UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	**Chapter 11 Case No.**
RDA HOLDING CO.*, et al.*,	:	**13-22233 (RDD)**
Debtors.[1]	:	**(Jointly Administered)**

SCHEDULES OF ASSETS AND LIABILITIES FOR

RD LARGE EDITION, INC.

Case No. 13-22243 (RDD)

[1] The Debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are RDA Holding Co. (7045); The Reader's Digest Association, Inc. (6769); Ardee Music Publishing, Inc. (2291); Direct Entertainment Media Group, Inc. (2306); Pegasus Sales, Inc. (3259); Pleasantville Music Publishing, Inc. (2289); R.D. Manufacturing Corporation (0230); Reiman Manufacturing, LLC (8760); RD Publications, Inc. (9115); Home Service Publications, Inc. (9525); RD Large Edition, Inc. (1489); RDA Sub Co. (f/k/a Books Are Fun, Ltd.) (0501); Reader's Digest Children's Publishing, Inc. (6326); Reader's Digest Consumer Services, Inc. (8469); Reader's Digest Entertainment, Inc. (4742); Reader's Digest Financial Services, Inc. (7291); Reader's Digest Latinoamerica S.A. (5836); WAPLA, LLC (9272); Reader's Digest Sales and Services, Inc. (2377); Taste of Home Media Group, LLC (1190); Reiman Media Group, LLC (1192); Taste of Home Productions, Inc. (1193); World Wide Country Tours, Inc. (1189); W.A. Publications, LLC (0229); WRC Media Inc. (6536); RDCL, Inc. (f/k/a CompassLearning, Inc.) (6535); RDA Digital, LLC (5603); RDWR, Inc. (f/k/a Weekly Reader Corporation) (3780); Haven Home Media, LLC (f/k/a Reader's Digest Sub Nine, Inc.) (2727); Weekly Reader Custom Publishing, Inc. (f/k/a Lifetime Learning Systems, Inc.) (3276); and World Almanac Education Group, Inc. (3781).

General Notes Regarding the Debtors'
Schedules of Assets and Liabilities and Statements of Financial Affairs

RDA Holding Co., The Reader's Digest Association, Inc. ("Reader's Digest") and certain of their subsidiaries and affiliates, as debtors and debtors in possession (collectively, the "Debtors"),[1] are filing their respective Schedules of Assets and Liabilities (each a "Schedule" and, collectively, the "Schedules") and Statement of Financial Affairs (each a "SOFA" and, collectively, the "Statements") pursuant to section 521 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

The Debtors' management prepared the Schedules and Statements with the assistance of its court-appointed advisors. The Schedules and Statements are unaudited. The Debtors' management and advisors have made reasonable efforts to ensure that they are as accurate and complete as possible under the circumstances based on information that was available to them at the time of preparation; however, subsequent information or discovery may result in material changes to the Schedules and Statements and inadvertent errors or omissions may exist. Notwithstanding any such discovery or new information, however, the Debtors shall not be required to update the Schedules and Statements.

The Schedules, Statements and Notes (as defined below) should not be relied upon by any person for information relating to current or future financial conditions, events or performance of any of the Debtors. Due to numerous unliquidated, contingent and/or disputed claims, summary statistics in the Schedules, Statements and Global Notes likely significantly understate the Debtors' liabilities.

1. Description of the Cases. On February 17, 2013 (the "Petition Date") and continuing immediately thereafter, the Debtors each commenced voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 21, 2013, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an order jointly administering these cases pursuant to Bankruptcy Rule 1015(b). On February 28, 2013, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed an official committee

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of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code (the "Committee").

2. **Purpose of General Notes.** These General Notes Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "General Notes") are in addition to the specific notes set forth below with respect to the Schedules and Statements (the "Specific Notes" and, together with the General Notes, the "Notes"). These Notes are incorporated by reference in and comprise an integral part of the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements.

3. **Methodology and Limitations:**

a) **Basis of Presentation.** The Debtors do not include all of the direct and indirect subsidiaries of Reader's Digest (collectively, the "Company"). Accordingly, combining the assets and claims set forth in the Schedules and Statements would result in amounts substantially different from financial information regarding Reader's Digest and its subsidiaries if such information were otherwise prepared on a consolidated basis under generally accepted accounting principles in the United States ("GAAP"). Therefore, the Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP.

b) **Debtors' Consolidated Cash Management System.** The Debtors utilize a central and consolidated cash management system, which consists of approximately 36 domestic and foreign bank accounts. The Debtors manage the cash within the cash management system by transferring funds among bank accounts as needed based on cash receipts and disbursements. The Debtors described the consolidated cash management system in detail in the Debtors' *Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 105(a), 345(b), 363(c), and 354(a) and Fed.R.Bankr.P. 6003 and 6004 (I) Authorizing Debtors to (A) Continue Using Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to the Use Thereof, (C) Provide Postpetition Intercompany Claims Administrative Expense Priority, and (D) Maintain Existing Bank Accounts and Business Forms, and (II) Waiving the Requirements of 11 U.S.C. § 345(b)* [Docket No. 11]. The Court authorized the Debtors to continue using the cash management system on an interim basis by order entered February 21, 2013 [Docket No. 28]. As part of the cash management system, the Debtors maintain accounting records of daily transactions between and among the Debtor affiliates. Thus, the Debtors' debits and credits are known and recorded. However, given the volume of such transactions, it would be unduly burdensome for the Debtors to identify separately each of these transactions for purposes of the Schedules and Statements. Accordingly, the Schedules and Statements may not reflect all payments made by an affiliated entity on behalf of a Debtor.

c) **Confidential Information.** There may be limited instances in the Schedules and Statements where the Debtors have deemed it necessary and appropriate to redact

from the public record information such as names, addresses or amounts. Typically, the Debtors have used this approach because of an agreement between the Debtors and a third party, concerns of confidentiality or concerns for the privacy of an individual. The Debtors have prepared a separate version of any Schedule or SOFA from which information has been redacted. The Debtors will file a motion with the Court to file the unredacted version under seal, and will provide a copy of the unredacted version to the U.S. Trustee and to counsel for the Committee.

d) Net Book Value of Assets. It would be prohibitively expensive and unduly burdensome to obtain current market valuations for all of the Debtors' property interests. As the Debtors' fiscal year ends on December 31, it would also be prohibitively expensive and unduly burdensome to derive the net book value of assets as of February 17, 2013. Unless otherwise indicated, the Schedules and Statements reflect net book values of assets as of January 31, 2013. Operating cash is presented as bank balances as of the Petition Date, and does not include cash held by non-Debtor entities. Certain other assets such as investments in subsidiaries are not included and other intangible assets, such as patents, trademarks and copyrights are listed as undetermined amounts as of the Petition Date because the book values may materially differ from fair market values. Unless otherwise noted, the Schedules and Statements reflect carrying values of the assets as recorded on the Debtors' books and records as of January 31, 2013, and are not based upon any estimate of their current market value.

