

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

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

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2011	ANNE N PEASE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2011	ANNE N 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 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BENEFITS COMMITTEE C/O R.R. DONNELLEY & SONS COMPANY 111 SOUTH WACKER DRIVE CHICAGO, IL 60606-4301	3b Administrator's EIN 20-1730106 3c Administrator's telephone number 312-326-7092
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	396
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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:
 1B 1G 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) ☐ **A** (Insurance Information)
 (4) ☐ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☒ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>7163868</u>
b Actuarial value	2b <u>7539174</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>64</u> <u>1310938</u>
b For terminated vested participants	3b <u>142</u> <u>1470020</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>124506</u>
(2) Vested benefits	3c(2) <u>6387545</u>
(3) Total active	3c(3) <u>328</u> <u>6512051</u>
d Total	3d <u>534</u> <u>9293009</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>6.74</u> %
6 Target normal cost	6 <u>529268</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/04/2011</u>
Signature of actuary <u>JEFFREY ALLEN</u>	Date <u>11-06257</u>
Type or print name of actuary <u>TOWERS WATSON PENNSYLVANIA INC.</u>	Most recent enrollment number <u>312-201-6300</u>
Firm name <u>71 S. WACKER DR., SUITE 2600</u> <u>CHICAGO, IL 60606-4637</u>	Telephone number (including area code)
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
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)	304712	423201
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	304712	0
9	Amount remaining (Item 7 minus item 8).....	0	423201
10	Interest on item 9 using prior year's actual return of <u>24.28</u> %		102753
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		106999
b	Interest on (a) using prior year's effective rate of <u>8.19</u> %		8763
c	Total available at beginning of current plan year to add to prefunding balance		115762
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	421188
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	104766

Part III	Funding percentages		
14	Funding target attainment percentage.....	14	80.00 %
15	Adjusted funding target attainment percentage.....	15	80.00 %
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	84.18 %
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
01/27/2010		83	12/15/2010		3165
02/23/2010		3285	12/24/2010		7159
03/26/2010	157000		12/31/2010		63147
07/06/2010	157000				
12/01/2010		3203			
12/13/2010		27984			
			Totals ►	18(b)	314000
				18(c)	108026

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	306528

20 Quarterly contributions and liquidity shortfalls:

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

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

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

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

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	529268
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1486881	270875
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	800143
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	390554	104766
36 Additional cash requirement (item 34 minus item 35).....	36	304823
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	306528
38 Interest-adjusted excess contributions for current year (see instructions).....	38	1705
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

<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>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
A Name of plan HADDON CRAFTSMEN, INC. RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 006	
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: R.R. DONNELLEY & SONS CO. DBMT					
b Name of sponsor of entity listed in (a): R.R. DONNELLEY & SONS CO.					
c EIN-PN 36-6031950-001		d Entity code M		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)	
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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
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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

<div>SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>Financial Transaction Schedules</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010	
<div>A Name of plan: HADDON CRAFTSMEN, INC. RETIREMENT PLAN</div>	<div>B Three-digit plan number (PN) ► 006</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 R.R. DONNELLEY & SONS COMPANY</div>	<div>D Employer Identification Number (EIN): 36-1004130</div>

Part I	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible				
Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.					
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
<div style="border: 1px solid black; width: 20px; height: 20px; margin: 0 auto;"></div>		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost		(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
SEE ATTACHED STATEMENT	INVESTMENT MANAGER	SEE ATTACHED STATEMENT	

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transactions including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price

(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net gain (or loss) on each transaction

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan HADDON CRAFTSMEN, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ►	006
C Plan sponsor's name as shown on line 2a of Form 5500 R.R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130	

Part I	Asset and Liability Statement
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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)	430000	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	6741588	0
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7171588	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
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	7171588	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)	470832	
(B) Participants	2a(1)(B)	80043	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		550875

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1071008
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1621883

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	870542	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		870542
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		870542

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		751341
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		7922929

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	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	X		35
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.		X	

- 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: 0

- 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

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

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

Part I	Distributions
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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.....	<u>1</u>	<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>36-3046063</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	<u>3</u>	<u>7</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	<u>6a</u>		
b Enter the amount contributed by the employer to the plan for this plan year	<u>6b</u>		
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).....	<u>6c</u>		
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) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

TOGETHER WITH INDEPENDENT AUDITORS' REPORT

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of the
Haddon Craftsmen, Inc. Retirement Plan
Chicago, Illinois

We were engaged to audit the accompanying Statements of Net Assets Available for Plan Benefits of Haddon Craftsmen, Inc. Retirement Plan (the "Plan") as of December 31, 2010 and 2009, the related Statements of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2010 and 2009, and the supplemental Schedule G, Part III - Schedule of Nonexempt Transactions as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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, 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 4 and 5, which was certified by Northern Trust Company, (the "Trustee") of the Plan, 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 Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the Trustee as of December 31, 2010 and 2009, and for the years then ended, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Because of the significance of the information 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 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 the Employee Retirement Income Security Act of 1974.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
October 14, 2011

