

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>01/01/2008</u> and ending <u>12/31/2008</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>BOWNE 401K SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/1961</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>11/01/1961</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>11/01/1961</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>BOWNE AND COMPANY, INC. AND SUBSIDIARIES</u> <u>111 S. WACKER DRIVE, 36TH FLOOR</u> <u>CHICAGO, IL 60606</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-2618477</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>312-326-8000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>323100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>13-2618477</u>	2c Sponsor's telephone number <u>312-326-8000</u>	2d Business code (see instructions) <u>323100</u>	
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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.	10/18/2011	ANNE N PEASE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/18/2011	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") INVESTMENT AND ADMINISTRATIVE COMMITTEE R.R. DONNELLEY & SONS COMPANY 111 S. WACKER DRIVE 36TH FLOOR CHICAGO, IL 60606		3b Administrator's EIN 13-6593419
		3c Administrator's telephone number 312-326-7092
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	4313
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	2602
b Retired or separated participants receiving benefits.....	6b	5
c Other retired or separated participants entitled to future benefits.....	6c	1109
d Subtotal. Add lines 6a , 6b , and 6c	6d	3716
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	3718
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	3591
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	428
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 2E 2F 2G 2J 2K 2T		
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
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 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 01/01/2008 and ending 12/31/2008		
A Name of plan BOWNE 401K SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BOWNE AND COMPANY, INC. AND SUBSIDIARIES	D Employer Identification Number (EIN) 13-2618477	

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)	486152	462323
(2) Participant contributions	1b(2)	361645	345439
(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)	6218339	6269867
(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)		
(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)	242859586	170262127
(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)	12093197	5118040
(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	262018919	182457796

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	262018919	182457796
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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)	6958468	
(B) Participants	2a(1)(B)	13789951	
(C) Others (including rollovers)	2a(1)(C)	3777631	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		24526050

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)	444887	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		444887

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	148916	
(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)		148916

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1287489	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1989538	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-702049

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-6510344	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-6510344
(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)		
(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)		-67611081
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-49703621

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	31121046	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	1369	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		31122415
f Corrective distributions (see instructions)	2f		50825
g Certain deemed distributions of participant loans (see instructions).....	2g		94363
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)	55306	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		55306
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		31322909

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-81026530
l Transfers of assets:			
(1) To this plan.....	2l(1)		1465407
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: KPMG LLP

(2) EIN: 13-5565207

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		20000000
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:

- 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)

[Table of Contents](#)**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Investment and Administrative Committee of the
Bowne 401(k) Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the Bowne 401(k) Savings Plan (the “Plan”) as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007, and the changes in net assets available for benefits for the year ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, line 4i — schedule of assets (held at end of year) as of December 31, 2008 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan’s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

New York, New York
June 29, 2009

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**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

Form 11-K

**ANNUAL REPORTS OF EMPLOYEES' STOCK PURCHASE, SAVINGS
AND
SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

- ☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(No Fee Required)

For the Fiscal Year Ended December 31, 2008

OR

- ☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

(No Fee Required)

For the transition period from to

Commission file number 1-5842

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Bowne 401(k) Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

BOWNE & CO., INC.
55 Water Street
New York, New York 10041
(212) 924-5500

BOWNE 401(k) SAVINGS PLAN**TABLE OF CONTENTS****Items 1 and 2. Financial Statements**

2.

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Statement of Changes in Net Assets Available for Benefits — for the year ended December 31, 2008	5
Notes to Financial Statements	6
Supplemental Schedule*	
— Schedule H, line 4i — Schedule of Assets (Held at End of Year) as of December 31, 2008	14
EX-23	

* All other schedules have been omitted since they are not applicable based upon the disclosure requirements of the Employee Retirement Income Security Act of 1974 and applicable regulations issued by the Department of Labor.

