

Schedule 1

Consolidated List of the Holders of the 30 Largest Unsecured Claims of the Debtors

Pursuant to Local Rule 1007-2(a)(4), the following provides information with respect to the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule estimates outstanding claim amounts as of August 20, 2009. The Debtors have excluded from this schedule any claims that will be addressed by first day motions filed in connection with these chapter 11 cases. Employees and former employees owed amounts under non-qualified pension plans and deferred compensation plans are also not included in this schedule.

Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Nature of claim	Amount of Claim
1. THE BANK OF NEW YORK AS TRUSTEE	The Bank of New York Mellon 101 Barclay Street – 8W New York, New York 10286 Attention: Global Trust Administration (212) 815-5704/3272 (f) cheryl.clarke@bnymellon.com	9% Senior Subordinated Notes	\$600,000,000.00
2. HCL	A-10/11, Sector 3 Noida 201301, U.P. Attn: Vineet Nayar, Chief Executive Officer 011.91.120.253.5070 (p) vineet@hcl.in	Trade Claim	\$14,212,268.28
3. WILLIAMS LEA	1 Dag Hammarskjold Plaza, 8th Floor New York, New York 10017 Attn: Justin Barton, CEO, The Americas 212-351-9020 (p) Justin.Barton@williamslea.com	Trade Claim	\$8,867,402.12
4. CDS GLOBAL, INC.	1901 Bell Avenue Des Moines, Iowa 50315-1099 Attn: Malcolm Netburn, Chairman & CEO 515-246-6802 (p) mnetburn@cds-global.com	Trade Claim	\$5,421,407.34
5. QUAD/GRAPHICS INC	N63W 23075 State Hwy. 74 Sussex, Wisconsin 53089-2827 Attn: Joel Quadracci, Vice President 414-566-2020 (p) joel.quadracci@qg.com	Trade Claim	\$2,983,639.17
6. TI CIRCULATION HOLDINGS LLC	1271 Avenue of the Americas New York, NY 10020-1393 Attention: President	Contingent Contract Claim	\$2,590,635.49

Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Nature of claim	Amount of Claim
7. RR DONNELLEY RECEIVABLES INC	6 Cambridge Drive, Suite 302 Trumbull, CT 06611 Attn: Scott Weiss, Global Accounts Director 203-854-1961 (p) scott.d.weiss@rrd.com	Trade Claim	\$2,417,751.55
8. QUEBECOR WORLD INC.	150 East 42nd Street, 11th Floor New York, New York 10017 Attn: Kevin Clarke, President 212-583-6542 (p) kevin.clarke@quebecorworld.com	Trade Claim	\$2,349,793.12
9. NEWPAGE CORPORATION	6 Evergreen Lane, Chappaqua, New York 10514 Attn: Jerry Curran, Account Executive 914-238-0445 (p) Jerry.Curran@newpagecorp.com	Trade Claim	\$2,241,616.14
10. THE HARRY FOX AGENCY INCORPORATED	711 Third Ave New York, New York 10017 Attn: Paul W. Wallace 212-834 0108 (p) pwallace@harryfox.com	Trade Claim	\$1,808,128.01
11. MYLLYKOSKI NORTH AMERICA	101 Merritt 7, 5th Floor, Norwalk, Connecticut 06851 Attn: Brendan Lesch, Vice President 203-229-7414 (p) brendan.lesch@myllykoski.com	Trade Claim	\$1,646,889.64
12. SONY MUSIC SPECIAL PRODUCTS	PO Box 371651 Pittsburgh, Pennsylvania 15251-7651 Attn: Karen Cunningham 212-833-7038 (p) Karen.Cunningham@sonymusic.com	Trade Claim	\$1,070,127.08
13. SG CHAPPAQUA A LLC, C/O GREENFIELD PARTNERS; SG CHAPPAQUA B LLC, C/O GREENFIELD PARTNERS AND SUMMIT DEVELOPMENT LLC	SG Chappaqua A LLC c/o Greenfield Partners 50 North Water St. South Norwalk, CT 06854 Attn: Barry Marcus 203-354-5022 (p) 203-354-5060 (f) SG Chappaqua B LLC c/o Greenfield Partners 50 North Water St. South Norwalk, CT 06854 Attn: Barry Marcus 203-354-5022 (p) 203-354-5060 (f) Summit Development LLC 40 North Water St. South Norwalk, CT 06854 Attn: Felix Charney 203-354-1500 (p) 203-354-1501 (f)	Trade Claim	\$986,279.28