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

AS OF DECEMBER 31, 2010 AND 2009

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

	<u>2010</u>	<u>2009</u>
ASSETS:		
Investment at fair value:		
Plan interest in R.R. Donnelley & Sons Company Retirement Benefit Master Trust	\$ -	\$ 6,741,588
Contributions receivable:		
Employer	-	430,000
Total assets	-	7,171,588
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u>\$ -</u>	<u>\$ 7,171,588</u>

See the accompanying notes to financial statements.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR PLAN BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

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

	<u>2010</u>	<u>2009</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income:		
Net appreciation from Plan interest in R.R. Donnelley & Sons Company Retirement Benefit Master Trust	\$ 1,159,462	\$ 1,471,101
Contributions:		
Employer	470,832	407,396
Participants	<u>80,043</u>	<u>76,057</u>
Total additions	<u>1,710,337</u>	<u>1,954,554</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	870,542	742,727
Administrative expenses	<u>88,454</u>	<u>47,686</u>
Total deductions	<u>958,996</u>	<u>790,413</u>
Net increase	751,341	1,164,141
Transfers to the Retirement Benefit Plan of R. R. Donnelley & Sons Company	(7,922,929)	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS:		
Beginning of year	<u>7,171,588</u>	<u>6,007,447</u>
END OF YEAR	<u><u>\$ -</u></u>	<u><u>\$ 7,171,588</u></u>

See the accompanying notes to the financial statements.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 – DESCRIPTION OF THE PLAN

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

The term “Haddon Plan” as used herein refers to either the Haddon Craftsmen, Inc. Retirement Plan as in effect prior to the merger described below, or the Haddon Component Plan of the Retirement Benefit Plan of R.R. Donnelley and Sons Company, as applicable, unless the context requires otherwise.

Plan Merger

The Haddon Plan was merged on December 31, 2010 into the Retirement Benefit Plan of R.R. Donnelley and Sons Company (the “Donnelley Plan”), a defined benefit plan maintained by R. R. Donnelley & Sons Company (the “Company”). As such, Haddon Plan assets of \$7,922,929, and accumulated benefit obligations of the Haddon Plan, are now included in the Donnelley Plan as of December 31, 2010.

The Donnelley Plan, as amended to reflect the merger of the Haddon Plan and certain other defined benefit plans maintained by the Company and its affiliates, consists of (i) a base document, which includes terms generally applicable to all participants in the Donnelley Plan, and (ii) multiple supplements, each of which includes terms applicable to a component plan. In connection with the mergers, the Haddon Plan became subject to the Donnelley Plan’s governance and administrative provisions.

General

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

Prior to the merger, the Haddon Plan was administered by the Haddon Plan’s Benefits Committee and its delegates. The Donnelley Plan is administered by the Donnelley Plan’s Benefits Committee and its delegates. Prior to the merger, Towers Watson (formerly Towers Perrin) was the Haddon Plan’s recordkeeper. Aon Hewitt, LLC is the Donnelley Plan’s recordkeeper. The Northern Trust Company was the Haddon Plan’s trustee and continues to serve as the Donnelley Plan’s trustee (the “Trustee”), in each case pursuant to a master trust agreement with the Company.

The Haddon Plan was amended in 2009 to comply with the Pension Protection Act of 2006 (as amended by the Worker, Retiree, and Employer Recovery Act of 2008), the Heroes Earnings Assistance and Relief Tax Act of 2008 and regulations promulgated under section 415 of the Internal Revenue Code. In 2010 the Haddon Plan was amended to effectuate the merger described above.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 – DESCRIPTION OF THE PLAN (continued)

Participation and Vesting

Since January 1, 1998, only union employees of the Company and its participating subsidiaries who have completed one month of service have been eligible to become participants in or accrue benefits under the Haddon Plan. Generally, participants in the Haddon Plan are fully vested in benefits provided by the Company when they have completed seven years of 1,000 or more hours of service (without first incurring a five year break in service), or when they have attained age 65. Prior to completing such service participants are vested on a graded basis (beginning in year three) with respect to benefits not attributable to employee contributions. Participants are always fully vested in any employee contributions.

Benefits

The Haddon Plan generally provides for a monthly retirement benefit equal to the sum of two benefits: (i) a Company provided noncontributory retirement income that varies based on a participant's collective bargaining unit, and (ii) an optional contributory retirement income based on participant contributions. Generally, a participant's normal retirement date is the first day of the month following the later of the participant's 65th birthday and the fifth anniversary of his or her participation in the Haddon Plan. Active participants can continue in the Haddon Plan beyond that date subject to plan provisions and legal requirements. Vested participants may retire early and begin receiving benefits on a reduced basis effective the first day of any month after attaining age 55, but, in the case of a participant who did not remain employed until age 55, only if the participant completed at least 20 years of service prior to his or her termination of employment.

