

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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 PENSION 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>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/1951</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>11/01/1951</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>11/01/1951</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BOWNE & CO., INC. AND SUBSIDIARIES</u> <u>111 SOUTH WACKER DRIVE</u> <u>36TH FLOOR</u> <u>CHICAGO, IL 60606-4301</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>	
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>					

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. Signature of plan administrator	10/11/2013 Date	ANNE PEASE Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/11/2013 Date	ANNE PEASE Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address INVESTMENT AND ADMINISTRATIVE COMMITTEE C/O R.R. DONNELLEY AND SONS COMPANY 111 SOUTH WACKER DRIVE, 36TH FLOOR CHICAGO, IL 60606-4301		3b Administrator's EIN 13-6076417
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		3c Administrator's telephone number 312-326-7092
5 Total number of participants at the beginning of the plan year		4b EIN
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		4c PN
a Active participants.....		5 3951
b Retired or separated participants receiving benefits.....		6a 1411
c Other retired or separated participants entitled to future benefits.....		6b 136
d Subtotal. Add lines 6a , 6b , and 6c		6c 2156
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....		6d 3703
f Total. Add lines 6d and 6e		6e 15
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6f 3718
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6g
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		6h 43
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1B 1C 1G 1I 3F 3H		7
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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 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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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>BOWNE PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BOWNE & CO., INC. AND SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2618477</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>2012</u>
2	Assets:
a	Market value 2a <u>110457882</u>
b	Actuarial value 2b <u>112080667</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>140</u> <u>9084829</u>
b	For terminated vested participants..... 3b <u>2165</u> <u>60531689</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>932212</u>
(2)	Vested benefits..... 3c(2) <u>41673447</u>
(3)	Total active 3c(3) <u>1533</u> <u>42605659</u>
d	Total 3d <u>3838</u> <u>112222177</u>
4	If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.98 %</u>
6	Target normal cost..... 6 <u>1083000</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>08/27/2013</u>
Signature of actuary	Date
<u>DANIEL F. MCFALL</u>	<u>11-04341</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>847-295-5000</u>
Firm name	Telephone number (including area code)
<u>4 OVERLOOK POINT</u> <u>LINCOLNSHIRE, IL 60069</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2618793
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2608935
9	Amount remaining (line 7 minus line 8)	0	9858
10	Interest on line 9 using prior year's actual return of <u>0.85%</u>		84
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		3235812
b	Interest on (a) using prior year's effective interest rate of <u>6.27%</u> except as otherwise provided (see instructions)		61481
c	Total available at beginning of current plan year to add to prefunding balance		3297293
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	9942

Part III Funding Percentages			
14	Funding target attainment percentage	14	99.86 %
15	Adjusted funding target attainment percentage	15	99.86 %
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	80.06 %
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
01/03/2012	300000				
04/13/2012	2000000				
07/12/2012	700000				
			Totals ►	18(b)	3000000 18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 299889
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 2637914
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
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 subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1083000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	151452	631689	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	1714689	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	1714689	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2637914	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	923225	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan BOWNE PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BOWNE & CO., INC. AND SUBSIDIARIES	D Employer Identification Number (EIN) 13-2618477

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PIMCO
33-0629048

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
ARTIO INTERNATIONAL EQUITY FUND
13-3732995

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE VANGUARD GROUP INC.
23-1945930

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

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

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

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

AON HEWITT

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	NONE	486628	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ACADIAN ASSETS MANAGEMENT

04-2929221

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	354299	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TIMES SQUARE CAPITAL MANAGEMENT

20-1665304

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	145430	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

THE BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 21 50 99	NONE	109669	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

DAVIS ADVISORS

85-0360310

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28	NONE	34796	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

RR DONNELLEY

36-1004130

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	27198	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

CROWE HORWATH

35-0921680

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	8250	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUCK CONSULTANT

13-2954294

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	8000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>BOWNE PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BOWNE & CO., INC. AND SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2618477</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	7850000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	97896	30554
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4249454	29748198
(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)	41405445	33590723
(5) Partnership/joint venture interests	1c(5)	6463972	6617164
(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)		
(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)	50892371	46861995
(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	110959138	116848634

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	402887	241277
k Total liabilities (add all amounts in lines 1g through 1j)	1k	402887	241277