Creditor	Contact: Mailing Address & Telephone Number/Fax Number	Nature of claim	Amount of Claim
14. UNIVERSAL MUSIC & VIDEO DISTRIBUTION	PO Box 98279 Chicago, Illinois 60693 Attn: Kathy Hale 310-865-4533 (p) Kathy.Hale@umusic.com	Trade Claim	\$980,896.8
15. HUNG HING OFFSET PRINTING COMPANY	17-19 Dai Hei St Tai Po Ind, Est., NT Attn: Matthew Yam, Managing Director 852-2664-8682 (p) matthew@hhop.com.hk	Trade Claim	\$831,607.03
16. RHINO ENTERTAINMENT	3400 W. Olive Avenue Burbank, California 91505-5538 Attn: Mark Pinkus 818-238-6143 (p) Mark.Pinkus@wmg.com	Trade Claim	\$802,641.88
17. INFOCROSSING INCORPORATED	2 Christie Heights Street Leonia, New Jersey 07605 Attn: Sameer Kishore, Chief Operating Officer 201-840-4709 (p) sameer.kishore@infocrossing.com	Trade Claim	\$772,671.42
18. FEDERAL EXPRESS CORPORATION	St. Louis, Missouri Attn: Glenda Corwin, Vice President of Worldwide Services 913-661-5029 (p) gicorwin@fedex.com	Trade Claim	\$742,759.52
19. EDS CORPORATION	153 East 53rd Street 28th Floor New York, New York 10022 Attn: John Cunniffe, Client Sales Executive 212-610-8146 (p) john.cunniffe@eds.com	Trade Claim	\$733,507.65
20. ANETORDER, INC	820 Frontenac Rd Naperville, IL 60563 Attn: Shane Randall, President & CEO 630-579-8800 (p) srandall@anetorder.com	Trade Claim	\$666,509.65
21. A&E TELEVISION NETWORKS	235 E. 45th Street New York, NY 10017 Attn: Kate Winn, VP Home Video Sales & Marketing	Royalty Claim	\$651,568.25
22. IGNITE MEDIA SOLUTIONS	1001 St. Petersburg Dr. West Oldsmar, FL 34677 Attn: Michael Ferzacca 301-908-6344 (p)	Trade Claim	\$614,664.75
23. FITNESS BRANDS INC	3400 RR 620 S Suite 12101 Austin, TX 78738 Attn: David Brodess	Royalty Claim	\$600,000.00
24. AEGIS USA INC.	211 Monmouth Road West Long Branch, NJ 07764 Attn: General Counsel or Officer	Trade Claim	\$537,155.63

Creditor	Contact, Mailing Address & Telephone Number/Fax Number	Nature of claim	Amount of Claim
25. INO RECORDS	210 Jamestown Park, Ste 100 Brentwood, TN 37027 Attn: John Deakins	Royalty Claim	\$522,378.24
26. CELLMARK PAPER, INC.	80 Washington Street Norwalk, CT 06854 Attn: General Counsel or Officer	Trade Claim	\$514,256.97
27. SONY BMG MUSIC ENTERTAINMENT.	39-205 Leopard Street Palm Desert, California 92211 Attn: Lenny Abramowitz	Trade Claim	\$474,558.42
28. SOUL TRAIN HOLDINGS LLC	1010 Wilshire Blvd Suite 1502 Los Angeles, CA 90068	Royalty Claim	\$400,000.00
29. EQUIFAX MARKETING SERVICE	2031 W. Pierce, #1B Chicago, Illinois 60622 Attn: Jeff L. Warnock 773-862-9733 (p) Jeff.Warnock@equifax.com	Trade Claim	\$360,621.82
30. WEST DIRECT, INC.	11808 Miracle Hills Dr. Omaha, Nebraska 68154 Attn: Wanda Wacholtz 402-964-6364(p)	Trade Claim	\$341,436.00

Schedule 2

Consolidated List of Holders of 5 Largest Secured Claims

Pursuant to Local Rule 1007-2(a)(5), the following lists the creditors holding, as of August 20, 2009, the five largest secured, noncontingent claims against the Debtors, on a consolidated basis, excluding claims of insiders as defined in 11 U.S.C. § 101.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any debt or claim listed herein is a disputed claim or debt, and to challenge the priority, nature, amount or status of any such claim or debt. The descriptions of the collateral securing the underlying obligations are intended only as brief summaries. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control.

In addition to the parties listed below, the Debtors may have unliquidated and/or contingent claims as a result of parties asserting a security interest against the Debtors' assets through UCC filings or parties that have a security interest in any collateral posted with whom the Debtors' have engaged to perform interest rate swaps on their debt.