Forms of Payment and Death Benefits

The Haddon Plan's normal form of payment is a single life annuity for single participants and a 50% qualified joint and survivor annuity for married participants. Participants may also elect to have monthly benefits paid under other actuarially equivalent joint and survivor annuities or in the form of a lump sum payment. The Haddon Plan also provides a pre-retirement death benefit under which the Haddon Plan generally provides the participant's surviving spouse with a 50% survivor benefit or, in certain circumstances, a lump sum payment for the portion of a participant's benefit attributable to participant contributions.

Employee Contributions

Participants in the Haddon Plan may apply at any time to withdraw their optional employee contributions. Such a withdrawal consists of the amount of the participant's contributions, as adjusted for interest. The interest rate for the years ended December 31, 2010 and 2009 was 2.95% and 2.48%, respectively. Following such a withdrawal, the participant's benefit under the Haddon Plan consists only of the Company provided benefit required under the participant's applicable collective bargaining agreement.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 – DESCRIPTION OF THE PLAN (continued)

Plan Expense

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

The Haddon Plan has evaluated subsequent events through October 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 Haddon Plan's financial statements.

Use of Estimates

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

Allocation of Master Trust Net Assets and Transactions

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

Risks and Uncertainties

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

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Risks and Uncertainties (continued)

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

Investment Valuation and Income Recognition

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

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

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

Concentration of Credit Risk

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

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Actuarial Present Value of Accumulated Plan Benefits

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

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

The actuarial present value of accumulated plan benefits at January 1, 2010 and 2009 was determined by Towers Watson, the Haddon Plan's actuary, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

NOTE 3 – ACTUARIAL INFORMATION

The more significant assumptions underlying the actuarial computations as of January 1, 2010 and 2009 are as follows:

	January 1, 2010	January 1, 2009
Salary Scale	Rate increase of 3%	Rate increase of 3%
Mortality	Static Mortality rates for males and females for 2010, per IRC Regulations Section 1.430(h)3-1	Static Non-Annuitant and Annuitant Mortality Rates for males and females for 2009, per IRC Regulations Section 1.430(h)(3)-1
Discount Rate	6.00%	8.50%
Assumed Retirement Age	Range of 55 – 67	Range of 55 – 67
Expected Return on Assets	8.50%	8.50%

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 3 – ACTUARIAL INFORMATION (continued)

A summary of the present value of accumulated plan benefits information as of January 1, 2010 and 2009, is as follows:

	<u>2010</u>	<u>2009</u>
Vested benefits:		
Active participants	\$ 7,274,970	\$ 5,184,217
Retirees and beneficiaries	1,278,904	1,180,478
Terminated participants	1,678,751	1,069,415
Total vested benefits	<u>10,232,625</u>	<u>7,434,110</u>
 Nonvested benefits	 <u>206,453</u>	 <u>190,240</u>
 TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	 <u>\$ 10,439,078</u>	 <u>\$ 7,624,350</u>

The change in actuarial present value of accumulated plan benefits at January 1, 2010 and 2009, is as follows:

	<u>2010</u>	<u>2009</u>
Balance at beginning of year	\$ 7,624,350	\$ 7,519,152
Increase (decrease) during the year attributable to--		
Change in actuarial assumptions	2,387,348	(238,048)
Benefits accumulated	552,959	553,077
Interest due to decrease in the discount period	617,148	605,196
Benefits paid	<u>(742,727)</u>	<u>(815,027)</u>
 Net increase	 <u>2,814,728</u>	 <u>105,198</u>
 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT END OF YEAR	 <u>\$ 10,439,078</u>	 <u>\$ 7,624,350</u>

The actuarial valuation is based upon the premise that the Haddon 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.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 4 – SUMMARY OF FINANCIAL DATA CERTIFIED BY THE TRUSTEE

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

- a. Investments, as shown in the Statements of Net Assets Available for Plan Benefits as of December 31, 2010 and 2009.
- b. Investment income, as shown in the Statements of Changes in Net Assets Available for Plan Benefits for the years ended December 31, 2010 and 2009.

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

NOTE 5 - INVESTMENTS IN MASTER TRUST

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

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

The Master Trust also holds the assets of the Donnelley Plan, another defined benefit pension plan sponsored by the Company. The Master Trust allocates assets to each plan through a dollar-value accounting system. At December 31, 2010 and 2009, the Haddon Plan's interest in the net assets of the Master Trust was approximately 0.00% and 0.39%, respectively. The Haddon Plan has no interest in the assets of the Master Trust due to the December 31, 2010 merger of the Haddon Plan into the Donnelley Plan as discussed in Note 1.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 5 - INVESTMENTS IN MASTER TRUST (continued)

A summary of the net assets of the Master Trust at December 31, 2010 and 2009 is as follows:

	2010	2009
Investments, at fair market value--		
U.S. government securities	\$ 224,089,803	\$ 147,248,752
Foreign government securities	8,419,441	10,723,871
Municipal bonds	13,639,510	11,067,545
Corporate debt securities	135,405,921	155,481,920
Preferred stock	3,410,128	2,476,536
Common stock	969,048,408	938,970,723
Short-term investments and collective trusts	476,930,344	317,473,852
Registered investment companies	51,095,673	56,484,297
Annuity contracts, at contract value	14,658,730	15,919,035
Partnership/Joint Venture Interest	15,524,617	6,929,667
Real estate	16,010,788	-
U.S. asset backed securities	45,591,544	49,616,082
Total investments	<u>1,973,824,907</u>	<u>1,712,392,280</u>
 Due from brokers for unsettled transactions	 92,018,510	 133,540,197
Accrued interest and dividends receivable	4,839,273	4,651,335
Total receivables	<u>96,857,783</u>	<u>138,191,532</u>
Total assets	<u>2,070,682,690</u>	<u>1,850,583,812</u>
 Due to brokers for unsettled transactions	 (151,481,523)	 (130,224,363)
Other payables	(6,064,909)	(3,791,102)
Total liabilities	<u>(157,546,432)</u>	<u>(134,015,465)</u>
 NET ASSETS AVAILABLE FOR PLAN BENEFITS	 <u><u>\$ 1,913,136,258</u></u>	 <u><u>\$1,716,568,347</u></u>

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 5 - INVESTMENTS IN MASTER TRUST (continued)

Allocations of the net assets of the Master Trust to participating plans as of December 31, 2010 and 2009 are as follows:

	<u>2010</u>	<u>2009</u>
Retirement Benefit Plan of R.R. Donnelley & Sons Company (100.00% and 99.61%, respectively)	\$ 1,913,136,258	\$1,709,826,759
Haddon Craftsmen, Inc. Retirement Plan (0.00% and 0.39%, respectively)	-	6,741,588
	<u>\$ 1,913,136,258</u>	<u>\$1,716,568,347</u>

The fair values of the Master Trust's investments that represent 5% or more of the Master Trust's net assets, at December 31, 2010 and 2009, are summarized as follows:

	<u>2010</u>	<u>2009</u>
Dimensional Fund Advisors Small Cap Value	\$147,436,309	\$112,652,537
Western Asset Management U.S. Index Plus	120,298,079	95,256,645
MFB NT Collective S&P500 Index Fund	104,049,143	-*

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

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 5 - INVESTMENTS IN MASTER TRUST (continued)

The Master Trust's net investment income for the year ended December 31, 2010 and 2009, is as follows:

	2010	2009
Interest and dividends	\$ 47,458,757	\$ 43,634,765
Net appreciation (depreciation) in fair value of investments-		
U.S. government securities	3,844,137	3,740,447
Foreign government securities	190,028	(710,221)
Municipal bonds	(438,216)	1,935,593
Corporate debt securities	7,968,752	23,995,164
Preferred stock	433,362	701,253
Common stock	127,453,437	247,557,435
Short-term investments and collective trusts	90,099,309	42,405,305
Registered investment companies	7,144,194	22,421,834
Annuity contracts, at contract value	6,272	(5,543)
Partnership/Joint venture interest	682,034	(986,485)
Real estate	(489,212)	4,429,582
U.S. asset backed securities	(1,918,514)	-
Other income	(3)	560,000
Total investments	282,434,337	389,679,129
Due from brokers for unsettled transactions	153,273	(414,615)
Total assets	282,587,610	389,264,514
Due to brokers for unsettled transactions	(90,687)	1,201,607
Other payables	40,733	-
Total liabilities	(49,954)	1,201,607
Master Trust investment income (loss)	\$282,537,656	\$390,466,121

NOTE 6 - FAIR VALUE MEASUREMENTS

The Haddon 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.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 6 – FAIR VALUE MEASUREMENTS (continued)

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

Level 1 – Valuation based on quoted prices for identical assets and liabilities in active markets.

Level 2 – Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Valuations based on unobservable inputs reflecting the Company's own assumptions, consistent with reasonably available assumptions made by other market participants.

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

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

Equity— The values of individual equity securities were based on quoted prices in active markets. As such, these assets are classified as Level 1. Additionally, the Company invests in certain equity funds that are valued at calculated net asset value per share ("NAV"), but are not quoted on active markets. As such, these assets were classified as Level 2. Additionally, includes underlying securities in trust owned life insurance policies which are invested in certain equity securities. These investments are not quoted on active markets, therefore, they are classified as Level 2.

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

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 6 – FAIR VALUE MEASUREMENTS (continued)

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

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

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

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 Company believes the valuation methodologies used are appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts. The Company invests in various assets in which valuation is determined by NAV. The Company 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 Haddon Plan's assets at fair value as of December 31, 2009:

Description	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 137,663	\$ -	\$ -	\$ 137,663
Equity	3,699,679	651,785	-	4,351,464
Fixed income	125,270	1,892,425	-	2,017,695
Derivatives and other	10,305	-	-	10,305
Real estate	-	197,245	-	197,245
Private Equity	-	-	27,216	27,216
	\$ 3,972,917	\$ 2,741,455	\$ 27,216	\$ 6,741,588

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 6 – FAIR VALUE MEASUREMENTS (continued)

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

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

For comparability, certain 2009 amounts have been reclassified to conform to classifications adopted in 2010.

