

United States Bankruptcy Court Southern District of New York		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): RDA HOLDING CO.		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 37-1537045		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): 44 South Broadway White Plains, NY		Street Address of Joint Debtor (No. and Street, City, and State): N/A
ZIP CODE 10601		ZIP CODE
County of Residence or of the Principal Place of Business: Westchester		County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): N/A		Mailing Address of Joint Debtor (if different from street address): N/A
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): N/A		
ZIP CODE		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <u>Media and Marketing Holding Company</u>	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: _____ Each country in which a foreign proceeding by, regarding, or against debtor is pending: _____	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors (on a consolidated basis) <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1000-5000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets (on a consolidated basis) <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion		
Estimated Liabilities (on a consolidated basis) <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion		

B1 (Official Form 1) (12/11)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): RDA HOLDING CO.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: Southern District of New York		Case Number: 09-23553	Date Filed: August 24, 2009
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: N/A		Case Number: N/A	Date Filed: N/A
District: N/A		Relationship: N/A	Judge: N/A
<p style="text-align: center;">Exhibit A</p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<p style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts)	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b).	
X _____ Signature of Attorney for Debtor(s)		_____ (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord than obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition
 (This page must be completed and filed in every case)

Name of Debtor(s):
RDA HOLDING CO.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
 Signature of Debtor

X _____
 Signature of Joint Debtor

 Telephone Number (If not represented by attorney)

 Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
 (Signature of Foreign Representative)

 (Printed Name of Foreign Representative)

 Date

Signature of Attorney*

X /s/ Joseph H. Smolinsky
 Signature of Attorney for Debtor(s)

Joseph H. Smolinsky
 Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP
 Firm Name

767 Fifth Avenue
 Address

New York, NY 10153
 Address

(212) 310-8000
 Telephone Number

February 17, 2013
 Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

 Printed Name and title, if any, of Bankruptcy Petition Preparer

 Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

 Address

X _____
 Signature

 Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Name and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Paul R. Tomkins
 Signature of Authorized Individual

Paul R. Tomkins
 Printed Name of Authorized Individual

Executive Vice President and Chief Financial Officer
 Title of Authorized Individual

February 17, 2013
 Date

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
 :
In re : **Chapter 11 Case No.**
 :
RDA HOLDING CO., : **13-_____ (___)**
 :
Debtor. :
 :
 -----X

EXHIBIT “A” TO VOLUNTARY PETITION

1. The debtor’s securities are registered under Section 12 of the Securities and Exchange Act of 1934 and, the SEC file number is 333-170143-07.

2. The following financial data is the latest available information and refers to the debtor’s condition on December 31, 2012 on a consolidated basis with its affiliated debtors and debtors in possession.

- a. Total assets \$1,118,400,000
- b. Total debts (including debts listed in 2.c., below) \$1,184,500,000
- c. Debt securities held by more than 500 holders.

	As of December 31, 2012	Approximate number of holders
Floating Rate Senior Secured Notes due 2017 ¹	<u>\$464,400,000</u>	Unknown.

- d. Number of shares of preferred stock 0
- e. Number of shares of common stock 24,394,640 and 2,063,533 shares of Class A and Class B common stock, respectively, outstanding as of January 31, 2013

3. Brief description of debtor’s business: RDA Holding Co., together with The Reader’s Digest Association, Inc., and their direct and indirect subsidiaries and affiliates (the “**Company**”), is a global, multi-brand and multi-platform media and direct marketing company. The Company produces and sells print and digital magazines, books, music, and videos to consumers around the world in multiple languages and many channels, such as direct mail (including catalogs), the Internet, and retail.

