

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2009</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>HADDON CRAFTSMEN, INC. RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>006</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1980</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>006</u>	1c Effective date of plan <u>01/01/1980</u>	
1b Three-digit plan number (PN) ▶	<u>006</u>				
1c Effective date of plan <u>01/01/1980</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>R.R. DONNELLEY & SONS COMPANY</u> <u>111 SOUTH WACKER DRIVE</u> <u>CHICAGO, IL 60606-4302</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-1004130</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>312-326-8000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>323100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-1004130</u>	2c Sponsor's telephone number <u>312-326-8000</u>	2d Business code (see instructions) <u>323100</u>	
2b Employer Identification Number (EIN) <u>36-1004130</u>					
2c Sponsor's telephone number <u>312-326-8000</u>					
2d Business code (see instructions) <u>323100</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	ANNE PEASE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	ANNE PEASE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BENEFITS COMMITTEE C/O R.R. DONNELLEY & SONS COMPANY 111 SOUTH WACKER DRIVE CHICAGO, IL 60606-4301	3b Administrator's EIN 20-1730106 3c Administrator's telephone number 312-326-7092
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year	5	525
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	328
b Retired or separated participants receiving benefits.....	6b	45
c Other retired or separated participants entitled to future benefits.....	6c	139
d Subtotal. Add lines 6a , 6b , and 6c	6d	512
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	22
f Total. Add lines 6d and 6e	6f	534
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	12
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1B 3H 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>HADDON CRAFTSMEN, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>R.R. DONNELLEY & SONS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1004130</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>	
2 Assets:	
a Market value	2a <u>5974864</u>
b Actuarial value	2b <u>6572350</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>68</u> <u>1245194</u>
b For terminated vested participants	3b <u>137</u> <u>1003561</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>97210</u>
(2) Vested benefits	3c(2) <u>4958596</u>
(3) Total active	3c(3) <u>320</u> <u>5055806</u>
d Total	3d <u>525</u> <u>7304561</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>8.19</u> %
6 Target normal cost	6 <u>446001</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>10/08/2010</u>
Signature of actuary <u>JEFFREY ALLEN</u>	Date <u>08-06257</u>
Type or print name of actuary <u>TOWERS WATSON PENNSYLVANIA INC.</u>	Most recent enrollment number <u>312-201-6300</u>
Firm name <u>71 S. WACKER DR., SUITE 2600</u> <u>CHICAGO, IL 60606-4637</u>	Telephone number (including area code)
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	509842	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	509842	0
10	Interest on item 9 using prior year's actual return of <u>-31.80</u> %	-162130	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		399020
b	Interest on (a) using prior year's effective rate of <u>6.06</u> %		24181
c	Total available at beginning of current plan year to add to prefunding balance		423201
d	Portion of (c) to be added to prefunding balance.....		423201
12	Reduction in balances due to elections or deemed elections.....	43000	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	304712	423201

Part III Funding percentages			
14	Funding target attainment percentage.....	14	80.01 %
15	Adjusted funding target attainment percentage.....	15	89.97 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.77 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/15/2009	41000		04/20/2009		6963
03/26/2010	430000		06/02/2009		13379
01/28/2009		21	06/24/2009		3076
02/10/2009		1304	06/30/2009		2905
02/24/2009		2682	07/22/2009		3312
03/10/2009		5205	07/27/2009		3255
			Totals ►	18(b)	471000
				18(c)	76056

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 429614
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)		
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)		
9 Amount remaining (Item 7 minus item 8).....		
10 Interest on item 9 using prior year's actual return of _____%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		
b Interest on (a) using prior year's effective rate of _____%		
c Total available at beginning of current plan year to add to prefunding balance		
d Portion of (c) to be added to prefunding balance.....		
12 Reduction in balances due to elections or deemed elections.....		
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....		

Part III Funding percentages		
14 Funding target attainment percentage.....	14	%
15 Adjusted funding target attainment percentage.....	15	%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/12/2009		3069	12/31/2009		2997
08/24/2009		3455			
10/21/2009		12364			
11/16/2009		5636			
12/09/2009		3346			
12/15/2009		3087			
			Totals ►	18(b)	18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	446001
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1021850	181326
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	627327
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	304712	0
36 Additional cash requirement (item 34 minus item 35).....	36	322615
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	429614
38 Interest-adjusted excess contributions for current year (see instructions).....	38	106999
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan HADDON CRAFTSMEN, INC. RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 006
C Plan sponsor's name as shown on line 2a of Form 5500 R.R. DONNELLEY & SONS COMPANY		D Employer Identification Number (EIN) 36-1004130

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	PRICEWATERHOUSECOOPERS, LLP	b EIN:	13-4008324
c Position:	ENROLLED ACTUARY		
d Address:	ONE NORTH WACKER DRIVE CHICAGO, IL 60606-2807	e Telephone:	312-298-2000
Explanation: AS THE RESULT OF AN RFP FOR ACTUARIAL SERVICES, TOWERS PERRIN WAS APPOINTED AS THE PLAN ACTUARY, REPLACING PRICEWATERHOUSECOOPERS, LLP. THIS CHANGE WAS EFFECTIVE JANUARY 1, 2009.			

a Name:	WASHINGTON, PITTMAN, MCKEEVER LLC	b EIN:	36-4189747
c Position:	ACCOUNTANT		
d Address:	819 SOUTH WABASH AVENUE, SUITE 600 CHICAGO, IL 60605	e Telephone:	312-786-0330
Explanation: AS THE RESULT OF AN RFP FOR ACCOUNTING SERVICES, BAKER TILLY VIRCHOW KRAUSE, LLP WAS APPOINTED AS THE PLAN ACCOUNTANT, REPLACING WASHINGTON, PITTMAN & MCKEEVER, LLC. THIS CHANGE WAS EFFECTIVE JANUARY 1, 2009.			

