TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Reader's Digest Association, Inc.		03/02/2007	CORPORATION: DELAWARE
Reader's Digest Young Families, Inc.		03/02/2007	CORPORATION: DELAWARE
RD Publications, Inc.		03/02/2007	CORPORATION: DELAWARE
RD Walking, Inc.		03/02/2007	CORPORATION: DELAWARE
Reiman Media Group, Inc.		03/02/2007	CORPORATION: DELAWARE
Books are Fun, Ltd.		03/02/2007	CORPORATION: IOWA
Allrecipes.com, Inc.		03/02/2007	CORPORATION: WASHINGTON
Gareth Stevens, Inc.		03/02/2007	CORPORATION: WISCONSIN
QSP, Inc.		03/02/2007	CORPORATION: DELAWARE
Direct Holdings Americas Inc.		03/02/2007	CORPORATION: DELAWARE
Weekly Reader Corporation		03/02/2007	CORPORATION: DELAWARE
World Almanac Education Group, Inc.		03/02/2007	CORPORATION: DELAWARE
WRC Media, Inc.		03/02/2007	CORPORATION: DELAWARE
CompassLearning, Inc.		03/02/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 389

Property Type	Number	Word Mark
Registration Number:	2700150	THE MOST INVOLVING MAGAZINE ON EARTH

OP $9740.00 2700150

Registration Number:	2887204	THE WEEKEND READER
Registration Number:	3098563	FAMOUS FABLES
Registration Number:	2898407	NICK OF TIME
Registration Number:	2922466	READER'S DIGEST
Registration Number:	3093973	TALK PROVOKING
Registration Number:	3030592	READER'S DIGEST
Registration Number:	3030593	
Registration Number:	3030594	READER'S DIGEST
Registration Number:	2976909	CHANGEONE
Registration Number:	1262379	ALL IN A DAYS WORK
Registration Number:	2269710	CARRYALONG
Registration Number:	1546392	CARTOON QUIPS
Registration Number:	1546391	CLASSIFIED CLASSICS
Registration Number:	1906171	COLLECTOR'S CHOICE
Registration Number:	1545377	EXPLANATION POINTS
Registration Number:	1522224	FAMILY READING PROGRAM
Registration Number:	1432891	FOOD DIGEST
Registration Number:	1556791	HEADLINE HITS
Registration Number:	1236209	HUMOR IN UNIFORM
Registration Number:	0570788	LAUGHTER, THE BEST MEDICINE
Registration Number:	1743922	LITTLE ANIMAL ADVENTURES
Registration Number:	1888029	MAGNET
Registration Number:	1828261	PARTNERS IN ENGLISH
Registration Number:	1829730	PARTNERS IN ENGLISH
Registration Number:	0896534	
Registration Number:	1647966	
Registration Number:	2278265	
Registration Number:	1680530	PLEASANTVILLE FARMS
Registration Number:	0822875	PLEASURE PROGRAMMED
Registration Number:	0960085	QSP
Registration Number:	1028646	"QUOTABLE QUOTES"
Registration Number:	2151348	READER'S DIGEST
Registration Number:	0746933	READER'S DIGEST
Registration Number:	0761376	READER'S DIGEST
Registration Number:	1042251	READER'S DIGEST

Registration Number:	1029220	READER'S DIGEST
Registration Number:	1853969	READER'S DIGEST KIDS
Registration Number:	1668300	READER'S DIGEST
Registration Number:	2213367	READER'S DIGEST SELECT EDITIONS
Registration Number:	2398274	SIMPLER LIFE
Registration Number:	2084113	READER'S DIGEST YOUNG FAMILIES
Registration Number:	2111435	READER'S DIGEST YOUNG FAMILIES
Registration Number:	1585645	SELECCIONES
Registration Number:	0746934	SELECCIONES DEL READER'S DIGEST
Registration Number:	0398386	SELECOES DO' READER'S DIGEST
Registration Number:	1744491	THAT'S OUTRAGEOUS!
Registration Number:	2211920	THE FIRST BIBLE COLLECTION
Registration Number:	2424320	TINY TOTES
Registration Number:	1792613	TODAY'S BEST NONFICTION
Registration Number:	2223855	UNSERT
Registration Number:	1678471	WORD POWER
Registration Number:	2253188	WORD POWER
Registration Number:	2352511	SIMPLER LIFE READER'S DIGEST
Registration Number:	2375856	MOVE-ALONG BEAD
Registration Number:	2333807	READER'S DIGEST CHILDREN'S BOOKS
Registration Number:	2253838	SNAPPY FUN
Registration Number:	2204577	NATURE'S RAGE
Registration Number:	2517832	VIEWPOINTS ON HEALTH
Registration Number:	2396367	ALL-STAR READERS
Registration Number:	2239723	FIRST BLESSINGS FLAP BOOK
Registration Number:	2411283	ON THE SPOT
Registration Number:	2418280	BEND 'N' SNUGGLE
Registration Number:	2419954	SPIN & LEARN
Registration Number:	2439289	ANIMALS ALL AROUND
Registration Number:	2577081	TODAY'S BEST NONFICTION
Registration Number:	2495163	THE PAY LATER PLAN
Registration Number:	2541288	LIFE TOUCHED WITH WONDER
Registration Number:	2574290	WINDOW SURPRISE
Registration Number:	2460595	IT'S A FACT
Registration Number:	2518572	READER'S DIGEST EXPLORER GUIDES

Registration Number:	2589323	OF LOVE AND LIFE
Registration Number:	2596798	READERSONLY.COM
Registration Number:	2600099	GREAT READING PLUS A WHOLE LOT MORE
Registration Number:	2596842	READERSONLY.COM GREAT READING PLUS A WHOLE LOT MORE
Registration Number:	2505667	SOFT TABS
Registration Number:	2616549	SELECCIONES
Registration Number:	2936572	CLASSICS FOR BEGINNING READERS
Registration Number:	2760751	RD.COM
Registration Number:	2714451	READ WITH BABY ANIMALS
Registration Number:	2701300	SPOOKENEERS
Registration Number:	2835003	EMAGNET
Registration Number:	2825796	READER'S DIGEST NATIONAL WORD POWER CHALLENGE
Registration Number:	2830502	READERS DIGEST NATIONAL WORD POWER CHALLENGE
Registration Number:	2818011	
Registration Number:	2645692	KEEP IT ON CAMPUS
Registration Number:	2829632	SELECCIONES CASA
Registration Number:	2829631	SELECCIONES SU SALUD. SU VIDA.
Registration Number:	2829630	CELEBREMOS LOS LIBROS
Registration Number:	2945054	SMALL MIRACLES
Registration Number:	2907708	MOVIE THEATER STORYBOOK & MOVIE PROJECTOR
Registration Number:	2940818	BUILD-IT
Registration Number:	3131410	MUSIC PLAYER STORYBOOK
Registration Number:	2929038	READER'S DIGEST
Registration Number:	3120054	E EFUNDRAISING.COM
Serial Number:	78379458	LIVE WELL FOR LESS
Serial Number:	78408822	ENGLISH 2 GO
Serial Number:	76245958	RD.COM
Serial Number:	78304194	THE READER'S DIGEST FAMILY INDEX
Serial Number:	76545013	THE READER'S DIGEST FAMILY INDEX FI
Registration Number:	3171598	RD.COM
Serial Number:	78647234	READER'S DIGEST FAITH
Registration Number:	3191690	YOUR ONLINE FUNDRAISING CAMPAIGN!
Serial Number:	78779407	BE EXCITED ABOUT READING
Serial Number:	78779409	BE EXCITED ABOUT READING