e) Liabilities. Unless otherwise indicated, all liabilities are listed as of the Petition Date.

f) Currency. All amounts shown in the Schedules and Statements are in U.S. Dollars, which in some cases reflects a conversion based on foreign exchange rates as of February 15, 2013, the last business day for which foreign exchange rates were available prior to the Petition Date.

g) Payment of Prepetition Claims Pursuant to First Day Orders. On February 21, 2013, the Court entered orders authorizing, but not directing, the Debtors to (a) pay prepetition employee wages, salaries and related items, including employee benefit programs and independent contractor obligations; (b) continue customer programs and to honor and pay certain prepetition customer obligations; (c) pay certain prepetition shipping and delivery charges for goods in transit and customs duties and charges; (d) pay prepetition claims of certain foreign and critical vendors; (e) pay insurance obligations; and (e) pay prepetition taxes and assessments. Liabilities with respect to claims that have been approved for payment by the Court and have been paid by the Debtors are not listed on the Schedules. Additionally, liabilities with respect to claims that have been approved for payment by the Court may not be listed on the Schedules or Statements. The Debtors reserve the right to update the Schedules

and Statements to reflect payments made pursuant to the above referenced orders.

4. **Replacement of Indenture Trustee**. Subsequent to the Petition Date, Wilmington Trust, National Association replaced Wells Fargo Bank, National Association as indenture trustee for the Company's Floating Rate Senior Secured Notes due 2017, pursuant to that certain Instrument of Resignation, Appointment and Acceptance, dated as of February 27, 2013.

5. **Debtors' Reservation of Rights.** Nothing contained in the Schedules, Statements or the General Notes shall constitute a waiver of rights with respect to these chapter 11 cases, including, but not limited to, issues involving substantive consolidation, equitable subordination, characterization or re-characterization of contracts, assumption or rejection of executory contracts under the provisions of chapter 3 of the Bankruptcy Code and causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any applicable non-bankruptcy laws to recover assets or avoid transfers.

a) Any failure to designate a claim listed on the Debtors' Schedules as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent" or "unliquidated." The Debtors reserve the right to dispute, or to assert setoff rights, counterclaims or defenses to, any claim reflected on its Schedules as to amount, liability or classification, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated."

b) Listing a claim on the Debtors' Schedules as "secured" does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' right to reclassify such claim or contract. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken. The Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claims or the characterization of the structure of any transaction, or any document or instrument related to such creditor's claim.

c) Listing a claim on the Debtors' Schedules as "unsecured priority" does not constitute an admission by the Debtors of the legal rights of the claimant. The Debtors hereby expressly reserve the right to assert that any claim listed as unsecured priority does not constitute an unsecured priority claim under section 507 of the Bankruptcy Code and thus constitutes an unsecured nonpriority claim.

d) The Debtors' businesses are part of a complex enterprise. Although the Debtors have made every effort to ensure the accuracy of their Schedules and Statements, inadvertent errors, omissions or inclusion may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contracts, agreements or leases set

forth on the Debtors' Schedules and Statements and to amend further or supplement the Schedules and Statements as necessary.

e) The Debtors further reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on the Schedules and Statements, including the right to dispute or challenge the characterization or the structure of any transaction, document or instrument related to a creditor's claim.

f) The Debtors have made reasonable efforts to locate and identify guaranties and other secondary liability claims (collectively, "Guaranties") in each of the executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements to which any Debtor is a party. Where Guaranties have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guaranties. The Debtors have placed the Guaranty obligations on Schedule H for the guarantor of the relevant obligation. Guaranties were additionally placed on Schedule D or F for each guarantor. It is possible that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements may have been inadvertently omitted. The Debtors reserve their rights to amend the Schedules and Statements to the extent additional Guaranties are identified. In addition, the Debtors reserve the right to amend the Schedules and Statements and to recharacterize or reclassify any such contract or claim, whether by amending the Schedules and Statements or in another appropriate filing.

g) The Debtors believe that they may possess certain claims and causes of action against various parties. The Debtors may also possess contingent and unliquidated claims against affiliated entities (both Debtor and non-Debtor) for various financial accommodations and similar benefits they have extended from time to time, including contingent and unliquidated claims for contribution, reimbursement, and/or indemnification arising from, among other things, (i) letters of credit, (ii) notes payable and receivable, (iii) surety bonds, (iv) guaranties, (v) indemnities, (vi) tax sharing agreements, and (vii) warranties. The Debtors reserve their rights to supplement the Schedules for these items at a later date.

h) The placing of a contract or lease onto the Debtors' Schedules shall not be deemed an admission that such contract is an executory contract or unexpired lease, or that it is necessarily a binding, valid and enforceable contract. The Debtors hereby expressly reserve the right to assert that any contract listed on the Debtors' Schedules does not constitute an executory contract within the meaning of section 365 of the Bankruptcy Code.

Specific Notes With Respect to the Debtors' Schedules of Assets and Liabilities

6. **Schedule A.** All owned real estate is reported net of accumulated depreciation through January 31, 2013. The Debtors reserve all of their rights to recategorize and/or recharacterize such asset holdings at a later time to the extent the Debtors determine that such holdings were improperly listed

7. **Schedule B.** Balances on Schedule B are shown on the basis of their net book value. Amounts ultimately realized or realizable on account of such assets may vary from net book value and such variance may be material. Attempts to obtain current market valuations of all assets would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets. Accordingly, the Debtors have not attempted to do so in connection with the preparation of this Schedule. The Debtors reserve their right to amend the values attributed to the assets recorded on Schedule B as necessary. Inventories consist primarily of finished goods and raw materials (including paper). Most inventory is held and maintained at third party locations. The Debtors reserve their right to recategorize and/or recharacterize such asset holdings at a later time to the extent the Debtors determine that such holdings were improperly reported. Certain of the Debtors' machinery, fixtures, equipment, and supplies used in business are not capitalized in some situations and may not be listed on Schedule B.

8. **Schedule B-1 and B-2: Cash on Hand and Financial Accounts.** Cash balances are shown as of the Petition Date.

9. **Schedule B-3: Security Deposits with Public Utilities, Telephone Companies, Landlords and Others.** By order dated February 21, 2013, the Court approved certain procedures for providing adequate assurance of payment for future utility service. In connection therewith, if the Debtors made a security deposit, such deposit is not listed on Schedule B, which is prepared as of the Petition Date.