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	110556251	116607357
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3000000	
(B) Participants	2a(1)(B)		
(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)		3000000
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)	674927	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2431862	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3106789
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	31172485	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	28795397	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2377088
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	8760066	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		8760066

		(a) Amount	(b) Total
(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)		-1879265
c Other income.....	2c		1249392
d Total income. Add all income amounts in column (b) and enter total.....	2d		16614070

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9155791	
(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)		9155791
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)	613419	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	334791	
(4) Other	2i(4)	458963	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1407173
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		10562964

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		6051106
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CROWE HORWATH, LLP

(2) EIN: 35-0921680

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>BOWNE PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BOWNE & CO., INC. AND SUBSIDIARIES</u>	D Employer Identification Number (EIN) <u>13-2618477</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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>13-2614959</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>174</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 (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority 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. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
--	--	-----------------------------------	-------------------------------	-----------------------------

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

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 62% Investment-Grade Debt: 32% High-Yield Debt: 1% Real Estate: 0% Other: 5%

- 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 line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

BOWNE PENSION PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditor's Report Thereon)

BOWNE PENSION PLAN

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

INDEPENDENT AUDITOR'S REPORT

The Investment and Administrative Committee
and the Plan Administrator
Bowne Pension Plan
Chicago, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Bowne Pension Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 information summarized in Note 6, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011 and for the years then ended that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions as of and for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, 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.

Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana
October 9, 2013

BOWNE PENSION PLAN
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value:		
Common stock	\$ 33,590,723	\$ 41,405,445
Mutual funds	46,861,995	50,892,371
Hedge fund	6,617,164	6,463,972
Collective trusts	<u>29,748,198</u>	<u>4,249,454</u>
Total investments	116,818,080	103,011,242
Receivables:		
Due from broker for securities sold	9,829	54,641
Accrued income	20,725	43,255
Contribution receivable from employer	<u>-</u>	<u>7,850,000</u>
Total receivables	<u>30,554</u>	<u>7,947,896</u>
Total assets	<u>116,848,634</u>	<u>110,959,138</u>
Liabilities:		
Due to brokers for securities purchased	18,653	18,483
Accrued expenses	<u>222,624</u>	<u>384,404</u>
Total liabilities	<u>241,277</u>	<u>402,887</u>
Net assets available for benefits	<u>\$ 116,607,357</u>	<u>\$ 110,556,251</u>

See accompanying notes to financial statements.

BOWNE PENSION PLAN

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment income (note 6):		
Net (depreciation)/appreciation in fair value of investments	\$ 10,507,281	\$ (1,519,791)
Dividends and interest	<u>3,106,789</u>	<u>2,794,340</u>
Total investment income	13,614,070	1,274,549
Contributions from employer	<u>3,000,000</u>	<u>9,200,000</u>
	<u>16,614,070</u>	<u>10,474,549</u>
Benefits paid to retirees and terminated participants	(9,155,791)	(7,118,690)
Investment management and administrative fees	<u>(1,407,173)</u>	<u>(1,469,779)</u>
	<u>(10,562,964)</u>	<u>(8,588,469)</u>
Net increase	6,051,106	1,886,080
Net assets available for benefits:		
Beginning of period	<u>110,556,251</u>	<u>108,670,171</u>
End of period	<u>\$ 116,607,357</u>	<u>\$ 110,556,251</u>

See accompanying notes to financial statements.

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The Bowne Pension Plan (the “Plan”) is a noncontributory defined benefit pension plan. Effective January 1, 2008, the Plan was amended to change the formula to a cash balance formula, which is described in more detail in note 1(a). In addition, effective January 1, 2008, the Plan covers all eligible employees of Bowne & Co., Inc. (the “Company”) and its subsidiaries located in the United States.

Effective November 23, 2010, the Company was acquired by R.R. Donnelley & Sons Company (“R.R. Donnelley”). Effective December 31, 2010, the Plan was amended to allow former Bowne employees who are subsequently hired by R.R. Donnelley to continue to participate and accrue vesting service under the Plan. Information concerning the Plan and its provisions can be found in the Summary Plan Description. A copy of that document can be obtained from the Plan’s administrator.

(a) Pension Benefits

Effective December 31, 2007, participants’ accrued benefits as calculated under the provisions of the Plan in effect on December 31, 2007 were frozen and were determined based on the participant’s average compensation, average excess compensation and months of service accrued to the earlier of his or her termination of employment or December 31, 2007.

