

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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 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>09/01/2009</u> and ending <u>08/31/2010</u>			
A This return/report is for:	☐ a multiemployer plan; ☒ a single-employer plan;	☐ a multiple-employer plan; or ☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report; ☐ an amended return/report;	☒ the final 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; ☐ special extension (enter description)	☐ automatic extension;	☐ the DFVC program;

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.</u>		1b Three-digit plan number (PN) ▶ <u>007</u>
			1c Effective date of plan <u>06/30/1951</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 S WACKER DR</u> <u>CHICAGO, IL 60606-4302</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.	06/15/2011	ANNE PEASE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	06/15/2011	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 RR DONNELLEY & SONS CO 111 S WACKER DR CHICAGO, IL 60606-4302	3b Administrator's EIN 20-1730106 3c Administrator's telephone number 312-326-8000
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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
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5 Total number of participants at the beginning of the plan year	5	1430
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1G 1I 3H

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) ☒ 3 **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

<div>SCHEDULE A (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 09/01/2009 and ending 08/31/2010		
A Name of plan MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.	B Three-digit plan number (PN) ▶	007
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	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	361148	0	09/01/2009	08/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.
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(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	163690
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c Additions: (1) Contributions deposited during the year	7c(1)			
	7c(2)			
	7c(3)	2170		
	7c(4)	959121		
	7c(5)	165		
(2) Dividends and credits				
(3) Interest credited during the year				
(4) Transferred from separate account				
(5) Other (specify below)..... ▶ REIMBURSE				

(6) Total additions	7c(6)	961456
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d Total of balance and additions (add b and c(6)).	7d	1125146
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	668812	
(2) Administration charge made by carrier	7e(2)	88941	
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)..... ▶ TRANSFER, PLAN TRANSFER	7e(4)	367393	

(5) Total deductions	7e(5)	1125146
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f Balance at the end of the current year (subtract e(5) from d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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 09/01/2009 and ending 08/31/2010		
A Name of plan MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.	B Three-digit plan number (PN) ▶	007
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	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	308664	0	09/01/2009	08/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	525956
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c Additions: (1) Contributions deposited during the year	7c(1)		
	7c(2)		
	7c(3)	16907	
	7c(4)	1560526	
	7c(5)		

(6) Total additions	7c(6)	1577433
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d Total of balance and additions (add b and c(6)).	7d	2103389
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1552478	
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	550911	

▶ PLAN TRANSFER

(5) Total deductions	7e(5)	2103389
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f Balance at the end of the current year (subtract e(5) from d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<div><div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div></div><div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 09/01/2009 and ending 08/31/2010		
<div>A Name of plan</div> <div>MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>007</div>	
<div>C Plan sponsor's name as shown on line 2a of Form 5500.</div> <div>R.R. DONNELLEY & SONS COMPANY</div>	<div>D Employer Identification Number (EIN)</div> <div>36-1004130</div>	

Part I	<div>Information Concerning Insurance Contract Coverage, Fees, and Commissions</div> <div>Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.</div>
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1 Coverage Information:

<div>(a) Name of insurance carrier</div> <div>PRINCIPAL LIFE INSURANCE COMPANY</div>
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	361147	0	09/01/2009	08/31/2010

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.
--

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☒ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	577628
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c Additions: (1) Contributions deposited during the year	7c(1)		
	7c(2)		
	7c(3)	17038	
	7c(4)	1275423	
	7c(5)		

(6) Total additions	7c(6)	1292461
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d Total of balance and additions (add b and c(6)).	7d	1870089
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1052050	
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)	818039	

▶ TRANSFER, PLAN TRANSFER

(5) Total deductions	7e(5)	1870089
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f Balance at the end of the current year (subtract e(5) from d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 09/01/2009 and ending 08/31/2010

▶ **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>MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.</u>	B Three-digit plan number (PN) ▶ <u>007</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>09</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>60468789</u>
b	Actuarial value 2b <u>66515668</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>962</u> <u>34635421</u>
b	For terminated vested participants 3b <u>1167</u> <u>23495598</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>0</u>
(2)	Vested benefits 3c(2) <u>5477427</u>
(3)	Total active 3c(3) <u>288</u> <u>5477427</u>
d	Total 3d <u>2417</u> <u>63608446</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>6.87</u> %
6	Target normal cost 6 <u>137954</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>07/15/2010</u>
Signature of actuary	Date
<u>LINDA M. KIRK</u>	<u>08-06140</u>
Type or print name of actuary	Most recent enrollment number
<u>PRINCIPAL FINANCIAL GROUP</u>	<u>515-248-2947</u>
Firm name	Telephone number (including area code)
<u>PO BOX 9394</u> <u>DES MOINES, IA 50306-9394</u>	
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)	1721409	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).....	1721409	0
10	Interest on item 9 using prior year's actual return of <u>-6.76</u> %	-116367	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.13</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	1605042	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	102.04 %
15	Adjusted funding target attainment percentage.....	15	104.57 %
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	108.01 %
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
Totals ►			18(b)	0	18(c) 0

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 0
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 4
22 Weighted average retirement age				22 61
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	0
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
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	0
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	0
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
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 09/01/2009 and ending 08/31/2010		
A Name of plan MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.		B Three-digit plan number (PN) ▶ 007
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)
---------------	--

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
PRINCIPAL LIFE INSURANCE COMPANY
42-0127290

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
WELLS FARGO BANK
41-1650794