Exhibit

23 Consent of Independent Registered Public Accounting Firm

[Table of Contents](#)**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Investment and Administrative Committee of the
Bowne 401(k) Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the Bowne 401(k) Savings Plan (the “Plan”) as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2008 and 2007, and the changes in net assets available for benefits for the year ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, line 4i — schedule of assets (held at end of year) as of December 31, 2008 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan’s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

New York, New York
June 29, 2009

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BOWNE 401(k) SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	<u>December 31,</u>	
	<u>2008</u>	<u>2007</u>
Assets:		
Investments, at fair value (note 6):		
Investment in marketable securities	\$175,380,167	\$254,952,783
Participant loans	6,269,867	6,218,339
Total investments	<u>181,650,034</u>	<u>261,171,122</u>
Receivables:		
Employee contributions	345,439	361,645
Employer contributions	462,323	486,152
Total receivables	<u>807,762</u>	<u>847,797</u>
Net assets available for benefits	<u>\$182,457,796</u>	<u>\$262,018,919</u>

See accompanying notes to financial statements.

Table of Contents**BOWNE 401(k) SAVINGS PLAN****STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

	Year Ended December 31, 2008
Additions (reductions):	
Investment income (loss):	
Net depreciation in fair value of investments (note 6)	\$ (81,164,898)
Dividends	6,490,340
Interest income on participant loans	444,887
Net investment loss	(74,229,671)
Contributions:	
Employees	13,789,951
Employer	6,958,468
Rollovers	3,777,631
Total contributions	<u>24,526,050</u>
Total reductions	<u>(49,703,621)</u>
Deductions:	
Benefits paid to participants	31,266,234
Administrative expenses	56,675
Total deductions	<u>31,322,909</u>
Net decrease before assets transfer	(81,026,530)
Assets transferred from other qualified plan (note 10)	<u>1,465,407</u>
Net decrease	(79,561,123)
Net assets available for benefits:	
Beginning of period	<u>262,018,919</u>
End of period	<u><u>\$182,457,796</u></u>

See accompanying notes to financial statements.

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BOWNE 401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2008 and 2007

(1) Description of the Plan

The following brief description of the Bowne 401(k) Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

(a) General

The Plan is a defined contribution plan established November 1, 1961 covering all eligible employees of Bowne & Co., Inc. (the “Company”) and its subsidiaries located in the United States. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

(b) Eligibility

The Plan covers all full-time or part-time employees who work at least 25 hours per week including full-time employees of the participating companies that are covered by collective bargaining agreements, subject to certain provisions. If an employee is classified as a temporary full-time or part-time employee, they are eligible to participate in the Plan after completing 1,000 or more hours in the first 12 months of employment or in any calendar year after the date of hire. Employees are eligible to participate as of the first day of employment.

(c) Contributions

Participants are able to direct the Company to deposit contributions withheld through automatic payroll deductions, subject to certain limitations of up to 50% of annual compensation on a pre-tax basis and up to 15% of annual compensation on an after-tax basis (up to 10% on an after-tax basis for highly compensated employees). For the year ended December 31, 2008, the maximum pre-tax contribution a participant was permitted to make to the Plan was \$15,500 (annually adjusted as provided by the Plan and the Internal Revenue Code (the “Code”)). Certain eligible participants, age 50 and older, were eligible to contribute an additional \$5,000.

During the Plan years presented, the Company matched 100% of the first 3% of the participant’s compensation plus 50% of the next 2% of compensation after one year of eligible service. Effective January 1, 2009, the Company suspended the employer contributions to the Plan to mitigate the effect of the current economic conditions. Annual discretionary profit-sharing contributions are determined by the Board of Directors of each participating company’s business segment, based on company performance, and cannot exceed the maximum amounts allowable under the Code. There were no discretionary contributions for the year ended December 31, 2008.

A participant not covered by a collective bargaining agreement may make a rollover contribution to the Plan of amounts which he or she has received from another qualified plan.