Creditor	Creditor Contact Mailing Address & Phone Number & Fax Number	Principal Amount of Claim	Type of Collateral
1. J.P. Morgan Chase as Administrative Agent for U.S. Term Loan	<p>Maryann Bui JPMorgan Chase Bank N.A. Americas Investment Bank Loan Operations 1111 Fannin St., 10th Floor Houston, TX 77002 Phone: 713-750-7932 Fax: 713-750-2878 E-mail: maryann.t.bui@jpmorgan.com</p> <p>And</p> <p>JPMorgan Chase Bank, N.A., as Administrative Agent 270 Park Avenue New York, New York 10017 Attention: Tina Ruyter Tel. 212-270-4676 Fax: TBD E-mail: tina.ruyter@jpmorgan.com</p>	\$1,182,775,000.00	Secured by pledge of stock of subsidiaries and a security interest in essentially all assets.
2. J.P. Morgan Chase as Administrative Agent For Revolver	<p>Maryann Bui JPMorgan Chase Bank N.A. Americas Investment Bank Loan Operations 1111 Fannin St., 10th Floor Houston, TX 77002 Phone: 713-750-7932 Fax: 713-750-2878 E-mail: maryann.t.bui@jpmorgan.com</p> <p>And</p> <p>JPMorgan Chase Bank, N.A., as Administrative Agent 270 Park Avenue New York, New York 10017 Attention: Tina Ruyter Tel. 212-270-4676 Fax: TBD E-mail: tina.ruyter@jpmorgan.com</p>	\$293,700,779.80	Secured by pledge of stock of subsidiaries and a security interest in essentially all assets.

Schedule 3

Condensed Consolidated Balance Sheet

The following financial data (unaudited and subject to change) is the latest available information and reflects the Debtors' financial condition, as consolidated as of June 30, 2009. The following financial data shall not constitute an admission of liability by the Debtors. The Debtors reserve all rights to assert that any debt or claim included herein is a contingent, unliquidated or disputed claim or debt or challenge the priority, nature, amount or status of any claim or debt.

Total Assets (Book Value):	\$2.2 billion
Total Liabilities:	\$3.4 billion

Schedule 4

Publicly Held Securities

Pursuant to Local Rule 1007-2(a)(7), the following lists the number and classes of shares of stock, debentures, and other securities of the Debtors that are publicly held (“*Securities*”) and the number of holders thereof.

The outstanding common stock of Readers Digest Association, Inc. is privately held, and there is no established public trading market for the common stock. As of the date of this filing, there was one holder of record of the company’s common stock.

Readers Digest Association, Inc has issued \$600 million principal amount 9% Senior Subordinated Notes due 2017, all of which is outstanding as of the Commencement Date.

Schedule 5

Debtors' Property Not in the Debtors' Possession

Pursuant to Local Rule 1007-2(a)(8), the following lists the Debtors' property that is in the possession or custody of any custodian, public officer, mortgagee, pledge, assignee of rents, secured creditor, or agent for any such entity.

Type of Property	Person or Entity in Possession of the Property	Address & Telephone Number of Person or Entity in Possession of the Property	Location of Court Proceeding, if Applicable
Stock Certificates	J.P. Morgan Chase Bank N.A.	Maryann Bui JPMorgan Chase Bank N.A. Americas Investment Bank Loan Operations 1111 Fannin St., 10th Floor Houston, TX 77002 Phone: 713-750-7932 Fax: 713-750-2878 E-mail: maryann.t.bui@jpmorgan.com And JPMorgan Chase Bank, N.A., as Administrative Agent 270 Park Avenue New York, New York 10017 Attention: Tina Ruyter Tel. 212-270-4676 Fax: TBD E-mail: tina.ruyter@jpmorgan.com	

In addition to the property listed above, in the ordinary course of business, property of the Debtors is likely to be in the possession of various other persons, including printers, fulfillment houses, suppliers, maintenance providers, shippers, common carriers, custodians, public officers, or agents. Through these arrangements, the Debtors' ownership interest is not affected. In light of the movement of this property, providing a comprehensive list of the persons or entities in possession of the property, their addresses and telephone numbers, and the location of any court proceeding affecting such property would be impractical.

Schedule 6

Pursuant to Local Rule 1007-2(a)(9), the following lists the property or premises owned, leased or held under other arrangement from which the Debtors operate their businesses.