Effective January 1, 2008, a participant’s accrued benefits under the Plan attributable to service rendered as an active participant on and after January 1, 2008 is determined under the following cash balance formula: As of the last day of each month beginning on and after January 1, 2008 (or the date the employee first becomes a participant, if later) each participant’s notional cash balance account is credited a pay credit equal to 3% of his or her eligible compensation received during that month. When an employee first becomes a Plan participant his or her notional cash balance account is initially credited with an amount equal to 3% of his or her compensation received as an employee on or after January 1, 2008. In addition to the pay credits, participants receive monthly interest credits based on an interest rate defined in the Plan.

In the event a participant who accrues a benefit under the Plan on or after January 1, 2008 dies prior to his or her annuity starting date, the portion of the pre-retirement survivor pension attributable to the participant’s accrued benefit earned on and after January 1, 2008 payable to such participant’s spouse or beneficiary shall be equal to 100 percent of the current value of the participant’s notional cash balance account as of the annuity starting date.

The pension benefit formula for plan years ending December 31, 2007 and prior was as follows: Upon attaining normal retirement age of 65 and satisfying the vesting requirement of five years of credited service, a participant was entitled to an annual retirement payment equal to 1.25% of the participant’s average compensation for the highest five consecutive years of service, multiplied by the number of years of service prior to January 1, 2003, plus 0.75% of the participant’s average compensation for the highest five consecutive years of service multiplied by the number of years of service between January 1, 2003 and December 31, 2007. Participants in the Plan who were at least 40 years old with at least 10 years of service, as defined in the Plan document, or whose age plus years of service equaled at least 55, with a minimum of 8 years of service as of January 1, 2003 were grandfathered under the previous pension benefit formula, which provided for an annual retirement

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

payment equal to 1.25% of the participant's average compensation for the highest five years of consecutive service multiplied by the number of years of service. If the participant was a salesperson hired before January 1, 1996, his or her salary was subject to various maximums, as defined, from October 31, 1982 through December 31, 1995, subject to provisions of the Internal Revenue Code ("IRC").

Additionally, participants were entitled to early retirement or disability benefits equal to the equivalent actuarial value of the pension otherwise payable at his or her normal retirement age of 65.

Pension benefits are generally payable in the form of a monthly installment, qualified joint and survivor annuity, a lump sum payment of equivalent actuarial value, or a ten-year certain life annuity.

Effective December 31, 2011, the Plan was amended to freeze entry for new participants and freeze all future benefit accruals. There will be no additional pay credits to notional cash balance accounts, participants will continue to earn interest credits and accrue vesting service.

(b) Administrative Expenses

All administrative expenses are paid by the Plan to the extent they are not paid by the Company. Investment management fees are charged to the Plan as a reduction of investment return and included in the investment income (loss) reported by the Plan.

(c) Vesting

Participants who complete an hour of service (in accordance with Plan provisions) on or after January 1, 2008 are 100 percent vested in his or her accrued benefit under the Plan upon the completion of three (3) years of credited service.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

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

(b) Subsequent Events

Plan management has evaluated subsequent events for recognition and disclosure through October 9, 2013, which is the date the financial statements were available to be issued.

(c) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments (Note 10) bought and sold as well as held during the year. Interest income is recorded on the accrual basis.

(d) Payment of Benefits

Benefit payments to participants are recorded upon distribution.

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(e) 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, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

- (f) Fair Value of Other Financial Instruments** – The fair value of receivables and liabilities approximate carrying value due to the short-term duration of the receivables and liabilities.

(3) Funding Policy

Contributions to the Plan are made by the Company annually in such amounts as are actuarially determined to provide benefits under the Plan. The funding policy of the Company is to make contributions at least equal to the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. The Company contributed \$3,000,000 to the Plan for the year ended December 31, 2012, which satisfied the minimum funding requirements of ERISA. The Company contributed \$9,200,000 to the Plan for the year ended December 31, 2011, which satisfied the minimum funding requirements of ERISA.

