm Design	76408882	5-16-02
Toys for Every Stage of Your Baby's Development	76469599	11-25-02
Child Development Toy Program & Design	76409049	5-16-02

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Grantor: RD Publications Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
American Woodworker (Stylized)	1997194	8-27-96	(Did not provide application info. for these marks since only they were only listed as Registrations on past Perfection Certificates)	
Handy Hints	2018634	11-26-96		
Kitchen & Bath Remodeling	2356326	6-6-00		
Kitchen & Bath Remodeling & Design	2358772	6-13-00		
New Choices	2618136	9-10-02		
New Choices Living Even Better After 50	1978545	6-4-96		
New Choices The Magazine For Your Health, Money & Travel	2504012	11-6-01		
OOPS!	2611000	8-20-02		
Practical Homeowner	2141184	3/3/98 (abandoned 3/3/04)		
Rodale's Practical Homeowners Book Club	1379748	1-21-86		
The Family Handyman	2329893	3-14-00		
The Family Handyman	2427051	2-6-01		
The Family Handyman (Stylized)	1830346	4-12-94		
The Home Improvement Authority	1993653	8-13-96		
The Weekend Woodworker	1679005	3-10-92		
The Workshop Companion	1713638	9-8-92		
Tool Buyer's Guide	2409658	11-28-00		
50 Plus	1973684	5/14/96		
Home Woodworker	2024736	12/17/96		
Mastering Woodworking	2080303	7/15/97		

Grantor: RD Publications Inc.
United States Trademarks

Trademark Applications

Mark	Application Serial No.	Application Date
Dream Backyards	76472211	12/5/2002
Empty Nest	76267760	6/6/01 (abandoned 12/30/02)
Empty Nester	76267759	6/6/2001
Home of Your Dreams	76489501	2/14/2003
Home of Your Dreams	76495202	3/5/2003
Great Goofs	76535489	8-6-03
Grownups	76052545	5/19/00 (abandoned 6/4/04)
The Family Handyman	76574632	2-5-04

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Grantor: Reiman Media Group, Inc.
United States Trademarks

Registered Trademarks

Mark	Application Serial No.	Application Date	Registration No.	Registration Date
Barns Calendar	75173374	9/27/1996	2086668	8/5/1997
Birds & Blooms	75173388	9/27/1996	2103247	10/7/1997
Birds & Blooms	74573762	9/14/1994	1964726	3/26/1996
Birds & Blooms	75621014	1/14/1999	2439147	3/27/2001
Birds & Blooms	75173381	9/27/1996	2377842	8/15/2000
Birds & Blooms	76469098	11/22/2002	2848864	6/1/2004
Cluckendar	75236477	2/5/1997	2186757	9/1/1998
Country Churches	75173389	9/27/1996	2090269	8/19/1997
Country Discoveries	75724070	6/7/1999	2448336	5/1/2001
Country Traveler	75703808	5/12/99	2468321	7/10/2001
Country Woman.	75493269	5/29/1998	2270614	8/17/1999
----Cowlander	75135574	7/17/1996	2221084	2/2/1999
Cowlendar	74271504	5/1/1992	1798663	10/12/1993
Crafting Traditions	75186828	10/24/1996	2105457	10/14/1997
Crate O' Recipes	78108876	2/14/2002	2825797	3/23/2004
Farm & Ranch Living	73279420	9/26/1980	1198664	6/22/1982
Flying Flowers	75379813	10/27/1997	2254570	6/15/1999
Homemaker Schools	75153681	8/21/1996	2089229	8/19/1997
Little Farmers	74668609	5/1/1995	2017018	11/19/1996
Maxi-Mix	74169921	5/24/1991	1712877	9/8/1992
MMMMinnesota Munchers	75739464	6/29/1999	2541101	2/19/2002
MMMMinnesota Munchers	76302912	8/22/2001	2556003	4/2/2002