10. **Schedule B-9: Interests in Insurance Policies.** Reader's Digest purchases and acquires insurance policies on behalf of all the Debtors. As a result, all of the Company's insurance policies are listed on Debtor Reader's Digest's Schedule B-9.

11. **Schedule B-13: Stock and Interests in Incorporated Businesses.** Certain Debtors may own less than 1% of the stock and interests of a subsidiary. As a result, such ownership interests are not listed on Schedule B-13.

12. **Schedule B-16: Accounts Receivable.** The Company uses a consolidated cash management system and often engages in certain intercompany financial transactions which typically involve transfers of cash to and from appropriate bank accounts. At any given time, there may be balances due and owing among the various Debtors and non-Debtor members of the Company. These balances represent extensions of intercompany credit made in the ordinary course of business that are an essential component of the cash management system or the integrated operations of the

Company's business. Therefore, amounts included as intercompany accounts receivable may include amounts due from other Debtors, non-Debtor affiliates and non-Debtor joint ventures in which Reader's Digest or an affiliated entity has an interest. Additionally, under certain circumstances, prepetition intercompany accounts receivable may be set-off against prepetition intercompany payable with the authority of the Court and local legal jurisdictions. These Schedules reflect net intercompany accounts receivable on a basis consistent with that reported in the Company's financial records. These balances represent the combination of intercompany trade receivables resulting from the sale of goods and services, intercompany loans receivable, intercompany interest receivable and other intercompany amounts owed or outstanding. Intercompany accounts receivable have been shown as of January 31, 2013. The Debtors continue to refine these balances to determine where the right of set-off may be available between certain intercompany accounts receivable and intercompany accounts payable.

13. **Schedule B-21: Other Contingent and Unliquidated Claims of Every Nature.** In the ordinary course of its business, the Debtors may have or accrue certain rights to counterclaims, setoffs, and/or refunds with its customers and suppliers or potential warranty claims against its suppliers. Such claims are not known and quantifiable as of the Petition Date, and accordingly, are not listed on Schedule B.

14. **Schedules B-22: Patents, Copyrights, and Other Intellectual Property and B-23: Licenses, Franchises, and Other General Intangibles.** The Debtors' businesses are part of a complex global enterprise consisting of numerous and various intellectual property rights and licenses. The Debtors' Schedules B-22 include registered and applied for domestic copyrights, trademarks and patents, but do not include foreign intellectual property registrations, common law intellectual property or third party intellectual property utilized by the Debtors under license. Similarly, the Debtors' Schedules B-23 do not include third party intellectual property utilized by the Debtors under license. Additionally, the Debtors are parties to thousands of rights agreements of various forms, including in many cases invoices or purchaser orders, under which the Debtors obtain the right to use intellectual property controlled by third parties or license to third parties the right to use intellectual property controlled by the Debtors (collectively, the "Rights Agreements"). The Debtors have not attempted to identify all Rights Agreements because doing so would be unduly burdensome, and as a result, they are not included in Schedules B-22 or B-23.

15. **Schedule B-24: Customer Lists.** The Debtors maintain, or engage third parties to maintain, subscription and customer lists for their various publications and products. If a Debtor has customer lists, they are shown on Schedule B-24, however, the Debtors have not placed a specific value on the lists.

16. **Schedules B-28: Office Equipment, Furnishings, and Supplies and B-29: Machinery, Fixtures, Equipment, and Supplies Used in Business.** The Debtors' businesses are part of a complex enterprise. Although the Debtors have made every effort to ensure the accuracy of Schedules B-28 and B-29, inadvertent errors, omissions

or inclusion may have occurred. Additionally, there may be certain assets the value for which is included in a fixed asset group or certain assets with a net book value if zero which are not set forth on Schedules B-28 or B-29.

17. **Schedule B-35: Other Personal Property of any Kind not Already Listed.** Certain Debtors have made payments relating to agent commission obligations, relating to magazine subscriptions extending over a year. These are categorized as long-term assets by the Debtors and are amortized over the life of the respective subscriptions.

18. **Schedule D.**

a) Listing a claim on Schedule D as "secured" does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' right to reclassify such claim or contract. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtors' assets in which such creditors may have a lien has been undertaken. Except as otherwise represented in an order of the Court, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claims or the characterization of the structure of any transaction, or any document or instrument related to such creditor's claim.

b) By interim order dated February 21, 2013, the Court approved the Debtors' payment of certain prepetition lien claims and priority claims. The Debtors are still in the process of analyzing these claims and, to the extent the Debtors have paid any of them, they may not be listed on Schedule D. In addition, statutory, *de minimis* or inchoate lien rights or garnishments may exist in favor of certain of the Debtor's creditors. The Debtors have not listed on Schedule D any creditors who may allege secured claims based on any such lien rights unless such claimant has filed a lien or sent a notice of their lien rights.

c) The claims listed on Schedule D arose or were incurred on various dates and a determination of each date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. All claims listed on Schedule D, however, appear to have arisen or to have been incurred prior to the Petition Date.

d) Except as specifically stated herein, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. Certain of the Debtors' agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financing agreements. At this time, the Debtors have not reported such agreements on Schedule D. However, the Debtors reserve the right to amend Schedule D in the future to the extent that the Debtors determine that any claims associated with such agreements are improperly reported on Schedule G. Further, the Debtors reserve all of their rights, claims and causes of action with respect to claims associated with any contracts and agreements listed on Schedule D or Schedule G, including the right to dispute or challenge the

characterization or the structure of any transaction, document or instrument (including any intercompany agreement) related to a creditor's claim. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' right to recharacterize or reclassify such claim or contract.

e) Under the *Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363(c), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e), Fed.R.Bankr.P. 2002, 4001 and 9014, and Local Rule 4001-2 (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Adequate Protection to Primed Lender and Primed Noteholders, and (IV) Scheduling a Final Hearing Pursuant to Fed.R.Bankr.P. 4001(b) and (c)* [Docket No. 29], the Debtors obtained interim approval of $11 million in debtor-in-possession financing from their lender group. That amount is not reflected in the Schedules, as the Schedules reflect amounts incurred as of the Petition Date.

19. Schedule E.

a) Listing a claim on Schedule E as "unsecured priority" does not constitute an admission by the Debtors of the legal rights of the claimant. The Debtors hereby expressly reserve the right to assert that any claim listed on Schedule E, including but not limited to claims in excess of $11,725 (as applicable), does not constitute an unsecured priority claim under section 507 of the Bankruptcy Code and thus constitutes an unsecured nonpriority claim.

b) By interim order dated February 21, 2013, the Court authorized the Debtors to pay or honor certain prepetition obligations for employee wages, salaries, bonuses and other compensation, reimbursable employee expenses and employee medical and similar benefits. The Debtors are in the process of analyzing these claims and, to the extent payments are made on account of such claims, these claims are not included on Schedule E.

c) The claims listed on Schedule E arose or were incurred on various dates and a determination of each date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. All claims listed on Schedule E, however, appear to have arisen or to have been incurred prior to the Petition Date.