Serial Number:	78787688	ANIMAL ADVENTURES FOR YOUNG READERS
Serial Number:	78899247	LINDA
Serial Number:	78901597	SOY
Serial Number:	78771263	AMERICA'S FAVORITE MAGAZINES
Serial Number:	78772370	ENGLISH IN 20 MINUTES A DAY
Registration Number:	3205842	RD STORE.COM
Serial Number:	78855588	STEP-BY-STEP READERS 1 STEP-BY-STEP READERS 2 STEP-BY-STEP READERS 3 STEP-BY-STEP READERS 4
Registration Number:	3198916	
Serial Number:	78859588	SUPER WORDPOWER
Registration Number:	0987900	THE DIGEST
Registration Number:	2580223	ASPIRATIONS
Serial Number:	78257647	CHANGEONE
Registration Number:	2348242	ACTION TOOL
Registration Number:	2351026	THE MYSTERY DIGEST
Registration Number:	2358698	MAGIC WHEEL
Registration Number:	2363004	TINY CARRYALONG
Registration Number:	2384370	LIFE'S LIKE THAT
Registration Number:	2392437	BOOKPICKS
Serial Number:	77088113	TAKE A BITE OUTTA LIFE!
Registration Number:	2076159	CHILDREN'S SECRET STORE
Registration Number:	2095611	CHILDREN'S SECRET STORE
Registration Number:	2866004	
Registration Number:	2866005	CHILD DEVELOPMENT TOY PROGRAM
Registration Number:	2872910	DREAM BACKYARDS
Registration Number:	2934492	THE FAMILY HANDYMAN
Registration Number:	1830346	THE FAMILY HANDYMAN
Registration Number:	2018634	HANDY HINTS
Registration Number:	2329893	THE FAMILY HANDYMAN
Registration Number:	2427051	THE FAMILY HANDYMAN
Registration Number:	2504012	NEW CHOICES THE MAGAZINE FOR YOUR HEALTH, MONEY & TRAVEL
Registration Number:	2618136	NEW CHOICES
Registration Number:	2889897	HOME OF YOUR DREAMS
Registration Number:	2924740	GREAT GOOFS

Serial Number:	77049739	PUREHOME
Registration Number:	2358772	KITCHEN & BATH REMODELING
Registration Number:	2356326	KITCHEN & BATH REMODELING
Registration Number:	1450676	THE WALKING MAGAZINE
Registration Number:	2221084	_ _ _ _ _ COWLENDAR
Registration Number:	2153362	____PIG CALENDAR YOU NEVER SAUSAGE A CALENDAR
Registration Number:	2086668	BARNS CALENDAR
Registration Number:	2103247	BIRDS & BLOOMS
Registration Number:	1964726	BIRDS & BLOOMS
Registration Number:	2439147	BIRDS & BLOOMS
Registration Number:	2377842	BIRDS & BLOOMS
Registration Number:	2090269	COUNTRY CHURCHES
Registration Number:	2448336	COUNTRY DISCOVERIES
Registration Number:	2468321	COUNTRY TRAVELER
Registration Number:	2270614	COUNTRY WOMAN
Registration Number:	2105457	CRAFTING TRADITIONS
Registration Number:	1198664	FARM & RANCH LIVING
Registration Number:	2017018	LITTLE FARMERS
Registration Number:	1712877	MAXI-MIX
Registration Number:	2541101	MMMMINNESOTA MUNCHERS
Registration Number:	2556003	MMMMINNESOTA MUNCHERS
Registration Number:	1747772	REMINISCE
Registration Number:	1938857	REMINISCE BOOKS
Registration Number:	2002133	TASTE OF HOME
Registration Number:	2431989	TASTE OF HOME
Registration Number:	2113908	TASTE OF HOME
Registration Number:	2955195	TASTE OF HOME
Registration Number:	2778292	TASTE OF HOME
Registration Number:	2166005	TASTE OF HOME
Registration Number:	2786887	TASTE OF HOME'S LIGHT & TASTY
Registration Number:	2721370	TASTE OF HOME'S QUICK COOKING
Registration Number:	2461721	THE GENERAL STORE THAT FITS IN YOUR COMPUTER
Registration Number:	2203245	THE MAGNIFICENT HORSE
Registration Number:	1577791	TOMATO BOOSTER
Registration Number:	2248663	WORLD WIDE COUNTRY TOURS

Registration Number:	2848864	BIRDS & BLOOMS
Registration Number:	2843721	TASTE OF HOME
Registration Number:	2791201	TASTE OF HOME MINUTE
Registration Number:	3110083	TASTE OF HOME ENTERTAINING
Registration Number:	2979302	TASTE OF HOME'S COOKING FOR 2
Registration Number:	2889895	BIRDS & BLOOMS' BACKYARD LIVING
Registration Number:	2889894	BACKYARD LIVING
Registration Number:	2960297	TASTE OF HOME PARTIES
Registration Number:	2960298	CELEBRATING FOOD AND FUN... TASTE OF HOME PARTIES
Registration Number:	2960299	TASTE OF HOME PARTIES
Registration Number:	3004727	CELEBRATING FOOD AND FUN
Registration Number:	2783120	TASTE OF HOME'S
Registration Number:	2902824	TASTE OF HOME'S COOKING EXPO
Registration Number:	3050521	EVERY DAY IS SPECIAL
Registration Number:	3174392	TASTE OF HOME'S
Registration Number:	3162751	TASTE OF HOME'S PRIZE WINNING RECIPES
Serial Number:	78652053	TASTE OF HOME ENTERTAINING
Registration Number:	3203151	PRIZE WINNING RECIPES
Serial Number:	78785779	TASTE OF HOME AMERICA'S FAMILY RECIPES
Serial Number:	78779401	AMERICA'S RECIPE BOX
Registration Number:	3199934	CONTEST WINNING ANNUAL RECIPES ----
Serial Number:	78790950	TASTE OF HOME'S CONTEST WINNING ANNUAL RECIPES ----
Serial Number:	78972547	FARM & RANCH LIVING
Serial Number:	78755269	TASTE OF HOME'S SIMPLE AND DELICIOUS
Serial Number:	78755277	TASTE OF HOME'S SIMPLE + DELICIOUS
Serial Number:	78830040	PRODUCTS MADE WITH PRIDE FROM COAST TO COAST
Registration Number:	1798663	COWLENDAR
Registration Number:	2824052	CRATE O'RECIPES
Registration Number:	2089229	HOMEMAKER SCHOOLS
Serial Number:	77081146	TASTE OF HOME'S
Serial Number:	77081140	TASTE OF HOME
Registration Number:	2363295	YOUR FAMILY
Registration Number:	2719215	

Registration Number:	2719217	
Registration Number:	2128314	BOOKS ARE FUN
Registration Number:	2269139	BOOKS ARE FUN LTD.
Registration Number:	2487224	JEWELRY IS FUN
Registration Number:	2956629	THE BATH & BEAUTY COLLECTION
Registration Number:	3093610	THE BATH & BEAUTY COLLECTION
Registration Number:	2986409	JEWELRY IS FUN
Registration Number:	3008449	BOOKS ARE FUN FOR BUSINESSES
Serial Number:	78800767	PASMOSO STUDIO
Serial Number:	78924234	AMERICA'S TOP RECIPE CONTEST _ _ _ _
Serial Number:	78924232	AMERICA'S TOP RECIPE CONTEST _ _ _ _
Serial Number:	78923260	AMERICA'S TOP RECIPE CONTEST _ _ _ _
Serial Number:	78923276	AMERICA'S TOP RECIPE CONTEST - - - -
Serial Number:	78696496	COOKNIK
Serial Number:	78696495	COOKNIK
Registration Number:	2874443	NUTRI-PLANNER
Registration Number:	2770321	QUICK-SMART
Registration Number:	2587916	ALL RECIPES
Registration Number:	2795378	ALLRECIPES
Registration Number:	2612052	ALLRECIPES
Registration Number:	2338667	ALLRECIPES
Registration Number:	2553297	ALLRECIPES
Registration Number:	2513479	MORTIMER'S FUN WITH WORDS
Registration Number:	2488991	MORTIMER'S MATH
Registration Number:	0638128	WORLD'S FINEST
Registration Number:	0858362	WF
Registration Number:	1246519	WORLD'S FINEST WFC MILK CHOCOLATE CALIFORINA ALMONDS REAL MILK CHOCOLATE MADE ESPECIALLY FOR
Registration Number:	2305784	WORLD'S FINEST
Registration Number:	2619091	WORLD'S FINEST FUND RAISING PROGRAMS
Serial Number:	78903058	STAIN PAL
Serial Number:	78832440	STAIN PAL
Serial Number:	78927836	KIDS COUNTRY POWER
Serial Number:	78912583	MASTERPIECE - THE ULTIMATE CLASSICAL LIBRARY