(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 disclosures on eligible indirect compensation

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

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)

WELLS FARGO BANK

41-1650794

(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?
15	RECORDKEEPER/B OOKKEEPER	55180	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:	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:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 09/01/2009 and ending 08/31/2010					
A Name of plan MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.				B Three-digit plan number (PN) ▶ 007	
C Plan or DFE 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 Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCAP S&P 500 INDEX SA-R6					
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY					
c EIN-PN 42-0127290-016		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE RETURN					
b Name of sponsor of entity listed in (a): WELLS FARGO BANK					
c EIN-PN 41-1650794-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
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)	
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)	
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					

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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For calendar plan year 2009 or fiscal plan year beginning <u>09/01/2009</u> and ending <u>08/31/2010</u>		
A Name of plan <u>MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.</u>	B Three-digit plan number (PN) ►	<u>007</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	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)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
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)	27279006	0
(10) Value of interest in pooled separate accounts.....	1c(10)	9135650	0
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	1267824	0
(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	37682480	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	37682480	0
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	36281	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		36281
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	87390	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		87390
(6) Net investment gain (loss) from common/collective trusts	2b(6)		876506
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		520251
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		0
c Other income.....	2c		-587531
d Total income. Add all income amounts in column (b) and enter total.....	2d		932897

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	935191	
(2) To insurance carriers for the provision of benefits	2e(2)	2221243	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3156434
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	261026	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		261026
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3417460

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2484563
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		35197917

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 LLP**

(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	0
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	0
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	0
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	0
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.).....		X	
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)
RETIREMENT BENEFIT PLAN OF R.R. DONNELLEY AND SONS COMPANY	36-1004130	001
RETIREMENT BENEFIT PLAN OF R.R. DONNELLEY AND SONS COMPANY	36-1004130	001
RETIREMENT BENEFIT PLAN OR R.R. DONNELLEY AND SONS COMPANY	36-1004130	001

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.
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For calendar plan year 2009 or fiscal plan year beginning 09/01/2009 and ending 08/31/2010

A Name of plan <u>MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.</u>	B Three-digit plan number (PN) ▶ <u>007</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
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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	<u>0</u>
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>42-0127290</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>0</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)
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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
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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
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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.
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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: 0.0% Investment-Grade Debt: 0.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 100.0%

- 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):

MERGED RETIREMENT INCOME PLAN FOR
EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
AUGUST 31, 2010 AND 2009
TOGETHER WITH INDEPENDENT AUDITORS' REPORT

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

FINANCIAL STATEMENTS

AUGUST 31, 2010 AND 2009

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INDEPENDENT AUDITORS' REPORT

To the Administrator of the
Merged Retirement Income Plan for Employees of R.R. Donnelley Printing Company, L.P. and R.R. Donnelley
Printing Company
Chicago, Illinois

We were engaged to audit the accompanying statements of net assets available for plan benefits of the Merged Retirement Income Plan for Employees of R.R. Donnelley Printing Company, L.P. and R.R. Donnelley Printing Company (the "Plan") as of August 31, 2010 and 2009, the statements of changes in net assets available for plan benefits for the years then ended, and the supplemental schedule as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's administrator.

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 ("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 3 and Note 4, which were certified by Principal Life Insurance (the "Principal") and Wells Fargo Bank (the "Trustee"), respectively, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the Principal and Trustee hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the Principal and Trustee, as of August 31, 2010 and 2009 and for the years then ended, that the information provided to the Plan administrator by the Principal and Trustee is complete and accurate.

Because of the significance of the information in the Plan's financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Principal and 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

As further discussed in Note 1 to the financial statements, the Benefits Committee of the Merged Retirement Income Plan for Employees of R.R. Donnelley Printing Company, L.P. and R.R. Donnelley Printing Company, adopted an amendment to merge the Plan into the Retirement Benefit Plan of R.R. Donnelley & Sons Company on August 31, 2010.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
June 14, 2011

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

AS OF AUGUST 31, 2010 AND 2009

EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 007

	<u>2010</u>	<u>2009</u>
ASSETS:		
Investments, at fair value -		
Unallocated contract	\$ -	\$ 1,267,824
Pooled separate account	-	9,135,650
Common collective trust	-	27,279,006
	<u> </u>	<u> </u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u><u>\$ -</u></u>	<u><u>\$ 37,682,480</u></u>

The accompanying Notes to these financial statements
are an integral part of these statements.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS

FOR THE YEARS ENDED AUGUST 31, 2010 AND 2009

EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 007

	<u>2010</u>	<u>2009</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income -		
Net appreciation from common collective trust	\$ 876,506	\$ 993,768
Net appreciation in fair value of unallocated contract	87,390	-
Net appreciation in fair value of pooled separate account	520,251	-
Interest income on unallocated contract	36,281	48,093
Total investment income	<u>1,520,428</u>	<u>1,041,861</u>
Release of assets from Retired Life Reserves	<u>-</u>	<u>1,202,554</u>
Total additions, net	<u>1,520,428</u>	<u>2,244,415</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Investment loss -		
Net depreciation in fair value of unallocated contract	-	24,076
Net depreciation in fair value of pooled separate account	-	2,825,239
Total investment loss	<u>-</u>	<u>2,849,315</u>
Release of assets to Retired Life Reserves	587,531	-
Annuity contracts purchased	2,221,243	1,745,560
Benefits paid to participants	935,191	1,063,580
Administrative expenses	<u>261,026</u>	<u>201,566</u>
Total deductions	<u>4,004,991</u>	<u>5,860,021</u>
Net decrease	(2,484,563)	(3,615,606)
Transfers to the Retirement Benefit Plan of R. R. Donnelley & Sons Company	(35,197,917)	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS:		
Beginning of year	<u>37,682,480</u>	<u>41,298,086</u>
END OF YEAR	<u><u>\$ -</u></u>	<u><u>\$ 37,682,480</u></u>