20. Schedule F.

a) Listing a claim on Schedule F as "unsecured nonpriority" does not constitute an admission by the Debtor of the legal rights of the claimant. The Debtors hereby expressly reserve the right to assert that any claim listed on Schedule F does not constitute an unsecured nonpriority claim (including the right to assert that any such claim constitutes a secured or priority claim). Additionally, noting that a claim on Schedule F is "subject to setoff" does not constitute an admission by the Debtors of the legal rights of the claimant. The Debtors hereby expressly reserve

the right to assert that any claim listed on Schedule F is not subject to setoff or dispute any claim to such setoff.

b) In accordance with generally accepted accounting principles, the Debtors' books and records reflect certain accruals and reserves for known or contingent liabilities, including other post employment benefit accruals that the Debtors do not believe constitute actual claims as of the Petition Date. As a result, such liabilities are not listed on Schedule F.

c) The Company uses a consolidated cash management system and often engages in certain intercompany financial transactions which typically involve transfers of cash to and from appropriate bank accounts. At any given time, there may be balances due and owing among the various Debtors and non-Debtor members of the Company. These balances represent extensions of intercompany credit made in the ordinary course of business that are an essential component of the cash management system or the integrated operations of the Company's business. Therefore, amounts included as intercompany accounts receivable may include amounts due from other Debtors and non-Debtor affiliates in which Reader's Digest or an affiliated entity has an interest. Additionally, under certain circumstances, prepetition intercompany accounts receivable may be set-off against prepetition intercompany payable with the authority of the Court and local legal jurisdictions. These Schedules reflect intercompany accounts receivable on a basis consistent with that reported in the Company's financial records. These balances represent the combination of intercompany trade receivables resulting from the sale of goods and services, intercompany loans receivable, intercompany interest receivable and other intercompany amounts owed or outstanding.

d) The Company uses consolidated accounts payable and cash management systems and, as such, certain payables that may be attributable to subsidiaries of Reader's Digest are listed on Schedule F of Reader's Digest or Reiman Media Group, LLC. It would be unduly burdensome to segregate such payables by individual Debtor entity and, as a result, such transactions are appropriately reflected in the accounting for intercompany balances on the Company's balance sheet.

e) The claims listed on Schedule F arose or were incurred on various dates and a determination of each date upon which each claim arose or was incurred would be unduly burdensome and cost prohibitive. Accordingly, not all such dates are included for each claim. All claims listed on Schedule F, however, appear to have arisen or to have been incurred prior to the Petition Date.

f) In the ordinary course of its business, the Debtors and their vendors and customers routinely set off respective obligations in connection with day-to-day purchases and sales of goods and services in various forms including returns, rebates, credits, and billing adjustments. Such ordinary course vendor and customer setoffs are not included on Schedule F. The Debtors reserve all rights with respect to any such credits and allowances including the right to assert claims objections and/or setoffs.

g) Litigation claims listed on Schedule F may be subject to subordination pursuant to section 510 of the Bankruptcy Code.

h) By interim order dated February 21, 2013, the Court authorized the Debtors to pay certain prepetition claims of certain foreign vendors and other critical vendors (the "Critical Vendors Order"). The Debtors' Schedules F reflects the Debtors' payment of certain claims pursuant to the Critical Vendors Order since February 21, 2013, and, to the extent a claim has been paid, it is not included on Schedule F. The Debtors may pay additional claims listed on Schedule F during this chapter 11 case pursuant to the Critical Vendors Order and reserve the right to update Schedule F to reflect such payments.

i) All third party balances are shown net of any payments made by the Debtors. By interim order dated February 21, 2013, the Court approved the Debtors' authority to continue certain customer programs and practices and pay related obligations in the ordinary course of business. As a result, the Debtors have not listed obligations related to these programs and practices, including sweepstakes, customer refunds, and subscription liabilities, on Schedule F.

j) Schedule F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are, however, reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date.

k) Schedule F contains information regarding pending litigation involving the Debtors. In certain instances, the amount that is the subject of the litigation is uncertain or undetermined. Where the named defendant is "Reader's Digest" or a Reader's Digest purported entity that does not exist, the Debtors have listed such claim on Schedule F of The Reader's Digest Association, Inc. Otherwise, to the extent that litigation involving a particular Debtor has been identified, information regarding that litigation is contained in Schedule F for that Debtor.

21. Schedule G

a) The Debtors' businesses are part of a complex enterprise. Although the Debtors have made every effort to ensure the accuracy of Schedule G, inadvertent errors, omissions or inclusion may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend further or supplement Schedule G as necessary.

b) The Debtors further reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document or instrument related to a creditor's claim.

c) The placing of a contract or lease onto Schedule G shall not be deemed an admission that such contract is an executory contract or unexpired lease, or that it is

necessarily a binding, valid and enforceable contract, or that any Debtor is or was a party to such contract. The Debtors hereby expressly reserve the right to assert that any claim listed on Schedule G does not constitute an executory contract within the meaning of section 365 of the Bankruptcy Code.

d) Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, but not limited to, purchase orders, amendments, restatements, waivers, letters and other documents which may not be listed on Schedule G or which may be listed as a single entry. The Debtors expressly reserve their right to challenge whether such related materials constitute either a single contract or agreement or are multiple, severable or separate contracts. In some cases, the same supplier or provider appears multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties, and obligations are not separately set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease.

e) The Debtors may have entered into various other types of agreements in the ordinary course of business, such as subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. Certain of the contracts, agreements and leases listed on Schedule G may have been entered into by more than one of the Debtors. Further, the specific Debtor obligor to certain of the executory contracts could not be specifically ascertained in every circumstance. In such cases, the Debtors made their best efforts to determine the correct Debtor's Schedule G on which to list such executory contract or unexpired lease. The Debtors reserve all rights to alter or amend these Schedules to the extent that additional information regarding the Debtor obligor to such executory contracts becomes available. Certain of the executory contracts may not have been memorialized and could be subject to dispute. Executory contracts that are oral in nature, if any, have not been included on Schedule G.

f) The Debtors are parties to thousands of rights agreements of various forms, including in many cases invoices or purchase orders, under which the Debtors obtain the right to use intellectual property controlled by third parties or license to third parties the right to use intellectual property controlled by the Debtors (collectively, the "Rights Agreements"). The Debtors have not attempted to identify all Rights Agreements because doing so would be unduly burdensome, and as a result, they are not included in Schedule G.