(4) Plan Termination

Although they have not expressed any intention to do so, the Company has the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

In the event of Plan termination, Plan assets shall be applied to provide benefits for retirees, participants then employed, former employees with vested rights, and spouses or beneficiaries of deceased participants entitled to death or survivorship benefits. Any excess remaining after full payment of benefits shall be returned to participating companies. However, if the Plan assets are insufficient for the payment of benefits, then those assets shall be applied for the benefit of participants, spouses and beneficiaries in accordance with the order of priority specified in Section 4044 of ERISA, generally as follows:

- a. Benefits due to former employees, spouses and beneficiaries which those individuals have been receiving for at least three years and the benefits employees eligible for retirement three years prior to termination would be receiving had they retired at that time. This category is limited, however, to the lowest level of benefits in effect for at least five years.
- b. Benefits guaranteed by the Pension Benefit Guaranty Corporation (the “PBGC”), a U.S. Government agency, which are not included in the first category. See below for a general discussion of those guarantees.
- c. Vested benefits which are not guaranteed by the PBGC.
- d. Benefits which are not vested.

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations as prescribed by law. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2012 that ceiling, which is adjusted periodically, is \$4,653 per month.

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

Whether all participants receive their benefits, should the Plan terminate at some future time, will depend upon the sufficiency, at that time, of the Plan's assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

(5) Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the employees at 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. Effective January 1, 2008, a participant's accumulated benefit under the Plan attributable to service rendered as an active participant on and after January 1, 2008 is determined under the following cash balance formula: As of the last date of each month beginning on and after January 1, 2008 (or the date the employee first becomes a participant, if later), each participant's notional cash balance account is credited with a pay credit equal to 3% of his or her eligible compensation received during that month and with an interest credit. The accumulated benefits for retired or terminated employees prior to January 1, 2008 are based on employees' compensation during their last five years of credited service. The accumulated Plan benefits for active employees prior to January 1, 2008 are based on their average compensation during the five years preceding the valuation date. 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 is determined by an actuary. It is the amount that results from applying actuarial assumptions to adjust 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, withdrawal or retirement) between the valuation date and the expected payment date.

The accumulated Plan benefits information as of December 31, 2011 is as follows:

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Actuarial present value of accumulated Plan benefits:

Vested benefits:

Active members, Terminated vested members and other participants	\$ 151,405,266
Retired participants currently receiving payments	<u>10,452,550</u>
	161,857,816

Nonvested benefits	<u>457,641</u>
	<u><u>\$ 162,315,457</u></u>

The change in actuarial present value of accumulated Plan benefits consists of the following:

The actuarial assumption changes were due to changes in assumed settlement rate, the assumed crediting interest rate and updating of the mortality table (see below).

Actuarial present value of accumulated Plan benefits at December 31, 2010	\$ 133,100,090
Increase (decrease) during the year attributable to:	
Benefits accumulated and other	5,155,526
Assumption changes	23,986,352
Interest	7,192,179
Benefits paid	<u>(7,118,690)</u>
Net increase	<u>29,215,367</u>
Actuarial present value of accumulated Plan benefits at December 31, 2011	<u><u>\$ 162,315,457</u></u>

The significant actuarial assumptions used for the computation of the actuarial present value of accumulated Plan benefits at December 31, 2011 and 2010 are:

Average retirement age	Varying rates over age 55 to age 70 - for 2011 and 2010
Turnover	Annual rates of withdrawal and early retirement range from 15% for age 25 to 3% for age 60 - for 2011 and 2010
Mortality	2012 Static Mortality Table for Annuitants and Non-Annuitants per 1.43(h)(3) – 1(e) - for 2011 2011 Static Mortality Table for Annuitants and Non-Annuitants per 1.43(h)(3) – 1 (e) - for 2010
Assumed settlement rate	5.0% for 2011 and 5.55% for 2010
Assumed crediting interest rate	4% for 2011 and 4.1% for 2010 grading up to 5.5% in 2013

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. It is at least reasonably possible that a significant change may occur in the near term for the estimates of the actuarial present value of accumulated plan benefits.

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(6) Unaudited Information - Investment Information Certified by the Trustee

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA as of December 31, 2012 and 2011, and for the years then ended. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this information certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee, except for comparing such information certified by the trustee to information included in the Plan's financial statements. The Bank of New York Mellon/BNY Mellon, N.A., the trustee, holds investment assets and executes transactions therein, and substantially all information pertaining to the Plan's investments included in the financial statements has been certified by them.

The following table presents investments that represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011.