The accompanying Notes to the financial statements
are an integral part of these statements.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Merged Retirement Income Plan for Employees of R.R. Donnelley Printing Company, L.P. and R.R. Donnelley Printing Company (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is a defined benefit plan sponsored by R.R. Donnelley and Sons Company (the "Company"). The Plan, administered by Principal Life Insurance Company (the "Principal"), is subject to and has been amended to comply with the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The classes of employees covered by the Plan are those eligible employees who were represented by certain collective bargaining agents and eligible non-bargaining unit employees. In the case of eligible union participants, monthly contributions and benefit levels were established under the Plan by collective bargaining for each specific union. The Plan has been frozen and was previously three separate plans which were merged together: Plan (Group Annuity Contract) 8664 and Plan (Group Annuity Contract) 61148, both nonunion plans, were frozen in 1991, and Plan (Group Annuity Contract) 61147, a union plan, was frozen later upon the expiration of the applicable collective bargaining agreements. As a result, benefit accruals have not been increased since the Plan was frozen, and contributions to the Plan are made as needed to fund the frozen benefits.

Plan Merger

The Plan was merged on August 31, 2010 into the Retirement Benefit Plan of R.R. Donnelley and Sons Company. As such, Plan assets of \$35,197,917 are now included in the Retirement Benefit Plan of R. R. Donnelley and Sons Company as of August 31, 2010. Additionally, accumulated Plan benefits of the Plan are included, as of August 31, 2010, in the Retirement Benefit Plan of R. R. Donnelley and Sons Company.

Pension Benefits

Each participant's accrued benefit under the Plan was determined as of the date the Plan was frozen with respect to such Participant. All participants are 100% vested in their accrued benefits under the Plan.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 1 - DESCRIPTION OF PLAN (continued)

Pension Benefits (continued)

The following summarizes the pension benefit provisions for each class of participant in the Plan.

Non-Bargaining Unit and Corporate Employees

Participants are eligible for monthly benefit payments upon reaching age 65, the normal retirement age. Monthly benefits generally are based upon years of credited service and the participant's compensation. Participants who terminate active employment (other than due to death or disability) (i) on or after age 62 but before age 65 and (ii) after completing 5 years of continuous service are entitled to additional benefits called readjustment allowance benefits. Participants may elect early retirement upon the earliest to occur of the following: (i) reaching age 55 with a minimum of 10 years of Plan participation, (ii) becoming physically or mentally disabled on or after attaining age 55, or (iii) reaching age 62. The amount payable at early retirement is reduced to reflect the fact that the early retirement date precedes the normal retirement date.

Bargaining Unit Employees

Participants are eligible for monthly benefit payments on their normal retirement date, which is the earlier of reaching age 62 with a minimum of 15 years participation in the Plan or reaching age 65. Monthly benefits are based upon years of credited service and the participant's compensation. Participants may elect early retirement upon the earliest to occur of the following: (i) reaching age 55 with 20 years of Plan participation, (ii) becoming physically or mentally disabled after attaining age 55, (iii) reaching age 60 with a minimum of 15 years of Plan participation, or (iv) reaching age 62. The pension credit at early retirement is reduced to reflect the fact that the early retirement date precedes the normal retirement date.

The retirement date is the first day of the month, selected by the employee, for commencement of monthly retirement income which follows the employee's early or normal retirement date.

Death Benefits

In the event of death before retirement of a participant who does not have an eligible spouse, a single-sum death benefit equal to the participant's contribution account as of the date of death will be payable to the participant's elected beneficiary. In lieu of all or any portion of the single-sum death benefit as to any amount payable above, the beneficiary may elect any annuity that is an optional form of the Plan's retirement benefit. For a participant who does have an eligible spouse, the spouse may elect to start benefits on any first day of the month on or after the earliest date retirement benefits could have been paid to the participant if he had ceased to be an employee on the date of his death and survived to retire.

In the event of death after retirement, benefits will be in accordance with the form of income in effect on the participant's retirement date.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on an accrual basis.

The Plan has evaluated subsequent events through June 14, 2011, 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.

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 certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Retired Life Reserves

Retired life reserves are represented by an investment in the Allocated Equity Fund, separately maintained by the Principal to support the variable annuities purchased for retired participants. Under the terms of the group contract, the Principal will, at least once a year, make a transfer of funds from the Plan assets held in the Contractholder Fund to the Allocated Equity Fund, or from the Allocated Equity Fund to the Contractholder Fund, so that the aggregate of the reserves in the Allocated Equity Fund as of such date shall be equal to the liabilities as of said date for all retirement annuities payable under the Plan. Assets held in the Allocated Equity Fund and the Contractholder Fund are reflected in the Statement of Net Assets Available for Plan Benefits in the pooled separate account and the unallocated contract. The net transfers from/(to) the retired life reserves were \$(587,531) and \$1,202,554 for the Plan years ended August 31, 2010 and 2009, respectively.