¹ To the best of the Debtors’ knowledge and belief, as of the date of the filing of this petition, the Floating Rate Senior Secured Notes set forth above are held by less than 500 holders; however, the Debtors have included the Floating Rate Senior Secured Notes out of an abundance of caution.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: To the best of the Debtors' knowledge and belief, based on publicly filed disclosures, as of January 31, 2013, the following entities directly or indirectly own, control, or hold 5% or more of the voting securities of the Debtor: Alden Global Capital (17.77%), Point Lobos (13.55%), Jefferies High Yield Holdings LLC (9.43%), GoldenTree Asset Management LP (9.22%), General Electric Capital Corporation (8.96%), JP Morgan Chase Bank NA (6.79%), and Goldman Sachs Asset Management LP (5.69%).

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
 :
In re : **Chapter 11 Case No.**
 :
RDA HOLDING CO., : **13-_____ (___)**
 :
Debtor. :
 :
 -----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS¹**

The following is the consolidated list of the creditors of RDA Holding Co. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), holding the forty (40) largest noncontingent unsecured claims as of February 15, 2013.

Except as set forth above, this list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Rules of Bankruptcy Procedure. This list does not include persons who come within the definition of “insider” set forth in section 101(31) of chapter 11 of the United States Code.

No.	Creditor	Contact, Mailing Address, Telephone Number/Fax Number, Email	Nature of Claim	C U D P ²	Amount of Claim
1	WELLS FARGO BANK, NATIONAL ASSOCIATION, AS TRUSTEE	Wells Fargo Bank, National Association, 150 East 42nd Street New York, NY 10017 Attn: Corporate Trust Services— Reader’s Digest Assoc. Administrator Telephone: (917) 260-1544 Facsimile: (917) 260-1545 martin.g.reed@wellsfargo.com	Indenture	P	Deficiency claim amount to be determined
2	LUXOR CAPITAL GROUP, LP, AS ADMINISTRATIVE AGENT	Luxor Capital Group 1114 Avenue of Americas 29th Floor New York, NY 10036 Attn: Operations Department Telephone: (212) 763-8000 Facsimile: (212) 763-8001 Ops@luxorcap.com	Unsecured Term Loan		\$10,000,000.00

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

² C: Contingent; U: Unliquidated; D: Disputed; P: Partially Secured

No.	Creditor	Contact, Mailing Address, Telephone Number/Fax Number, Email	Nature of Claim	C U D P ²	Amount of Claim
3	FEDERAL TRADE COMMISSION	Federal Trade Commission Bureau of Consumer Protection 600 Pennsylvania Avenue NW Washington, DC 20580 Attn: James Kohm, Associate Director for Enforcement Telephone: (202) 326-2996 Debrief@ftc.gov	Settlement Claim	U	\$8,753,266.00
4	WILLIAMS LEA	Williams Lea 1 Dag Hammarskjold Plaza, 8th Floor New York, NY 10017 Attn: Frank Oliveri, President & COO Telephone: (212) 351-9050 Facsimile: (212) 351-9196 Frank.Olivieri@williamslea.com	Trade Claim		\$5,970,280.02
5	HCL TECHNOLOGIES LIMITED	HCL Technologies Limited 1950 Old Gallows Road Vienna, VA 22182 Attn: Rajiv Khanna, Sr. Account Director Telephone: (203) 895-7493 rkhanna@hcl.in	Trade Claim		\$4,366,621.99
6	QUAD/GRAPHICS INC	Quad Graphics N63W 23075 State Hwy. 74 Sussex, WI 53089-2827 Attn: Joel Quadracci, President Telephone: (414) 566-2020 Facsimile: (414) 566-4650 joel.quadracci@qg.com	Trade Claim	P	\$3,588,199.75
7	RR DONNELLEY RECEIVABLES INC	RR Donnelley Receivables 6 Cambridge Drive, Suite 302 Trumbull, CT 06611 Attn: Scott Weiss, Global Accounts Director Telephone: (203) 854-1961 Facsimile: (203) 365-7225 scott.d.weiss@rrd.com	Trade Claim	P	\$1,615,318.04
8	MICROSOFT LICENSING GP	Microsoft 1290 Avenue of the Americas Sixth Floor New York, NY 10104 Attn: Trevor Snow, Corporate Account Manager Telephone: (201) 334-7143 Facsimile: (212) 245-3290 tsnow@microsoft.com	Trade Claim		\$984,880.25
9	INFOCROSSING INCORPORATED	Wipro 2 Christie Heights Street Leonia, NJ 07605 Attn: Nick Letizia, Senior VP & General Counsel Telephone: (201) 840-4717 nick.letizia@wipro.com	Trade Claim		\$884,797.51
10	SIMON & SCHUSTER INC.	Simon & Schuster 1230 Avenue of the Americas New York, NY 10020 Attn: Dennis Eulau, Chief Operating Officer Telephone: (212) 698-7328 dennis.eulau@simonandschuster.com	Trade Claim		\$614,032.00
11	DANIEL M. LAGANI	<i>To be provided to the United States Trustee for the Southern District of New York</i>	Severance Claim		\$553,846.00