Grantor: Reiman Media Group, Inc.
United States Trademarks

Registered Trademarks

Mark	Application Serial No.	Application Date	Registration No.	Registration Date
---Pig Calendar You Never Sausage A Calendar	75135573	7/17/1996	2153362	4/28/1998
Reminisce	74071150	6/20/1990	1747772	1/19/1993
Reminisce	75173387	9/27/1996	2099361	9/23/1997
Reminisce Books	74620690	1/12/1995	1938857	11/28/1995
Taste of Home	74540727	6/21/1994	2002133	9/24/1996
Taste of Home	75437620	2/20/1998	2431989	2/27/2001
Taste of Home	75177264	10/4/1996	2113908	11/18/1997
Taste of Home	76253763	5/8/2001	2778292	10/28/2003
Taste of Home	76471308	11/22/2002	2843721	5/18/2004
Taste of Home & Design	75343958	8/20/1997	2166005	6/16/1998
Taste of Home Minute	78152170	8/8/2002	2791201	12/9/2003
Taste of Home's	78082,864	9/6/2001	2783120	11/11/2003
Taste of Home's Light & Tasty	76119484	8/30/2000	2786887	11/25/2003
Taste of Home's Quick Cooking	78091179	11/1/2001	2721370	6/3/2003
The General Store That Fits In Your Computer	76067213	6/9/2000	2461721	6/19/2001
The Magnificent Horse	75237537	2/6/1997	2203245	11/10/1998
Tomato Booster	73799574	5/12/1989	1577791	1/16/1990
World Wide Country Tours	75229827	5/28/1997	2248663	6/1/1999
Country Miler	75098955	5/6/1996	2092243	8/26/97
Good News in Deed	75022208	11/16/1995	2078059	7/8/97

Grantor: Reiman Media Group, Inc.
United States Trademarks

Trademark Applications

Mark	Application Serial No.	Application Date
Your Family	76415774	6/4/2002 (abandoned 5/3/04)
Birds & Blooms	78082873	9/6/2001 (abandoned 11/21/03
Crate O' Recipes	78108876	2/14/2002
Taste of Home	78082868	9/6/01 (abandoned 1/7/04))
Taste of Home	75774879	8/12/1999
Taste of Home	76253763	5/8/2001
Taste of Home's Light and Tasty	76119484	8/30/2000
Birds & Blooms	76469098	11/22/2002
Taste of Home	76471308	11/22/2002
Taste of Home Minute	78152170	8/8/2002
Birds & Blooms' Backyard Living	76489292	2/11/2003
Backyard Living	76489288	2/11/2003
Taste of Home Parties	76502445	3/31/2003
Celebrating Food and Fun Taste of Home Parties & Design	76502446	3/31/2003
Taste of Home Parties & Design	76502447	3/31/2003
Celebrating Food and Fun	76502448	3/31/2003
Taste of Home's	78082864	9/6/2001
Taste of Home's Cooking Expo	76517518	5/28/2003
Taste of Home's Cooking for 2	78306502	9/29/03
Birds & Blooms	78351019	1/13/04
Taste of Home	78351026	1/13/04
Circle of Friends	78359514	1/29/04
Taste of Home's Entertaining	78359507	1/29/04
Quick Cooking on Stage! & Design	78423634	5/24/04

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Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Pending Trademark Applications

Mark	Application Serial No.	Application Date
The Most Involving Magazine on Earth	76/419515	6/11/2002
Raise a Reader	76/426982	6/28/2002 (abandoned 6-5-03)
The Weekend Reader	76/456818	10/4/2002
ChangeOne	76/394647	4/12/2002
Classics for Beginning Reader's & Design	76/159056	11/3/2000
RD.COM	76/245958	4/24/2001
Step-By-Step	76/268800	6/8/2001 (abandoned 4-5-02)
Reader's Digest Caring Company	76/494331	3/4/2003
Caring Company & Design	76/494332	3/4/2003 (abandoned 3-10-04)
Caring Company & Design	76/494333	3/4/2003 (abandoned 3-10-04)
Small Miracles	78/252638	5/21/2003
Movie Theater Storybook & Movie Projector	76517252	5/27/2003
ChangeOne	78257647	6/3/2003
Build-It	78258243	6/4/2003
Reader's Digest Family Index & Design	75545013	9-3-03
Reader's Digest Family Index	78304194	9-23-03

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Pending Trademark Applications

Mark	Application Serial No.	Application Date
There Oughta Be A Law	78326594	11-12-03
Everyday Style	78338369	12-9-03
Famous Fables & Design	76566980	12-12-03
Nick Of Time	78342818	12-18-03
Reader's Digest	76574099	2-4-04
Reader's Digest Fundraising & Design	76578607	3-2-04
QSP Reader's Digest & Design	76578608	3-2-04
Reader's Digest & Design	76578606	3-2-04
Talk Provoking	78377896	3-3-04
Live Well For Less	78379458	3-5-04
English 2 Go	78408822	4-27-04
Get In The Game And Get Great Stuff!	78413953	5-6-04
Your Big Adventure	78413939	5-6-04
Pegasus Design	78418370	5-13-04
Reader's Digest (Stylized)	78418362	5-13-04
Reader's Digest (Stylized) with Pegasus Design	78418399	5-13-04
Reader's Digest	78421699	5-19-04
Good For You	75656563	3/8/1999
Today's Custom Vitamins	76221411	3/7/2001
New Choices	76377410	3/1/2002
New Choices	76377319	3/1/2002