Serial Number:	78876655	ASTROABS
Serial Number:	77050530	PROFILES IN AMERICAN MUSIC
Registration Number:	2292647	HEARTLAND MUSIC
Registration Number:	1970674	LOST CIVILIZATIONS
Registration Number:	2292650	HEARTLAND MUSIC AMERICA'S #1 MUSIC CATALOG
Registration Number:	0767894	STONEHENGE
Registration Number:	1732984	MYSTERIES OF THE UNKNOWN
Registration Number:	1762498	HEARTLAND MUSIC
Registration Number:	1975516	LOST CIVILIZATIONS
Registration Number:	2040009	THE EVERYDAY COOKBOOKS
Registration Number:	2092233	WHAT LIFE WAS LIKE
Registration Number:	2428732	SECRETS OF THE CENTURY
Registration Number:	2434185	THE ILLUSTRATED KITCHEN LIBRARY
Registration Number:	2458790	WHOLE BODY FITNESS FOR SENIORS
Registration Number:	2491820	THE VIETNAM EXPERIENCE
Registration Number:	2704009	ADRENALINE RIDE
Registration Number:	2783452	STONEHENGE PRESS
Registration Number:	2665738	SONGS 4 WORSHIP
Serial Number:	78925983	EDUSTRESS RELIEF
Serial Number:	78925980	EDUSTRESS RELIEF
Serial Number:	78925967	EDUSTRESS RELIEF
Serial Number:	77059198	COMPASSLEARNING CRITICAL MISTAKES MATRIX
Registration Number:	2968115	BRAIN BUZZERS
Registration Number:	2813732	
Registration Number:	2882318	
Registration Number:	2813731	
Registration Number:	2813730	
Registration Number:	2882317	
Registration Number:	2813729	
Registration Number:	2800981	COMPASSLEARNING ODYSSEY
Registration Number:	2780326	COMPASSLEARNING EXPLORER
Registration Number:	2782733	COMPASSLEARNING EXPLORER
Registration Number:	2765262	COMPASSLEARNING EXPLORER
Registration Number:	2728031	COMPASSLEARNING ODYSSEY
Registration Number:	2725691	COMPASSLEARNING ODYSSEY

Registration Number:	2715196	BRIDGENET
Registration Number:	2586070	COMPASSLEARNING
Registration Number:	2663822	
Registration Number:	2592387	
Registration Number:	2640277	COMPASSLEARNING
Registration Number:	2592385	COMPASSLEARNING
Registration Number:	2656902	COMPASSLEARNING
Registration Number:	2636212	COMPASSLEARNING
Registration Number:	2579671	
Registration Number:	2654747	COMPASSLEARNING
Registration Number:	2530573	C-PAS
Registration Number:	2550448	COMPASS VIRTUAL CLASSROOM
Registration Number:	2495147	ASSESSMENT DESIGNER
Registration Number:	2848225	THE LEARNING ODYSSEY
Registration Number:	2823828	CHILDU
Registration Number:	2624854	CHILDU
Registration Number:	2695098	CHILDU
Registration Number:	2624853	CHILDU
Registration Number:	2710818	THE LEARNING ODYSSEY
Registration Number:	2639349	CHILDU
Registration Number:	2564366	THE LEARNING ODYSSEY
Registration Number:	2647783	CHILDU E-KNOWLEDGE LEADERS
Serial Number:	76355867	THE LEARNING ODYSSEY
Serial Number:	76355868	THE LEARNING ODYSSEY
Registration Number:	2054029	DRAGON TALES
Registration Number:	2042802	WORDS ON WINGS
Registration Number:	2106204	IDEA SHAPER
Registration Number:	2053034	COMPASS
Registration Number:	2108138	STORYBOOK MAKER
Registration Number:	1923500	CUENTOS DE COQUI
Registration Number:	1396585	
Registration Number:	1411116	BRICK BY BRICK
Registration Number:	1765662	HARTLEY
Registration Number:	2219515	TOMORROW'S PROMISE
Registration Number:	2229384	COMPASS-WORLDWARE

Serial Number:	78752304	PUZZLE READERS
Serial Number:	78752300	TURNING-PICTURE BOOKS
Serial Number:	78798137	WR INSIDERS
Serial Number:	78920011	WR NEWS
Serial Number:	78798142	NGEN
Serial Number:	78752311	FIND THE MISTAKES
Serial Number:	78866031	WEEKLY READER PUBLISHING
Serial Number:	78866026	WEEKLY READER PUBLISHING
Serial Number:	78866021	WEEKLY READER PUBLISHING
Serial Number:	77087929	DAILY READER
Serial Number:	77068419	CLASSROOM NEWSBREAK
Serial Number:	77020710	PHONICS FOR TODAY
Registration Number:	3137941	LIFETIME LEARNING SYSTEMS
Registration Number:	3016120	BUILD YOUR CLASSROOM PROGRAM
Registration Number:	2822240	ZIP'S
Registration Number:	2752270	MAP SKILLS FOR TODAY
Registration Number:	2795800	WR TOOLKIT
Registration Number:	2746383	WR TOOLKIT
Registration Number:	2772162	GET SMART ABOUT DRUGS
Registration Number:	2486847	SCIENCESPIN
Registration Number:	2313885	WEEKLY READER
Registration Number:	2486848	GEOSPIN
Registration Number:	2298286	THE WEEKLY READER TEACHER
Registration Number:	2152626	NIP
Registration Number:	2152625	ZIP
Registration Number:	2087843	HEAR AMERICA!
Registration Number:	2077656	WEEKLY READER BIG ISSUE!
Registration Number:	2101274	INFOGRAPHICS
Registration Number:	1967619	SCIENCE MATTERS
Registration Number:	1913914	WRITING PALS
Registration Number:	1729247	CURRICULUM INNOVATIONS GROUP
Registration Number:	1655545	WRITING!
Registration Number:	1549117	PEANUT AND JOCKO
Registration Number:	1503004	WEEKLY READER
Registration Number:	1519333	WEEKLY READER

Registration Number:	1421904	WORLD NEWSMAP OF THE WEEK
Registration Number:	1238958	WRITING!
Registration Number:	0955803	CAREER WORLD
Serial Number:	78433900	WEEKLY WR READER
Serial Number:	78291838	PROMOTE THE VOTE
Serial Number:	78361189	DAILY READER
Serial Number:	78370575	ROUND READERS
Serial Number:	78400329	DAILY WRITER
Serial Number:	78401048	BE A DAILY READER WITH A WR WEEKLY READER TEACHER
Serial Number:	78402199	WEEKLY WRITER
Serial Number:	78513147	MY DAILY READER
Serial Number:	78521183	MINGO THE MONKEY
Serial Number:	78602710	WEEKLY READER TO LEADER
Serial Number:	78630835	MAKE-A-CENTER
Registration Number:	3110111	WR AT HOME
Registration Number:	3154870	WEEKLY WR READER
Registration Number:	3181577	WR WEEKLY READER CORPORATION
Registration Number:	1193623	CURRENT HEALTH
Registration Number:	0885075	IMAGINE AND WRITE
Registration Number:	0574960	READ
Registration Number:	0851484	KNOW YOUR WORLD
Registration Number:	0880929	READ-STUDY-THINK
Registration Number:	0241416	CURRENT EVENTS
Registration Number:	0254284	MY WEEKLY READER
Registration Number:	1507100	U S KIDS
Serial Number:	78712930	YO! I KNOW
Serial Number:	77057371	READING FOR LEARNING
Serial Number:	77057367	FACTSFORLEARNING
Registration Number:	2836660	WORLD ALMANIA
Registration Number:	1963108	THE WORLD ALMANAC AND BOOK OF FACTS
Registration Number:	1617205	WORLD ALMANAC EDUCATION
Registration Number:	0952041	FW
Registration Number:	0303192	THE WORLD ALMANAC
Registration Number:	0672509	STANDARD

Registration Number:	0683710	THE WORLD ALMANAC AND BOOK OF FACTS
Registration Number:	1445125	WORLD ALMANAC
Registration Number:	1469770	F & W
Registration Number:	1538636	WONDERSTORMS
Registration Number:	1587742	THE WORLD ALMANAC AND BOOK OF FACTS
Registration Number:	2126810	THE WORLD ALMANAC FOR KIDS
Registration Number:	0835506	FUNK & WAGNALLS
Serial Number:	78635277	WRC CONSUMER & CUSTOM PUBLISHING
Registration Number:	3202490	READER'S DIGEST QSP
Serial Number:	77080786	POCKET BLESSINGS
Registration Number:	2980829	BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT

CORRESPONDENCE DATA

Fax Number: (212)455-2502

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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Correspondent Name: Kirstie Howard, Esq.