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	
Explanation:			

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	
Explanation:			

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	
Explanation:			

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
	For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
	A Name of plan HADDON CRAFTSMEN, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ► 006
C Plan sponsor's name as shown on line 2a of Form 5500 R.R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	806000	430000
(2) Participant contributions	1b(2)	11411	
(3) Other.....	1b(3)	99601	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	5469145	6741588
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6386157	7171588

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	378710	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	378710	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6007447	7171588
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	371399	
(B) Participants	2a(1)(B)	76057	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		447456
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1471101
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		35997
d Total income. Add all income amounts in column (b) and enter total.....	2d		1954554

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	742727	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		742727
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	47686	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		47686
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		790413

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1164141
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **BAKER TILLY VIRCHOW KRAUSE**

(2) EIN: **39-0859910**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>HADDON CRAFTSMEN, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>R.R. DONNELLEY & SONS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1004130</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-3046063</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>5</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

TOGETHER WITH INDEPENDENT AUDITORS' REPORT

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

T A B L E O F C O N T E N T S

INDEPENDENT AUDITORS' REPORT	1
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS AS OF DECEMBER 31, 2009 AND 2008	2
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008	3
NOTES TO FINANCIAL STATEMENTS	4-14

NOTE: All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITORS' OPINION

To the Plan Administrator of the
HADDON CRAFTSMAN, INC. RETIREMENT PLAN
Chicago, Illinois

We were engaged to audit the accompanying statements of net assets available for plan benefits of Haddon Craftsman, Inc. Retirement Plan (the "Plan") as of December 31, 2009, and the statement of changes in net assets available for plan benefits for the year then ended as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2008 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee, Northern Trust Company, (the "Trustee"). Their report, dated October 1, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under the ERISA.

As permitted by 29 CFR 2520.103-8 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 5, which was certified by the Trustee of the Plan, except for comparing such information with the related information included in the 2009 financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Because of the significance of the information in the Plan's 2009 financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2009 financial statements. The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

Baker Tilly Virchow Krause LLP

Chicago, Illinois
September 28, 2010

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

AS OF DECEMBER 31, 2009 AND 2008

EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 103

	<u>2009</u>	<u>2008</u>
ASSETS:		
Investment at fair value:		
Plan interest in R.R. Donnelley & Sons Company Retirement Benefit Master Trust	\$ 6,741,588	\$ 5,469,145
Contributions receivable:		
Employer	430,000	806,000
Participants	-	11,411
Other receivable - reimbursement from employer	-	99,601
Total assets	<u>7,171,588</u>	<u>6,386,157</u>
LIABILITIES:		
Due to health & welfare plan	-	378,710
Total liabilities	<u>-</u>	<u>378,710</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u><u>\$ 7,171,588</u></u>	<u><u>\$ 6,007,447</u></u>

See the accompanying notes to financial statements.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 103

	<u>2009</u>	<u>2008</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income (loss):		
Net appreciation (depreciation) from Plan interest in		
R.R. Donnelley & Sons Company Retirement		
Benefit Master Trust	\$ 1,471,101	\$ (2,656,563)
Contributions:		
Employer	407,396	806,000
Participants	76,057	61,431
Other income	-	99,601
Total additions, net	<u>1,954,554</u>	<u>(1,689,531)</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	742,727	647,052
Administrative expenses	<u>47,686</u>	<u>93,172</u>
Total deductions	<u>790,413</u>	<u>740,224</u>
Net increase (decrease)	1,164,141	(2,429,755)
NET ASSETS AVAILABLE FOR PLAN BENEFITS:		
Beginning of year	<u>6,007,447</u>	<u>8,437,202</u>
END OF YEAR	<u><u>\$ 7,171,588</u></u>	<u><u>\$ 6,007,447</u></u>

See the accompanying notes to the financial statements.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Haddon Craftsmen, Inc. Retirement Plan (the "Plan") provides only general information. The description covers current Plan provisions, except as specifically noted otherwise. For more complete information, refer to the Summary Plan Description ("SPD") or to the Plan document.

General

The Plan is a defined benefit pension plan covering eligible employees of Haddon Craftsman unit of R.R. Donnelley & Sons Company (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

The Plan is administered by the Plan's Benefits Committee and its delegates. Towers Watson (formerly Towers Perrin) is the Plan record-keeper for Plan year 2009. Prior to 2009, PriceWaterhouseCoopers, LLP ("PriceWaterhouseCoopers") served as the Plan record-keeper. The Northern Trust Company acts as the Plan's trustee (the "Trustee") pursuant to a master trust agreement with the Company, which is the Plan sponsor.

Membership and Vesting

Generally, as of January 1, 1998, only union employees who have completed one month of service are actively accruing benefits under the Plan. Generally, members are fully vested in benefits provided by Company contributions when they have completed seven years of 1,000 or more hours of service per year and before having a five year break in service, or when they have reached age 65. Prior to completing such service, members are vested on a graded basis with respect to any earned benefits. Members are always fully vested in any employee contributions to the Plan.

Benefits

The Plan generally accrues a monthly retirement benefit equal to the sum of the noncontributory retirement income and the optional contributory retirement income, as defined in the Plan. Normal retirement age is the first day of the month following the later of the participant's 65th birthday and completion of five years of service. Active participants can continue in the Plan beyond that age subject to Plan provisions and legal requirements. Vested participants may retire early and begin receiving benefits on a reduced basis effective the first day of the month after reaching age 55 and completing at least 20 years of service.