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Action Tool	2,348,242	5/9/2000		
All In a Day's Work	1,262, 379	12/27/1983		
All-Star Readers	2,396,367	10/17/2000		
Animals All Around	2,439,289	3/27/2001		
Bend-A-Bug	2,300,891	12/14/1999		
BendN'Snuggle	2,418,280	1/2/2001		
Book & Circle Design	2818011	2/24/2004	76356186	1-8-02
Bookpicks	2,392,437	10/3/2000		
BUY-WORDS From Carolyn Davis	961,119	6/12/1973		
Campus Comedy	1,029,375	1/6/1976		
Carryalong	2,269,710	8/10/1999		
Cartoon Quips	1,546,392	7/4/1989		
Celebremos Los Libros	2829630	4/6/2004	76510810	4-30-03
Classic Toy	2,316,803	2/8/2000		
Classified Classics	1,546,391	7/4/1989		
Collector's Choice	1,906,171	7/18/1995		
Emagnet	2835003	4/20/2004	76318875	9-28-01
Explanation Points	1,545,377	6/27/1989		
Extra Credits	2114908	11-25-97 (abandoned 11-25-03)		
Family Reading Program	1,522,224	1/24/1989		
Finger Puppet Fun	2123986	12-23-97 (abandoned 12-23-03)		
First Blessings	2,261,659	7/13/1999		
First Blessings Flap Book	2239723	4/13/1999		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Food Digest	1,432,891	3/17/1987		
Great Reading Plus A Whole Lot More	2,600,099	7/30/2002		
Head & Tale	2102269	9-30-97 (abandoned 9-30-03)		
Headline Hits	1,556,791	9/19/1989		
Heroes for Today	1,375,291	12/10/1985		
Humor In Uniform	1,236,209	5/3/1983		
I Can Drive	2181209	8-11-98		
It's A Fact	2,460,595	6/12/2001		
Keep It On Campus	2,645,692	11/5/2002		
Laughter, The Best Medicine	570,788	2/17/1953		
Life in These United States	574,661	5/19/1953		
Life Touched With Wonder	2,541,288	2/19/2002		
Life's Like That	2,384,370	9/5/2000		
Little Animal Adventures	1743922	12/29/1992		
Little Pockets	2239937	4/13/1999		
Little Tab	2310013	1/18/2000		
Little Take-Me-Out	2,246,686	5/18/1999		
Magic Wheel	2,358,698	6/13/2000		
MagNet	1,888,029	4/4/1995		
MicroStickers	2186128	9-1-98		
Move-Along Bead	2,375.856	8/8/2000		
My Most Unforgettable Character	1,963,809	3/26/1996		
My Play CD Book	2024327	12-17-96 (abandoned 12-17-02)		
Nature's Rage	2,237,139	4/6/1999		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Nature's Rage	2,204,577	11/17/1998		
News from the World of Science	1,333,208	4/30/1985		
Of Love and Life	2,589,323	7/2/2002		
On the Spot	2,411,283	12/5/2000		
Partners in English	1,828,261	3/29/1994		
Partners in English	1,829,730	4/5/1994		
Pegasus Design	896,534	8/11/1970		
Pegasus Design	1,647,966	6/18/1991		
Pegasus Design	2,278,265	9/14/1999		
Playtime Pals	2153922	4-28-98 (abandoned 4-28-04)		
Pleasantville Farms	1,680,530	3/24/1992		
Pleasantville Farms & Design	1,372,859	11/26/1985		
Pleasure Programmed (Design)	822 875	1/24/1967		
Points to Ponder	1,032,989	2/10/1976		
QSP	960,085	5/29/1973		
Quiztronics	2105965	10-14-97 (abandoned 10-14-03)		
Quotable Quotes	1,028,646	12/30/1975		
RD.com	2,760,751	9/9/2003	76245959	4-24-01
Read & Play	2,304,493	12/28/1999		
Read It, React, Interact	2,164,625	6-9-98 (abandoned 9-6-04)		
Read With Baby Animals	2,714,451	5/6/2003		
Reader's Digest	2,151,348	4/14/1998		
Reader's Digest	1,029,220	1/6/1976		
Reader's Digest & Pegasus Device	1668300	12/17/1991		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Reader's Digest (Stylized)	746,933	3/19/1963		
Reader's Digest (Stylized)	761,376	12/10/1963		
Reader's Digest (Stylized)	1,042,251	6/29/1976		
Reader's Digest Children's Books	2333807	3/21/2000		
Reader's Digest Explorer Guides	2,518,572	12/11/2001		
Reader's Digest Home Life & Design	2133194	1-27-98 (abandoned 1-27-04)		
Reader's Digest Kids	1,853,969	9/13/1994		
Reader's Digest National Word Power Challenge	2825796	3/23/2004	76347524	12-11-01
Reader's Digest National Word Power Challenge & Design	2830502	4/6/2004	76355907	1-7-02
Reader's Digest Power Plus Edition	1,982,560	6/25/1996		
Reader's Digest Select Editions	2,213,367	12/22/1998		
Reader's Digest Simpler Life & Design	2,352,511	5/23/2000		
Reader's Digest Smart Series	2151470	4-14-98 (abandoned 4-14-98)		
Reader's Digest Young Families	2,084,113	7/29/1997		
Reader's Digest Young Families	2,111,435	11/4/1997		
Readersonly.com	2,596,798	7/23/2002		
Readersonly.com Great Reading Plus A Whole Lot More & Design	2,596,842	7/23/2002		
Reindeer Bucks	2,011,151	10/22/1996		
Selecciones	2,616,549	9/10/2002		
Selecciones (Stylized)	1,585,645	3/6/1990		
Selecciones Casa	2829632	4/6/2004	76510812	4-30-03