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Address Line 2: 425 Lexington Avenue

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ATTORNEY DOCKET NUMBER:	509265/1219
NAME OF SUBMITTER:	Kirstie Howard
Signature:	/kh/
Date:	04/27/2007

Total Attachments: 32

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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), dated as of March 2, 2007, is made by THE READER'S DIGEST ASSOCIATION, INC., a Delaware corporation, READER'S DIGEST YOUNG FAMILIES, INC., a Delaware corporation, RD PUBLICATIONS, INC., a Delaware corporation, RD WALKING, INC., a Delaware corporation, REIMAN MEDIA GROUP, INC., a Delaware corporation, BOOKS ARE FUN, LTD., an Iowa corporation, ALLRECIPES.COM, INC., a Washington corporation, GARETH STEVENS, INC., a Wisconsin corporation, QSP, Inc., a Delaware corporation, DIRECT HOLDINGS AMERICAS INC., a Delaware corporation, COMPASS LEARNING, INC., a Delaware corporation, WEEKLY READER CORPORATION, a Delaware corporation, WORLD ALMANAC EDUCATION GROUP, INC., a Delaware corporation, WRC MEDIA, INC., a Delaware corporation (each, a "Grantor"), in favor of JPMORGAN CHASE BANK, N.A., a national banking association, as Administrative Agent (the "Agent") for the lending and other financial institutions (the "Lenders") from time to time parties to the Credit Agreement, dated as of the date hereof (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among DOCTOR ACQUISITION CO., a Delaware corporation, RDA HOLDING CO., a Delaware corporation, THE READER'S DIGEST ASSOCIATION, INC., a Delaware corporation, the Overseas Borrowers from time to time party thereto (together with the Company, the "Borrowers"), the Lenders, the Agent, CITICORP NORTH AMERICA, INC. and MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, as Co-Syndication Agents, and THE ROYAL BANK OF SCOTLAND PLC, as Documentation Agent. .

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Borrowers, each Grantor and certain other related entities have executed and delivered a Guarantee and Collateral Agreement, dated as of March 2, 2007, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor's Obligations, each Grantor, pursuant to the Guarantee and Collateral Agreement, pledged and granted to the Agent for the ratable benefit of the Secured Parties a security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, each Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Credit Extensions and other financial accommodations to the Borrowers pursuant to the Credit Agreement, each Grantor agrees, for the ratable benefit of the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. Each Grantor hereby pledges and grants a security interest in the Trademarks (including, without limitation, those items listed on Schedule A hereto), to the Agent for the ratable benefit of the Secured Parties as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor's Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by each Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Agent for the ratable benefit of the Secured Parties in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Agent thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Credit Agreement and Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Guarantee and Collateral Agreement or Credit Agreement, the terms of the Guarantee and Collateral Agreement or Credit Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

THE READER'S DIGEST ASSOCIATION, INC.,

By: _____
Name: William H. Magill
Title: Vice President and Treasurer

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

READER'S DIGEST YOUNG FAMILIES, INC.,

By: William H. Magill
Name: William H. Magill
Title: Vice President and Treasurer

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

RD PUBLICATIONS, INC.,

By: William H Magill
Name: William H. Magill
Title: Vice President and Treasurer

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

RD WALKING, INC.,

By: _____
Name: William H. Megill
Title: Vice President and Treasurer

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

REIMAN MEDIA GROUP, INC.,

By: William H. Magill
Name: William H. Magill
Title: Vice President and Treasurer

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

BOOKS ARE FUN, LTD.,

By: William H Magill

Name: William H. Magill

Title: Vice President and Treasurer

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

ALLRECIPES.COM, INC.,

By: William H Magill
Name: William H. Magill
Title: Vice President and Treasurer

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

GARETH STEVENS, INC.,

By: Karen E. Andrews
Name:
Title: EVP, General Counsel

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

QSP, INC.,

By: William H Magill
Name: William H. Magill
Title: Vice President and Treasurer

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

DIRECT HOLDINGS AMERICAS INC.,

By: _____
Name: CHRISTOPHER HEARING
Title: EVP

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

COMPASSLEARNING, INC.,

By: Karen E. Andrews
Name: Karen E. Andrews
Title: EVP, General Counsel

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

WEEKLY READER CORPORATION,

By:
Name: Karen E. Andrews
Title: EVP, General Counsel

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

WORLD ALMANAC EDUCATION GROUP, INC.,

By:
Name: Karen E. Andrews
Title: EVP, General Counsel

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

WRC MEDIA INC.,

By: Lauren E. Andrews
Name: Lauren E. Andrews
Title: EVP, General Counsel

[SIGNATURE PAGE TO GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS]

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By: _____
Name: Neil R. Boylan
Title: Managing Director

[Signature Page to Trademark Security Agreement]

SCHEDULE A

U.S. Trademark Registrations and Applications

Title	Registration Number/Serial Number	Owner
THE MOST INVOLVING MAGAZINE ON EARTH	2,700,150	The Reader's Digest Association, Inc.
THE WEEKEND READER	2,887,204	The Reader's Digest Association, Inc.
FAMOUS FABLES AND DESIGN	3,098,563	The Reader's Digest Association, Inc.
NICK OF TIME	2,898,407	The Reader's Digest Association, Inc.
READER'S DIGEST	2,922,466	The Reader's Digest Association, Inc.
TALK PROVOKING	3,093,973	The Reader's Digest Association, Inc.
READER'S DIGEST	3,030,592	The Reader's Digest Association, Inc.
DESIGN ONLY	3,030,593	The Reader's Digest Association, Inc.
READER'S DIGEST AND DESIGN	3,030,594	The Reader's Digest Association, Inc.
CHANGEONE	2,976,909	The Reader's Digest Association, Inc.
ALL IN A DAYS WORK	1,262,379	The Reader's Digest Association, Inc.
CARRYALONG	2,269,710	The Reader's Digest Association, Inc.
CARTOON QUIPS	1,546,392	The Reader's Digest Association, Inc.
CLASSIFIED CLASSICS	1,546,391	The Reader's Digest Association, Inc.
COLLECTOR'S CHOICE	1,906,171	The Reader's Digest Association, Inc.
EXPLANATION POINTS	1,545,377	The Reader's Digest Association, Inc.
FAMILY READING PROGRAM	1,522,224	The Reader's Digest Association, Inc.
FOOD DIGEST	1,432,891	The Reader's Digest Association, Inc.
HEADLINE HITS	1,556,791	The Reader's Digest Association, Inc.
HUMOR IN UNIFORM	1,236,209	The Reader's Digest Association, Inc.
LAUGHTER, THE BEST MEDICINE	570,788	The Reader's Digest Association, Inc.