22. Schedule H.

a) The Debtors' businesses are part of a complex enterprise. Although the Debtors have made every effort to ensure the accuracy of Schedule H, inadvertent errors, omissions or inclusion may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status or enforceability of any obligations set forth on Schedule H and to further amend or supplement such Schedule as necessary.

b) The Debtors further reserve all of their rights, claims and causes of action with respect to the obligations listed on Schedule H, including the right to dispute or challenge the characterization or the structure of any transaction, document or instrument related to a creditor's claim. The listing of a contract, guarantee or other obligation on Schedule H shall not be deemed an admission that such obligation is binding, valid or enforceable.

c) In the ordinary course of business, the Debtors are involved in pending and/or threatened litigation and claims arising out of the conduct of its business. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counterclaims against other parties. Because of the volume of such claims and because they are all contingent, unliquidated and disputed, they have not been set forth individually on Schedule H.

d) In the ordinary course of business, the Debtors enter into agreements with third parties which, at times, cover affiliated companies (including one or more of the Debtors) and/or require co-Debtor entities to be a signatory to such agreements. Schedule H also reflects guaranties by various Debtors and non-Debtor affiliates of obligations of related affiliates. The Debtors may not have identified certain guaranties that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. The Debtors reserve their rights to amend the Schedules to the extent that additional guaranties are identified or such guaranties are discovered to have expired or are unenforceable, or to contest the validity or enforceability of the guaranties in another filing.

Specific Notes With Respect to the Debtors' Statements of Financial Affairs

23. **SOFA 1.** Certain Debtors show negative balances for specific years based upon the Company's accounting policy of netting bad debts, residual returns, or refund activity against revenue.

24. **SOFA 3(b).** Receipts and Disbursements are made through a centralized and consolidated cash management system that includes approximately 36 accounts held in the name of specific Debtors. All disbursement information is reported on the SOFA of the Debtor that holds the relevant bank account. Not every Debtor maintains a disbursement account. For those Debtors without a disbursement account, disbursements are made on their behalf by another Debtor via its disbursement account, and the transaction is recorded through the accounting system as an intercompany transaction (collectively, the "Intercompany Transactions").

The Intercompany Transactions are accounted for through transfers of cash to and from appropriate bank accounts in and out of the Debtors' cash management system after credits, setoffs and other adjustments are made to intercompany accounts receivable and accounts payable as part of the "netting" process among the Debtor and its Debtor and non-Debtor affiliates. The U.S. Debtors' Intercompany Transactions are not routinely settled. It would be unduly burdensome for the Debtors to separately identify each of these transactions for purposes of the Statements. Accordingly, these payments and other transactions have not been listed.

Payments to employees are generally made through a third-party provider and, as a result, payments to individual employees have not been listed. In addition, any payments made directly by the Debtors to individual employees (so long as the employees are not insiders) have not been listed.

Refunds to customers are *de minimis* and paid in the ordinary course of business and are not otherwise individually tracked. Accordingly, these refund transactions have not been listed.

25. **SOFA 3(c).** For purposes of the Statements, the Debtors define insiders as (i) directors, (ii) members of the Executive Committee, where one exists, (iii) officers of each Debtor other than persons who hold solely a power of attorney or the title of assistant secretary, assistant treasurer or a similar title, and (iv) equity owners of 5% or more. To the extent that former officers do not qualify as insiders as defined above, benefits and payments to them are not included in the Schedules and Statements. The Debtors reserve all rights to dispute whether someone identified in response to Question 3(c) is in fact an "insider" as defined in section 101(31) of the Bankruptcy Code. Further, because the Debtors operate under a central and consolidated cash management system, payroll and employee disbursements are made by Reader's Digest on behalf of all of the Debtors. As a result, those disbursements are reflected on Reader's Digest's SOFA 3(c). For more information regarding each Debtor's officers and directors see SOFA 21(b) and SOFA 22(b).

With respect to directors, this Statement does not include the value of restricted shares received as part of compensation during the relevant twelve month period, given that the Debtors' current reorganization plan treats equity as being wholly impaired. However, in connection with the vesting of those restricted shares, on the first anniversary of the grant date the directors were allowed to put a limited number of shares to the Company in order to satisfy related tax obligations. The value received by the directors in connection with the put is included in this Statement, as director compensation.

26. **SOFA 7.** The charitable contributions listed on SOFA 7 are net of any contributions for which the Company received any tangible consideration in return, i.e., charitable event tickets. For gross amounts, please reference SOFA 3(b).

27. **SOFA 9.** Weil, Gotshal & Manges LLP performed general corporate, mergers & acquisitions, and other non-bankruptcy related legal work on behalf of the Debtors prior to the Petition Date. Similarly, FTI performed non-bankruptcy related work on behalf of the Debtors prior to the Petition Date. As it would be time and cost consuming to itemize only those payments related to bankruptcy work, certain of the payments listed may include fees incurred for non-bankruptcy matters.

28. **SOFA 10(a)**. On July 31, 2012, the Company completed the sale of 100% of the outstanding stock of its businesses in Spain and Portugal. The financial impact of this transaction was immaterial. Concurrent with the sale agreement, the Company entered into a license agreement with the purchaser to publish the Spain and Portugal editions of *Reader's Digest* and sell other products under the *Reader's Digest* brand.

On July 2, 2012, the Company completed the sale of 100% of the outstanding stock of its Direct Holdings U.S. Corp and Saguaro Road Records, Inc. subsidiaries, and certain assets of Direct Entertainment Media Group, Inc., collectively considered to be LED. The purchase price was $1.1 million and was paid in cash. The sale of LED resulted in an immaterial loss.

On February 29, 2012, the Company sold Allrecipes.com, for $175 million in cash. The sale of Allrecipes.com resulted in a gain of $36.9 million net of taxes.

On February 8, 2012, the Company sold Weekly Reader for $3.4 million, which was paid in cash. The impact of this sale was not material.

On October 12, 2011, the Company sold the Every Day with Rachael Ray magazine title. The impact of this sale was not material.

29. **SOFA 18.** Dates listed reflect dates of formation of the corporation(s) and may precede the date of formation of such corporation(s) parent entity.

30. **SOFA 19(d).** In October 2010, RDA Holding Co. filed a Registration Statement on Form S-4 with the Securities and Exchange Commission ("SEC"), in connection with its offer to exchange up to $525 million of its Floating Rate Senior Secured Notes due 2017.