Forms of Payment

The Plan's normal monthly form of payment is a single life annuity for single members and a 50% qualified joint and survivor annuity for married members. Members may also elect to have monthly benefits paid under the joint and survivor annuity benefit option. The Plan also provides a pre-retirement death benefit under which the Plan generally provides the member's surviving spouse with a 50% survivor benefit.

Plan Expense

Administrative expenses paid by the Plan include recordkeeping fees, investment consulting fees, and most administrative fees, including various other printing and postage fees. Expenses paid by the Company include audit fees, legal fees, and some actuarial and administrative fees. Administrative expenses that are specifically identified to a plan in the Master Trust (defined below) are charged to that plan, while the remainder are allocated by the Trustee to each plan in the Master Trust based on the net assets held by the respective plan as a percentage of the total net assets of the Master Trust.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 1 – DESCRIPTION OF THE PLAN (continued)

Plan Amendments

The Plan was amended in 2009 to comply with the Pension Protection Act of 2006 (as amended by the Worker, Retiree, and Employer Recovery Act of 2008), the Heroes Earnings Assistance and Relief Tax Act of 2008 and regulations promulgated under section 415 of the Internal Revenue Code.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

The Plan has evaluated subsequent events through September 28, 2010, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Allocation of Master Trust Net Assets and Transactions

The fair value of the Plan's interest in the R.R. Donnelley & Sons Company Defined Benefit Master Trust (the "Master Trust") is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income, less actual distributions and allocated administrative expenses.

Risks and Uncertainties

The actuarial present value of accumulated Plan benefits is determined based on certain assumptions pertaining to interest rate, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the actuarial present value of accumulated Plan benefits.

The Plan invests in various investment instruments including U.S. and other foreign government securities, corporate debt instruments, and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate, credit, foreign exchange rate, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and those changes could materially affect the amounts reported in the financial statements.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment Valuation and Income Recognition

The Plan's investments held in the Master Trust are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6, Fair Value Measurements, for further discussion.

The due to/from brokers amounts represent securities transactions that have not been settled at year-end (Refer to Note 5, Investments in Master Trust). When investments are sold, the difference between the sales price and fair market value of investments at the beginning of the year is recorded as realized gain or loss. Unrealized appreciation or depreciation of investments held represents the change in the fair market value of the investments from the beginning of the Plan year (or date the investments were purchased, if later) to the end of the Plan year. Insurance contracts are stated at contract value as reported by the respective insurance companies.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The realized and unrealized gains or losses on investments are determined based on revalued cost. Revalued cost is the fair value of investments at the beginning of the year or the average cost of investments if purchased in the current year.

Concentration of Credit Risk

The Master Trust invests primarily in equity securities, corporate bonds or government securities, or funds that invest in such securities. The investment managers invest in a large number of corporate and industry instruments to limit loss exposure. The equity securities are within a diverse portfolio of common stocks in multiple industries. The corporate bond securities include a broad range of debt securities with various maturities and in various industries to diversify Master Trust investments. The Plan, however, is subject to risk of loss up to its proportionate share of such assets in the Master Trust.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service employees have rendered to the valuation date. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries.

Benefits payable under all circumstances (retirement, death, disability and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated Plan benefits at January 1, 2009 was determined by Towers Watson, the Plan's actuary, and is the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 3 – ACTUARIAL INFORMATION

The more significant assumptions underlying the actuarial computations as of January 1, 2009 are as follows:

	January 1, 2009
Salary Scale	Rate increase of 3%
Mortality	Static Non-Annuitant and Annuitant Mortality Rates for males and females for 2009, per IRC Regulations Section 1.430(h)(3)-1
Discount Rate	8.50%
Assumed Retirement Age	Range of 55 – 67
Expected Return on Assets	8.50%

A summary of the present value of accumulated Plan benefits information as of January 1, 2009 is as follows:

	2009
Vested benefits:	
Active participants	\$ 5,184,217
Retirees and beneficiaries	1,180,478
Terminated participants	1,069,415
Total vested benefits	<u>7,434,110</u>
Nonvested benefits	<u>190,240</u>
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	<u>\$ 7,624,350</u>

The change in actuarial present value of accumulated Plan benefits for the year ended January 1, 2009 is as follows:

	2009
Balance at beginning of year	\$ 7,519,152
Increase (decrease) during the year attributable to--	
Change in actuarial assumptions	(238,048)
Benefits accumulated	553,077
Interest due to decrease in the discount period	605,196
Benefits paid	<u>(815,027)</u>
Net increase	<u>105,198</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT END OF YEAR	<u>\$ 7,624,350</u>

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 3 – ACTUARIAL INFORMATION (continued)

The actuarial valuation is based upon the premise that the Plan will continue in existence, and, therefore, future events must be considered. These future events are assumed to occur in accordance with actuarial assumptions and concern events such as fund investment return, number of participants who will remain to retirement, their age at retirement and projected benefits.

NOTE 4 – SUMMARY OF FINANCIAL DATA CERTIFIED BY THE TRUSTEE

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the Trustee has certified that the following data included in the accompanying financial statements is complete and accurate:

- a. Investments, as shown in the Statements of Net Assets Available for Plan Benefits as of December 31, 2009 and 2008.
- b. Investment income, as shown in the Statements of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2009 and 2008.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

NOTE 5 - INVESTMENTS IN MASTER TRUST

The Northern Trust Company, as Trustee of the Master Trust, holds assets pursuant to a trust agreement with the Company.

The assets of the Haddon Craftsmen Plan were placed under the Master Trust during July 1997.

