

ASSIGNMENT OF TRADEMARKS

This TRADEMARKS ASSIGNMENT is made this 20th day of May, 2002 by The Reader's Digest Association, Inc., a Delaware corporation ("Assignor"), to QSP, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of the Trademarks set forth on Exhibit 1 hereto.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee all of Assignor's right, title and interest throughout the world in and to the Trademarks set forth on Exhibit 1 hereto, together with the associated goodwill and all applications, registrations, renewals, extensions, continuations, divisions and reissues relating thereto, all rights under licenses thereof and all rights to sue and recover for any and all past, present and future infringements of any of the Trademarks for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns and respective legal representatives, free and clear of all Encumbrances. Assignor hereby appoints Assignee and its successors, assigns and respective legal representatives as true and lawful attorneys of Assignor to execute such further documents and instruments, and do such other acts and things as may be necessary or appropriate to effect the intentions hereof.

The Reader's Digest Association, Inc.

By: 

Name: Clifford H.R. DuPree

Title: Vice President, Corporate Secretary and
Associate General Counsel

Exhibit 1

Mark	Reg. (App.) No.	Reg. (App.) Date	Goods and Services
WORLD WIDE COUNTRY TOURS	2,248,663	06/01/1999	Travel agency service, namely, conducting travel tours and excursions