The exchange offer was completed in March 2011. From the effective date forward, the Debtors filed annual and quarterly financial statements on Form 10-K and Form 10-Q, respectively, as required for an SEC registrant. On February 19, 2013, RDA Holding Co. filed a Form 15 with the SEC to reflect the suspension of its reporting obligations.

No public filings were required for the year ended December 31, 2012. Because audited financial statements, as filed with the SEC, are of public record, the Debtors do not maintain records of the parties who requested or obtained copies of the financial statements. The Debtors have provided financial statements to a number of banks, customers, suppliers, potential investors, and other lending institutions in association with its debt restructuring efforts. Such financial information was provided to the relevant parties under confidentiality agreements.

UNITED STATES BANKRUPTCY COURT

In re: RD LARGE EDITION, INC.
Debtor

Case No. 13-22243
Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	$0.00		
B - Personal Property	YES	4	$34,186,423.45		
C - Property Claimed as Exempt	NO				
D - Creditors Holding Secured Claims	YES	3		$535,859,616.23	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	5		$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	1		$10,542,695.11	
G - Executory Contracts and Unexpired Leases	YES	1			
H - Codebtors	YES	10			
I - Current Income of Individual Debtor(s)	NO				
J - Current Expenditures of Individual Debtors(s)	NO				
		25	$34,186,423.45	$546,402,311.34	

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
NONE				

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. CASH ON HAND.	X			
2. CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES.	X			
3. SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.	X			
4. HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	X			
5. BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.	X			
6. WEARING APPAREL.	X			
7. FURS AND JEWELRY.	X			
8. FIREARMS AND SPORTS, PHOTOGRAPHIC, AND OTHER HOBBY EQUIPMENT.	X			

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. INTERESTS IN INSURANCE POLICIES. NAME INSURANCE COMPANY OF EACH POLICY AND ITEMIZE SURRENDER OR REFUND VALUE OF EACH.	X			
10. ANNUITIES. ITEMIZE AND NAME EACH INSURER.	X			
11. INTERESTS IN AN EDUCATION IRA AS DEFINED IN 26 U.S.C. § 530(b)(1) OR UNDER A QUALIFIED STATE TUITION PLAN AS DEFINED IN 26 U.S.C. § 529(b)(1). GIVE PARTICULARS. (FILE SEPARATELY THE RECORD(S) OF ANY SUCH INTEREST(S). 11 U.S.C. § 521(c) RULE 1007(B))	X			
12. INTERESTS IN IRA, ERISA, KEOGH, OR OTHER PENSION OR PROFIT SHARING PLANS. ITEMIZE.	X			
13. STOCK AND INTERESTS IN INCORPORATED BUSINESSES. ITEMIZE.	X			
14. INTERESTS IN PARTNERSHIPS OR JOINT VENTURES. ITEMIZE.	X			
15. GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.	X			
16. ACCOUNTS RECEIVABLE.		THE READER'S DIGEST ASSOCIATION, INC. 44 SOUTH BROADWAY WHITE PLAINS, NY 10601		$31,293,640.46
		READER'S DIGEST SALES AND SERVICES, INC. 44 SOUTH BROADWAY WHITE PLAINS, NY 10601		$1,262,423.74
		RD PUBLICATIONS, INC. 44 SOUTH BROADWAY WHITE PLAINS, NY 10601		$886,734.00
		READER'S DIGEST CONSUMER SERVICES, INC. 44 SOUTH BROADWAY WHITE PLAINS, NY 10601		$268,757.90
		HOME SERVICE PUBLICATIONS, INC. 44 SOUTH BROADWAY WHITE PLAINS, NY 10601		$237,436.94

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
		TASTE OF HOME MEDIA GROUP, LLC 44 SOUTH BROADWAY WHITE PLAINS, NY 10601		$103,620.00
		PEGASUS SALES, INC. 44 SOUTH BROADWAY WHITE PLAINS, NY 10601		$69,457.14
		READER'S DIGEST FINANCIAL SERVICES, INC. 44 SOUTH BROADWAY WHITE PLAINS, NY 10601		$64,353.27
17. ALIMONY, MAINTENANCE, SUPPORT, AND PROPERTY SETTLEMENTS TO WHICH THE DEBTOR IS OR MAY BE ENTITLED. GIVE PARTICULARS.	X			
18. OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDING TAX REFUNDS. GIVE PARTICULARS.	X			
19. EQUITABLE OR FUTURE INTERESTS, LIFE ESTATES, AND RIGHTS OR POWERS EXERCISABLE FOR THE BENEFIT OF THE DEBTOR OTHER THAN THOSE LISTED IN SCHEDULE OF REAL PROPERTY.	X			
20 CONTINGENT AND NON-CONTINGENT INTERESTS IN ESTATE OF A DECEDENT, DEATH BENEFIT PLAN, LIFE INSURANCE POLICY, OR TRUST.	X			
21. OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OF EVERY NATURE, INCLUDING TAX REFUNDS, COUNTERCLAIMS OF THE DEBTOR, AND RIGHTS TO SETOFF CLAIMS. GIVE ESTIMATED VALUE OF EACH.	X			
22. PATENTS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY. GIVE PARTICULARS.		SEE ATTACHED EXHIBIT B-22 VARIOUS COPYRIGHTS		UNKNOWN
23. LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.	X			

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24. CUSTOMER LISTS OR OTHER COMPILATIONS CONTAINING PERSONALLY IDENTIFIABLE INFORMATION PROVIDED TO THE DEBTOR BY INDIVIDUALS IN CONNECTION WITH OBTAINING A PRODUCT OR SERVICE FROM THE DEBTOR PRIMARILY FOR PERSONAL, FAMILY, OR HOUSEHOLD PURPOSES.	X			
25. AUTOMOBILES, TRUCKS, TRAILERS, OTHER VEHICLES AND ACCESSORIES.	X			
26. BOATS, MOTORS, AND ACCESSORIES.	X			
27. AIRCRAFT AND ACCESSORIES.	X			
28. OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.	X			
29. MACHINERY, FIXTURES, EQUIPMENT AND SUPPLIES USED IN BUSINESS.	X			
30. INVENTORY.	X			
31. ANIMALS.	X			
32. CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.	X			
33. FARMING EQUIPMENT AND IMPLEMENTS.	X			
34. FARM SUPPLIES, CHEMICALS, AND FEED.	X			
35. OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	X			
			Total	$34,186,423.45

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (*See instructions above.*)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. WELLS FARGO BANK, NATIONAL ASSOCIATION ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017	X		SENIOR SECURED NOTES TRUSTEE VALUE: UNKNOWN	X	X		$476,046,350.28	$0.00