The Plan enters into variable annuity contracts with the Principal for the payment of benefits to retirees. These variable annuity contracts totaled \$22,786,306 and \$28,718,141 as of September 1, 2009 and 2008, respectively. These amounts are excluded from the Statement of Net Assets Available for Plan Benefits as the amount is allocated to contracts and the Principal guarantees these retirement benefits for retirees in pay status as specified in each individual contract.

In the event that the variable annuity contract fails to cover the entire benefit obligation to the retiree in pay status, the difference will be paid for using Plan assets. These amounts paid by the Plan are shown as "Benefits paid to participants" on the Statement of Changes in Net Assets Available for Plan Benefits.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Retired Life Reserves (continued)

Additionally, the accumulated Plan benefits of retirees in pay status with guaranteed annuity contracts is excluded from the accumulated Plan benefits in Note 6. The accumulated Plan benefits of retirees in pay status is \$31,570,839 and \$32,553,795 as of September 1, 2009 and 2008, respectively. As the accumulated Plan benefits of retirees in pay status exceeds the value of the variable annuity contracts, the excess accumulated benefits are included in the actuarial present value of accumulated Plan benefits discussed in Note 6.

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 for the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees, (b) present employees, and (c) beneficiaries of either group.

Benefits payable under all circumstances, including 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 is determined by an 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.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Plan Expenses

Administrative expenses paid by the Plan include recordkeeping fees, investment consulting fees, and most administrative fees, including various printing and postage fees. Expenses paid by the Company include audit fees, legal fees, and some actuarial and other administrative fees.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments

The investments of the Plan consist of group annuity contracts issued by the Principal and assets held in trust. The group annuity contracts consist of the unallocated contract, or the Contractholder Fund, and the pooled separate account. The underlying assets of the Contractholder Fund are invested in private placement bonds and commercial mortgages with fair value determined using a discounted cash flow model for each type of investment. Unrealized appreciation or depreciation on investments represents the change in the fair 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. The pooled separate account invests in a large cap stock index account which is comprised of various domestic stocks included in the Standard and Poor's top 500 companies. The Plan owns units of participation in the pooled separate account, which are valued based on quoted market prices of the securities in this fund and the number of units participating. Changes in the fair value are reported as unrealized gains or losses through appreciation or depreciation of the overall fund value. See Note 3 for a description of significant accounting policies relating to the group contracts.

The investments in the common collective trust are valued using quoted market prices. Net appreciation and depreciation in the current value of investments includes realized gains and losses on investments sold or disposed of during the year and unrealized gains and losses on investments held at year end.

See Note 7 for complete discussion regarding the valuation of the Plan's investments.

Parties in Interest

Certain plan investments are shares of mutual funds managed by the Principal and Wells Fargo Bank (the "Trustee") as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are with the Principal and the Trustee and are party in interest transactions. These fees are netted against investment income for the years ended August 31, 2010 and 2009.

NOTE 3 - GROUP CONTRACTS CERTIFIED BY THE PRINCIPAL

Under the terms of the group annuity contracts with the Company, funds can be held in the Contractholder Fund, part of the general fund of Principal, or in a pooled separate account, which is not commingled with the general fund assets. Assets held in the Contractholder Fund, part of the general fund of the Principal, are recorded at market value, with substantially all investments in a fixed income deposit account. Related appreciation and depreciation in fair value is recognized in investment income (loss) and interest and dividend income is credited to the contract annually. Assets held in the pooled separate account, not commingled with the general assets, are recorded at fair market value and invested in a common stock pool.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 3 - GROUP CONTRACTS CERTIFIED BY THE PRINCIPAL (continued)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Accordingly, as permitted under such election, the Plan administrator has obtained a certification from the Principal that the following data included in the accompanying financial statements is complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Plan Benefits.
- Investment income (loss) as shown in the Statements of Changes in Net Assets Available for Plan Benefits.
- The Schedule of Reportable Transactions for the Year Ended August 31, 2010, as shown on supplemental Schedule I.

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 and supplemental schedule.

NOTE 4 - SUMMARY FINANCIAL DATA CERTIFIED BY THE TRUSTEE

Assets held in trust by Wells Fargo Bank are invested in a common collective trust; these assets have been recorded at fair value for the Plan year ended August 31, 2009, as determined by the Trustee.

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan administrator has obtained a certification from the Trustee that the following data included in the accompanying financial statements is complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Plan Benefits.
- Investment income (loss) as shown in the Statements of Changes in Net Assets Available for Plan Benefits.
- The Schedule of Reportable Transactions for the Year Ended August 31, 2010, as shown on supplemental Schedule I.

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 and supplemental schedule.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 5 - INVESTMENTS

The following table presents the fair values of investments at August 31, 2009 that represents 5% or more of the Plan's net assets:

	<u>2009</u>
Investments, at fair value -	
Pooled separate account – Principal	
Large Cap Stock Index Account	\$ 9,135,650
Common collective trust – Wells Fargo	
Stable Return Fund G	27,279,006

NOTE 6 - ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated Plan benefits is presented as of the beginning of the Plan year.