No.	Creditor	Contact, Mailing Address, Telephone Number/Fax Number, Email	Nature of Claim	C U D P ²	Amount of Claim
12	DAN MEEHAN	<i>To be provided to the United States Trustee for the Southern District of New York</i>	Employment Agreement		\$508,750.00
13	ANGEL.COM	Angel.com 8219 Leesburg Pike Vienna, VA 22182 Attn: David Rennyson, President Telephone: (703) 663-7811 drennyson@angel.com	Trade Claim		\$410,624.08
14	AEGIS USA INC.	Aegis USA, Inc. 1100 Gendon Ave, Suite 1250 Los Angeles, CA 90024 Attn: Ashish Chaturvedi Telephone: (632) 885-8000 Ext. 58407 achaturvedi@aegisglobal.com	Trade Claim		\$367,938.78
15	JONES LANG LA SALLE BROKERAGE, INC.	Jones Lang LaSalle Brokerage 330 Madison Avenue New York, NY 10017 Attn: Mitchell Konsker, Vice Chairman Telephone: (212) 812-5766 mitchell.konsker@am.jll.com	Trade Claim		\$345,910.38
16	DATAPOINT MEDIA, INC	Datapoint Media 318 Bear Hill Road, Suite 4 Waltham, MA 02451 Attn: Kevin O'Malley, Co-Founder Telephone: (781) 373-2073 komalley@datapointmedia.com	Trade Claim		\$308,047.13
17	ANETORDER, INC	Anet Corporation 820 Frontenac Road Naperville, IL 60563 Attn: Shane Randall, President & CEO Telephone: (630) 579-8800 srandall@anetorder.com	Trade Claim	P	\$304,244.77
18	NESS USA, INC.	Ness USA, Inc. 160 Technology Drive Canonsburg, PA 15317 Attn: Richard Kilpatrick Telephone: (201) 424-0790 richard.kilpatrick@ness.com	Trade Claim		\$265,593.18
19	AMERICAN CUSTOMER CARE	American Customer Care 225 N. Main St. Bristol, CT 06010 Attn: Rodd Furlough Telephone: (800) 660-0130 Facsimile: (800) 267-0846 rfurlough@americancustomer care.com	Trade Claim		\$248,341.13
20	MARK JANNOT	<i>To be provided to the United States Trustee for the Southern District of New York</i>	Severance Claim		\$279,808.00
21	RICH LEE	<i>To be provided to the United States Trustee for the Southern District of New York</i>	Severance Claim		\$218,269.00
22	MBI GROUP INC	MBI Group, Inc. 48 W 37th Street 9th Floor New York, NY 10018 Attn: Joe Esposito, Owner Telephone: (212) 376-4400 Facsimile: (212) 376-6260 jesposito@mbiny.com	Trade Claim		\$211,572.46

