

11-12-2004



Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/200)

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

102803667

MRD RE
11-10-04

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):

The Reader's Digest Association, Inc.,

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Citizenship (see guidelines) Delaware

Execution Date(s) November 1, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: JPMorgan Chase Bank, as Collateral Agent

Internal

Address: _____

Street Address: 270 Park Avenue

City: New York, NY

State: NY

Country: US Zip: 10017

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship New York
 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)

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

A. Trademark Application No.(s)

See attached.

B. Trademark Registration No.(s)

See attached.

Additional sheet(s) attached? Yes No

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

See attached.

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:

64

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$1615.00

- Authorized to be charged by credit card 120
 Authorized to be charged to deposit account Special Expedite
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elizabeth Steiner
Signature

November 1, 2004
Date

Elizabeth Steiner

Name of Person Signing

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

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

11/15/2004 ECDOPER 00000002 76469098

40.00 OP

01 FC:8521
02 FC:8522

1525.00 OP

03 FC:8524

TRADEMARK
REEL: 002976 FRAME: 0391

Additional Conveying Parties - Trademarks

Books Are Fun, Ltd., an Iowa Company

Reader's Digest Young Families, Inc., a Delaware Corporation

RD Publications, Inc., a Delaware Corporation

Reiman Media Group, Inc., a Delaware Corporation

Trademark Applications/Registrations for The Reader's Digest Association, Inc.

<u>Mark</u>	<u>Classes</u>	<u>App#/Reg#</u>	<u>App/Reg Date</u>
The Most Involving Magazine on Earth	35	76/419515	6/11/2002
The Weekend Reader	11, 16, 18, 20	76/456818	10/4/2002
ChangeOne	16, 44	76/394647	4/12/2002**
Reader's Digest Caring Company	16, 35	76/494331	3/4/2003
Selecciones Casa	16	76/510812	4/30/2003
Selecciones Su Salud. Su Vida.	16	76/510811	4/30/2003
Celebremos Los Libros	16	76/510810	4/30/2003
Small Miracles	16	78/252638	5/21/2003
Movie Theater Storybook & Movie Projector	16	76517252	5/27/2003
ChangeOne	41	78257647	6/3/2003
Build-It	16	78258243	6/4/2003
Reader's Digest Family Index & Design	16, 41	75545013	9-3-03
Reader's Digest Family Index	16, 41	78304194	9-23-03
There Oughta Be A Law	16	78326594	11-12-03
Everyday Style	16	78338369	12-9-03
Famous Fables & Design	16	76566980	12-12-03
Nick Of Time	16	78342818	12-18-03
Reader's Digest	36	76574099	2-4-04
Reader's Digest Fundraising & Design	35	76578607	3-2-04
QSP Reader's Digest & Design	35	76578608	3-2-04
Reader's Digest & Design	35	76578606	3-2-04
Talk Provoking	35	78377896	3-3-04
Live Well For Less	16	78379458	3-5-04
English 2 Go	16	78408822	4-27-04
Get In The Game And Get Great Stuff!	35	78413953	5-6-04
Your Big Adventure	35	78413939	5-6-04
Pegasus Design	9, 16	78418370	5-13-04
Reader's Digest (Stylized)	9, 16	78418362	5-13-04
Reader's Digest (Stylized) w/Pegasus Design	9, 16	78418399	5-13-04
Reader's Digest	9, 16	78421699	5-19-04
Reader's Digest National Word Power Challenge & Design	41	75355907	1/7/2002

Trademark Applications/Registrations for Books Are Fun, Ltd.

<u>Mark</u>	<u>Class</u>	<u>App#/Reg#</u>	<u>App/Reg Date</u>
Prayer Puppy	28	76/507539	4/17/2003
Blessing Bunny	28	76/507540	4/17/2003
Sleepytime Prayer Buddies	28	76/507541	4/17/2003
Sleepytime Bear Buddy	28	73/507100	4/17/2003
Apple & Books Design (new)	35	2719215	5-27-03
Apple & Books Design (old)	35	2719217	5-27-03
The Bath & Beauty Collection & Design	35	76557470	10/23/03
The Bath & Beauty Collection & Design	35	76557384	11/06/03
Jewelry Is Fun		78338849	12/10/03

Trademark Application/Registrations for Reader's Digest Young Families, Inc.