NOTE 7 – FEDERAL INCOME TAX STATUS

The Haddon Plan obtained its latest determination letter on November 22, 2002, in which the Internal Revenue Service stated that the Haddon Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("the IRC"). The Donnelley Plan obtained its latest determination letter on November 16, 2007, in which the Internal Revenue Service indicated that the Donnelley Plan, as then designed, was in compliance with the requirements of the IRC. Both the Haddon Plan and Donnelley Plan have been amended since receiving their respective determination letters. However, the plan administrator having consulted with the Haddon Plan's counsel believes that the Haddon Plan was designed and operated in compliance with the applicable requirements of the IRC as of the date of the merger of the Haddon Plan and the Donnelley Plan. In addition, the plan administrator having consulted with the Donnelley Plan's legal counsel believes that the Donnelley Plan (including the Haddon Component Plan) is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTE 8 – FUNDING POLICY

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

The basic minimum required contribution calculation is comprised of current service costs, including administration expenses, as appropriate, plus an amount necessary to amortize the Haddon Plan's funding shortfall over a period of seven years. At December 31, 2010 and 2009, the Company has met the minimum funding requirements of ERISA. The Company elected to make contributions in the amount of \$470,832 and \$407,396 for the 2010 and 2009 plan years, respectively.

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 9 – PROHIBITED TRANSACTION

During 2010, the entire amount of a credit of \$27,984 for a reduction in administrative expenses was incorrectly applied to the Haddon Plan account in the Master Trust prior to the Plan merger. 99.59%, or \$27,870, of the credit should have been applied directly to the Donnelley Plan account in the Master Trust. The portion of the credit attributable to the Donnelley Plan has not been included in the Statement of Changes in Net Assets Available for Plan Benefits of the Haddon Plan. This credit has been properly reflected in the Statement of Changes in Net Assets Available for Plan Benefits of the Donnelley Plan.

SUPPLEMENTAL INFORMATION

HADDON CRAFTSMEN, INC. RETIREMENT PLAN

SCHEDULE G PART III – SCHEDULE OF NONEXEMPT TRANSACTIONS

AS OF DECEMBER 31, 2010

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

(a) Identity of Party Involved	(b) Relationship to Plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase Price	(e) Selling Price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset	(i) Current value of asset	(j) Net Gain (or loss) on each transaction
LSV Asset Management	Investment Manager	See attached schedule in form 5500							

SCHEDULE SB, LINE 22 – DESCRIPTION OF WEIGHTED AVERAGE

RETIREMENT AGE

The average retirement age reported in Line 22 of the 2010 Schedule SB was calculated by weighting each retirement age in proportion to the probability that the individual will not retire before that age, and then will retire at that age. The exhibit below illustrates the calculation of an average retirement age for the retirement rates.

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

Haddon Craftsmen, Inc. Retirement Plan
EIN 39-1004130
PN 006

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

Actuarial Assumptions and Methods

Economic Assumptions

Effective interest rate	6.74%
Funding interest rate basis	September 2009 Segment rates
▶ First segment rate	5.03%
▶ Second segment rate	6.73%
▶ Third segment rate	6.82%
Salary scale	3.00%
Interest rate for crediting employee contributions	7.50%

Demographic Assumptions

Mortality	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2025 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projects to 2017 using Scale AA)
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Withdrawal	Annual rates of termination
------------	-----------------------------

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

Haddon Craftsmen, Inc. Retirement Plan

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

Retirement (Not-at-risk funding target)

Rates, varying by age are shown below:

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

Disability

None.

Maximum benefit limitation under IRS Section 415(b)

For 2010, the maximum benefit limitation is \$195,000. For funding calculation, no future increases to this amount are assumed.

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

For 2010, compensation is limited to \$245,000 for purposes of calculating benefits. For funding calculation, no future increases to this amount are assumed.

Marital Status:

▶ Percentage married

100% of all participants in the plan are married.

▶ Age difference

Females are two years younger than their male spouses.

Form of payment

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

Employment status

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

Actuarial Methods for Funding Purposes

Actuarial cost method

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

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

Lump sum optional actuarial equivalence

Funding interest rate

Haddon Craftsmen, Inc. Retirement Plan

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PN 006

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

Provision for expenses	An estimate of Plan expenses of \$210,000 was added to the Funding Target Normal Cost
Asset valuation method	<p>Smoothed value of assets based on an average of market values (adjusted for contributions, benefit/expense payments, and expected investment returns) as of valuation date and prior two valuation dates.</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA).</p>
Change in Funding Assumptions and Methods Since Prior Valuation	
Valuation interest rate	The valuation interest rate was updated to use the use the September 2009 segment rates based on bond yields through the preceding August.
Lump sum actuarial equivalence	The lump sum option actuarial equivalence rate was updated with the funding interest rate.
Benefits Not Valued	Towers Watson has reviewed the plan provisions with RR Donnelley & Sons Company and, based on that review, is not aware of any significant benefits required to be valued that were not.