Title	Registration Number/Serial Number	Owner
LITTLE ANIMAL ADVENTURES	1,743,922	The Reader's Digest Association, Inc.
MAGNET	1,888,029	The Reader's Digest Association, Inc.
PARTNERS IN ENGLISH	1,828,261	The Reader's Digest Association, Inc.
PARTNERS IN ENGLISH	1,829,730	The Reader's Digest Association, Inc.
DESIGN ONLY	896,534	The Reader's Digest Association, Inc.
DESIGN ONLY	1,647,966	The Reader's Digest Association, Inc.
DESIGN ONLY	2,278,265	The Reader's Digest Association, Inc.
PLEASANTVILLE FARMS	1,680,530	The Reader's Digest Association, Inc.
PLEASURE PROGRAMMED AND DESIGN	822,875	The Reader's Digest Association, Inc.
QSP	960,085	The Reader's Digest Association, Inc.
"QUOTABLE QUOTES"	1,028,646	The Reader's Digest Association, Inc.
READER'S DIGEST	2,151,348	The Reader's Digest Association, Inc.
READER'S DIGEST	746,933	The Reader's Digest Association, Inc.
READER'S DIGEST	761,376	The Reader's Digest Association, Inc.
READER'S DIGEST	1,042,251	The Reader's Digest Association, Inc.
READER'S DIGEST	1,029,220	The Reader's Digest Association, Inc.
READER'S DIGEST KIDS	1,853,969	The Reader's Digest Association, Inc.
READER'S DIGEST AND DESIGN	1,668,300	The Reader's Digest Association, Inc.
READER'S DIGEST SELECT EDITIONS	2,213,367	The Reader's Digest Association, Inc.
SIMPLER LIFE	2,398,274	The Reader's Digest Association, Inc.
READER'S DIGEST YOUNG FAMILIES	2,084,113	The Reader's Digest Association, Inc.
READER'S DIGEST YOUNG FAMILIES	2,111,435	The Reader's Digest Association, Inc.

Title	Registration Number/Serial Number	Owner
SELECCIONES	1,585,645	The Reader's Digest Association, Inc.
SELECCIONES DEL READER'S DIGEST	746,934	The Reader's Digest Association, Inc.
SELECOES DO' READER'S DIGEST	398,386	The Reader's Digest Association, Inc.
THAT'S OUTRAGEOUS!	1,744,491	The Reader's Digest Association, Inc.
THE FIRST BIBLE COLLECTION AND DESIGN	2,211,920	The Reader's Digest Association, Inc.
TINY TOTES	2,424,320	The Reader's Digest Association, Inc.
TODAY'S BEST NONFICTION	1,792,613	The Reader's Digest Association, Inc.
UNSERT	2,223,855	The Reader's Digest Association, Inc.
WORD POWER	1,678,471	The Reader's Digest Association, Inc.
WORD POWER	2,253,188	The Reader's Digest Association, Inc.
SIMPLER LIFE READER'S DIGEST AND DESIGN	2,352,511	The Reader's Digest Association, Inc.
MOVE-ALONG BEAD	2,375,856	The Reader's Digest Association, Inc.
READER'S DIGEST CHILDREN'S BOOKS	2,333,807	The Reader's Digest Association, Inc.
SNAPPY FUN	2,253,838	The Reader's Digest Association, Inc.
NATURE'S RAGE	2,204,577	The Reader's Digest Association, Inc.
VIEWPOINTS ON HEALTH	2,517,832	The Reader's Digest Association, Inc.
ALL-STAR READERS	2,396,367	The Reader's Digest Association, Inc.
FIRST BLESSINGS FLAP BOOK AND DESIGN	2,239,723	The Reader's Digest Association, Inc.
ON THE SPOT	2,411,283	The Reader's Digest Association, Inc.
BEND 'N' SNUGGLE	2,418,280	The Reader's Digest Association, Inc.
SPIN & LEARN	2,419,954	The Reader's Digest Association, Inc.
ANIMALS ALL AROUND	2,439,289	The Reader's Digest Association, Inc.

Title	Registration Number/Serial Number	Owner
TODAY'S BEST NONFICTION	2,577,081	The Reader's Digest Association, Inc.
THE PAY LATER PLAN	2,495,163	The Reader's Digest Association, Inc.
LIFE TOUCHED WITH WONDER	2,541,288	The Reader's Digest Association, Inc.
WINDOW SURPRISE	2,574,290	The Reader's Digest Association, Inc.
IT'S A FACT	2,460,595	The Reader's Digest Association, Inc.
READER'S DIGEST EXPLORER GUIDES	2,518,572	The Reader's Digest Association, Inc.
OF LOVE AND LIFE	2,589,323	The Reader's Digest Association, Inc.
READERSONLY.COM	2,596,798	The Reader's Digest Association, Inc.
GREAT READING PLUS A WHOLE LOT MORE	2,600,099	The Reader's Digest Association, Inc.
READERSONLY.COM GREAT READING PLUS A WHOLE LOT MORE AND DESIGN	2,596,842	The Reader's Digest Association, Inc.
SOFT TABS	2,505,667	The Reader's Digest Association, Inc.
SELECCIONES	2,616,549	The Reader's Digest Association, Inc.
CLASSICS FOR BEGINNING READERS AND DESIGN	2,936,572	The Reader's Digest Association, Inc.
RD.COM	2,760,751	The Reader's Digest Association, Inc.
READ WITH BABY ANIMALS	2,714,451	The Reader's Digest Association, Inc.
SPOOKENEERS	2,701,300	The Reader's Digest Association, Inc.
EMAGNET	2,835,003	The Reader's Digest Association, Inc.
READER'S DIGEST NATIONAL WORD POWER CHALLENGE	2,825,796	The Reader's Digest Association, Inc.
READERS DIGEST NATIONAL WORD POWER CHALLENGE AND DESIGN	2,830,502	The Reader's Digest Association, Inc.
DESIGN ONLY	2,818,011	The Reader's Digest Association, Inc.

Title	Registration Number/Serial Number	Owner
KEEP IT ON CAMPUS	2,645,692	The Reader's Digest Association, Inc.
SELECCIONES CASA	2,829,632	The Reader's Digest Association, Inc.
SELECCIONES SU SALUD. SU VIDA.	2,829,631	The Reader's Digest Association, Inc.
CELEBREMOS LOS LIBROS	2,829,630	The Reader's Digest Association, Inc.
SMALL MIRACLES	2,945,054	The Reader's Digest Association, Inc.
MOVIE THEATER STORYBOOK & MOVIE PROJECTOR	2,907,708	The Reader's Digest Association, Inc.
BUILD-IT	2,940,818	The Reader's Digest Association, Inc.
MUSIC PLAYER STORYBOOK	3,131,410	The Reader's Digest Association, Inc.
READER'S DIGEST	2,929,038	The Reader's Digest Association, Inc.
E EFUNDRAISING.COM AND DESIGN	3,120,054	The Reader's Digest Association, Inc.
READER'S DIGEST QSP AND DESIGN	3,202,490	The Reader's Digest Association, Inc.
LIVE WELL FOR LESS	78/379,458	The Reader's Digest Association, Inc.
ENGLISH 2 GO	78/408,822	The Reader's Digest Association, Inc.
RD.COM	76/245,958	The Reader's Digest Association, Inc.
THE READER'S DIGEST FAMILY INDEX	78/304,194	The Reader's Digest Association, Inc.
THE READER'S DIGEST FAMILY INDEX FL AND DESIGN	76/545,013	The Reader's Digest Association, Inc.
RD.COM	3,171,598	The Reader's Digest Association, Inc.
READER'S DIGEST FAITH	78/647,234	The Reader's Digest Association, Inc.
YOUR ONLINE FUNDRAISING CAMPAIGN! AND DESIGN	3,191,690	The Reader's Digest Association, Inc.
BE EXCITED ABOUT READING AND DESIGN	78/779,407	The Reader's Digest Association, Inc.
BE EXCITED ABOUT READING AND DESIGN	78/779,409	The Reader's Digest Association, Inc.