The Plan engages Principal Life Insurance Company to determine, on an annual basis, the actuarial present value of accumulated Plan benefits in connection with valuations for funding purposes.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 6- ACCUMULATED PLAN BENEFITS (continued)

The more significant assumptions underlying the actuarial computations as of September 1, 2009 and 2008 are as follows:

	September 1, 2009	September 1, 2008
Discount Rate	7.50%	7.50%
Mortality - Preretirement	IRS Prescribed Mortality – Static Non-annuitant, male and female	IRS Prescribed Mortality – Static Non-annuitant, male and female
Mortality – Postretirement	IRS Prescribed Mortality – Static annuitant, male and female	IRS Prescribed Mortality – Static annuitant, male and female
Interest Rate for Employee Accumulations	3.45%	4.16%
Assumed Retirement Age	Active Participants – assumed age 61 Inactive Participants – for non-bargaining unit and corporate employees normal retirement age is 65; for bargaining unit employees retirement age is the earlier of age 62 and 15 years participation or age 65	Active Participants – assumed age 61 Inactive Participants – for non-bargaining unit and corporate employees normal retirement age is 65; for bargaining unit employees retirement age is the earlier of age 62 and 15 years participation or age 65

A summary of the present value of accumulated Plan benefits information at September 1, 2009 and 2008, is as follows:

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated vested benefits of -		
Active and Inactive Participants	\$25,320,552	\$26,972,946
Retirees in pay status	8,784,533	3,835,654
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	<u>\$34,105,085</u>	<u>\$30,808,600</u>

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 6- ACCUMULATED PLAN BENEFITS (continued)

The change in actuarial present value of accumulated Plan benefits at September 1, 2009 and 2008, is as follows:

	<u>2009</u>	<u>2008</u>
Balance at beginning of year	\$30,808,600	\$31,979,563
Increase (decrease) during the Plan year due to:		
Interest	2,201,684	2,273,591
Benefit payments	(2,905,625)	(3,330,024)
Changes in assumptions	(1,645,095)	(3,958,242)
Other	5,645,521	3,843,712
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT END OF YEAR	<u>\$34,105,085</u>	<u>\$30,808,600</u>

Benefits for retired lives are fully funded at the time of retirement through the purchase of group annuity contracts. The amount of the annuity purchase is calculated using the annuity purchase rates in the contract. The Contractholder Fund is used for the purchase.

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 7 – FAIR VALUE MEASUREMENTS

The Plan adopted Accounting Standards Codification 820, “Fair Value Measurements and Disclosures” (“ASC 820”) which 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.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 7 – FAIR VALUE MEASUREMENTS (continued)

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 Company segregated the assets by the following major categories and levels for determining their fair value as of August 31, 2009:

Equity securities – The Plan invests in certain equity funds 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 include investments in various private and public bonds, commercial mortgages and mortgage-backed securities. The fair value of these investments were calculated by independent third parties using cash flow discounting models. This calculation includes discounting the principal and interest payments expected to receive for each period and each investment class. As the values of these assets were determined based on models incorporating inputs that are not highly observable and are not actively traded on an open market, this interest was categorized as Level 3.

Guaranteed investment contract – 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, look-through 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 are classified as Level 2.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 7 – FAIR VALUE MEASUREMENTS (continued)

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 Plan invests in various assets in which valuation is determined by NAV. The Plan believes that the NAV is representative of fair value at the reporting date, as there are no significant restrictions on redemption on these investments or other reasons to indicate that the investment would be redeemed at an amount different than the NAV.

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

Asset Category	Level 1	Level 2	Level 3	Total
Equity securities	\$ -	\$ 9,135,650	\$ -	\$ 9,135,650
Fixed income	-	-	1,267,824	1,267,824
Guaranteed investment contracts	-	27,279,006	-	27,279,006
	\$ -	\$ 36,414,656	\$ 1,267,824	\$ 37,682,480

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

	Fixed Income
Balance at September 1, 2008	\$ 1,631,055
Realized Gains	48,092
Purchases, sales and settlements	(411,323)
Balance at August 31, 2009	\$ 1,267,824

NOTE 8 - FUNDING POLICY

The Company will make contributions to the Plan to sufficiently provide the Plan with assets with which to pay pension benefits to Plan participants. The contribution made to the Plan is an amount selected by the Company within the limits of minimum funding and maximum funding in accordance with ERISA. Minimum funding requirements of the Plan have been met as of August 31, 2010.

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2010

NOTE 9 – TAX STATUS

The Plan obtained its latest determination letter on June 23, 2003, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of 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 was designed and was operating in compliance with the applicable requirements of the IRC as of August 31, 2010.

NOTE 10 – RISK AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such change could materially affect the amounts reported in the Statement of Net Assets Available for Plan Benefits.

The actuarial present value of accumulated Plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

SUPPLEMENTAL SCHEDULE

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF
R.R. DONNELLEY PRINTING COMPANY, L.P. AND
R.R. DONNELLEY PRINTING COMPANY

Schedule I

SCHEDULE H ITEM 4i--SCHEDULE OF REPORTABLE TRANSACTIONS

AS OF AUGUST 31, 2010

EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 007

<u>(a) Identity of Party Involved</u>	<u>(b) Description of Asset</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(e) Lease Rental</u>	<u>(f) Expense Incurred with Transaction</u>	<u>(g) Cost of Asset</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain (Loss)</u>
Wells Fargo*	Common collective trust	\$6,069,984	\$ -	\$ -	\$ -	\$6,069,984	\$6,069,984	\$ -
		-	6,239,233	-	-	6,239,233	6,239,233	-
Principal Life Insurance Company*	Pooled separate account	2,287,566	-	-	-	2,287,566	2,287,566	-
		-	6,068,518	-	-	5,087,768	6,068,518	980,750

* A party-in-interest to the Plan

Schedule SB, Line 26 - Schedule of Active Participant Data

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING COMPANY, L.P.