The Plan provides for automatic escalating enrollment for all employees hired on or after January 1, 2006. Automatic enrollment begins at a pre-tax contribution rate of 3% of eligible compensation, as defined in the Plan. Effective as of the first pay period of each subsequent Plan year, the contribution percentage is increased by 1% each year up to a maximum percentage of 8%. Employees may elect to opt out of the automatic enrollment, or they may opt out of or change the percentage of the automatic escalating contribution option at any time.

The Plan also accepts Roth contributions made by participants. A Roth contribution is a contribution that is designated irrevocably by the participant and is made in lieu of all or a portion of the pre-tax contribution the participant is otherwise eligible to make under the Plan. The Roth contributions are subject to the same limitations and matching provisions as the traditional participant contributions. A participant’s Roth contribution is allocated to a separate account maintained for such contributions.

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BOWNE 401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS — (Continued)

(d) Vesting

Participants are fully vested at all times in their contribution account, rollover account, and any investment earnings related to those accounts, if applicable. The Plan provides cliff vesting in which participants become fully vested in the Company's discretionary profit-sharing contributions made on or after January 1, 2008 after three years of credited service. Participants become fully vested in the Company's discretionary profit-sharing contributions made prior to January 1, 2008 after five years of credited service for any discretionary profit-sharing contributions made prior to January 1, 2008. Additionally, regardless of years of credited service, participants automatically become vested in company profit-sharing contributions upon the occurrence of the following events: reaching normal retirement age, Plan termination, death, or permanent and total disability.

Participants are 100% vested for employer matching contributions if they were employed by the Company as of December 31, 2002. All employees hired after January 1, 2003 must complete one year of service to be eligible for the match and are 100% vested in the matching contributions.

Effective January 1, 2008, employees are no longer subject to the one-year service requirement to be eligible for the Company's matching contributions. However, any participant employed by the Company on or after January 1, 2008 shall be 100% vested in, and have a nonforfeitable right to his or her matching account upon the completion of two years of credited service, as defined by the Plan.

(e) Participants' Accounts

Separate accounts are maintained for each participant and are credited with the participant's elective contributions, Company contributions, and Plan earnings on both employer and employee contributions to the various investment funds. Participants can elect to have their accounts invested in various investment funds, each with a different investment objective and strategy. Changes requested by participants are implemented as soon as administratively practicable if in accordance with the Plan document.

Participants not covered by collective bargaining agreements may change the investment direction of their contributions and transfer amounts from one fund to another daily.

Through December 31, 2008, participants covered by collective bargaining agreements were only able to invest in the Company's common stock fund. Effective January 1, 2009, these participants are able to invest in the Plan's various investment funds.

(f) Participant Distributions

On termination of service due to death, disability, retirement, or other reasons, a participant may elect to receive the value of the participant's vested interest in his or her account in a lump-sum amount.

Amounts transferred to the Plan from the Bowne Employee Stock Purchase Plan ("ESPP"), which was merged into the Plan in 2003, on behalf of participants not covered by a collective bargaining agreement are able to be withdrawn in whole or in part, subject to certain Plan provisions.

Pre-tax contributions to the Plan on behalf of participants covered by collective bargaining agreements are eligible to be withdrawn prior to termination of employment subject to certain Plan provisions.

(g) Hardship Withdrawals

Participants may withdraw their employee pretax contributions (but not the earnings on the pretax contributions), vested portion of discretionary profit-sharing contributions, and rollover contributions, if applicable, to satisfy immediate and heavy financial needs. In accordance with IRS regulations,

participants must first exhaust all other assets available before obtaining a hardship withdrawal.
All hardship withdrawals must be approved by the

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BOWNE 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS — (Continued)

Plan administrator. After a hardship withdrawal, a participant may not make a contribution to the Plan for six months.

(h) Forfeitures

The nonvested portion of a participant's account will be forfeited upon the participant's separation from service before age 65 for reasons other than death or disability. In 2008 and 2007, forfeited amounts were used to reduce employer contributions made during such Plan year or succeeding Plan years and to pay the expenses of the Plan. Forfeitures used to reduce employer contributions totaled \$319,000 for the year ended December 31, 2008. At December 31, 2008 and 2007, forfeited nonvested accounts totaled \$93,822 and \$317,911, respectively.