Haddon Craftsmen, Inc. Retirement Plan

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SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Plan Provisions – Haddon Craftsmen, Inc.

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

SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

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

Benefits Paid Upon the Following Events

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

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

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

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

SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Early retirement	<p>The deferred benefit, to commence at the participant's Normal Retirement Date, is computed in the same manner as in Normal Retirement Benefit.</p> <p>Upon written application to the Employer, retirement benefits may commence immediately upon early retirement; in that event, the benefit determined above is actuarially reduced to take account of the period of time between the participant's actual retirement date and his or her Normal Retirement Date.</p>
Pre-retirement death benefits	<p>The survivorship benefit, which is payable as a monthly lifetime annuity, is equal to 50% of the benefit which the deceased participant would have received if he or she had begun to receive their vested benefits (in the form of a joint and 50% survivor annuity) on the day benefits commence to the surviving spouse. If the deceased participant was eligible for early retirement, those benefits commence immediately; if the participant was not eligible for early retirement, benefits commence when the participant would have become eligible to receive benefits.</p>
Post-retirement death benefits	<p>In the event of the death of a participant after retirement, the Beneficiary will receive any remaining guaranteed annuity payments, or survivor benefits, depending upon the option selected by the participant. If an option other than a joint and survivor option has been elected, the participant's Beneficiary will receive the excess, if any, of the participant's personal contributions (including interest) over the amount of monthly benefits actually paid.</p> <p>For certain employees insured before January 1, 1962 there is a death benefit of \$5,000. For certain employees insured after January 1, 1962 there is a death benefit of \$1,000. These employees are identified in historical valuation data.</p>

Haddon Craftsmen, Inc. Retirement Plan

EIN 39-1004130

PN 006

SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Other termination of employment before retirement The deferred benefit, to commence at the participant's Normal Retirement Date, is equal to the sum of (i) the deferred benefit, if any, purchased by his or her own contributions to the Plan, and (ii) the remainder of an amount determined in the same manner as in Normal Retirement Benefit for the deferred early retirement benefit, multiplied by a vesting percentage from the following table:

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

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

Participant contributions Participants who wish to receive benefits from the Optional Contributory Retirement Income portion of the Plan contribute 3% of each year's earnings in excess of \$3,600.

Employer contributions The employer contributes actuarially determined amounts to finance the portion of the Plan not paid for by participant contributions.

Other Plan Provisions

Optional forms of payment The plan provides optional payment forms, including the qualified 50%, 75%, and 100% Joint and Contingent benefit for married employees, on an actuarially equivalent basis. Actuarial equivalence for this purpose is based on a 6.5% interest rate and the 1971 Group Annuity Mortality Table (male, with a 2 year setback). Lump sum distributions are allowed, but only if the lump sum is not more than \$1,000 (actuarial equivalence for lump sums is based on the applicable mortality table and segment interest rates under IRC Section 417(e)).

Changes in Benefits Valued Since Prior Year

None.

Haddon Craftsmen, Inc. Retirement Plan
EIN 39-1004130
PN 006

SCHEDULE SB, LINE 25 – CHANGE IN METHOD

In accordance with 1.430(d)-1(g)(3)(ii)(A), automatic approval has been granted for the first plan year for which all the provisions of 1.430(d)-1, 1.430(f)-1, 1.430(g)-1, 1.430(i)-1, and 1.436-1 are reflected of any changes to funding methods permitted by the Pension Protection Act. 2010 is the first plan year for which all of these provisions were reflected, and thus all funding method changes are automatically approved.

SCHEDULE SB, LINE 26, SCHEDULE OF ACTIVE PARTICIPANT DATA

Haddon Craftsmen, Inc. Retirement Plan Age Service Analysis

----- Completed Years of Service -----										
Attained Age	<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
15 to 24	6	8	1	0	0	0	0	0	0	0
25 to 29	4	10	9	1	0	0	0	0	0	0
30 to 34	4	2	8	10	0	0	0	0	0	0
35 to 39	7	4	17	18	2	0	0	0	0	0
40 to 44	4	12	9	13	6	3	0	0	0	0
45 to 49	2	6	9	12	9	1	4	2	0	0
50 to 54	3	12	6	17	3	6	4	3	0	0
55 to 59	0	3	8	7	3	3	2	2	5	2
60 to 64	0	3	6	9	0	1	0	4	2	3
65 to 69	0	1	1	2	0	0	0	0	1	1
Over 69	0	0	1	1	0	0	0	0	0	0
Total	30	61	75	90	23	14	10	11	8	6