No.	Creditor	Contact, Mailing Address, Telephone Number/Fax Number, Email	Nature of Claim	C U D P ²	Amount of Claim
23	ELEVATION MANAGEMENT LLC	Elevation Management, LLC 23400 Mercantile Road Suite 10 Beachwood, OH 44122 Attn: Denny Young, President Telephone: (216) 696-7776 dyoung@elevationgroup.com	Trade Claim		\$205,587.50
24	THE HARRY FOX AGENCY INCORPORATED	The Harry Fox Agency 40 Wall Street 6th Floor New York, NY 10005-1344 Attn: Michael Simon, President & CEO Telephone: (212) 834-0100 Facsimile: (646) 487-6779	Royalty Claim		\$177,000.00
25	PROFESSIONAL SYSTEMS CORP DBA REVSPRING	PSC Info Group 105 Montgomery Avenue Oaks, PA 19456 Attn: Tim Schriener, President Telephone: (610) 650-3900	Trade Claim		\$172,476.86
26	KBACE TECHNOLOGIES, INC.	KBace Technologies 6 Trafalgar Square Nashua, NH 03063 Attn: Babul Challa Telephone: (603) 821-7863 bchalla@kbace.com	Trade Claim		\$161,127.90
27	CANON BUSINESS SOLUTIONS	Canon Business Solutions 1311 Mamaroneck Avenue White Plains, NY 10605 Attn: Michael Paul Pelletier, Major Account Executive Telephone: (914) 286-8963 mpelletier@csa.canon.com	Trade Claim		\$157,282.41
28	WESTAFF	Westaff 3820 State Street Santa Barbara, CA 93105 Attn: D. Stephen Sorenson, CEO Telephone: (800) 882-2200	Trade Claim		\$154,729.21
29	IBM	IBM North Castle Drive Armonk, NY 10504 Attn: Brendan King Telephone: (914) 765-5233 bking@us.ibm.com	Trade Claim		\$140,080.10
30	SESAME WORKSHOP	Sesame Workshop 1 Lincoln Plaza New York, NY 10023 Attn: Scott Chambers, Senior Vice President, Worldwide Media Distribution Telephone: (212) 875-6782 scott.chambers@sesameworkshop.org	Royalty Claim		\$138,662.81
31	HUNG HING OFFSET PRINTING COMPANY	Hung Hing Offset Printing 17-19 Dai Hei Street Tai Do Industrial Estate New Territories, Hong Kong Attn: Sung Chee Keung, Executive Director Telephone: (852) 2664-8682 Facsimile: (852) 2664-2070	Trade Claim		\$137,307.92

No.	Creditor	Contact, Mailing Address, Telephone Number/Fax Number, Email	Nature of Claim	C U D P ²	Amount of Claim
32	SPRING FILMS LTD	Spring Films 98 Mortlake Road Richmond Surrey TW9 4AS United Kingdom Attn: Lynette Singer, Director & Executive Producer Telephone: +44 (0) 20.3327.4930 lynette.singer@springfilms.org	Trade Claim		\$135,000.00
33	ROBERT D NEWMAN	<i>To be provided to the United States Trustee for the Southern District of New York</i>	Severance Claim		\$132,600.00
34	FEDERAL EXPRESS CORPORATION	Federal Express 29 Toelles Road Wallingford, CT 06492 Attn: Robert Baldwin, Managing Director Worldwide Services Telephone: (203) 265-0650 Facsimile: (203) 265-0662 rbaldwin@fedex.com	Trade Claim	P	\$127,890.55
35	GOOGLE INC	Google, Inc. 1600 Amphitheatre Parkway Mountain View, CA 94043 Attn: Marven Laurino Telephone: (866) 954-0453 Ext. 8963 Facsimile: (650) 963-3574 m.laurino@google.com	Trade Claim		\$123,539.91
36	C. H. ROBINSON INTERNATIONAL, INC.	CH Robinson International 14701 Charlson Road Eden Prarie, MN 55347 Attn: Jason Luedtke, Director Transportation Telephone: (952) 683-3772 jason.luedtke@chrobinson.com	Trade Claim	P	\$116,389.60
37	DISNEY PUBLISHING WORLDWIDE	Disney Publishing Worldwide 1101 Flower Street Glendale, CA 91201 Attn: Rajmohan Murari, SVP & Group Publisher Telephone: (818) 544-1051 Facsimile: (818) 260-4165 rajmohan.murari@disney.com	Royalty Claim		\$112,280.00
38	OUTSOURCED AD OPS	Outsourced Ad Ops 451 Broadway Third Floor New York, NY 10013 Attn: Craig Leshen, President Telephone: (212) 226-6788	Trade Claim		\$111,634.09
39	BRITE MEDIA GROUP LLC	3 Corporate Drive Cranbury, NJ 08512 Attn: Pete D'Andrea, Senior Vice President Telephone: (609) 642-4940	Trade Claim		\$100,398.00
40	SHANGHAI PRESS DEVELOPMENT COMPANY	Shanghai Press and Publishing Development Company F No. 7, Donghu Road Shanghai, 200031 China	Contract Claim	D U	Amount Unknown