<u>Mark</u>	<u>Classes</u>	<u>App#/Reg#</u>	<u>App/Reg Date</u>
Worm Design	16, 28	76/408882	5/16/2002
Child Development Toy Program & Design	16, 28	76/409049	5/16/2002

Trademark Applications/Registrations for RD Publications, Inc.

<u>Mark</u>	<u>Classes</u>	<u>App#/Reg#</u>	<u>App/Reg Date</u>
Dream Backyards	16	76/472211	12/5/2002
Home of Your Dreams	16	76/489501	2/14/2003
Home of Your Dreams	41	76/495202	3/5/2003
Great Goofs	16	76535489	8-6-03
The Family Handyman	36	76574632	2-5-04

Trademark Applications/Registrations for Reiman Media Group, Inc.

<u>Mark</u>	<u>Classes</u>	<u>App#/Reg.#</u>	<u>App/Reg Date</u>
Birds & Blooms	36	76/469098	11/22/2002
Taste of Home	36	76/471308	11/22/2002
Taste of Home Minute	41	78/152170	8/8/2002
Birds & Blooms' Backyard Living	16	76/489292	2/11/2003
Backyard Living	16	76/489288	2/11/2003
Taste of Home Parties	35	76/502445	3/31/2003
Celebrating Food and Fun	35	76/502446	3/31/2003
Taste of Home Parties & Design			
Taste of Home Parties & Design	35	76/502447	3/31/2003
Celebrating Food and Fun	35	76/502448	3/31/2003
Taste of Home's Cooking Expo	35	76517518	5/28/2003
Birds & Blooms	36	2848864	6/1/2004
Taste of Home's Cooking for 2	16	78306502	9/29/03
Birds & Blooms	21	78351019	1/13/04
Taste of Home	21	78351026	1/13/04
Circle of Friends	16	78359514	1/29/04
Taste of Home's Entertaining	16	78359507	1/29/04
Quick Cooking on Stage! & Design	41	78423634	5/24/04

PATENT AND TRADEMARK SECURITY AGREEMENT, dated as of November 1, 2004, among THE READER'S DIGEST ASSOCIATION, INC. (the "Company"), the subsidiaries of the Company listed on Schedule I hereto and JPMORGAN CHASE BANK, as Collateral Agent (the "Collateral Agent").

Reference is made to the Guarantee and Collateral Agreement dated as of May 20, 2002 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), among the Company, the Subsidiaries of the Company identified therein, the Lenders party thereto and the Collateral Agent. The Lenders have agreed to extend credit to the Company and the Borrowing Subsidiaries (as defined in the Credit Agreements referred to below) subject to the terms and conditions set forth in the (a) Five-Year Credit Agreement dated as of July 27, 2001 as amended and restated as of May 20, 2002 (as the same may be further amended, restated, supplemented or otherwise modified from time to time, the "Five-Year Credit Agreement") among the Company as a Borrower and Guarantor, the Borrowing Subsidiaries party thereto, the Lenders from time to time party thereto, JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank) ("JPMCB"), as Administrative Agent and Collateral Agent, and ABN AMRO Bank N.V., Commerzbank AG, Mizuho Financial Group and Wachovia Bank, N.A. as Co-Syndication Agents and (b) Amended and Restated Term Loan Agreement dated as of May 24, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Term Loan Agreement," and, together with the Five-Year Credit Agreement, the "Credit Agreements"), among the Company, as Borrower and Guarantor, Books Are Fun, Ltd., QSP, Inc., and Reiman Media Group, Inc., as Borrowing Subsidiaries, the Lenders from time to time party thereto, JPMCB, as Administrative Agent and Collateral Agent, and ABN AMRO Bank N.V., National Australia Bank Limited and The Royal Bank of Scotland plc, as Co-Documentation Agents, and J.P. Morgan Securities Inc., as Sole Arranger and Bookrunner. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Subsidiary Guarantors are affiliates of the Company, will derive substantial benefits from the extension of credit to the Company pursuant to the Credit Agreements and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time

in the future may acquire any right, title or interest (collectively, the "Patent and Trademark Collateral"):