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
Selecciones del Reader's Digest	746,934	3/19/1963		
Selecciones del Reader's Digest	761375	12-10-63 (abandoned 12-10-03)		
Selecciones Su Salud. Su Vida.	2829631	4/6/2004	76510811	4-30-03
Selecoes Reader's Digest (Stylized)	398,386	10/27/1942		
Sidesqueaker	2,246,685	5/18/1999		
Simpler Life	2,398,274	10/24/2000		
Snappy Fun	2,253,838	6/15/1999		
Soft Tabs	2,505,667	11/6/2001		
Spin & Learn	2,419,954	1/9/2001		
Spin-Me-Around	2,302,880	12/21/1999		
Spookeneers	2701300	3/25/2003		
Squeaky Bugs	1967372	4-9-96 (abandoned 4-9-02)		
Squeaky Shape	2,314,910	2/1/2000		
Squeaky Trucks	2,229,664	3/2/1999		
Storytime Gems	2,283,799	10/5/1999		
Take-Me-Out	2,314,911	2/1/2000		
Tell Me Why	1891720	4-25-95 (abandoned 4-25-01)		
That's Outrageous	1,744,491	1/5/1993		
The Digest	987,900	7/9/1974		
The Environmental Initiative & Design	2,118,603	12-9-03 (abandoned 12-9-03)		
The First Bible Collection & Design	2,211,920	12/15/1998		
The Jokefinder	2170225	6-30-98 (abandoned 6-30-98)		
The Laugh Bank	2170224	6-30-98 (abandoned 6-30-98)		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
The Most Involving Magazine On Earth	2,700,150	3/25/2003		
The Mystery Digest	2,351,026	5/16/2000		
The Pay Later Plan	2,495,163	10/2/2001		
The Profit Express	2,302,597	12/21/1999		
The Randomizer	1,903,545	7/4/1995		
Tiny Carryalong	2,363,004	6/27/2000		
Tiny Hugs	2153075	4-21-98 (abandoned 4-21-04)		
Tiny Totes	2,424,320	1/30/2001		
Tips for Better Living From Carolyn Davis	2,115,819	11/25/1997		
Today's Best Nonfiction	1,792,613	9/14/1993		
Today's Best Nonfiction	2,577,081	6/11/2002		
Touch & Squeak	2,207,703	12/1/1998		
Unsert	2,223,855	2/16/1999		
Viewpoints On Health	2,517,832	12/11/2001		
Virtual Hilarity	2143767	3-10-98(abandoned 3-10-04)		
Window Surprise	2,574,290	5/28/2002		
Word Power	1,678,471	3/10/1992		
Word Power	2,253,188	6/15/1999		
Your Family	2,363,295	6/27/2000		
Pardon, Your Slip is Showing	0570789	2/17/53		
Drama in Real Life	0575540	6/9/53		
It Pays to Enrich Your Word Power	0575541	6/9/53		

Grantor: The Reader's Digest Association, Inc.
United States Trademarks

Registered Trademarks

Mark	Registration No.	Registration Date	Application Serial No.	Application Date
News from the World of Medicine	1196207	5/25/82		
An Encouraging Word	1232341	3/22/83		
Toward More Picturesque Speech	1236211	5/3/83		
Personal Glimpses	1236212	5/3/83		
Notes from all over	1236210	5/3/83		
Puzzle Masters	1715687	9/15/92		
Storyplaces	2062169	5/13/97		
Children's Secret Store	2076159	7/1/97		
Little Hugs	2089725	8/19/97		
Children's Secret Store	2095611	9/9/97		