DECLARATION UNDER PENALTY OF PERJURY:

I, the undersigned authorized officer of the corporation named as Debtor in this case, declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding the forty (40) Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: February 17, 2013

/s/ Paul R. Tomkins
By: Paul R. Tomkins
Title: Executive Vice President and
Chief Financial Officer

RDA HOLDING CO.

SECRETARY'S CERTIFICATE

February 17, 2013

The undersigned hereby certifies that she is the Secretary of RDA Holding Co., a Delaware corporation (the "**Company**") and further certifies that attached hereto as Exhibit A is a true, complete, and correct copy of resolutions adopted by the board of directors of the Company (the "**Board**"), adopted at a meeting of the Board on February 17, 2013. Such resolutions were duly and validly adopted by the Board in accordance with the bylaws of the Company and the laws of the State of Delaware. All such resolutions are in full force and effect on the date hereof in the form in which adopted without amendment, modification, or revocation.

IN WITNESS WHEREOF, the undersigned has caused this certificate as of the date first set forth above.

RDA HOLDING CO.

BY: /s/ Andrea R. Newborn

Name: Andrea R Newborn

Title: Secretary

EXHIBIT A

See attached.

**RESOLUTIONS OF
SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
RDA HOLDING CO.**

February 17, 2013

Commencement of Chapter 11 Case

RESOLVED, that in the judgment of the Board of Directors of RDA Holding Co. (the “**Company**”), it is desirable and in the best interests of the Company, certain of its direct and indirect subsidiaries (the “**Filing Subsidiaries**”), and their respective creditors, employees, and other interested parties that petitions be filed by the Company and the Filing Subsidiaries seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

RESOLVED, that the Chairman, the Chief Executive Officer, the President, the General Counsel, the Chief Financial Officer, any other Executive or Senior Vice President, any Vice President (however designated), the Controller, the Treasurer, the Secretary, any Assistant Secretary, and any other person designated and so authorized to act (each, an “**Authorized Officer**”) of the Company is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) at such time as any of the Chief Executive Officer, the General Counsel or the Chief Financial Officer shall determine;

RESOLVED, that the Board of Directors sees no objection to each of the Filing Subsidiaries taking any and all action, including authorizing a filing in the Bankruptcy Court, and to executing and delivering all documents, agreements, motions and pleadings as are necessary, proper, or desirable to enable such Filing Subsidiary to carry out the filing in Bankruptcy Court contemplated hereby;