Owned or Lease Address	City	State	Zip Code	Country
480 Bedford Road (100-300)	Chappaqua	New York	10570	USA
480 Bedford Road (400)	Chappaqua	New York	10570	USA
260 Madison Ave	New York	New York	10016	USA
512 Seventh Ave	New York	New York	10018	USA
14th Floor, 16 East 34th St.	New York	New York	10018	USA
Fields Lane	North Salem	New York	10560	USA
1730 Rhode Island, NW	Washington	District of Columbia	20036	USA
5250 Old Orchard Road	Skokie	Illinois	60076	USA
11 Riverbend	Stamford	Connecticut	06907	USA
203 Colorado St	Austin	Texas	78701	USA
8280 Willow Oaks Corporate Dr.	Fairfax	Virginia	22031	USA
1000 Taylors Lane	Cinnaminson	New Jersey	08077	USA
3317 3rd Avenue South	Seattle	Washington	98134	USA
2915 Commers Drive	Eagan	Minnesota	55121	USA
233 North Michigan Avenue	Chicago	Illinois	60601	USA
5455 Corporate Drive	Troy	Michigan	48098	USA
11111 Santa Monica Blvd.	Los Angeles	California	90025	USA
100 Bush Street	San Francisco	California	94104	USA
600 N. Pine Island Road	Plantation	Florida	33324	USA
23221 Morgan St	Strongsville	Ohio	44149	USA

Owned or Lease Address	City	State	Zip Code	Country
1450 East Parham Road	Richmond	Virginia	23228	USA
5602 Broad Street	Greendale	Wisconsin	53129	USA
15th Floor, 16 East 34th Street	New York	New York	10016	USA
400 S. 60th Street	Greendale	Wisconsin	53129	USA

Schedule 7

Location of Debtors' Assets, Books and Records

Pursuant to Local Rule 1007-2(a)(10), the following lists the locations of the Debtors' substantial assets, the location of its books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

Location of Debtors' Substantial Assets

The Debtors have assets worldwide of more than \$2.2 billion (unaudited and subject to change), with substantial assets in Pleasantville, NY; New York, NY; and Milwaukee, WI.

Books and Records

The Debtors' books and records are located in Pleasantville, NY.

Debtors' Assets Outside the United States

The Debtors, in addition to their non-Debtor affiliates, have significant assets worldwide of more than \$1.3 billion (unaudited and subject to change), including significant assets held outside the United States through direct and indirect subsidiaries of the Debtors.

Schedule 8

Litigation

Pursuant to Local Rule 1007-2(a)(11), the following is a list of the nature and present status of each action or proceeding, pending or threatened, against the Debtors or their properties where a judgment against the Debtors or a seizure of their property may be imminent.

Action or Proceeding	Nature of the Action	Status of the Action
None.		

Schedule 9

Senior Management

Pursuant to Local Rule 1007-2(a)(12), the following provides the names of the individuals who comprise the Debtors' existing senior management, a description of their tenure with the Debtors, and a brief summary of their relevant responsibilities and experience.

Name / Position	Experience / Responsibilities
Mary G. Berner Chief Executive Officer and Director	Mary Berner has served as Chief Executive Officer and Director since March 2007. From November 1999 until January 2006, Ms. Berner led Fairchild Publications, Inc., first as President and CEO and then as President of Fairchild and an officer of Condé Nast when Fairchild became a division of Condé Nast Publications, Inc. in September 2005
William Adler Vice President, Global Communications	William Adler has served as Vice President, Global Communications since 2003.
Alyce Alston President, Home & Garden and Health & Wellness	Alyce Alston has served as President, Home & Garden and Health & Wellness since March 2007. Prior to that, she was Chief Executive Officer of De Beers North America.
Lara Bashkoff President, Global RDA Interactive	After serving as interim president, Lara Bashkoff has served as President, Global RDA Interactive since 2009. Bashkoff joined the company in 2006 as Vice President, Corporate Digital Strategy.
Michael Brennan President, Reader's Digest Europe	Michael Brennan has served as President, Reader's Digest Europe since July 2007. Prior to that, he served as President, Latin American/Asia-Pacific.
Susana D'Emic Vice President, Corporate Controller	Susana D'Emic has served as Vice President, Corporate Controller since December, 2007. Susana joined the Company in 1998 and has held various positions of increasing responsibility within Finance. Prior to joining Reader's Digest, she worked at Atria, Colgate Palmolive and KPMG.
Eva Dillon President, Reader's Digest Community	Eva Dillon has served as President, Reader's Digest Community since April 2007. Prior to that, she served with Condé Nast as Vice President and Publisher of <i>Cookie</i> magazine.