(i) Loans

The Plan provides two types of loans to participants not covered by collective bargaining agreements: general loans and home purchase loans. Participants not covered by collective bargaining agreements are limited to one outstanding loan of each type at any time. Participants not covered by collective bargaining agreements may borrow the lesser of 50% of their vested account balance or \$50,000, with an annual interest rate of prime plus 1% on the outstanding balance. General loans are subject to a maximum repayment term of five years. Home purchase loans may extend the repayment term to 15 years. Loan repayment is through payroll deductions. At December 31, 2008 and 2007, there were 697 and 741 individual loans outstanding, bearing an interest rate ranging from 4.0% to 10.5%, with maturities through 2023.

Amounts transferred to the Plan from the ESPP and Roth contributions are not available to be taken as a loan; however, these amounts are included in determining the maximum amount available for a loan under the Plan.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

(b) Recent Accounting Pronouncements

On January 1, 2008, the Plan adopted Financial Accounting Standards Board ("FASB") Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* ("FAS 157"), which defines fair value, establishes a framework for measuring fair value and expands disclosure about fair value measurements. This pronouncement did not require any new fair value measurements. In February 2008, the FASB issues FASB Staff Position ("FSP") No. FAS 157-2, *Effective Date of FAS Statement No. 157* ("FSP FAS 157-2") which deferred the effective date of FAS 157 for one year for non-financial assets and non-financial liabilities that are not disclosed at fair value in the financial statements on a recurring basis. The FSP did not defer the recognition and disclosure requirements for financial or non-financial assets or liabilities that are measured at least annually. In February 2008, the Plan adopted FSP FAS 157-2. In October 2008, the FASB issued FSP No. FAS 157-3 *Determining the Fair Value of a Financial Asset in a Market That is Not Active* ("FSP FAS 157-3"). FSP FAS 157-3 was effective upon issuance, and applies to periods for which financial statements have not been issued. This FSP's guidance clarifies various application issues with respect to the objective fair value measurement, distressed transactions, relevance of observable data, and the use of management's assumptions. The effect of the adoption of FAS 157, FSP FAS 157-2, and FSP FAS 157-3 did not have a material effect on the changes in net assets or the net assets of the Plan.

On April 9, 2009, the FASB issued FSP No. FAS 157-4 *Determining Fair Value When the*

Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly ("FSP FAS 157-4"). FSP FAS 157-4 provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased and includes guidance on identifying circumstances that indicate a transaction is not orderly. This FSP is effective for reporting periods ending after

[Table of Contents](#)**BOWNE 401(k) SAVINGS PLAN****NOTES TO FINANCIAL STATEMENTS — (Continued)**

June 15, 2009, and is applied prospectively. Early adoption is not permitted for periods ending before March 15, 2009. Plan management does not expect the provisions of FSP FAS 157-4 to have a material effect on the Plan's financial statements.

(c) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual amounts could differ from those estimates.

(d) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value as determined by quoted market prices with the exception of money market fund. Investments in money market fund are stated at fair value as determined by the fund manager based on the net asset value of the fund. Net asset value of the fund is determined based on the fair value of the underlying assets of the funds divided by units outstanding at the valuation date. Participant loans are valued at their outstanding balances, which approximate fair value based on discounted cash flows.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

(e) Payment of Benefits

Benefit payments are recorded when paid.

(f) Concentration of Risks and Uncertainties

The Plan may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. As a result of the significant decline in worldwide capital markets in 2008, the value of the Plan investments has substantially decreased through December 31, 2008, which resulted in a reduction to the Plan's net assets as of December 31, 2008. If the capital market remains depressed, it could result in further decline in the fair value of the Plan investments in future years.