	<u>2012</u>	<u>2011</u>
Investments at fair value		
Northern Trust Collective Russell 1000 Growth Index Fund	\$ 7,132,320	\$ -
Northern Trust Collective Russell 1000 Value Index Fund	7,123,484	-
Northern Trust Collective EAFE Index Fund	10,265,803	-
Vanguard Index Mid Cap Fund	13,994,160	12,063,124
PIMCO Institutional Fund	15,268,895	13,835,748
PIMCO Long Duration Total Return Fund	17,598,940	15,958,866
Gabelli Associates Limited IIE	6,617,164	6,463,972
Artio International Equity Fund	-	9,034,633

During the years ended December 31, 2012 and 2011, the fair value of the Plan's investments (including investments bought and sold, as well as held during the year) appreciated/(depreciated) by \$10,507,281 and \$(1,519,791), respectively, as follows:

	<u>2012</u>	<u>2011</u>
Common stock	\$ 11,137,154	\$ (2,978,042)
Collective funds	1,096,200	-
Hedge fund	153,192	217,860
Mutual funds	<u>(1,879,265)</u>	<u>1,240,391</u>
	<u>\$ 10,507,281</u>	<u>\$ (1,519,791)</u>

Dividend and interest income for the years ended December 31, 2012 and 2011 amounted to \$3,106,789 and \$2,794,340, respectively.

(7) Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated February 22, 2010 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the Department of Labor or Internal Revenue Service, however, there are currently no audits for any tax periods in progress.

(8) Party-In-Interest Transactions

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain Plan investments are managed by The Bank of New York Mellon/BNY Mellon, N.A., the Plan's trustee. Therefore, these transactions qualify as party in-interest transactions. The Plan paid fees to parties-in-interest for administrative and investment services which constitute party-in-interest transactions. R.R. Donnelley, as the Plan Sponsor, received reimbursements from the Plan for administrative services performed. The cost of these services reimbursed by the Plan did not exceed the cost of the services performed.

(9) Risks and Uncertainties

The Plan may invest in various types of investments. Investments are exposed to various risks, such as interest rate, market, liquidity and credit risks. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

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

(10) Fair Value Measurement of Investments

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. This accounting standard 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. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and gives the lowest priority to unobservable inputs (level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

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.

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

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.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Collective trusts: The fair values of participation units held in collective trusts are based on the net asset values reported by the fund managers as of the financial statement dates and recent transaction prices (level 2 inputs). The investment objective of the EB Temporary Investment Fund of The Bank of New York Mellon is to produce income while preserving capital and maintaining liquidity. The underlying investments of the EB Temporary Investment Fund of The Bank of New York Mellon and The Bank of New York Mellon Collective U.S. Government STIF include U.S. Government securities, certificates of deposit, commercial paper and asset-backed securities. The investment objective of the Northern Trust Collective Russell 1000 Growth Index Fund is to approximate the risk and return characterized by the Russell 1000 Growth Index, which is commonly used to represent the large cap segment of the U.S. equity market with a focus on the growth style of investing. The investment objective of the Northern Trust Collective Russell 1000 Value Index Fund is to approximate the risk and return characterized by the Russell 1000 Value index, which is commonly used to represent the large cap segment of the U.S. equity market with a focus on the value style of investing. The investment objective of the Northern Trust Collective EAFE Index fund is to approximate the risk and return characterized by the Morgan Stanley Europe, Australia and Far East (MSCI-EAFE), which is commonly used to represent the non-U.S. Equity markets.

Each collective trust provides for daily redemptions by the Plan at reported net asset values per share, with no advance notice requirement.

Hedge fund: The fair value of participation units held in the hedge fund is based on the net asset values reported in the audited financial statements as reported by the fund manager as of the financial statement dates (level 2 inputs). The fund invests primarily in common stock and derivatives. The fund's principal investment objective is to generate capital appreciation by investing in risk arbitrage transactions. Shareholders may redeem their common shares as of the last business day of each month, at a price equal to the current net asset value of the common share. 30 days prior written notice is required for any redemption. Any shareholder redeeming common shares, which have been held by the shareholder for less than twelve months, may be subject to a redemption charge of up to 2% levied by the fund in its discretion.

Mutual funds and common stock: The fair values of mutual fund investments and common stock are determined by obtaining quoted prices on nationally recognized securities exchanges (level 1 inputs).

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.