The Master Trust also holds the assets of the Retirement Benefit Plan of R.R. Donnelley & Sons Company, another defined benefit pension plan sponsored by the Company. The Master Trust allocates assets to each plan through a dollar-value accounting system. At December 31, 2009 and 2008, the Plan's interest in the net assets of the Master Trust was approximately 0.39% and 0.35%, respectively.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 5 - INVESTMENTS IN MASTER TRUST (continued)

The Plan's interest in the assets of the Master Trust is included in the accompanying Statements of Net Assets Available for Plan Benefits. A summary of the net assets of the Master Trust at December 31, 2009 and 2008 is as follows:

	2009	2008
Investments, at fair market value--		
U.S. government securities	\$ 147,248,752	\$ 310,951,818
Foreign government securities	10,723,871	13,734,790
Municipal bonds	11,067,545	10,715,784
Corporate debt securities	155,481,920	214,965,891
Preferred stock	2,476,536	1,010,393
Common stock	938,970,723	735,929,594
Short-term investments and collective trusts	317,473,852	221,177,403
Registered investment companies	56,484,297	33,048,404
Annuity contracts, at contract value	15,919,035	17,521,587
Partnership/Joint Venture Interest	6,929,667	2,500,000
U.S. asset backed securities	49,616,082	-
Total investments	<u>1,712,392,280</u>	<u>1,561,555,664</u>
 Due from brokers for unsettled transactions	133,540,197	389,602,339
Accrued interest and dividends receivable	4,651,335	6,168,073
Total receivables	<u>138,191,532</u>	<u>395,770,412</u>
Total assets	<u>1,850,583,812</u>	<u>1,957,326,076</u>
 Due to brokers for unsettled transactions	(130,224,363)	(516,686,584)
Other payables	(3,791,102)	(5,835,532)
Due to health and welfare plan	-	(378,710)
Total liabilities	<u>(134,015,465)</u>	<u>(522,900,826)</u>
 NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u>\$ 1,716,568,347</u>	<u>\$ 1,434,425,250</u>

For comparability, certain 2008 amounts have been reclassified to conform to classifications adopted in 2009.

Allocations of the net assets of the Master Trust to participating plans as of December 31, 2009 and 2008 are as follows:

	2009	2008
Retirement Benefit Plan of R.R. Donnelley & Sons Company (99.61% and 99.65%, respectively)	\$ 1,709,826,759	\$ 1,429,334,815
Haddon Craftsmen, Inc. Retirement Plan (0.39% and 0.35%, respectively)	6,741,588	5,090,435*
	<u>\$ 1,716,568,347</u>	<u>\$ 1,434,425,250</u>

* Amount is shown net of \$378,710 Plan liability due to the health and welfare plan. See Note 10 for further discussion.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 5 - INVESTMENTS IN MASTER TRUST (continued)

The fair values of the Master Trust's investments that represent 5% or more of the Master Trust's net assets, at December 31, 2009 and 2008, are summarized as follows:

	<u>2009</u>	<u>2008</u>
Dimensional Fund Advisors Small Cap Value	\$ 112,652,537	\$ 82,381,068
Western Asset Management U.S. Index Plus	95,256,645	66,111,719*

* The noted asset balances did not represent 5% or more of the Master Trust's net assets; however, they are included in this table because the balances for each fund are greater than 5% of the Master Trust's net assets in the comparative year ended.

The Master Trust's net investment income (loss) for the year ended December 31, 2009 and 2008 is as follows:

	<u>2009</u>	<u>2008</u>
Interest and dividends	\$ 43,634,765	\$ 57,255,792
Net appreciation (depreciation) in fair value of investments-		
U.S. government securities	3,740,447	8,066,807
Foreign government securities	(710,221)	(159,040)
Municipal bonds	1,935,593	(1,448,317)
Corporate debt securities	23,995,164	(44,212,299)
Preferred stock	701,253	(1,585,690)
Common stock	247,557,435	(545,961,820)
Short-term investments and collective trusts	42,405,305	(116,255,377)
Registered investment companies	22,421,834	(31,048,393)
Annuity contracts, at contract value	(5,543)	(15,956)
Certificates of deposit	-	(3,893)
Partnership/Joint venture interest	(986,485)	-
U.S. asset backed securities	4,429,582	-
Other income	560,000	634,795
Total investments	<u>389,679,129</u>	<u>(674,733,391)</u>
Due from brokers for unsettled transactions	<u>(414,615)</u>	<u>292,299</u>
Total assets	<u>389,264,514</u>	<u>(674,441,092)</u>
Due to brokers for unsettled transactions	1,201,607	(662,610)
Other payables	<u>-</u>	<u>(3,007,843)</u>
Total liabilities	<u>1,201,607</u>	<u>(3,670,453)</u>
MASTER TRUST NET INVESTMENT INCOME (LOSS)	<u>\$ 388,062,907</u>	<u>\$ (678,111,545)</u>

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 6 – FAIR VALUE MEASUREMENTS

The Plan adopted Accounting Standards Codification 820, “Fair Value Measurements and Disclosures” (“ASC 820”) as of January 1, 2008. ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements but does not change the requirements to apply fair value in existing accounting standards. A summary of the fair value hierarchy under ASC 820 is described below.

Various inputs are used in determining the value of the Plan’s investments. These inputs are summarized in the three broad levels listed below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset’s or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of the input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for these items, as well as the general classification of such items pursuant to the fair value hierarchy of ASC 820:

Cash and cash equivalents – Carrying value approximates fair value. As such, these assets were classified as Level 1.

Equity – The values of individual equity securities were based on quoted prices in active markets. As such, these assets were classified as Level 1. Additionally, the Company invests in certain equity funds that are valued at calculated net asset value per share (“NAV”), but are not quoted on active markets. As such, these assets were classified as Level 2.