The Plan's exposure to a concentration of credit risk is limited by diversification of investments across all participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into various financial instruments, with the exception of the Bowne & Co., Inc. Stock Fund, which principally invests in the securities of a single issuer. At December 31, 2008 and 2007, approximately 3% and 5%, respectively, of the Plan's net assets were invested in the common stock of the Company. The underlying value of the common stock of the Company is entirely dependant upon the performance of the Company and the market's evaluation of such performance. During 2008, the Company's stock price was adversely impacted by the current global economic crisis, which resulted in a substantial decline in the fair value of the Plan's investments as of December 31, 2008. If the price of Bowne common stock remains depressed, it could result in further decline in the market value of the Plan investments in future years.

The Plan invests indirectly in securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations and commercial mortgage-backed securities, including securities backed by subprime mortgage loans. The value, liquidity and related income of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

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BOWNE 401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS — (Continued)

(3) Administrative Expenses

The investment and administrative expenses of the Plan have been paid from the assets of the Plan to the extent not paid by the Company.

(4) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan by action of its board of directors, subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their accounts.

(5) Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated December 10, 2001 that the Plan and related trust are designed in accordance with applicable sections of the Code. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan has been amended since receiving its last determination letter and during 2008 the Company applied for a new determination letter. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the Company believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

In 2009, certain operational errors were identified related to 2008 and prior years. The Plan is currently in the process of correcting the errors. All costs associated with the corrections will be paid by the Company. The Plan's management believes that these errors do not have a material adverse impact on the Plan's financial statements as of December 31, 2008 and 2007, and for the year ended December 31, 2008, or its tax qualification status under the IRC.

The Internal Revenue Service, the primary tax oversight body of the Plan, generally has the ability to examine Plan activity for up to three years.

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BOWNE 401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS — (Continued)

(6) Investments

Investments held by Vanguard Fiduciary Trust Company, the Plan's trustee, are as follows as of December 31,:

	<u>2008</u>	<u>2007</u>
Davis New York Venture Fund, Inc. Class A	\$ 4,212,150	\$ 8,096,197
Fidelity Disciplined Equity Fund	23,814,167*	44,976,744*
Morgan Stanley Global/Equity Class B	—	3,705,998
T. Rowe Price Small-Cap Stock Fund	7,211,395	11,538,590
Vanguard 500 Index Fund	11,229,405*	18,180,173*
Vanguard Global Equity Fund	1,857,657	—
Vanguard International Growth Fund	7,274,100	14,863,845*
Vanguard Mid-Cap Index Fund	5,471,500	12,329,772
Vanguard Prime Money Market Fund	30,858,271*	13,184,607*
Vanguard PRIMECAP Fund	8,127,068	22,544,868*
Vanguard Short-Term Corporate Fund	4,394,975	5,912,799
Vanguard Target Retirement 2005 Fund	2,290,363	3,355,435
Vanguard Target Retirement 2010 Fund	1,000,129	526,076
Vanguard Target Retirement 2015 Fund	5,117,625	6,528,357
Vanguard Target Retirement 2020 Fund	1,526,048	557,995
Vanguard Target Retirement 2025 Fund	5,368,634	7,429,218
Vanguard Target Retirement 2030 Fund	1,320,617	329,520
Vanguard Target Retirement 2035 Fund	2,405,095	2,792,505
Vanguard Target Retirement 2040 Fund	594,638	227,021
Vanguard Target Retirement 2045 Fund	1,352,254	1,602,941
Vanguard Target Retirement 2050 Fund	185,008	65,793
Vanguard Target Retirement Income	341,842	481,650
Vanguard Total Bond Market Index Fund	8,637,080	4,453,417
Vanguard Wellington Fund Investor Shares	35,672,106*	59,176,065*
Bowne & Co., Inc. Stock Fund	5,118,040	12,093,197
	<u>\$175,380,167</u>	<u>\$254,952,783</u>

* Individual investments that represent 5% or more of the Plan's net assets.