Title	Registration Number/Serial Number	Owner
ANIMAL ADVENTURES FOR YOUNG READERS AND DESIGN	78/787,688	The Reader's Digest Association, Inc.
LINDA	78/899,247	The Reader's Digest Association, Inc.
SOY	78/901,597	The Reader's Digest Association, Inc.
AMERICA'S FAVORITE MAGAZINES	78/771,263	The Reader's Digest Association, Inc.
ENGLISH IN 20 MINUTES A DAY	78/772,370	The Reader's Digest Association, Inc.
RD STORE.COM	3,205,842	The Reader's Digest Association, Inc.
STEP-BY-STEP READERS 1 STEP-BY-STEP READERS 2 STEP-BY-STEP READERS 3 STEP-BY-STEP READERS 4 AND DESIGN	78/855,588	The Reader's Digest Association, Inc.
DESIGN ONLY	3,198,916	The Reader's Digest Association, Inc.
SUPER WORDPOWER	78/859,588	The Reader's Digest Association, Inc.
THE DIGEST	987,900	The Reader's Digest Association, Inc.
ASPIRATIONS	2,580,223	The Reader's Digest Association, Inc.
CHANGEONE	78/257,647	The Reader's Digest Association, Inc.
ACTION TOOL	2,348,242	The Reader's Digest Association, Inc.
THE MYSTERY DIGEST	2,351,026	The Reader's Digest Association, Inc.
MAGIC WHEEL	2,358,698	The Reader's Digest Association, Inc.
TINY CARRYALONG	2,363,004	The Reader's Digest Association, Inc.
LIFE'S LIKE THAT	2,384,370	The Reader's Digest Association, Inc.
BOOKPICKS	2,392,437	The Reader's Digest Association, Inc.
TAKE A BITE OUTTA LIFE!	77/088,113	The Reader's Digest Association, Inc.
CHILDREN'S SECRET STORE	2,076,159	The Reader's Digest Association, Inc.
CHILDREN'S SECRET STORE	2,095,611	The Reader's Digest Association, Inc.

Title	Registration Number/Serial Number	Owner
DESIGN ONLY	2,866,004	Reader's Digest Young Families, Inc.
CHILD DEVELOPMENT TOY PROGRAM AND DESIGN	2,866,005	Reader's Digest Young Families, Inc.
DREAM BACKYARDS	2,872,910	RD Publications, Inc.
THE FAMILY HANDYMAN	2,934,492	RD Publications, Inc.
THE FAMILY HANDYMAN	1,830,346	RD Publications, Inc.
HANDY HINTS	2,018,634	RD Publications, Inc.
THE FAMILY HANDYMAN	2,329,893	RD Publications, Inc.
THE FAMILY HANDYMAN	2,427,051	RD Publications, Inc.
NEW CHOICES THE MAGAZINE FOR YOUR HEALTH, MONEY & TRAVEL	2,504,012	RD Publications, Inc.
NEW CHOICES	2,618,136	RD Publications, Inc.
HOME OF YOUR DREAMS	2,889,897	RD Publications, Inc.
GREAT GOOFS	2,924,740	RD Publications, Inc.
PUREHOME	77/049,739	RD Publications, Inc.
KITCHEN & BATH REMODELING	2,358,772	RD Publications, Inc.
KITCHEN & BATH REMODELING	2,356,326	RD Publications, Inc.
THE WALKING MAGAZINE	1,450,676	RD Walking, Inc.
____ COWLENDAR	2,221,084	Reiman Media Group, Inc.
____ PIG CALENDAR YOU NEVER SAUSAGE A CALENDAR	2,153,362	Reiman Media Group, Inc.
BARNS CALENDAR	2,086,668	Reiman Media Group, Inc.
BIRDS & BLOOMS	2,103,247	Reiman Media Group, Inc.
BIRDS & BLOOMS	1,964,726	Reiman Media Group, Inc.
BIRDS & BLOOMS	2,439,147	Reiman Media Group, Inc.
BIRDS & BLOOMS	2,377,842	Reiman Media Group, Inc.
COUNTRY CHURCHES	2,090,269	Reiman Media Group, Inc.
COUNTRY DISCOVERIES	2,448,336	Reiman Media Group, Inc.
COUNTRY TRAVELER	2,468,321	Reiman Media Group, Inc.
COUNTRY WOMAN	2,270,614	Reiman Media Group, Inc.
CRAFTING TRADITIONS	2,105,457	Reiman Media Group, Inc.
FARM & RANCH LIVING	1,198,664	Reiman Media Group, Inc.
LITTLE FARMERS	2,017,018	Reiman Media Group, Inc.
MAXI-MIX	1,712,877	Reiman Media Group, Inc.
MMMMINNESOTA MUNCHERS	2,541,101	Reiman Media Group, Inc.

Title	Registration Number/Serial Number	Owner
MMMMINNESOTA MUNCHERS	2,556,003	Reiman Media Group, Inc.
REMINISCE	1,747,772	Reiman Media Group, Inc.
REMINISCE BOOKS	1,938,857	Reiman Media Group, Inc.
TASTE OF HOME	2,002,133	Reiman Media Group, Inc.
TASTE OF HOME	2,431,989	Reiman Media Group, Inc.
TASTE OF HOME	2,113,908	Reiman Media Group, Inc.
TASTE OF HOME	2,955,195	Reiman Media Group, Inc.
TASTE OF HOME	2,778,292	Reiman Media Group, Inc.
TASTE OF HOME AND DESIGN	2,166,005	Reiman Media Group, Inc.
TASTE OF HOME'S LIGHT & TASTY	2,786,887	Reiman Media Group, Inc.
TASTE OF HOME'S QUICK COOKING	2,721,370	Reiman Media Group, Inc.
THE GENERAL STORE THAT FITS IN YOUR COMPUTER	2,461,721	Reiman Media Group, Inc.
THE MAGNIFICENT HORSE	2,203,245	Reiman Media Group, Inc.
TOMATO BOOSTER	1,577,791	Reiman Media Group, Inc.
WORLD WIDE COUNTRY TOURS	2,248,663	Reiman Media Group, Inc.
BIRDS & BLOOMS	2,848,864	Reiman Media Group, Inc.
TASTE OF HOME	2,843,721	Reiman Media Group, Inc.
TASTE OF HOME MINUTE	2,791,201	Reiman Media Group, Inc.
TASTE OF HOME ENTERTAINING	3,110,083	Reiman Media Group, Inc.
TASTE OF HOME'S COOKING FOR 2	2,979,302	Reiman Media Group, Inc.
BIRDS & BLOOMS' BACKYARD LIVING	2,889,895	Reiman Media Group, Inc.
BACKYARD LIVING	2,889,894	Reiman Media Group, Inc.
TASTE OF HOME PARTIES	2,960,297	Reiman Media Group, Inc.
CELEBRATING FOOD AND FUN…TASTE OF HOME PARTIES AND DESIGN	2,960,298	Reiman Media Group, Inc.
TASTE OF HOME PARTIES AND DESIGN	2,960,299	Reiman Media Group, Inc.
CELEBRATING FOOD AND FUN	3,004,727	Reiman Media Group, Inc.
TASTE OF HOME'S	2,783,120	Reiman Media Group, Inc.
TASTE OF HOME'S COOKING EXPO	2,902,824	Reiman Media Group, Inc.
EVERY DAY IS SPECIAL	3,050,521	Reiman Media Group, Inc.