EIN 361004130 Plan No. 007

Valn Date 9/01/2009

Form 5500 - Schedule of Active Participant Data																				
Attained Age	YEARS OF CREDITED SERVICE																			
	Under 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 and up	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 to 29	0		0		0		0		0		0		0		0		0		0	
30 to 34	0		0		0		0		0		0		0		0		0		0	
35 to 39	0		0		0		0		0		0		0		0		0		0	
40 to 44	0		9		3		0		0		0		0		0		0		0	
45 to 49	0		9		26		23		0		0		0		0		0		0	
50 to 54	0		7		13		98		3		0		0		0		0		0	
55 to 59	0		3		8		59		7		0		0		0		0		0	
60 to 64	0		2		2		14		2		0		0		0		0		0	
65 to 69	0		0		0		0		0		0		0		0		0		0	
70 & up	0		0		0		0		0		0		0		0		0		0	

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.
EIN 361004130 Plan No. 007

Assumptions Prescribed by Law	
Mortality	During Benefit Payment Period IRS Prescribed Mortality-Static Annuitant, male and female.
	Before Benefit Payment Period IRS Prescribed Mortality- Static Non-annuitant, male and female.

Assumptions Selected by Actuary	
Retirement Age	Active Participants: 61
	Inactive Participants: Normal Retirement Age as defined in Plan Provisions
Disability	None.
Marriage	75% married; husbands are 3 years older than wives.
Withdrawal	None
Form of Benefit	Participants are assumed to receive their benefits on the normal form at the assumed retirement age.

Methods Prescribed by Law	
Liability Measure	Funding target is the present value of the benefits accrued on the valuation date. Target Normal Cost is based on benefits expected to accrue during the current plan year and includes an estimate of plan expenses for the year.

Methods Selected by Plan Sponsor	
Asset Measure	The asset valuation method is prescribed by law for plans that elect to use a value other than market value.
	For each of the preceding two years, an expected value of assets at the end of the year is compared to the end of year market value. The resulting gain or loss is recognized evenly over three plan years.
	The expected value includes contributions, distributions, any deducted administrative expenses, and expected earnings (based on the lesser of the assumed interest rate or the Maximum Allowable Rate). The deferred gains and losses are added to the current market value and then restricted to no more than 110% and no less than 90% of that market value.
Yield Curve Rates	When actual returns exceed the assumed return, the actuarial value of assets will lag below market value. The lag and the smoothing effect are limited since the value must be within 10% of market value.
	Full yield curve. Use the rates through the month of May 2009.

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods
MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.
EIN 361004130 Plan No. 007

PBGC Premium Basis	Premiums are calculated using the funding target rates used for the plan year. Once elected, must continue on this basis for 5 years before a change can be made.
Methods Elected by Actuary	
Retirees	Assets and liabilities for current and future retirees are included. Liabilities for current retirees assume the monthly benefit received on the valuation date is the monthly benefit that will be received in the future.
HCE Benefit Payment Restrictions	A ratio of the market value of assets and funding target is used to determine if restrictions apply. Assets and Funding Target are as of the valuation date and are reduced by: <ul style="list-style-type: none"> • any retiree benefit index or floor • amounts for HCEs who were previously restricted • an amount for the retiring HCE
Assumptions and Methods Elected by Actuary SFAS No.35	
With the exceptions below, all assumptions and methods are the same as those used in determining your plan's regular Funding Target and Target Normal Cost.	
Interest Rate Used to Value Liabilities	8.00%

Schedule SB, Line 2a - Explanation of Assets

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.

EIN 361004130 Plan No. 007

Assets reflected on the Schedule SB Form 5500 include the assets supporting the fixed and variable annuities reserves for retirees currently receiving benefit payments.

Schedule SB, Line 22 - Description of Weighted Average Retirement Age
MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.
EIN 361004130 Plan No. 007

The weighted average retirement age is weighted by the number of active participants whose assumed retirement age occurs at each age.

Schedule SB, Line 25 – Change in Method

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.

EIN 361004130 Plan No. 007

A change in funding method has occurred since last year due to:

- a change in the valuation interest rate to use yield curve
- a change in the asset valuation method to use smoothed value
- a change to include an administrative expense estimate in the Target Normal Cost

These changes are available under Code section 430 and do not need IRS approval.

Schedule SB, Part III - Explanation of Funded Ratios

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.

EIN 361004130 Plan No. 007

For 2009 and prior years, funded ratios were rounded to the nearest 0.01% for operational purposes.

Schedule SB, Part V - Summary of Plan Provisions
MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.
EIN 361004130 Plan No. 007

This report reflects the maximum benefit limits under Internal Revenue Code (IRC) Section 415 and maximum compensation limits under IRC Section 401 in effect on the first day of each plan year.

The following is a summary of plan provisions and does not alter the intent or meanings of the provisions contained in the contract or plan document. This report reflects the provisions of the plan signed August 1997.