(a) all letters patent of the United States or the equivalent thereof in any other country, all registrations and recordings thereof, and all applications for letters patent of the United States or the equivalent thereof in any other country, including registrations, recordings and pending applications in the United States Patent and Trademark Office or any similar offices in any other country, in each case that are required to be pledged pursuant to the GCA and have not previously had the security interest therein filed in the Patent and Trademark Office prior to the date hereof, including those listed on Schedule II (the "Patents"), and all reissues, continuations, divisions, continuations-in-part, renewals or extensions thereof, and the inventions disclosed or claimed therein, including the right to make, use and/or sell the inventions disclosed or claimed therein;

(b) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, in each case that are required to be pledged pursuant to the GCA and have not previously had the security interest therein filed in the Patent and Trademark Office prior to the date hereof, including those listed on Schedule III (the "Trademarks");

(c) all goodwill associated with or symbolized by the Trademarks; and

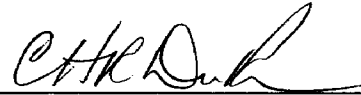
(d) all assets, rights and interests that uniquely reflect or embody the Trademarks.

SECTION 3. Security Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Patent and Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

THE READER'S DIGEST ASSOCIATION,
INC.,

by



Name: C.H.R. DuPree
Title: Vice President, Corporate
Secretary and Associate
Counsel

by



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

EACH OF THE SUBSIDIARIES
LISTED ON SCHEDULE I HERETO,

by

Name:
Title:

JPMORGAN CHASE BANK, as
Collateral Agent,

by

Name:
Title:

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

THE READER'S DIGEST ASSOCIATION,
INC.,

by



Name: C.H.R. DuFree
Title: Vice President, Corporate
Secretary and Associate
Counsel

by



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Title: Vice President, Corporate
Secretary and Associate
Counsel

by

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

EACH OF THE SUBSIDIARIES
LISTED ON SCHEDULE I HERETO,

by

Name:
Title:

JPMORGAN CHASE BANK, as
Collateral Agent,

by



Name: RANDOLPH CATES
Title: VICE PRESIDENT

Schedule I

Subsidiary Guarantors

Books Are Fun,. Ltd.
Home Service Publications, Inc.
Pegasus Finance Corp.
Reader's Digest Sales and Services, Inc.
Reader's Digest Children's Publishing Inc.
Reader's Digest Consumer Services, Inc.
Reader's Digest Young Families, Inc.
RD Large Edition, Inc.
R.D. Manufacturing Corporation
RD Publications, Inc.
Reiman Media Group, Inc.
QSP, Inc.
QSP Distribution Services, LLC

SCHEDULE II - PATENTS

[[NYCORP:2444711v1:4302W:10/27/04--12:39 p]]

TRADEMARK
REEL: 002976 FRAME: 0404

[[NYCORP:2444711v1:4302W:10/27/04--12:23 p]]

Issued Patents for The Reader's Digest Association, Inc.

TITLE

PATENT #

DATE ISSUED

Plant Feeder

D323,268

1/21/1992

**READER'S DIGEST CHILDREN'S PUBLISHING, INC. – PENDING PATENTS AND
ISSUED PATENTS**

[[NYCORP:2444711v1:4302W:10/27/04–12:23 p]]

**TRADEMARK
REEL: 002976 FRAME: 0407**

Pending Patents for Reader's Digest Children's Publishing, Inc.

<u>TITLE</u>	<u>PATENT APPLICATION #</u>	<u>APPLICATION DATE</u>
Spinner Toy	09/054706	4/3/98
Book-Toy Combination	08/724571	9/30/96
Book with Movie Projector	10/137,925	5/2/02

Issued Patents for Reader's Digest Children's Publishing, Inc.