Title	Registration Number/Serial Number	Owner
TASTE OF HOME'S	3,174,392	Reiman Media Group, Inc.
TASTE OF HOME'S PRIZE WINNING RECIPES	3,162,751	Reiman Media Group, Inc.
TASTE OF HOME ENTERTAINING	78/652,053	Reiman Media Group, Inc.
PRIZE WINNING RECIPES	3,203,151	Reiman Media Group, Inc.
TASTE OF HOME AMERICA'S FAMILY RECIPES	78/785,779	Reiman Media Group, Inc.
AMERICA'S RECIPE BOX	78/779,401	Reiman Media Group, Inc.
CONTEST WINNING ANNUAL RECIPES - - - -	3,199,934	Reiman Media Group, Inc.
TASTE OF HOME'S CONTEST WINNING ANNUAL RECIPES - - - -	78/790,950	Reiman Media Group, Inc.
FARM & RANCH LIVING	78/972,547	Reiman Media Group, Inc.
TASTE OF HOME'S SIMPLE AND DELICIOUS	78/755,269	Reiman Media Group, Inc.
TASTE OF HOME'S SIMPLE + DELICIOUS	78/755,277	Reiman Media Group, Inc.
PRODUCTS MADE WITH PRIDE FROM COAST TO COAST	78/830,040	Reiman Media Group, Inc.
COWLENDAR	1,798,663	Reiman Media Group, Inc.
CRATE O'RECIPES	2,824,052	Reiman Media Group, Inc.
HOMEMAKER SCHOOLS	2,089,229	Reiman Media Group, Inc.
TASTE OF HOME'S	77/081,146	Reiman Media Group, Inc.
TASTE OF HOME	77/081,140	Reiman Media Group, Inc.
YOUR FAMILY	2,363,295	Reiman Media Group, Inc.
DESIGN ONLY	2,719,215	Books are Fun, Ltd.
DESIGN ONLY	2,719,217	Books are Fun, Ltd.
BOOKS ARE FUN	2,128,314	Books are Fun, Ltd.
BOOKS ARE FUN LTD. AND DESIGN	2,269,139	Books are Fun, Ltd.
JEWELRY IS FUN	2,487,224	Books are Fun, Ltd.
THE BATH & BEAUTY COLLECTION AND DESIGN	2,956,629	Books are Fun, Ltd.
THE BATH & BEAUTY COLLECTION AND DESIGN	3,093,610	Books are Fun, Ltd.
JEWELRY IS FUN	2,986,409	Books are Fun, Ltd.
BOOKS ARE FUN FOR BUSINESSES	3,008,449	Books are Fun, Ltd.
PASMOSO STUDIO	78/800,767	Books are Fun, Ltd.

Title	Registration Number/Serial Number	Owner
POCKET BLESSINGS	77/080,786	Books are Fun, Ltd.
AMERICA'S TOP RECIPE CONTEST _____ AND DESIGN	78/924,234	Allrecipes.com, Inc.
AMERICA'S TOP RECIPE CONTEST _____	78/924,232	Allrecipes.com, Inc.
AMERICA'S TOP RECIPE CONTEST _____	78/923,260	Allrecipes.com, Inc.
AMERICA'S TOP RECIPE CONTEST _____ AND DESIGN	78/923,276	Allrecipes.com, Inc.
COOKNIK	78/696,496	Allrecipes.com, Inc.
COOKNIK	78/696,495	Allrecipes.com, Inc.
NUTRI-PLANNER	2,874,443	Allrecipes.com, Inc.
QUICK-SMART	2,770,321	Allrecipes.com, Inc.
ALL RECIPES AND DESIGN	2,587,916	Allrecipes.com, Inc.
ALL RECIPES AND DESIGN	2,795,378	Allrecipes.com, Inc.
ALLRECIPES AND DESIGN	2,612,052	Allrecipes.com, Inc.
ALLRECIPES	2,338,667	Allrecipes.com, Inc.
ALLRECIPES	2,553,297	Allrecipes.com, Inc.
MORTIMER'S FUN WITH WORDS	2513479	Gareth Stevens, Inc.
MORTIMER'S MATH	2488991	Gareth Stevens, Inc.
WORLD'S FINEST	638128	QSP, Inc.
WF AND DESIGN	858362	QSP, Inc.
WORLD'S FINEST WFC MILK CHOCOLATE CALIFORNIA ALMONDS REAL MILK CHOCOLATE MADE ESPECIALLY FOR AND DESIGN	1246519	QSP, Inc.
WORLD'S FINEST	2305784	QSP, Inc.
WORLD'S FINEST FUND RAISING PROGRAMS	2619091	QSP, Inc.
STAIN PAL AND DESIGN	78/903,058	Direct Holdings Americas Inc.
STAIN PAL	78/832,440	Direct Holdings Americas Inc.
KIDS COUNTRY POWER	78/927,836	Direct Holdings Americas Inc.
MASTERPIECE-THE ULITMATE CLASSICAL LIBRARY	78/912,583	Direct Holdings Americas Inc.
ASTROABS	78/876,655	Direct Holdings Americas Inc.
PROFILES IN AMERICAN MUSIC	77/050,530	Direct Holdings Americas Inc.

Title	Registration Number/Serial Number	Owner
HEARTLAND MUSIC	2,292,647	Direct Holdings Americas Inc.
LOST CIVILIZATIONS	1,970,674	Direct Holdings Americas Inc.
HEARTLAND MUSIC AMERICA'S #1 MUSIC CATALOG AND DESIGN	2,292,650	Direct Holdings Americas Inc.
STONEHENGE AND DESIGN	767,894	Direct Holdings Americas Inc.
MYSTERIES OF THE UNKNOWN	1,732,984	Direct Holdings Americas Inc.
HEARTLAND MUSIC AND DESIGN	1,762,498	Direct Holdings Americas Inc.
LOST CIVILIZATIONS	1,975,516	Direct Holdings Americas Inc.
THE EVERYDAY COOKBOOKS	2,040,009	Direct Holdings Americas Inc.
WHAT LIFE WAS LIKE	2,092,233	Direct Holdings Americas Inc.
SECRETS OF THE CENTURY	2,428,732	Direct Holdings Americas Inc.
THE ILLUSTRATED KITCHEN LIBRARY	2,434,185	Direct Holdings Americas Inc.
WHOLE BODY FITNESS FOR SENIORS	2,458,790	Direct Holdings Americas Inc.
THE VIETNAM EXPERIENCE	2,491,820	Direct Holdings Americas Inc.
ADRENALINE RIDE	2,704,009	Direct Holdings Americas Inc.
STONEHENGE PRESS	2,783,452	Direct Holdings Americas Inc.
SONGS FOR WORSHIP	2,665,738	Direct Holdings Americas Inc.
EDUSTRESS RELIEF	78/925,983	CompassLearning, Inc.
EDUSTRESS RELIEF	78/925,980	CompassLearning, Inc.
EDUSTRESS RELIEF	78/925,967	CompassLearning, Inc.
COMPASSLEARNING CRITICAL MISTAKES MATRIX	77/059,198	CompassLearning, Inc.
BETTER TECHNOLOGY FOR IMPROVED STUDENT ACHIEVEMENT	2,980,829	CompassLearning, Inc.
BRAIN BUZZERS	2,968,115	CompassLearning, Inc.
DESIGN ONLY	2,813,732	CompassLearning, Inc.
DESIGN ONLY	2,882,318	CompassLearning, Inc.
DESIGN ONLY	2,813,731	CompassLearning, Inc.
DESIGN ONLY	2,813,730	CompassLearning, Inc.
DESIGN ONLY	2,882,317	CompassLearning, Inc.
DESIGN ONLY	2,813,729	CompassLearning, Inc.
COMPASSLEARNING ODYSSEY	2,800,981	CompassLearning, Inc.