Schedule of Creditors Holding Secured Claims -
Sheet no. 1 of 3

Subtotal (Total of this page)	$476,046,350.28	$0.00

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (*See instructions above.*)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. WELLS FARGO BANK, NATIONAL ASSOCIATION ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MAC: N9311-110 MINNEAPOLIS, MN 55402	X		SECURED LOAN PAYABLE VALUE: UNKNOWN	X	X		$59,813,265.95	$0.00
ACCOUNT NO.21291180 JPMORGAN CHASE BANK, N.A. P.O. BOX 2558 HOUSTON, TX 77252-2558			UCC LIEN VALUE: UNKNOWN	X	X	X	UNKNOWN	UNKNOWN
ACCOUNT NO.70217090 JPMORGAN CHASE BANK, N.A. P.O. BOX 2558, 1111 FANNIN TX2-F135 HOUSTON, TX 77252-2558			UCC LIEN VALUE: UNKNOWN	X	X	X	UNKNOWN	UNKNOWN
ACCOUNT NO.20204679 JPMORGAN CHASE BANK, N.A. P.O. BOX 33035 LOUISVILLE, KY 40232-303			UCC LIEN VALUE: UNKNOWN	X	X	X	UNKNOWN	UNKNOWN
ACCOUNT NO.70795483 JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT P.O. BOX 2558 HOUSTON, TX 77252			UCC LIEN VALUE: UNKNOWN	X	X	X	UNKNOWN	UNKNOWN

Schedule of Creditors Holding Secured Claims -
Sheet no. 2 of 3

Subtotal (Total of this page)	$59,813,265.95	$0.00

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (*See instructions above.*)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.92787858 JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT P.O. BOX 2558 HOUSTON, TX 77253			UCC LIEN VALUE: UNKNOWN	X	X	X	UNKNOWN	UNKNOWN
ACCOUNT NO.00570469 WILMINGTON TRUST FSB, AS COLLATERAL AGENT 50 SOUTH SIXTH ST. SUITE 1290 MINNEAPOLIS, MN 55402			UCC LIEN VALUE: UNKNOWN	X	X	X	UNKNOWN	UNKNOWN

Schedule of Creditors Holding Secured Claims -
Sheet no. 3 of 3

Subtotal (Total of this page)	$0.00	$0.00
Total (Use only on last page)	$535,859,616.23	$0.00
	(Report also on Summary of Schedules.)	(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled “Total” on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled “Totals” on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled “Subtotals” on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled “Totals” on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to $11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to $5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to $2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☑ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

** Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (*See instructions above.*)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.N/A CALIFORNIA STATE BOARD OF EQUALIZATION SPECIAL PROCEDURES SECTION, MIC: 55 450 N STREET SACRAMENTO, CA 95814			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A CANADA REVENUE AGENCY 875 HERON RD OTTAWA, ON K1A 1B1 CANADA			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A CANADA REVENUE AGENCY COLLECTION COMPLIANCE CENTRE 3400 JEAN-BERAUD AVENUE LAVAL, QC H7T 2Z2 CANADA			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A CANADA REVENUE AGENCY P.O. BOX 1111 MATANE, QC G4W 4R7 CANADA			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A CITY OF NEW YORK NEW YORK CITY COMPTROLLER MUNICIPAL BUILDING ONE CENTRE STREET NEW YORK, NY 10007			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A ILLINOIS DEPT OF REVENUE 101 WEST JEFFERSON ST. 2-249 SPRINGFIELD, IL 62702			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN

Schedule of Creditors Holding Unsecured Priority Claims - Sheet no. 3 of 5

Subtotal (Totals of this page)	$0.00	$0.00	$0.00

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (*See instructions above.*)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.N/A ILLINOIS DEPT OF REVENUE BANKRUPTCY SECTION P.O. BOX 64338 CHICAGO, IL 60664□0338			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A INTERNAL REVENUE SERVICE P.O. BOX 7346 PHILADELPHIA, PA 19101-7346			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A MASSACHUSETTS DEPT OF REVENUE DEPARTMENT OF REVENUE 200 ARLINGTON ST CHELSEA, MA 02150			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A MICHIGAN DEPT OF TREASURY 430 W ALLEGAN LANSING, MI 48922			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A MINNESOTA DEPT OF REVENUE 600 N ROBERT ST. M/S 4130 SAINT PAUL, MN 55164-0622			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A NEW YORK DEPT. OF FINANCE BANKRUPTCY SECTION P.O. BOX 5300 ALBANY, NY 12205-0300			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A NEW YORK DEPT. OF FINANCE W.A. HARRIMAN CAMPUS, B8 BLDG 9 RM 449 ALBANY, NY 12227			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN

Schedule of Creditors Holding Unsecured Priority Claims -
Sheet no. 4 of 5

Subtotal (Totals of this page)	$0.00	$0.00	$0.00

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (*See instructions above.*)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.N/A OHIO DEPT OF TAXATION 4485 NORTHLAND RIDGE BLVD COLUMBUS, OH 43229			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A OHIO DEPT OF TAXATION P.O. BOX 530 COLUMBUS, OH 43216-0530			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A TEXAS COMPTROLLER OF PUBLIC ACCOUNTS LYNDON B JOHNSON STATE OFFICE BLDG 111 EAST 17TH ST AUSTIN, TX 78774			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A TEXAS COMPTROLLER OF PUBLIC ACCOUNTS P.O. BOX 13528 CAPITOL STATION AUSTIN, TX 78711-3528			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN
ACCOUNT NO.N/A WISCONSIN DEPT OF REVENUE 2135 RIMROCK RD MADISON, WI 53713			TAXES	X	X	X	UNKNOWN	UNKNOWN	UNKNOWN

Schedule of Creditors Holding Unsecured Priority Claims - Sheet no. 5 of 5 Subtotal (Totals of this page)	$0.00	$0.00	$0.00
Total (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)	$0.00		
Totals (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)		$0.00	$0.00

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (*See instructions above.*)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. N/A LUXOR CAPITAL GROUP 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036	X		UNSECURED TERM LOAN	X			$10,143,611.11
ACCOUNT NO. R.D. MANUFACTURING CORPORATION 44 SOUTH BROADWAY WHITE PLAINS, NY 10601			INTERCOMPANY PAYABLE				$73,096.00
ACCOUNT NO. RDWR, INC. (F/K/A WEEKLY READER CORPORATION) 44 SOUTH BROADWAY WHITE PLAINS, NY 10601			INTERCOMPANY PAYABLE				$120,835.00
ACCOUNT NO. REIMAN MEDIA GROUP, LLC 5400 SOUTH 60TH STREET GREENDALE, WI 53129			INTERCOMPANY PAYABLE				$205,153.00