Name / Position	Experience / Responsibilities
<p>Suzanne Grimes President, Food & Entertaining</p>	<p>Suzanne Grimes has served as President, Food & Entertaining since March 2007. Prior to that she worked for Condé Nast Media Group as its Senior Vice President, Corporate Sales.</p>
<p>William Magill Vice President and Treasurer</p>	<p>William Magill has served as Vice President and Treasurer since January 2000. Prior to that, he served as Vice President, Investor Relations. He joined the company in 1992.</p>
<p>Todd McCarty Senior Vice President, Global Human Resources</p>	<p>Todd McCarty has served as Senior Vice President, Global Human Resources since March 2008. Prior to joining the company, he served as the Senior Vice President, Human Resources for Rite Aid Drug Stores.</p>
<p>Andrea Newborn Senior Vice President, General Counsel and Secretary</p>	<p>Andrea Newborn has served as Senior Vice President, General Counsel and Secretary since 2008, and Vice President, General Counsel and Secretary since 2007. She joined the company in 1991.</p>
<p>Margaretta(Peggy) Northrop Vice President, Global Editor-in- Chief, <i>Reader's Digest</i></p>	<p>Peggy Northrop has served as Global Editor-in-Chief since July 2009 and Editor-in-chief, <i>Reader's Digest Magazine</i>(U.S.) since November 2007. Previously, she was Editor-in-Chief of <i>More</i> magazine.</p>
<p>Albert Perruzza Senior Vice President Global Operations & Business Redesign</p>	<p>Albert Perruzza has served as Senior Vice President Global Operations and Business Redesign since 1999. He also has responsibility for the company's Information Technology department. Mr. Perruzza joined the company in 1972.</p>
<p>Amy Radin Senior Vice President, Chief Marketing Officer</p>	<p>Amy Radin recently joined the company as Senior Vice President and Chief Marketing Officer. Previously she was Executive Vice President & Global Direct Banking Head at Citigroup Inc.</p>
<p>Tom Williams Senior Vice President and Chief Financial Officer</p>	<p>Tom Williams joined the company in 2009 as Senior Vice President and Chief Financial Officer. Previously he served as Executive Vice President and Chief Financial Officer of Affinion Group, Inc.</p>
<p>Dawn Zier President, Global Consumer Marketing & CEO Direct Holdings</p>	<p>Dawn Zier has served as President, Global Consumer Marketing & CEO Direct Holdings since May 2008. Prior to that, she served as the company's President, North American Consumer Marketing. She joined the company in 1992.</p>

Schedule 10

Payroll

Pursuant to Local Rule 1007-2(b)(1)-(2)(A) and (C), the following provides the estimated amount of weekly payroll to the Debtors' employees (not including officers, directors, and stockholders) and the estimated amount to be paid to officers, stockholders, directors, and financial and business consultants retained by the Debtors, for the 30-day period following the filing of the chapter 11 petitions.

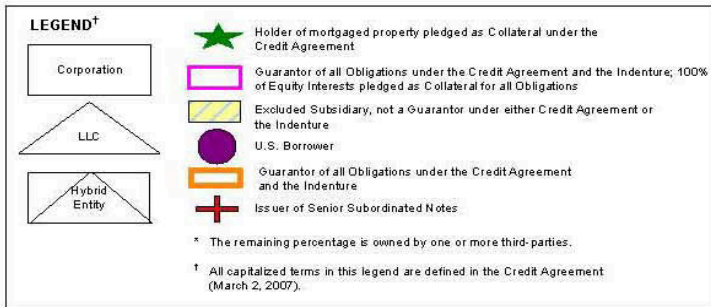
Payments to Employees (Not Including Officers, Directors and Stockholders)	\$8.0 million
Payments to Officers, Stockholders, and Directors	\$975,000.00
Payments to Financial and Business Consultants	\$3.957 million

Schedule 11

**Cash Receipts and Disbursements,
Net Cash Gain or Loss, Unpaid Obligations and Receivables**

Pursuant to Local Rule 1007-2(b)(3), the following provides, for the 30-day period following the filing of the chapter 11 petition, the estimated cash receipts and disbursements, net cash gain or loss, and obligations and receivables expected to accrue that remain unpaid, other than professional fees.

Cash Receipts	\$221.585 million
Cash Disbursements	\$185.581 million
Net Cash Gain or Loss	\$36.004 million
Unpaid Obligations	\$87.878 million
Unpaid Receivables	\$11.625 million



RDA Holding Co. Structure – Debtors Only