Title	Registration Number/Serial Number	Owner
COMPASSLEARNING EXPLORER	2,780,326	CompassLearning, Inc.
COMPASSLEARNING EXPLORER	2,782,733	CompassLearning, Inc.
COMPASSLEARNING EXPLORER	2,765,262	CompassLearning, Inc.
COMPASSLEARNING ODYSSEY	2,728,031	CompassLearning, Inc.
COMPASSLEARNING ODYSSEY	2,725,691	CompassLearning, Inc.
BRIDGENET	2,715,196	CompassLearning, Inc.
COMPASSLEARNING AND DESIGN	2,586,070	CompassLearning, Inc.
DESIGN ONLY	2,663,822	CompassLearning, Inc.
DESIGN ONLY	2,592,387	CompassLearning, Inc.
COMPASSLEARNING AND DESIGN	2,640,277	CompassLearning, Inc.
COMPASSLEARNING AND DESIGN	2,592,385	CompassLearning, Inc.
COMPASSLEARNING	2,656,902	CompassLearning, Inc.
COMPASSLEARNING	2,636,212	CompassLearning, Inc.
DESIGN ONLY	2,579,671	CompassLearning, Inc.
COMPASSLEARNING	2,654,747	CompassLearning, Inc.
C-PAS	2,530,573	CompassLearning, Inc.
COMPASS VIRTUAL CLASSROOM	2,550,448	CompassLearning, Inc.
ASSESSMENT DESIGNER	2,495,147	CompassLearning, Inc.
THE LEARNING ODYSSEY	2,848,225	CompassLearning, Inc.
CHILDU	2,823,828	CompassLearning, Inc.
CHILDU	2,624,854	CompassLearning, Inc.
CHILDU	2,695,098	CompassLearning, Inc.
CHILDU	2,624,853	CompassLearning, Inc.
THE LEARNING ODYSSEY	2,710,818	CompassLearning, Inc.
CHILDU	2,639,349	CompassLearning, Inc.
THE LEARNING ODYSSEY	2,564,366	CompassLearning, Inc.
CHILDU E-KNOWLEDGE LEADERS AND DESIGN	2,647,783	CompassLearning, Inc.
THE LEARNING ODYSSEY	76/355,867	CompassLearning, Inc.
THE LEARNING ODYSSEY	76/355,868	CompassLearning, Inc.
DRAGON TALES	2,054,029	CompassLearning, Inc.
WORDS ON WINGS	2,042,802	CompassLearning, Inc.
IDEA SHAPER	2,106,204	CompassLearning, Inc.
COMPASS	2,053,034	CompassLearning, Inc.
STORYBOOK MAKER	2,108,138	CompassLearning, Inc.
CUENTOS DE COQUI	1,923,500	CompassLearning, Inc.

Title	Registration Number/Serial Number	Owner
DESIGN ONLY	1,396,585	CompassLearning, Inc.
BRICK BY BRICK	1,411,116	CompassLearning, Inc.
HARTLEY	1,765,662	CompassLearning, Inc.
TOMORROW'S PROMISE	2,219,515	CompassLearning, Inc.
COMPASS-WORLDWARE	2,229,384	CompassLearning, Inc.
PUZZLE READERS	78/752,304	Weekly Reader Corporation
TURNING-PICTURE BOOKS	78/752,300	Weekly Reader Corporation
WR INSIDERS	78/798,137	Weekly Reader Corporation
WR NEWS	78/920,011	Weekly Reader Corporation
NGEN	78/798,142	Weekly Reader Corporation
FIND THE MISTAKES	78/752,311	Weekly Reader Corporation
WEEKLY READER PUBLISHING	78/866,031	Weekly Reader Corporation
WEEKLY READER PUBLISHING	78/866,026	Weekly Reader Corporation
WEEKLY READER PUBLISHING	78/866,021	Weekly Reader Corporation
DAILY READER	77/087,929	Weekly Reader Corporation
CLASSROOM NEWSBREAK	77/068,419	Weekly Reader Corporation
PHONICS FOR TODAY	77/020,710	Weekly Reader Corporation
LIFETIME LEARNING SYSTEMS	3,137,941	Weekly Reader Corporation
BUILD YOUR CLASSROOM PROGRAM	3,016,120	Weekly Reader Corporation
ZIP'S	2,822,240	Weekly Reader Corporation
MAP SKILLS FOR TODAY	2,752,270	Weekly Reader Corporation
WR TOOLKIT AND DESIGN	2,795,800	Weekly Reader Corporation
WR TOOLKIT	2,746,383	Weekly Reader Corporation
GET SMART ABOUT DRUGS	2,772,162	Weekly Reader Corporation
SCIENCESPIN AND DESIGN	2,486,847	Weekly Reader Corporation
WEEKLY READER	2,313,885	Weekly Reader Corporation
GEOSPIN AND DESIGN	2,486,848	Weekly Reader Corporation
THE WEEKLY READER TEACHER	2,298,286	Weekly Reader Corporation
NIP	2,152,626	Weekly Reader Corporation
ZIP	2,152,625	Weekly Reader Corporation
HEAR AMERICA!	2,087,843	Weekly Reader Corporation
WEEKLY READER BIG ISSUE!	2,077,656	Weekly Reader Corporation
INFOGRAPHICS	2,101,274	Weekly Reader Corporation

Title	Registration Number/Serial Number	Owner
SCIENCE MATTERS	1,967,619	Weekly Reader Corporation
WRITING PALS AND DESIGN	1,913,914	Weekly Reader Corporation
CURRICULUM INNOVATIONS GROUP	1,729,247	Weekly Reader Corporation
WRITING!	1,655,545	Weekly Reader Corporation
PEANUT AND JOCKO	1,549,117	Weekly Reader Corporation
WEEKLY READER	1,503,004	Weekly Reader Corporation
WEEKLY READER	1,519,333	Weekly Reader Corporation
WORLD NEWSMAP OF THE WEEK	1,421,904	Weekly Reader Corporation
WRITING!	1,238,958	Weekly Reader Corporation
CAREER WORLD	955,803	Weekly Reader Corporation
WEEKLY WR READER AND DESIGN	78/433,900	Weekly Reader Corporation
PROMOTE THE VOTE	78/291,838	Weekly Reader Corporation
DAILY READER	78/361,189	Weekly Reader Corporation
ROUND READERS	78/370,575	Weekly Reader Corporation
DAILY WRITER	78/400,329	Weekly Reader Corporation
BE A DAILY READER WITH A WR WEEKLY READER TEACHER AND DESIGN	78/401,048	Weekly Reader Corporation
WEEKLY WRITER	78/402,199	Weekly Reader Corporation
MY DAILY READER	78/513,147	Weekly Reader Corporation
MINGO THE MONKEY	78/521,183	Weekly Reader Corporation
WEEKLY READER TO LEADER	78/602,710	Weekly Reader Corporation
MAKE-A-CENTER	78/630,835	Weekly Reader Corporation
WR AT HOME	3,110,111	Weekly Reader Corporation
WEEKLY WR READER AND DESIGN	3,154,870	Weekly Reader Corporation
WR WEEKLY READER CORPORATION AND DESIGN	3,181,577	Weekly Reader Corporation
CURRENT HEALTH	1,193,623	Weekly Reader Corporation
IMAGINE AND WRITE	885,075	Weekly Reader Corporation
READ	574,960	Weekly Reader Corporation
KNOW YOUR WORLD	851,484	Weekly Reader Corporation
READ-STUDY-THINK	880,929	Weekly Reader Corporation
CURRENT EVENTS	241,416	Weekly Reader Corporation
MY WEEKLY READER	254,284	Weekly Reader Corporation
U S KIDS AND DESIGN	1,507,100	Weekly Reader Corporation
YO! I KNOW	78/712,930	World Almanac Education Group, Inc.

Title	Registration Number/Serial Number	Owner
READING FOR LEARNING	77/057,371	World Almanac Education Group, Inc.
FACTSFORLEARNING	77/057,367	World Almanac Education Group, Inc.
WORLD ALMANIA	2,836,660	World Almanac Education Group, Inc.
THE WORLD ALMANAC AND BOOK OF FACTS	1,963,108	World Almanac Education Group, Inc.
WORLD ALMANAC EDUCATION	1,617,205	World Almanac Education Group, Inc.
FW	952,041	World Almanac Education Group, Inc.
THE WORLD ALMANAC	303,192	World Almanac Education Group, Inc.
STANDARD	672,509	World Almanac Education Group, Inc.
THE WORLD ALMANAC AND BOOK OF FACTS AND DESIGN	683,710	World Almanac Education Group, Inc.
WORLD ALMANAC AND DESIGN	1,445,125	World Almanac Education Group, Inc.
F & W	1,469,770	World Almanac Education Group, Inc.
WONDERSTORNS	1,538,636	World Almanac Education Group, Inc.
THE WORLD ALMANAC AND BOOK OF FACTS AND DESIGN	1,587,742	World Almanac Education Group, Inc.
THE WORLD ALMANAC FOR KIDS	2,126,810	World Almanac Education Group, Inc.
FUNK & WAGNALLS	835,506	World Almanac Education Group, Inc.
WRC CONSUMER & CUSTOMER PUBLISHING AND DESIGN	78/635,277	WRC Media, Inc.