Fixed income – Fixed income securities are typically priced based on a valuation model rather than a last trade basis and are not exchange-traded. Inputs to the valuation models include utilizing dealer quotes, analyzing market information, estimating prepayment speeds and evaluating underlying collateral. Accordingly, the Company classified these fixed income securities as Level 2. Fixed income securities also include investments in various asset-backed securities that are part of a government sponsored program. The prices of these asset-backed securities were obtained by independent third parties using multi-dimensional, collateral specific prepayments tables. Inputs include monthly payment information and collateral performance. As the values of these assets start, determined based on models incorporating observable inputs, these assets were classified as Level 2. The Company also invests in certain fixed income funds that were priced on active markets and were classified as Level 1.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 6 – FAIR VALUE MEASUREMENTS (continued)

Derivatives and other – This category includes assets and liabilities that are futures or swaps traded on a primary exchange and are priced by multiple providers. Accordingly, the Company classified these assets and liabilities as Level 1. This category also includes various other assets in which carrying value approximates fair value.

Real estate – The fair market value of real estate investment trusts is based on observable inputs for similar assets in active markets, for instance, appraisals and market comparables. Accordingly, the real estate investments were categorized as Level 2. The Company also invests in certain exchange traded real estate investment trust funds that were classified as Level 1.

Private equity – Includes the Company's interest in various private equity funds that are valued by the investment manager on a periodic basis with models that use market, income and cost valuation methods. The valuation inputs are not highly observable and these interests are not actively traded on an open market. Accordingly, interests were categorized as Level 3.

Guaranteed investment contracts – Includes various insurance contracts that have a contractual value that is a function of the number of units and unit value for each of these investment options, but is not a direct, lookthrough ownership interest. The accounts are predominately invested in equity securities that are priced on the active markets in which the security is traded. As such, these assets were classified as Level 2.

Other Liabilities – The market pricing source was determined by a pre-defined cutoff date noted by the Company. If the provider type was an industry vendor and the price change date was after 12/1/2008, the Company classified the asset in an active market as Level 1. If the price change date was prior to 12/1/2008 the asset was classified in an inactive market as Level 2.

The valuation methodologies described above may generate a fair value calculation that may not be indicative of net realizable value or future fair values. While the Plan believes the valuation methodologies used are appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009:

<i>Asset Category</i>	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Cash and cash equivalents.....	\$ 137,663	\$ -	\$ -	\$ 137,663
Equity.....	3,699,679	651,785	-	4,351,464
Fixed income.....	125,270	1,829,904	-	1,955,174
Derivatives and other.....	10,305	-	-	10,305
Real estate.....	-	197,245	-	197,245
Private Equity.....	-	-	27,216	27,216
Guaranteed investment contracts.....	-	62,521	-	62,521
	\$ 3,972,917	\$ 2,741,455	\$ 27,216	\$ 6,741,588

The following table provides a summary of changes in fair value of the Plan's Level 3 assets:

	<i>Private Equity</i>
Balance – January 1, 2009.....	\$ 9,529
Purchases, Sales, Issuances, and Settlements (net).....	17,687
Balance – December 31, 2009.....	\$ 27,216

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 6 – FAIR VALUE MEASUREMENTS (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets and liabilities at fair value as of December 31, 2008:

<i>Description</i>	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Cash and cash equivalents.....	\$ (351,672)	\$ -	\$ -	\$ (351,672)
Equity.....	3,237,353	-	-	3,237,353
Fixed income.....	-	2,262,979	-	2,262,979
Derivatives and other.....	(16,476)	-	-	(16,476)
Real Estate.....	-	260,643	-	260,643
Private equity.....	-	-	9,529	9,529
Guaranteed Investment Contracts.....	-	66,789	-	66,789
Other liabilities.....	(378,710)	-	-	(378,710)
	\$ 2,490,495	\$ 2,590,411	\$ 9,529	\$ 5,090,435

For comparability, certain 2008 amounts have been reclassified to conform to classifications adopted in 2009.

The following table provides a summary of changes in fair value of the Plan's Level 3 assets:

	<i>Private Equity</i>
Balance – January 1, 2008.....	\$ -
Purchases, Sales, Issuances, and Settlements (net).....	9,529
Balance – December 31, 2008.....	\$ 9,529

NOTE 7 – PRIORITIES UPON TERMINATION AND PENSION BENEFIT

The Plan provides that the portion of the Master Trust allocable to members and former members of a terminating employer, after providing for any expenses of the termination which are to be borne by the Master Trust, shall be allocated in the priority of categories set forth in Section 4044 of ERISA and regulations promulgated by the Pension Benefit Guaranty Corporation ("PBGC") unless otherwise provided by law and regulations.

The Company has expressed no intention to terminate the Plan. However, the Company reserves the right to change, amend or terminate the Plan, subject to restrictions set forth in ERISA. Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal retirement age benefits, early retirement benefits and certain disability and survivor's pensions. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to a certain statutory ceiling, which is adjusted periodically based on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2009 and 2008 that ceiling was \$4,500 and \$4,313 respectively, per month.

These ceilings apply to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or Plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE 8 – FEDERAL INCOME TAX STATUS

The Plan obtained its latest determination letter on November 22, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("the IRC"). The Plan has been amended since receiving the determination letter. However, the Plan administrator having consulted with the Plan's legal counsel believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTE 9 – FUNDING POLICY

The Company's funding policy is to make cash contributions to the Plan in amounts needed to satisfy the minimum funding requirements of ERISA as determined by the Plan's independent actuary and such additional amounts as the Company, solely, shall determine to be in its best interest. Participants who wish to receive benefits from the optional contributory retirement income portion of the Plan contribute 3% of each year's earnings in excess of \$3,600.