Retention of Advisors

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 is hereby employed as attorneys for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the firm of Evercore Group L.L.C., 55 East 52nd Street, New York, New York 10055 is hereby employed as investment banker for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed to execute and file in the Company’s chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company’s chapter 11 case, including without limitation, negotiating and obtaining debtor-in-possession financing and/or the use of cash collateral, and executing, delivering and performing any and all documents, agreements, certificates

and/or instruments in connection with such debtor-in-possession financing and/or use of cash collateral, with a view to the successful prosecution of such case;

Debtor in Possession Financing

RESOLVED, that it is in the best interest of the Company to engage in, and the Company will obtain benefits from, the lending transactions, under the that certain senior secured debtor-in-possession credit facility in an aggregate principal amount of approximately \$105,000,000 to be evidenced by that certain Senior Secured Debtor-in-Possession Credit and Guarantee Agreement, (together with the Exhibits and Schedules annexed thereto the “**DIP Loan Agreement**”; capitalized terms used in this section with respect to Debtor in Possession Financing and not otherwise defined herein having the meanings ascribed to such terms in the DIP Loan Agreement), to be entered into by and among The Reader’s Digest Association, Inc., a Delaware corporation, the Company, the subsidiary guarantors from time to time party thereto, the lenders from time to time party thereto (the “**Lenders**”), and an administrative agent for the Lenders to be agreed (in such capacity and together with its successors, the “**Administrative Agent**”), subject to approval by the Bankruptcy Court, which is necessary and appropriate to the conduct, promotion and attainment of the business of the Company; and be it further

RESOLVED, that the form, terms and provisions of the DIP Loan Agreement, including the use of proceeds to repay the Company’s existing loan facility, substantially in the form presented to the Board of Directors, and the Company’s performance of its obligations under the DIP Loan Agreement, and the related Loan Documents, including the borrowings and guarantees contemplated thereunder, are hereby, in all respects confirmed, ratified and approved; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to negotiate and approve the terms, provisions of and performance of, and to prepare, execute and deliver the DIP Loan Agreement, other Loan Documents, and each of the instruments, certificates, notices and documents contemplated hereby and thereby, in the name and on behalf of the Company under its corporate seal or otherwise, and such other documents, agreements, instruments and certificates as may be required by the Administrative Agent or required by the DIP Loan Agreement, the Loan Documents and any of the Collateral Documents; and be it further

RESOLVED, that the Company be, and hereby is, authorized to incur the Obligations and to undertake any and all related transactions contemplated under the Loan Documents including the granting of security thereunder (collectively, the “**Financing Transactions**”); and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such actions and execute and deliver (a) each and any of the Loan Documents and such agreements, certificates, instruments, guarantees, notices and any and all other documents, including, without limitation, fee letters and agreements relating to the issuance and cash collateralization of letters of credit, as the Authorized Officer may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the “**Financing Documents**”); and (b) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the Administrative Agent; and be it further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to make any filings with any governmental agency necessary or desirable in order to carry out fully the intent and accomplish the purposes of the foregoing resolutions; and such filings shall be conclusive evidence that the same are authorized hereby; and

that any and all such filings heretofore or hereafter made by such authorized officers within the terms of these resolutions be, and they hereby are, adopted, affirmed, approved and ratified in all respects as the official filing of the Company; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Financing Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company's obligations under or in connection with the Loan Documents or any of the other Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and be it further

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Loan Documents or any of the Financing Documents which shall in their sole judgment be necessary, proper or advisable; and be it further

Restructuring Support Agreement

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, that certain restructuring support agreement (the "**Restructuring Support Agreement**") dated as of February 17, 2013, by and among (i) the Company, The Reader's Digest Association, Inc., and certain subsidiaries set forth therein, (ii) Wells Fargo Principal Lending, LLC, and (iii) the Consenting Secured Noteholders party thereto (as defined in the Restructuring Support Agreement) and such other documents, agreements, instruments and certificates as may be required by the Restructuring Support Agreement; and be it further

General Authorization and Ratification

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, including without limitation, the Restructuring Support Agreement, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case; and

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.