

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A., as Administrative Agent		03/02/2007	National Banking Association:

RECEIVING PARTY DATA

Name:	The Reader's Digest Association, Inc.
Street Address:	Reader's Digest Road
City:	Pleasantville
State/Country:	NEW YORK
Postal Code:	10570
Entity Type:	CORPORATION: DELAWARE

Name:	Reader's Digest Young Families, Inc.
Street Address:	Reader's Digest Road
City:	Pleasantville
State/Country:	NEW YORK
Postal Code:	10570
Entity Type:	CORPORATION: DELAWARE

Name:	RD Publications, Inc.
Street Address:	Reader's Digest Road
City:	Pleasantville
State/Country:	NEW YORK
Postal Code:	10570
Entity Type:	CORPORATION: DELAWARE

Name:	RD Walking, Inc.
Street Address:	Reader's Digest Road
City:	Pleasantville
State/Country:	NEW YORK

OP \$140.00 0638128

Postal Code:	10570
Entity Type:	CORPORATION: DELAWARE

Name:	Reiman Media Group, Inc.
Street Address:	5400 S. 60th Street
City:	Greendale
State/Country:	WISCONSIN
Postal Code:	53129
Entity Type:	CORPORATION: DELAWARE

Name:	Books are Fun, Ltd.
Street Address:	1680 Highway 1
City:	Fairfield
State/Country:	IOWA
Postal Code:	52556
Entity Type:	CORPORATION: IOWA

Name:	Allrecipes.com, Inc.
Street Address:	400 Mercer Street
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98109
Entity Type:	CORPORATION: WASHINGTON

Name:	Gareth Stevens, Inc.
Street Address:	1555 North River Center Drive
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53212
Entity Type:	CORPORATION: WISCONSIN

Name:	Direct Holdings Americas Inc.
Street Address:	8280 Willow Oaks Drive
City:	Fairfax
State/Country:	VIRGINIA
Postal Code:	22031
Entity Type:	CORPORATION: DELAWARE

Name:	Compass Learning, Inc.
Street Address:	203 Colorado Street

City:	Austin
State/Country:	TEXAS
Postal Code:	78701
Entity Type:	CORPORATION: DELAWARE

Name:	Weekly Reader Corporation
Street Address:	200 First Stamford Place
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06912
Entity Type:	CORPORATION: DELAWARE

Name:	World Almanac Education Group, Inc.
Street Address:	512 Seventh Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

Name:	WRC Media, Inc.
Street Address:	512 Seventh Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

Name:	QSP, Inc.
Street Address:	Reader's Digest Road
City:	Pleasantville
State/Country:	NEW YORK
Postal Code:	10570
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
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

TRADEMARK

REEL: 003544 FRAME: 0425

		FOR
--	--	-----

Registration Number:	2305784	WORLD'S FINEST
----------------------	---------	----------------

Registration Number:	2619091	WORLD'S FINEST FUND RAISING PROGRAMS
----------------------	---------	--------------------------------------

CORRESPONDENCE DATA

Fax Number: (212)455-2502

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

Phone: (212) 455-7609

Email: ksolomon@stblaw.com

Correspondent Name: Kirstie Howard, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1219
-------------------------	-------------

NAME OF SUBMITTER:	Kirstie Howard
--------------------	----------------

Signature:	/kh/
------------	------

Date:	05/17/2007
-------	------------

Total Attachments: 5

source=RDetaITTR#page1.tif

source=RDetaITTR#page2.tif

source=RDetaITTR#page3.tif

source=RDetaITTR#page4.tif

source=RDetaITTR#page5.tif

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of March 2, 2007, from JPMORGAN CHASE BANK, N.A., a national banking association, as Administrative Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to 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 (collectively, the "Grantors").

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of March 2, 2007, made by the Grantors in favor of the Agent (the "Guarantee and Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Grant of Security Interest in Trademark Rights dated as of March 2, 2007, among the Agent and the Grantors (the "Security Agreement"), the Grantors, by reference to the Collateral Agreement, reaffirmed their intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on April 27, 2007, at Reel 3530 and Frame 0662; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Guarantee and Collateral Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, N.A.
as Administrative Agent

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

STATE OF New York)
)
COUNTY OF New York)

ss.:

On this th 16 day of May, 2007, before me personally appeared
Neil R. Boylan to me known who, being by me duly sworn, did depose and say that
he/she is Managing Director of JPMORGAN CHASE BANK, N.A., described herein
and which executed the foregoing instrument, and that he/she signed his/her name thereto
pursuant to the authority granted by JPMORGAN CHASE BANK, N.A.

Edeline C. Adderley
Notary Public

(Affix Seal Below)

EDELINE C. ADDERLEY
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01AD8079940 QUALIFIED IN BRONX COUNTY
CERTIFICATE FILED IN NEW YORK COUNTY
MY COMMISSION EXPIRES SEPT. 3, 2010

Schedule A

U.S. Trademark Registrations

<u>Trademark</u>	<u>Registration Number</u>
WORLD'S FINEST	638128
WF AND DESIGN	858362
WORLD'S FINEST WFC MILK CHOCOLATE CALIFORNIA ALMONDS REAL MILK CHOCOLATE MADE ESPECIALLY FOR AND DESIGN	1246519
WORLD'S FINEST	2305784
WORLD'S FINEST FUND RAISING PROGRAMS	2619091