Average Age = 45.3 Average Service = 11.5

R.R. Donnelley & Sons Company
Haddon Craftsmen, Inc. Retirement Plan
EIN: 39-1004130; Plan Number: 006
Attachment to Form 5500 (Schedule SB) - Plan year Beginning January 1, 2010
Schedule SB, line 32 - Schedule of Amortization Bases

	Date of Base Creation	Initial Amount	Amortization Installment	Remaining Period	PV of Future Installments
Shortfall Amortization Bases					
2009 Shortfall	1/1/2009	1,021,850	181,326	6	954,778
2010 Shortfall	1/1/2010	532,103	89,549	7	532,103
Total Shortfall Amortization Installments			270,875		1,486,881
Waiver Amortization Bases					
Total Waiver Amortization Installments			0		0
Total Amortization Installments			270,875		1,486,881

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	R.R. Donnelley & Sons Company
EIN/PN	39-1004130/006
Plan Name	Haddon Craftsmen, Inc. Retirement Plan
Valuation Date	January 1, 2010
Enrolled Actuary	Jeffrey Allen
Enrollment Number	11-06257

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Part IV, Line 20b: The quarterly contribution due October 15, 2010 was not made in a timely manner. A credit balance election was made to cover both the October 15 (including interest penalty) and the January 15 quarterlies on January 14, 2011.

Part VIII, Line 35: The Haddon Craftsmen, Inc. Retirement Plan merged into the Retirement Benefit Plan of R.R. Donnelly & Sons Company ("RBP") on December 31, 2010. RR Donnelley applied a portion of Funding Standard Carryover Balance from the RBP and the Prefunding Balance for the former Haddon Craftsmen, Inc. Retirement Plan against the October 15, 2011 and January 15, 2011 quarterly contribution requirements (for the 2010 plan year), as well as the residual 2010 plan year contribution due no later than September 15, 2011.

The following attachments are included with the 2010 Schedule SB:

1. A description of the weighted average retirement age calculation is attached. (Attachment to line 22)
2. A statement of the actuarial methods and assumptions used for the valuation is attached. (Attachment to Part V)
3. A statement of the plan provisions upon which the valuation was based, including a description of actuarial equivalence, is attached. (Attachment to Part V)
4. A statement justifying the changes in method is attached. (Attachment to line 25)
5. The schedule of active participant data is attached. (Attachment to line 26)
6. A schedule of amortization bases is attached. (Attachment to line 32)
7. A copy of the Schedule SB containing the actuary's signature is attached.

SCHEDULE SB (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>	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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning _____ and ending _____

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

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

A Name of plan HADDON CRAFTSMEN, INC. RETIREMENT PLAN	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">B Three-digit plan number (PN) ▶</td> <td style="width:30%; text-align: center;">006</td> </tr> </table>	B Three-digit plan number (PN) ▶	006
B Three-digit plan number (PN) ▶	006		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF R.R. DONNELLEY & SONS COMPANY	D Employer Identification Number (EIN) 36-1004130		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B			
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500			

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....	2a		7,163,868
b Actuarial value.....	2b		7,539,174
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	64	1,310,938
b For terminated vested participants.....	3b	142	1,470,020
c For active participants:			
(1) Non-vested benefits.....	3c(1)		124,506
(2) Vested benefits.....	3c(2)		6,387,545
(3) Total active.....	3c(3)	328	6,512,051
d Total.....	3d	534	9,293,009
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		6.74 %
6 Target normal cost.....	6		529,268

Statement by Enrolled Actuary

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

SIGN HERE	Jeffrey Allen <i>JA</i> _____ Signature of actuary	10-4-2011 _____ Date
	JEFFREY ALLEN _____ Type or print name of actuary	11-06257 _____ Most recent enrollment number
	TOWERS WATSON PENNSYLVANIA INC. _____ Firm name	(312) 201-6300 _____ Telephone number (including area code)
	71 S. WACKER DR., SUITE 2600 _____ Address of the firm	
	CHICAGO _____ Address of the firm	
	IL 60606-4637 _____ 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) 2010
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)	304,712	423,201
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	304,712	0
9 Amount remaining (Item 7 minus item 8)	0	423,201
10 Interest on item 9 using prior year's actual return of <u>24.28%</u>		102,753
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		106,999
b Interest on (a) using prior year's effective rate of <u>8.19%</u>		8,763
c Total available at beginning of current plan year to add to prefunding balance		115,762
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	421,188
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	104,766

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	80.00 %
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	84.18 %
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
01/27/2010		83	12/15/2010		3,165
02/23/2010		3,285	12/24/2010		7,159
03/26/2010	157,000		12/31/2010		63,147
07/06/2010	157,000				
12/01/2010		3,203			
12/13/2010		27,984			
Totals ▶			18(b)	314,000	18(c) 108,026

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	306,528

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	529,268
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1,486,881	270,875
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	800,143
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	390,554	104,766
36 Additional cash requirement (item 34 minus item 35)	36	304,823
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	306,528
38 Interest-adjusted excess contributions for current year (see instructions)	38	1,705
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