Net depreciation in fair value of investments for the year ended December 31, 2008 was comprised as follows:

Registered Investment Companies	\$(73,952,505)
Bowne & Co., Inc. Stock Fund	<u>(7,212,393)</u>
Total net depreciation in fair value of investments	<u><u>\$(81,164,898)</u></u>

(7) Fair Value Measurement of Investments

On January 1, 2008, the Plan adopted FASB Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* ("FAS 157"), which defines fair value, establishes a framework for measuring fair value and expands disclosure about fair value measurements. This pronouncement did not require any new fair value measurements.

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BOWNE 401(k) SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS — (Continued)

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. SFAS 157 establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. These two types of inputs create the following fair value hierarchy:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or inputs that are observable or corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs supported by little or no market activity and that reflect the reporting entity's own assumptions about the exit price, including assumptions that market participants would use in pricing the asset or liability.

This hierarchy requires that the Plan use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflect potential future values. Furthermore, while Plan management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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

	Investments at Estimated Fair Value			
	Investments at Fair Value as Determined by Quoted Prices in Active Markets (Level I)	Valuation Techniques Based on Observable Market Data (Level II)	Valuation Techniques Incorporating Information Other Than Observable Market Data (Level III)	Total Assets Measured at Fair Value
Registered Investment Companies	\$170,262,127	\$ —	\$ —	\$170,262,127
Bowne & Co., Inc. Stock Fund	5,118,040	—	—	5,118,040
Participant loans	—	—	6,269,867	6,269,867
Total investments at fair value	<u>\$175,380,167</u>	<u>\$ —</u>	<u>\$ 6,269,867</u>	<u>\$181,650,034</u>

The following table presents a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2008.

Participant Loans:

Beginning balance at January 1, 2008	\$6,218,339
Purchases, sales, issuances and settlements (net)	51,528
Ending balance at December 31, 2008	<u>\$6,269,867</u>

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BOWNE 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS — (Continued)

(8) Nonparticipant-Directed Investments

Through December 31, 2008, participants covered by collective bargaining agreements were only able to invest in the Company's common stock fund. Information about the net assets and the significant components of the changes in net assets relating to the participants covered by collective bargaining agreements is as follows:

	December 31,	
	2008	2007
Net Assets:		
Investments:		
Bowne & Co., Inc. Stock Fund	<u>\$495,201</u>	<u>\$1,377,312</u>
		Year Ended December 31, 2008
Changes in Net Assets:		
Contributions		\$ 68,291
Dividends		17,920
Net depreciation in fair value of investments		(942,620)
Administrative expenses		(228)
Benefits paid to participants		(25,474)
		<u>\$ (882,111)</u>

Effective January 1, 2009, participants covered by collective bargaining agreements are no longer required to keep investments in the Company's common stock fund, and are able to invest in the Plan's various investment funds.

(9) Related Party Transactions

Certain Plan investments are managed by an affiliate of Vanguard Fiduciary Trust Company, who is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest. The Plan also invests in common stock of the Plan Sponsor.

(10) Assets Transferred from Other Qualified Plan

In November 2007, the Company acquired ADS MB Corporation, an affiliate of Alliance Data Systems Corporation. In March 2008, the Plan received \$1,465,407 of assets which were transferred in from a qualified plan previously sponsored by the acquired company.

(11) Partial Plan Termination

Plan management, with the advice of the Plan's legal counsel, determined that there was a partial plan termination triggered in 2008, which resulted from company-wide reductions in workforce, due to the recent economic downturn. Accordingly, those Plan participants who were involuntarily terminated as part of the 2008 and 2009 reductions became retroactively fully vested in their employer contributions on their termination date.

Plan management is currently in the process of communicating with those participants regarding these vesting changes, and will take appropriate action in the near future. Amounts previously forfeited by involuntary terminated participants, who withdrew plan assets during 2008, are not material to the financial statements for the year ended December 31, 2008.