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value on a recurring basis as of December 31, 2012 and 2011:

	December 31, 2012			
	Investments at fair value as determined by quoted prices in active markets (Level 1)	Valuation techniques based on observable market data (Level 2)	Valuation techniques incorporating information other than observable market data (Level 3)	Total assets measured at fair value
Common stock				
Consumer non-durables	\$ 4,124,016	\$ —	\$ —	\$ 4,124,016
Consumer durables	1,643,648	—	—	1,643,648
Materials and services	9,181,244	—	—	9,181,244
Capital goods and services	1,502,935	—	—	1,502,935
Technology	6,875,418	—	—	6,875,418
Energy	3,138,383	—	—	3,138,383
Transportation	1,164,709	—	—	1,164,709
Utilities	2,070,498	—	—	2,070,498
Financial	3,889,872	—	—	3,889,872
Hedge fund	—	6,617,164	—	6,617,164
Mutual funds				
International equity	—	—	—	—
Domestic equity mid cap index	13,994,160	—	—	13,994,160
Domestic fixed income- intermediate duration	15,268,895	—	—	15,268,895
Domestic fixed income- long duration	17,598,940	—	—	17,598,940
Collective trusts				
Domestic equity growth index	—	7,132,320	—	7,132,320
Domestic equity value index	—	7,123,484	—	7,123,484
International equity	—	10,265,803	—	10,265,803
Fixed income	—	5,226,591	—	5,226,591
Total investments at fair value	<u>\$ 80,452,718</u>	<u>\$ 36,365,362</u>	<u>\$ —</u>	<u>\$ 116,818,080</u>

BOWNE PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

December 31, 2011				
	Investments at fair value as determined by quoted prices in active markets (Level 1)	Valuation techniques based on observable market data (Level 2)	Valuation techniques incorporating information other than observable market data (Level 3)	Total assets measured at fair value
Common stock				
Consumer non-durables	\$ 7,463,429	\$ —	\$ —	\$ 7,463,429
Consumer durables	2,561,599	—	—	2,561,599
Materials and services	7,097,412	—	—	7,097,412
Capital goods and services	2,088,717	—	—	2,088,717
Technology	8,418,857	—	—	8,418,857
Energy	4,417,489	—	—	4,417,489
Transportation	1,384,619	—	—	1,384,619
Utilities	2,035,524	—	—	2,035,524
Financial	5,937,799	—	—	5,937,799
Hedge fund	—	6,463,972	—	6,463,972
Mutual funds				
International equity	9,034,633	—	—	9,034,633
Domestic equity mid cap index	12,063,124	—	—	12,063,124
Domestic fixed income- intermediate duration	13,835,748	—	—	13,835,748
Domestic fixed income- long duration	15,958,866	—	—	15,958,866
Collective trusts	—	4,249,454	—	4,249,454
Total investments at fair value	<u>\$ 92,297,816</u>	<u>\$ 10,713,426</u>	<u>\$ —</u>	<u>\$ 103,011,242</u>

SUPPLEMENTAL SCHEDULES

BOWNE PENSION PLAN
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Name of plan sponsor: Bowne & Co., Inc.
Employer identification number: 13-2618477
Three-Digit Plan Number: 001

Number of shares or face amount	Identity of issue, borrower, lessor or similar party	Cost	Fair value
Collective trusts:			
* 105,006	The Bank of New York Mellon Collective U.S. Government STIF	\$ 105,006	\$ 105,006
* 5,121,585	EB Temporary Investment Fund of The Bank of New York Mellon	5,121,585	5,121,585
38,448	Northern Trust Collective Russell 1000 Growth Index Fund	6,972,260	7,132,320
38,109	Northern Trust Collective Russell 1000 Value Index Fund	6,888,884	7,123,484
46,771	Northern Trust Collective EAFE Index Fund	9,564,262	10,265,803
	Total Collective Trusts	28,651,997	29,748,198
Common Stock:			
Consumer non-durables:			
Broadcasting and publishing:			
7,289	Comcast Corp	198,538	272,317
4,050	CBS Corp	104,910	154,103
2,300	DirectTV	107,525	115,368
900	Omnicom Group Inc	40,678	44,964
262	Iron Mountain Inc	8,612	8,135
1,500	Viacom Inc	63,026	79,110
		523,289	673,997
Miscellaneous:			
1,410	Domtar Corp	91,946	117,763
3,400	Kennametal Inc	112,421	136,000
4,800	Corporate Executive Board Co	180,798	227,808
3,200	Maximus Inc	114,329	202,304
3,100	Costar Group Inc	145,779	277,047
		645,273	960,922
Education:			
7,000	National America University	52,550	26,950
3,600	American Public Education Inc	125,386	130,032
		177,936	156,982
Real Estate:			
1,200	Regency Centers Corp.	51,330	56,544
		51,330	56,544
Restaurants, Food, Service & Lodging:			
3,300	United Natural Foods Inc	93,907	176,847
3,900	Kimco Realty Corporation	59,311	75,348
5,200	Chefs Warehouse Holdings LLC	84,163	82,212
2,100	Conagra Foods Inc	48,547	61,950
3,700	Dean Foods Co	46,843	61,087