Plan Eligibility	
Age	Has not reached normal retirement date.
Service	One year of service equal to 1,000 hours.
Class	<p>Nonbargaining class who prior to December 31, 1991, was a participant in the Restated Retirement Income Plan for Non-Bargaining Unit Employees of Meredith Burda Company, Limited Partnership (GA 61148)</p> <p>Employee of the Meredith Burda Corporation and who prior to December 31, 1991, was a participant in the Restated Retirement Income Plan for Employees of Meredith Burda Corporation (GA 8664)</p> <p>After December 31, 1991, no further employee shall be an eligible employee (provided that participants in GA 8664 whose accrued benefits transferred to the plan upon the merger effective August 31, 1997, shall be considered participants).</p>

Normal Retirement Benefit	
Age	Attained age 65. (Attained age 62 and fifteen years of plan participation for the bargaining class, but no later than 65.)
Form	Monthly income payable for life with payments received guaranteed to be at least equal to participant's contribution account. Plan members who have been married at least one year will automatically receive an equivalent benefit payment under the joint and 50% survivorship option. (Optional forms of income may be selected at least 90 days prior to retirement date.)
Amount (accrued benefit)	The accrued benefit as of December 31, 1991.

Schedule SB, Part V - Summary of Plan Provisions
MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.
EIN 361004130 Plan No. 007

Early Retirement Benefit																							
Eligibility	The earlier of attained age 55 and completed ten years of plan participation or attained age 62, or attained age 55 and physically or mentally disabled. For the bargained class, the earlier of attained age 55 and completed twenty years of plan participation, or attained age 62, or attained age 60 and completed 15 years of plan participation, or attained age 55 and physically or mentally disabled.																						
Form	Same as normal retirement benefit.																						
Amount	<p>Accrued benefit on early retirement date reduced to reflect the fact that the early retirement date precedes normal retirement date. The reduction factors are:</p> <table> <tr> <th><u>Number of years early retirement Date precedes normal retirement date</u></th><th><u>Factor</u></th></tr> <tr><td>1</td><td>.9125</td></tr> <tr><td>2</td><td>.8347</td></tr> <tr><td>3</td><td>.7653</td></tr> <tr><td>4</td><td>.7031</td></tr> <tr><td>5</td><td>.6473</td></tr> <tr><td>6</td><td>.5971</td></tr> <tr><td>7</td><td>.5516</td></tr> <tr><td>8</td><td>.5104</td></tr> <tr><td>9</td><td>.4732</td></tr> <tr><td>10</td><td>.4392</td></tr> </table>	<u>Number of years early retirement Date precedes normal retirement date</u>	<u>Factor</u>	1	.9125	2	.8347	3	.7653	4	.7031	5	.6473	6	.5971	7	.5516	8	.5104	9	.4732	10	.4392
<u>Number of years early retirement Date precedes normal retirement date</u>	<u>Factor</u>																						
1	.9125																						
2	.8347																						
3	.7653																						
4	.7031																						
5	.6473																						
6	.5971																						
7	.5516																						
8	.5104																						
9	.4732																						
10	.4392																						

Readjustment Allowance Benefit	
Eligibility	Active participant who has attained age 62 with five years of service, but not attained age 65, and retires during this period.
Form	Single sum payment or fixed period installments, not to exceed six months.
Amount	Monthly compensation multiplied by an adjustment factor based on the participant's attained age, as described in the plan. This allowance benefit is in addition to the other retirement benefits allowed under the plan.

Late Retirement Benefit	
Age	No maximum age.
Form	Same as normal retirement benefit.
Amount	Benefit credit continued to be earned until attained age 65. Retirement benefits after age 65 are increased by an amount that can be provided by the accumulation of benefit payments between age 65 and actual retirement.

Schedule SB, Part V - Summary of Plan Provisions
MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.
EIN 361004130 Plan No. 007

Supplemental Income	
	The monthly retirement income which a plan member receives at retirement will vary depending upon the investment performance of the separate account. However, a minimum benefit equal to the retirement income paid at retirement is guaranteed. If the variable retirement income is less than the minimum benefit, the difference is paid as a supplemental income.

Termination Benefit	
Vesting Percentage	20% after three years of vesting service plus 20% per year thereafter, up to 100%.
Form	Same as normal retirement benefit with income deferred until normal retirement date.
Amount	<p>Equal to the sum of:</p> <p>(a) The amount of retirement annuity which could be provided on normal retirement date by the participant's contribution account.</p> <p>(b) Vesting percentage times the excess of the accrued benefit as of the date of termination over (a) above.</p>

Death Benefit	
Greater of A or B below.	
A. Survivor Annuity Death Benefit	
Eligibility	Qualified married participant fully or partially vested in an accrued benefit.
Form	<p>Monthly annuity payable to spouse, deferred to participant's earliest retirement date if later than the date of death.</p> <p>If death occurs, the amount paid to the surviving spouse is equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his/her earliest retirement date, retired with a qualified joint and 50% survivor annuity in effect, then died the next day.</p>
B. Single Sum Death Benefit	
Form	Lump sum payment to beneficiary.
Amount	Participant's contribution account on date of death.