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BOWNE 401(k) SAVINGS PLAN

**Schedule H, line 4i — Schedule of Assets (Held at End of Year)
As of December 31, 2008**

<u>Identity of Party Involved</u>	<u>Description</u>	<u>Shares/Units</u>	<u>Current Value</u>
Davis Funds	Davis New York Venture Fund, Inc. Class A	178,330	\$ 4,212,150
Fidelity Investments	Fidelity Disciplined Equity Fund	1,367,844	23,814,167
T. Rowe Price	T. Rowe Price Small-Cap Stock Fund	369,436	7,211,395
* The Vanguard Group	Vanguard 500 Index Fund	135,147	11,229,405
* The Vanguard Group	Vanguard Global Equity Fund	154,162	1,857,657
* The Vanguard Group	Vanguard International Growth Fund	596,238	7,274,100
* The Vanguard Group	Vanguard Mid-Cap Index Fund	463,686	5,471,500
* The Vanguard Group	Vanguard Prime Money Market Fund	30,858,271	30,858,271
* The Vanguard Group	Vanguard PRIMECAP Fund	182,467	8,127,068
* The Vanguard Group	Vanguard Short-Term Corporate Fund	454,496	4,394,975
* The Vanguard Group	Vanguard Target Retirement 2005 Fund	236,364	2,290,363
* The Vanguard Group	Vanguard Target Retirement 2010 Fund	56,793	1,000,129
* The Vanguard Group	Vanguard Target Retirement 2015 Fund	535,877	5,117,625
* The Vanguard Group	Vanguard Target Retirement 2020 Fund	92,097	1,526,048
* The Vanguard Group	Vanguard Target Retirement 2025 Fund	579,141	5,368,634
* The Vanguard Group	Vanguard Target Retirement 2030 Fund	84,982	1,320,617
* The Vanguard Group	Vanguard Target Retirement 2035 Fund	260,010	2,405,095
* The Vanguard Group	Vanguard Target Retirement 2040 Fund	39,302	594,638
* The Vanguard Group	Vanguard Target Retirement 2045 Fund	141,301	1,352,254
* The Vanguard Group	Vanguard Target Retirement 2050 Fund	12,188	185,008
* The Vanguard Group	Vanguard Target Retirement Income Fund	35,908	341,842
* The Vanguard Group	Vanguard Total Bond Market Index Fund	848,436	8,637,080
* The Vanguard Group	Vanguard Wellington Fund	1,460,176	35,672,106
* Bowne & Co., Inc.	Bowne & Co., Inc. Stock Fund	1,496,503	5,118,040
*Participant loans(1)			6,269,867
			<u>\$181,650,034</u>

* Party-in-interest as defined by ERISA.

(1) 697 loans were outstanding at December 31, 2008 bearing an interest rate ranging from 4.0% to 10.5%.

See accompanying report of independent registered public accounting firm.

[Table of Contents](#)**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Trustees have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

Bowne 401(k) Savings Plan

By: /s/ JOHN J. WALKER

John J. Walker
*Senior Vice President and Chief Financial
Officer*

Dated: June 29, 2009

BOWNE 401(k) SAVINGS PLAN

Schedule I

Schedule of Assets Held for Investment Purposes at End of Year - Attachment for Schedule H, Line 4i
As of December 31, 2008