Schedule of Creditors Holding Unsecured Nonpriority Claims -
Sheet no. 1 of 1

Subtotal	$10,542,695.11
Total (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable on the Statistical Summary of Certain Liabilities and Related Data.)	$10,542,695.11

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☑ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
ARDEE MUSIC PUBLISHING, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
DIRECT ENTERTAINMENT MEDIA GROUP, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
HAVEN HOME MEDIA, LLC (F/K/A READER'S DIGEST SUB N 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
HOME SERVICE PUBLICATIONS, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
PEGASUS SALES, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
PLEASANTVILLE MUSIC PUBLISHING, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
R.D. MANUFACTURING CORPORATION 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
RD PUBLICATIONS, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
RDA DIGITAL, LLC 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
RDA HOLDING CO. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
RDA SUB CO. (F/K/A BOOKS ARE FUN, LTD.) 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
RDCL, INC. (F/K/A COMPASSLEARNING, INC.) 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
RDWR, INC. (F/K/A WEEKLY READER CORPORATION) 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
READER'S DIGEST CHILDREN'S PUBLISHING, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
READER'S DIGEST CONSUMER SERVICES, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
READER'S DIGEST ENTERTAINMENT, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
READER'S DIGEST FINANCIAL SERVICES, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
READER'S DIGEST LATINOAMERICA, S.A. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
READER'S DIGEST SALES AND SERVICES, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
REIMAN MANUFACTURING, LLC 5400 SOUTH 60TH STREET GREENDALE, WI 53129	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
REIMAN MEDIA GROUP, LLC 5400 SOUTH 60TH STREET GREENDALE, WI 53129	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
TASTE OF HOME MEDIA GROUP, LLC 5400 SOUTH 60TH STREET GREENDALE, WI 53129	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
TASTE OF HOME PRODUCTIONS, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
THE READER'S DIGEST ASSOCIATION, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
W.A. PUBLICATIONS, LLC 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
WAPLA, LLC 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
WEEKLY READER CUSTOM PUBLISHING, INC. (F/K/A LIFET 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
WORLD ALMANAC EDUCATION GROUP, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
WORLD WIDE COUNTRY TOURS, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
WRC MEDIA, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	LUXOR CAPITAL GROUP RE: UNSECURED TERM NOTE 1114 AVENUE OF AMERICAS 29TH FLOOR NEW YORK, NY 10036
ARDEE MUSIC PUBLISHING, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
DIRECT ENTERTAINMENT MEDIA GROUP, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
HAVEN HOME MEDIA, LLC (F/K/A READER'S DIGEST SUB N 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
HOME SERVICE PUBLICATIONS, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
PEGASUS SALES, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
PLEASANTVILLE MUSIC PUBLISHING, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
R.D. MANUFACTURING CORPORATION 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
RD PUBLICATIONS, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
RDA DIGITAL, LLC 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
RDA HOLDING CO. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
RDA SUB CO. (F/K/A BOOKS ARE FUN, LTD.) 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
RDCL, INC. (F/K/A COMPASSLEARNING, INC.) 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
RDWR, INC. (F/K/A WEEKLY READER CORPORATION) 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
READER'S DIGEST CHILDREN'S PUBLISHING, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
READER'S DIGEST CONSUMER SERVICES, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
READER'S DIGEST ENTERTAINMENT, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
READER'S DIGEST FINANCIAL SERVICES, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
READER'S DIGEST LATINOAMERICA, S.A. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402

In re: RD LARGE EDITION, INC. Case No. 13-22243
Debtor (if known)

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
READER'S DIGEST SALES AND SERVICES, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
REIMAN MANUFACTURING, LLC 5400 SOUTH 60TH STREET GREENDALE, WI 53129	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
REIMAN MEDIA GROUP, LLC 5400 SOUTH 60TH STREET GREENDALE, WI 53129	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
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TASTE OF HOME PRODUCTIONS, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
THE READER'S DIGEST ASSOCIATION, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
W.A. PUBLICATIONS, LLC 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
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WEEKLY READER CUSTOM PUBLISHING, INC. (F/K/A LIFET 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
WORLD ALMANAC EDUCATION GROUP, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402

In re: RD LARGE EDITION, INC. Case No. 13-22243
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SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
WORLD WIDE COUNTRY TOURS, INC. 5400 SOUTH 60TH STREET GREENDALE, WI 53129	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
WRC MEDIA, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SECURED LOAN PAYABLE ATTN: READER'S DIGEST ADMINISTRATOR 625 MARQUETTE AVENUE, 11TH FLOOR MINNEAPOLIS, MN 55402
ARDEE MUSIC PUBLISHING, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
DIRECT ENTERTAINMENT MEDIA GROUP, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
HAVEN HOME MEDIA, LLC (F/K/A READER'S DIGEST SUB N 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
HOME SERVICE PUBLICATIONS, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
PEGASUS SALES, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
PLEASANTVILLE MUSIC PUBLISHING, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
R.D. MANUFACTURING CORPORATION 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
RD PUBLICATIONS, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017

In re: RD LARGE EDITION, INC. Case No. 13-22243
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SCHEDULE H - CODEBTORS

(Continuation Sheet)

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RDA DIGITAL, LLC 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
RDA HOLDING CO. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
RDA SUB CO. (F/K/A BOOKS ARE FUN, LTD.) 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
RDCL, INC. (F/K/A COMPASSLEARNING, INC.) 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
RDWR, INC. (F/K/A WEEKLY READER CORPORATION) 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
READER'S DIGEST CHILDREN'S PUBLISHING, INC. 44 SOUTH BROADWAY WHITE PLAINS NY 10601	WELLS FARGO BANK, NATIONAL ASSOCIATION RE: SENIOR SECURED NOTES TRUSTEE ATTN: CORPORATE TRUST SERVICES READER'S DIGEST ADMINISTRATOR 150 EAST 42ND STREET NEW YORK, NY 10017
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In re: RD LARGE EDITION, INC. Case No. 13-22243
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SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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In re: RD LARGE EDITION, INC. Case No. 13-22243
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DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, BRYAN BERNDT, the VICE PRESIDENT AND CONTROLLER of RD Large Edition, Inc. named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 1 sheets (*Total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date 3-18-13 Signature

BRYAN BERNDT
[Print or type name of individual signing on behalf of debtor.]

VICE PRESIDENT AND CONTROLLER
[Indicate position or relationship to debtor]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

EXHIBIT B22

U.S. Copyrights

Owner – RD Large Edition, Inc.

TITLE	VOL.	NO.	ISSUE DATE	REG DATE	REG ##
Reader's Digest Large Print	12	11	July 2008	8/6/08	TX6-648-100
Reader's Digest Large Print	12	12	Aug 2008	8/6/08	TX6-648-100