The basic minimum required contribution calculation is comprised of current service costs, including administration expenses, as appropriate, plus an amount necessary to amortize the Plan's funding shortfall over a period of seven years. At December 31, 2009 and 2008, the Company has met the minimum funding requirements of ERISA. The Company elected to make contributions in the amount of \$407,396 and \$806,000 for the 2009 and 2008 Plan years, respectively.

NOTE 10 – LIABILITY TO HEALTH AND WELFARE PLAN

The Plan had a liability at December 31, 2008 of \$378,710 for Medicare Part D reimbursements incorrectly deposited in the Master Trust on April 7, 2008, which should have been deposited into a trust for a health and welfare plan. Additionally, the Plan recorded another receivable at December 31, 2008 of \$99,601 to compensate the Master Trust for the estimated losses incurred on these reimbursements incorrectly deposited in the Master Trust.

SCHEDULE SB, LINE 22 – DESCRIPTION OF WEIGHTED AVERAGE

RETIREMENT AGE

The average retirement age reported in Line 22 of the 2009 Schedule SB was calculated by weighting each retirement age in proportion to the probability that the individual will not retire before that age, and then will retire at that age. The exhibit below illustrates the calculation of an average retirement age for the retirement rates.

Age	Retirement Rates	% Lives Remaining	% Lives Retiring	Weighted Average
55	2.0%	.9800	.0200	1.10
56	2.0%	.9604	.0196	1.10
57	2.0%	.9412	.0192	1.09
58	2.0%	.9224	.0188	1.09
59	2.0%	.9039	.0184	1.09
60	5.0%	.8587	.0452	2.71
61	5.0%	.8158	.0429	2.62
62	25.0%	.6118	.2039	12.64
63	10.0%	.5507	.0612	3.85
64	10.0%	.4956	.0551	3.52
65	50.0%	.2478	.2478	16.11
66	50.0%	.1239	.1239	8.18
67	100.0%	.0000	.1239	8.30
			1.0000	63.41

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SCHEDULE SB, LINE 25 – CHANGE IN METHOD

The actuary changed from the prior valuation. The change in actuary resulted in a change to the valuation software used to produce the valuation results. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 5%.

The asset method has been changed from using the fair value of assets to the average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings. The average asset value must be within 10% of fair value, including contributions receivable. This change in asset method receives automatic approval under IRS Notice 2009-22.

Plan-related expenses were added to the target normal cost. This change was mandated by the Worker, Retiree and Employer Recovery Act of 2008 ("WRERA").

The funding interest rate basis was changed to the IRS prescribed one-month average yield curve with an applicable month of October 2008.

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SCHEDULE SB, LINE 26, SCHEDULE OF ACTIVE PARTICIPANT DATA

Haddon Craftsmen, Inc. Retirement Plan Age Service Analysis January 1, 2009

Attained Age	----- Completed Years of Service -----									
	<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
15 to 24	5	7	1	0	0	0	0	0	0	0
25 to 29	5	5	12	0	0	0	0	0	0	0
30 to 34	1	8	14	15	0	0	0	0	0	0
35 to 39	0	4	15	10	4	0	0	0	0	0
40 to 44	4	12	16	10	5	3	0	0	0	0
45 to 49	0	6	9	14	8	1	6	1	0	0
50 to 54	3	10	11	10	6	5	3	3	0	0
55 to 59	1	2	7	6	2	2	3	2	7	0
60 to 64	0	6	5	8	0	1	0	2	7	3
65 to 69	0	0	1	2	0	0	0	0	1	0
Over 69	0	0	0	0	0	0	0	0	0	0
Total	19	60	91	75	25	12	12	8	15	3

Average Age = 45.0 Average Service = 11.7

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SCHEDULE SB, PART V – STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Actuarial Assumptions and Methods

Economic Assumptions

Effective interest rate	8.19%
Funding interest rate basis	Yield Curve based on October 2008 Spot Rates
Salary scale	3.00%
Interest rate for crediting employee contributions	7.50%

Demographic Assumptions

Mortality	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2024 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants table without collar or amounts adjustments, projected to 2016 using Scale AA)
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Withdrawal	Annual rates of termination
------------	-----------------------------

<u>Age</u>	<u>Rate</u>
20	0.100
25	0.100
30	0.075
35	0.050
40	0.030
45	0.150
50	0.000

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SCHEDULE SB, PART V – STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Retirement (Not-at-risk funding target)

Rates, varying by age are shown below:

<u>Age</u>	<u>Rate</u>
55-59	0.02
60-61	0.05
62	0.25
63-64	0.10
65-66	0.50
67	1.00

Disability

None.

Maximum benefit limitation under IRS Section 415(b)

For 2009, the maximum benefit limitation is \$195,000. For funding calculation, no future increases to this amount are assumed.

Maximum compensation Under IRS Section 401(a)(17)

For 2009, compensation is limited to \$245,000 for purposes of calculating benefits. For funding calculation, no future increases to this amount are assumed.

Marital Status:

► Percentage married

100% of all participants in the plan are married.

► Age difference

Females are two years younger than their male spouses.

Form of payment

It has been assumed that 100% of participants will elect the lump sum form of payment.

Employment status

Assumed all active employees will work 1,785 hours per year.

Actuarial Methods for Funding Purposes

Actuarial cost method

The actuarial cost method used in this valuation is the unit credit method. Under this method, the funding target liability is calculated as the actuarial present value of accrued benefits as of the valuation date.

The funding target normal cost is the actuarial present value of the benefits to be earned during the valuation year.