Attached Statements for Schedule G

to the 2010 Form 5500 for the

Haddon Craftsmen, Inc. Retirement Plan

Schedule G, Line 3(a) Identity of party involved and 3(c) Description of Transaction:

On December 2, 2010, the Retirement Benefit Trust of R.R. Donnelley & Sons Company (the "Master Trust"), by reason of a clerical error on its part, made a duplicate payment of \$27,984 to LSV Asset Management ("the Investment Manager"), an investment manager, for services provided to the Haddon Craftsman, Inc. Retirement Plan and the Retirement Benefit Plan of R.R. Donnelley and Sons Company (the "Plans"). The duplicate payment was made by a wire transfer to the Investment Manager's bank account without the Investment Manager's knowledge or participating in the transfer. Soon after December 2, 2010, the Investment Manager became aware of the duplicate payment and promptly contacted the Plan in order to repay that amount to the Plan. On December 13, 2010, the Investment Manager repaid that amount to the Master Trust. The Plans are participating plans in the Master Trust.

Because the duplicate payment was made without the knowledge of or participation by the Investment Manager, and because the duplicate payment was first discovered by the Investment Manager who then contacted the Plan in order to repay the duplicate payment as soon as practicable, it is unclear whether the duplicate payment should be considered a nonexempt prohibited transaction. However, if the duplicate payment is a nonexempt prohibited transaction, it appears that it would be a "use by or for the benefit of" a disqualified person of the income or assets of a plan under Section 4975(c)(1)(D) of the Internal Revenue Code of 1986 (the "Code"). Thus our calculation of the amount involved is based on the fair market value of the use of the \$27,984 from December 2, 2010 until December 13, 2010 (i.e., \$33.75) and interest thereon from December 13, 2010 until October 31, 2011, the date by which payment is expected to be made (i.e., \$1.10). Our calculation assumes that the fair market value of the use of the assets is the interest rates and corresponding factors used for purposes of the Department of Labor's Voluntary Fiduciary Correction Program Online Calculator, and therefore we used the DOL VFCP Online Calculator to determine that fair market value and interest thereon from December 13, 2010 until October 31, 2011.

Fair market value of use of \$27,984 for 11 days from December 2 to December 13, 2010: \$33.75

Interest on the \$33.75 from December 13, 2010 through October 31, 2011: \$ 1.10

Total amount involved: \$34.85

Attached Statements for Schedule H

to the 2010 Form 5500 for the

Haddon Craftsmen, Inc. Retirement Plan

Schedule H, Line 4d Amount:

On December 2, 2010, the Retirement Benefit Trust of R.R. Donnelley & Sons Company (the “Master Trust”), by reason of a clerical error on its part, made a duplicate payment of \$27,984 to LSV Asset Management (“the Investment Manager”), an investment manager, for services provided to the Haddon Craftsman, Inc. Retirement Plan and the Retirement Benefit Plan of R.R. Donnelley and Sons Company (the “Plans”). The duplicate payment was made by a wire transfer to the Investment Manager’s bank account without the Investment Manager’s knowledge or participating in the transfer. Soon after December 2, 2010, the Investment Manager became aware of the duplicate payment and promptly contacted the Plan in order to repay that amount to the Plan. On December 13, 2010, the Investment Manager repaid that amount to the Master Trust. The Plans are participating plans in the Master Trust.

Because the duplicate payment was made without the knowledge of or participation by the Investment Manager, and because the duplicate payment was first discovered by the Investment Manager who then contacted the Plan in order to repay the duplicate payment as soon as practicable, it is unclear whether the duplicate payment should be considered a nonexempt prohibited transaction. However, if the duplicate payment is a nonexempt prohibited transaction, it appears that it would be a “use by or for the benefit of” a disqualified person of the income or assets of a plan under Section 4975(c)(1)(D) of the Internal Revenue Code of 1986 (the “Code”). Thus our calculation of the amount involved is based on the fair market value of the use of the \$27,984 from December 2, 2010 until December 13, 2010 (i.e., \$33.75) and interest thereon from December 13, 2010 until October 31, 2011, the date by which payment is expected to be made (i.e., \$1.10). Our calculation assumes that the fair market value of the use of the assets is the interest rates and corresponding factors used for purposes of the Department of Labor’s Voluntary Fiduciary Correction Program Online Calculator, and therefore we used the DOL VFCP Online Calculator to determine that fair market value and interest thereon from December 13, 2010 until October 31, 2011.

Fair market value of use of \$27,984 for 11 days from December 2 to December 13, 2010: \$33.75

Interest on the \$33.75 from December 13, 2010 through October 31, 2011: \$ 1.10

Total amount involved: \$34.85

Schedule R, line 17 - Information on Assets and Liabilities Transferred to or Merged with This Plan

EIN: 36-1004130

PN: 006

[illegible]