Bowne 401(k) Savings Plan

EIN 13-2618477, PN 002

Identity of Issue	Investment Type	Cost	Current Value
* Davis New York Venture	Registered Investment Company	\$ 5,448,756	\$ 4,212,150
* Fidelity Discpln Eq	Registered Investment Company	36,797,476	23,814,167
* T. Rowe Price Small Cap Stock	Registered Investment Company	10,953,683	7,211,395
* Vanguard 500 Index Inv	Registered Investment Company	14,136,760	11,229,405
* Vanguard Global Equity Fund	Registered Investment Company	3,088,603	1,857,657
* Vanguard Int'l Growth Fund Inv	Registered Investment Company	12,656,433	7,274,100
* Vanguard Mid-Cap Index Fd Inv	Registered Investment Company	7,927,266	5,471,500
* Vanguard PRIMECAP Fund Inv	Registered Investment Company	10,795,272	8,127,068
* Vanguard Prime Money Mkt	Registered Investment Company	30,858,271	30,858,271
* Vanguard ST Investment Grd Inv	Registered Investment Company	4,790,780	4,394,975
* Vanguard Tgt Retirement 2005	Registered Investment Company	2,677,849	2,290,363
* Vanguard Tgt Retirement 2010	Registered Investment Company	1,195,503	1,000,129
* Vanguard Tgt Retirement 2015	Registered Investment Company	6,362,587	5,117,625
* Vanguard Tgt Retirement 2020	Registered Investment Company	1,926,988	1,526,048
* Vanguard Tgt Retirement 2025	Registered Investment Company	7,151,235	5,368,634
* Vanguard Tgt Retirement 2030	Registered Investment Company	1,701,079	1,320,617
* Vanguard Tgt Retirement 2035	Registered Investment Company	3,257,328	2,405,095
* Vanguard Tgt Retirement 2040	Registered Investment Company	786,732	594,638
* Vanguard Tgt Retirement 2045	Registered Investment Company	1,916,424	1,352,254
* Vanguard Tgt Retirement 2050	Registered Investment Company	238,842	185,008

* Party in Interest

BOWNE 401(k) SAVINGS PLAN

Schedule I

Schedule of Assets Held for Investment Purposes at End of Year - Attachment for Schedule H, Line 4i (Continued)
As of December 31, 2008

Bowne 401(k) Savings Plan

EIN 13-2618477, PN 002

Identity of Issue	Investment Type	Cost	Current Value
* Vanguard Target Retirement Inc	Registered Investment Company	381,958	341,842
* Vanguard Total Bd Mkt Indx Inv	Registered Investment Company	8,528,053	8,637,080
* Vanguard Wellington Inv	Registered Investment Company	41,217,844	35,672,106
* Bowne Stock Fd for the 401(k)	Company Stock Fund	8,363,069	5,118,040
* Loan Fund	4% - 10.5%	6,269,867	6,269,867
Total assets held for investment purposes		\$ 229,428,658	\$ 181,650,034

* Party in Interest

**SCHEDULE C
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Service Provider Information**This schedule is required to be filed under section 104 of the
Employee Retirement Income Security Act of 1974.► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2008**This Form is Open to
Public Inspection.**

For calendar plan year 2008 or fiscal plan year beginning , and ending ,

A Name of plan BOWNE 401(K) SAVINGS PLAN	B Three-digit plan number ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 BOWNE & COMPANY, INC. AND SUBSIDIARIES	D Employer Identification Number 13-2618477

Part I Service Provider Information (see instructions)

- 1** Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 0
- 2** On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
		Contract administrator				12
THE VANGUARD GROUP	23-1945930	RECORDKEEPING				
NONE	0				55306	24

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v11.3 **Schedule C (Form 5500) 2008**

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)



Part II Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____

(a) Name _____ (b) EIN _____

(c) Position _____

(d) Address _____

(e) Telephone No. _____

Explanation: _____



**SCHEDULE R
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Retirement Plan InformationThis schedule is required to be filed under sections 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.**

Official Use Only

OMB No. 1210-0110

2008**This Form is Open to
Public Inspection.**

For calendar year 2008 or fiscal plan year beginning _____ and ending _____

A Name of plan BOWNE 401 (K) SAVINGS PLAN	B Three-digit plan number 002
C Plan sponsor's name as shown on line 2a of Form 5500 BOWNE & COMPANY, INC. AND SUBSIDIARIES	D Employer Identification Number 13-2618477

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.	1 \$
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the plan year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). 23-2186884	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior plan year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver ☐ 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.

6a Enter the minimum required contribution for this plan year	6a \$
b Enter the amount contributed by the employer to the plan for this plan year	6b \$
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c \$

If you completed line 6c, skip lines 7 and 8 and complete line 9.

7 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

8 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. (See instructions.) ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements ☒ ratio percentage test ☐ average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v11.3 Schedule R (Form 5500) 2008