Lump sum optional actuarial equivalence

Funding interest rate

Provision for expenses

An estimate of Plan expenses of \$200,000 was added to the Funding Target Normal Cost

Haddon Craftsmen, Inc. Retirement Plan

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SCHEDULE SB, PART V – STATEMENT OF ACTUARIAL ASSUMPTIONS/METHODS

Asset valuation method	Smoothed value of assets based on an average of market values (adjusted for contributions, benefit/expense payments, and expected investment returns) as of valuation date and prior two valuation dates
------------------------	--

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA).

Change in Funding Assumptions and Methods Since Prior Valuation

Actuarial value of assets	The actuarial value of assets was updated to use a smoothed value of assets – an average of market values (adjusted for contributions, benefit/expense payments, and expected investment returns) as of valuation date and prior two valuation dates.
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Valuation interest rate	The valuation interest rate was updated to use the one-month average yield curve based on bond yields during October 2008.
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Lump sum actuarial equivalence	The lump sum option actuarial equivalence rate was updated with the funding interest rate.
--------------------------------	--

Benefits Not Valued	All benefits described in the Plan Provisions section of this report were valued. Towers Perrin has reviewed the plan provisions with RR Donnelley and Sons, Co. and, based on that review, is not aware of any significant benefits required to be valued that were not.
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SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Plan Provisions – Haddon Craftsmen, Inc.

Eligibility	All employees of Haddon Craftsmen, Inc. become participants on the first day of the month coinciding with or next following date of employment, unless they are members of a union represented by a collective bargaining agreement which has not assented to coverage by the Plan. Effective December 31, 1997 only G.C.I.U. employees in Bloomsburg are eligible to become new participants in the plan.
Definitions	
Accrued benefit	A participant accrues an Hour of Service for each hour for which he or she is paid, including paid holidays, sick leave, etc. A participant also accrues up to 501 Hours of Service for an authorized leave of absence, of less than 6 months' duration, for which he or she is not paid.
Benefit service	Participants accrue units of Benefit Service for each calendar year during which they have Hours of Service. A full unit of Benefit Service is accrued for each year in which a participant has at least 1,785 Hours of Service; if a participant has less than 1,785 Hours of Service in a year, a pro-rata fraction of a unit of Benefit Service is accrued.
Vesting service	A participant accrues one year of Vesting Service for each calendar year during which he or she has at least 1,000 Hours of Service with the Company.
Compensation	Compensation means a Participant's total earnings for a year, as reported on Form W-2, subject to limitations under IRS Section 401(a)(17).
Retirement Dates	
Normal retirement	The Normal Retirement Date of a participant is the first day of the month coinciding with or next following the participant's 65 th birthday or, if later, the fifth anniversary of the participant's date of employment.
Early retirement	A participant may retire after attaining age 55 and completing 20 years of Vesting Service.
Pre-retirement death	In the event of the death of a participant after becoming eligible for a vested benefit and prior to the commencement of retirement benefits, whether or not he or she is still an active participant, the monthly survivorship benefit described in Death Before Retirement Benefit will be participant while active but not eligible for the spousal benefit, the participant's Beneficiary will receive a return of the participant's contributions, if any, to the Optional Contributory Retirement Income benefit, including interest.

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SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Other termination of employment before retirement If the employment of a participant is terminated for reasons other than retirement or death after he has completed 3 or more years of Vesting Service, the participant may be entitled to a deferred vested benefit, based on the schedule in the following subsection.

Benefits Paid Upon the Following Events

Normal retirement The monthly normal retirement benefit, which is payable monthly for life, is equal to the sum of the Noncontributory Retirement Income described in (i) below and the Optional Contributory Retirement Income, if any, described in (ii) below. However, if the participant is married when benefits commence and does not elect otherwise, a participant will receive his or her benefits in the form of a joint and 50% survivor annuity, with the participant's spouse as the contingent annuitant, in an actuarially equivalent amount, unless the participant and his or her spouse elect some other form.

(i) A participant's monthly Noncontributory Retirement Income is equal to the product of Benefit Service and the appropriate factor from the following table:

<u>Code</u>	<u>Group</u>	<u>Factor</u>	<u>Effective Date</u>
F	G.C.I.U. Local 732-C (Bloomsburg)	\$17.00	– 1/85/02
		\$18.00	1/6/02 – 1/6/03
		\$19.00	1/7/03 – 1/6/04
		\$20.00	1/7/04 – 1/8/05
		\$21.00	1/9/05 – 1/7/06
		\$22.00	1/8/06 – 1/7/07
		\$23.00	1/8/07 –
I	Com. Com. (Allentown) Frozen 12/31/97	\$17.00	Current
Y	Office & Management Frozen 12/31/97 (All locations)	\$17.00	Current

(ii) A participant's Monthly Optional Contributory Retirement Income is equal to the benefit accrued under this provision as of December 31, 1988, plus one-twelfth of one and one-half percent (.015) of the participant's Compensation earned in each year, after 1988, during which the required participant Contributions are made.

SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Early retirement	<p>The deferred benefit, to commence at the participant's Normal Retirement Date, is computed in the same manner as in Normal Retirement Benefit.</p> <p>Upon written application to the Employer, retirement benefits may commence immediately upon early retirement; in that event, the benefit determined above is actuarially reduced to take account of the period of time between the participant's actual retirement date and his or her Normal Retirement Date.</p>
Pre-retirement death benefits	<p>The survivorship benefit, which is payable as a monthly lifetime annuity, is equal to 50% of the benefit which the deceased participant would have received if he or she had begun to receive their vested benefits (in the form of a joint and 50% survivor annuity) on the day benefits commence to the surviving spouse. If the deceased participant was eligible for early retirement, those benefits commence immediately; if the participant was not eligible for early retirement, benefits commence when the participant would have become eligible to receive benefits.</p>
Post-retirement death benefits	<p>In the event of the death of a participant after retirement, the Beneficiary will receive any remaining guaranteed annuity payments, or survivor benefits, depending upon the option selected by the participant. If an option other than a joint and survivor option has been elected, the participant's Beneficiary will receive the excess, if any, of the participant's personal contributions (including interest) over the amount of monthly benefits actually paid.</p>
Other termination of employment before retirement	<p>The deferred benefit, to commence at the participant's Normal Retirement Date, is equal to the sum of (i) the deferred benefit, if any, purchased by his or her own contributions to the Plan, and (ii) the remainder of an amount determined in the same manner as in Normal Retirement Benefit for the deferred early retirement benefit, multiplied by a vesting percentage from the following table:</p>

<u>Years of Vesting Service</u>	<u>Rate</u>
Less than 3	0%
3	20%
4	40%
5	60%
6	80%
7 or more	100%

If the employment of a participant is terminated before they are eligible for any other benefits under the Plan, the participant is entitled to the return of their contributions to the Plan, with interest.

Haddon Craftsmen, Inc. Retirement Plan

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SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Participant contributions	Participants who wish to receive benefits from the Optional Contributory Retirement Income portion of the Plan contribute 3% of each year's earnings in excess of \$3,600.
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Employer contributions	The employer contributes actuarially determined amounts to finance the portion of the Plan not paid for by participant contributions.
------------------------	---

Changes in Benefits Valued Since Prior Year

None.

Haddon Craftsmen, Inc. Retirement Plan
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SUMMARY OF ATTACHMENTS FOR 2009 SCHEDULE SB (FORM 5500)

1. A continuation of contributions made to the Plan for the Plan year is attached.
(Attachment to line 18)
2. A list of discounted Employer contributions is attached. (Attachment to line 19)
3. A schedule of amortization bases is attached. (Attachment to line 32)
4. A description of the weighted average retirement age calculation is attached.
(Attachment to line 22)
5. A statement of the actuarial methods and assumptions used for the valuation is attached. (Attachment to Part V)
6. A statement of the plan provisions upon which the valuation was based, including a description of actuarial equivalence, is attached. (Attachment to Part V)
7. A statement justifying the changes in method is attached. (Attachment to line 25)
8. The schedule of active participant data is attached. (Attachment to line 26)
9. A copy of the Schedule SB containing the actuary's signature is attached.
10. The prior actuary, Eric Nelson, enrollment number 08-07194, has been replaced by Jeffrey Allen of Towers Watson, enrollment number 08-6257, due to a change in actuarial consulting firms.

Jeffrey Allen
08-6257
Towers Watson
71 South Wacker Drive, Suite 2600
Chicago, IL 60606-4637
(312) 201-6300

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning _____ and ending _____

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan HADDON CRAFTSMEN, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ► 006
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF R.R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value.....	2a	5,974,864	
b Actuarial value.....	2b	6,572,350	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	68	1,245,194
b For terminated vested participants.....	3b	137	1,003,561
c For active participants:			
(1) Non-vested benefits.....	3c(1)		97,210
(2) Vested benefits.....	3c(2)		4,958,596
(3) Total active.....	3c(3)	320	5,055,806
d Total.....	3d	525	7,304,561
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	8.19 %	
6 Target normal cost.....	6	446,001	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Jeffrey Allen <div style="text-align: right;">Signature of actuary</div>	10-8-2010 <div style="text-align: right;">Date</div>
	JEFFREY ALLEN <div style="text-align: right;">Type or print name of actuary</div>	08-6257 <div style="text-align: right;">Most recent enrollment number</div>
	TOWERS WATSON PENNSYLVANIA INC. <div style="text-align: right;">Firm name</div>	(312) 201-6300 <div style="text-align: right;">Telephone number (including area code)</div>
	71 S. WACKER DR., SUITE 2600 CHICAGO IL 60606-4637 <div style="text-align: right;">Address of the firm</div>	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF. **Schedule SB (Form 5500) 2009 v.092308.1**

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	509,842	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	509,842	0
10	Interest on item 9 using prior year's actual return of <u>(31.80)</u> %	(162,130)	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		399,020
b	Interest on (a) using prior year's effective rate of <u>6.06</u> %		24,181
c	Total available at beginning of current plan year to add to prefunding balance		423,201
d	Portion of (c) to be added to prefunding balance.....		423,201
12	Reduction in balances due to elections or deemed elections.....	43,000	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	304,712	423,201

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	80.01 %
15	Adjusted funding target attainment percentage.....	15	89.97 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	92.77 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/15/2009	41,000		04/20/2009		6,963
03/26/2010	430,000		06/02/2009		13,379
01/28/2009		21	06/24/2009		3,076
02/10/2009		1,304	06/30/2009		2,905
02/24/2009		2,682	07/22/2009		3,312
03/10/2009		5,205	07/27/2009		3,255
			Totals ▶	18(b)	471,000
				18(c)	76,056

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	429,614

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %
			☒ N/A, full yield curve used
b Applicable month (enter code)			21b 3
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27	

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	446,001
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1,021,850	181,326
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	627,327
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	304,712	0
36 Additional cash requirement (item 34 minus item 35)	36	322,615
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	429,614
38 Interest-adjusted excess contributions for current year (see instructions)	38	106,999
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

PN: 006

Plan Name	HADDON CRAFTSMEN, INC. RETIREMENT PLAN
Plan Sponsor's Name	R.R. DONNELLEY & SONS COMPANY

[illegible]