Schedule SB, Part V - Summary of Plan Provisions
MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES OF R.R. DONNELLEY PRINTING
COMPANY, L.P.
EIN 361004130 Plan No. 007

Definitions																							
Participant's Contribution Account	Participant's contributions before September 1, 1982 accumulated to date of determination with interest.																						
Optional Forms of Benefit Payments	<p>The optional forms of benefit payments are:</p> <ul style="list-style-type: none"> • Monthly annuity payable for life, or 5, 10 years certain and life • Monthly annuity payable as a survivorship life annuity with survivorship percentages of 50 or 100 • Single life annuity with modified cash refund of the Participant's Contribution Account <p>Representative factors for non decreasing annuity forms (assuming no contribution accounts):</p> <table> <tr> <th><u>Form</u></th><th><u>Age 62</u></th><th><u>Age 65</u></th></tr> <tr> <td>5 year certain and life</td><td>0.9847</td><td>0.9788</td></tr> <tr> <td>10 year certain and life</td><td>0.9450</td><td>0.9262</td></tr> <tr> <td colspan="3">Survivorship life annuity* of:</td></tr> <tr> <td>50%</td><td>0.9111</td><td>0.9015</td></tr> <tr> <td>75%</td><td>0.8723</td><td>0.8591</td></tr> <tr> <td>100%</td><td>0.8367</td><td>0.8206</td></tr> </table> <p>* Spouse is assumed to be the same age as the original participant.</p>		<u>Form</u>	<u>Age 62</u>	<u>Age 65</u>	5 year certain and life	0.9847	0.9788	10 year certain and life	0.9450	0.9262	Survivorship life annuity* of:			50%	0.9111	0.9015	75%	0.8723	0.8591	100%	0.8367	0.8206
<u>Form</u>	<u>Age 62</u>	<u>Age 65</u>																					
5 year certain and life	0.9847	0.9788																					
10 year certain and life	0.9450	0.9262																					
Survivorship life annuity* of:																							
50%	0.9111	0.9015																					
75%	0.8723	0.8591																					
100%	0.8367	0.8206																					

Significant Event

The enrolled actuary has not been made aware that any significant events have occurred during the year.

Changes in Principal Eligibility or Benefit Provisions

There have been no changes in principal eligibility or benefit provisions since the last valuation.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>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 07/01/2009 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 VISION BENEFITS OF AMERICA HOURLY EMPLOYEES DEFINED BENEFIT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF VISION BENEFITS OF AMERICA	D Employer Identification Number (EIN) 25-1149206	
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>07</u> Day <u>01</u> Year <u>2009</u>			
2 Assets:			
a Market value.....	2a		358264
b Actuarial value.....	2b		394090
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	0	0
b For terminated vested participants	3b	9	87240
c For active participants:			
(1) Non-vested benefits.....	3c(1)		5503
(2) Vested benefits.....	3c(2)		256744
(3) Total active	3c(3)	16	262247
d Total.....	3d	25	349487
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	6.59 %	
6 Target normal cost.....	6	20325	

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	<div style="font-size: 1.5em; font-family: cursive;">DAD.</div> Signature of actuary	<div style="font-size: 1.5em; font-family: cursive;">9/14/2010</div> Date
	Donald H. Dowdy III	0806767
	Type or print name of actuary	Most recent enrollment number
	Principal Financial Group	412-394-6351
	Firm name	Telephone number (including area code)
	PO Box 9394 Des Moines, IA 50306-9394	
	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 ☐

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)	188	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)	188	0
10 Interest on item 9 using prior year's actual return of <u>-7.58 %</u>	-14	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.21 %</u>		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	174	0

Part III Funding percentages

14 Funding target attainment percentage	14	112.71 %
15 Adjusted funding target attainment percentage	15	112.76 %
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	125.44 %
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
Totals ►			18(b)	0	18(c) 0

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	0

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: 5.31 %	2nd segment: 6.54 %	3rd segment: 6.73 % ☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 65
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 0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
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 0
	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0
36 Additional cash requirement (item 34 minus item 35)			36 0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)			37 0
38 Interest-adjusted excess contributions for current year (see instructions)			38 0
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 H,Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

MERGED RETIREMENT PLAN FOR EMPLOYEES
OF R.R. DONNELLEY PRINTING COMPANY, L.P.
EIN 36 1004130
PLAN NUMBER 007
PLAN YEAR 09/01/2009 TO 08/31/2010

DESCRIPTION OF ASSET	(A) Total Number of Purchases	(B) Total Number of Sales	(C) Total Value of Purchases	(D) Total Value of Sales	(E) Net Gain/(Loss)
GENERAL INVESTMENT	40		\$6,069,983.98		\$0.00
GENERAL INVESTMENT		34		\$6,239,233.42	\$0.00
PRIN LGCP S&P 500 IDX SE	27		\$2,287,565.64		\$0.00
PRIN LGCP S&P 500 IDX SE		56		\$6,068,517.78	\$980,749.55

SCHEDULE H,Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

* Schedule is prepared using the alternative way of reporting (iii) series transactions under DOL Regulation 2520.103-6(d)(2).

SCHEDULE H, Line 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

MERGED RETIREMENT INCOME PLAN FOR EMPLOYEES
OF R.R. DONNELLEY PRINTING COMPANY L.P.
EIN 36 1004130
PLAN NUMBER 007
PLAN YEAR 09/01/2009 TO 08/31/2010

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Life Insurance Company	Insurance Company General GENERAL INVESTMENT	\$1,134,693.58	\$1,222,636.41
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LGCAP S&P 500 INDEX SA-R6	\$5,819,461.70	\$5,874,949.33
	Wells Fargo Bank	Common Collective Trust Wells Fargo Stable Value Return	\$9,446,765.00	\$28,100,331.48

SCHEDULE H, Line 4I-SCHEDULE OF ASSETS (HELD AT END OF YEAR)