<u>TITLE</u>	<u>PATENT#</u>	<u>ISSUE DATE</u>
Interactive Electronic Game Book	5,226,822	7/13/93
Interactive Book	5,413,486	5/9/95
Children's Book Having Noise Making Capability	5,533,757	7/9/96
Book Having A Pop-Up-Toy	5,681,1999	10/28/97
Book With Moveable Toy For Children	5,895,305	4/20/99
Book With Rotating Cut-Out Portion	5,954,518	9/21/99
Book With Sliding Toy	6,073,966	6/13/00
Book With Sliding Toy	6,234,534	5/22/01

SCHEDULE III-TRADEMARKS

[NYCORP:2444711v1:4302W:10/27/04-12:39 p]]

TRADEMARK
REEL: 002976 FRAME: 0409

**THE READER'S DIGEST ASSOCIATION, INC. – TRADEMARK
APPLICATIONS AND REGISTRATIONS**

[[NYCORP:2444711v1:4302W:10/27/04--12:27 p]]

**TRADEMARK
REEL: 002976 FRAME: 0410**

Trademark Applications/Registrations for The Reader's Digest Association, Inc.

<u>Mark</u>	<u>Classes</u>	<u>App#/Reg#</u>	<u>App/Reg Date</u>
The Most Involving Magazine on Earth	35	76/419515	6/11/2002
The Weekend Reader	11, 16, 18, 20	76/456818	10/4/2002
ChangeOne	16, 44	76/394647	4/12/2002**
Reader's Digest Caring Company	16, 35	76/494331	3/4/2003
Selecciones Casa	16	76/510812	4/30/2003
Selecciones Su Salud. Su Vida.	16	76/510811	4/30/2003
Celebremos Los Libros	16	76/510810	4/30/2003
Small Miracles	16	78/252638	5/21/2003
Movie Theater Storybook & Movie Projector	16	76517252	5/27/2003
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Build-It	16	78258243	6/4/2003
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Reader's Digest Family Index	16, 41	78304194	9-23-03
There Oughta Be A Law	16	78326594	11-12-03
Everyday Style	16	78338369	12-9-03
Famous Fables & Design	16	76566980	12-12-03
Nick Of Time	16	78342818	12-18-03
Reader's Digest	36	76574099	2-4-04
Reader's Digest Fundraising & Design	35	76578607	3-2-04
QSP Reader's Digest & Design	35	76578608	3-2-04
Reader's Digest & Design	35	76578606	3-2-04
Talk Provoking	35	78377896	3-3-04
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Reader's Digest (Stylized) w/Pegasus Design	9, 16	78418399	5-13-04
Reader's Digest	9, 16	78421699	5-19-04
Reader's Digest National Word Power Challenge & Design	41	75355907	1/7/2002

[[NYCORP:2444711v1:4302W:10/27/04--12:27 p]]

Trademark Applications/Registrations for Books Are Fun, Ltd.

<u>Mark</u>	<u>Class</u>	<u>App#/Reg#</u>	<u>App/Reg Date</u>
Prayer Puppy	28	76/507539	4/17/2003
Blessing Bunny	28	76/507540	4/17/2003
Sleepytime Prayer Buddies	28	76/507541	4/17/2003
Sleepytime Bear Buddy	28	73/507100	4/17/2003
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The Bath & Beauty Collection & Design	35	76557384	11/06/03
Jewelry Is Fun		78338849	12/10/03

READER'S DIGEST YOUNG FAMILIES, INC. - TRADEMARK APPLICATIONS AND REGISTRATIONS

[[NYCORP:2444711v1:4302W:10/27/04-12:27 p]]

**TRADEMARK
REEL: 002976 FRAME: 0414**

Trademark Application/Registrations for Reader's Digest Young Families, Inc.

<u>Mark</u>	<u>Classes</u>	<u>App#/Reg#</u>	<u>App/Reg Date</u>
Worm Design	16, 28	76/408882	5/16/2002
Child Development Toy Program & Design	16, 28	76/409049	5/16/2002

[[NYCORP:2444711v1:4302W:10/27/04--12:27 p]]

Trademark Applications/Registrations for RD Publications, Inc.

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Home of Your Dreams	16	76/489501	2/14/2003
Home of Your Dreams	41	76/495202	3/5/2003
Great Goofs	16	76535489	8-6-03
The Family Handyman	36	76574632	2-5-04