See Independent Auditor's Report

1,900	Hormel Foods Corp	53,179	59,299
5,700	McGrath Rentcorp	142,285	165,859
		<u>528,235</u>	<u>682,602</u>
	Retailing:		
3,400	CVS Caremark Corp.	112,918	164,390
3,500	Foot Locker Inc	77,702	112,420
2,800	Home Depot Inc	140,238	173,180
553	Proctor & Gamble	34,101	37,543
3,290	Target Corp.	160,948	194,669
2,400	Vitamin Shoppe Inc	75,191	137,664
3,443	Wal-Mart Stores Inc	226,576	234,916
5,300	InterParfums Inc	79,849	103,138
5,500	Vera Bradley Inc	180,010	138,050
400	Polo Ralph Lauren Corp	68,833	59,968
2,140	Ross Stores Inc	36,100	115,753
		<u>1,192,466</u>	<u>1,471,691</u>
	Tobacco:		
1,450	Philip Morris Intl	118,770	121,278
		<u>118,770</u>	<u>121,278</u>
	Total consumer non-durables	<u>3,237,299</u>	<u>4,124,016</u>
	Consumer durables:		
	Auto, Tires and related products:		
4,900	Standard Parking Corp.	80,518	107,751
	Total auto and related	<u>80,518</u>	<u>107,751</u>
	Beverages:		
1,480	Cocal-Cola Co	40,355	53,650
4,800	Constellation Brands	103,619	169,872
	Total beverages	<u>143,974</u>	<u>223,522</u>
	Machinery:		
5,600	Columbus McKinnon Corp	101,517	92,512
600	Cummins Inc	63,616	65,010
1,500	Toro Co	46,455	64,470
	Total machinery	<u>211,588</u>	<u>221,992</u>
	Miscellaneous:		
3,600	Volcano Corporation	68,118	84,996
3,400	Altria Group Inc.	112,871	106,896
2,400	Annie's Inc.	68,890	80,232
1,150	General Mills Inc.	45,917	46,483
500	Ingredion Inc.	32,915	32,215
750	Kellogg Co.	39,586	41,888
650	JM Smucker Co.	55,329	56,056
1,100	Boston Beer Co. Inc.	117,216	147,895
1,150	Kimberly-Clark Corp.	90,207	97,095
850	Bunge Limited Co.	50,463	61,787
	Total miscellaneous	<u>681,512</u>	<u>755,543</u>
	Products and retail:		
150	Autozone	42,101	53,165
700	O'Reilly Automotive, Inc.	66,158	62,594
2,450	Macy's Inc.	75,540	95,599
2,900	Jos A Bank Clothiers Inc	118,545	123,482
	Total products and retail	<u>302,344</u>	<u>334,840</u>
	Total consumer durables	<u>1,419,936</u>	<u>1,643,648</u>

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Materials and services:			
Basic Materials:			
9,400	Polyone Corp.	177,846	191,948
3,750	Steel Dynamics Inc.	46,357	51,488
		<u>224,203</u>	<u>243,436</u>
Business products and services:			
5,250	Applied Materials	79,415	60,060
2,800	Wesco International Inc	138,151	188,804
7,800	Orbital Sciences Corp	113,774	107,406
4,100	Emcor Gorup Inc	93,905	141,901
1,170	Honeywell International Inc.	46,222	74,260
2,600	RBC Bearings Inc.	89,880	130,182
4,290	Textron Inc	105,551	106,349
		<u>666,898</u>	<u>808,962</u>
Chemicals:			
300	CF Industries Holdings Inc	44,277	60,948
8,050	Huntsman Corp	94,942	127,995
2,300	Monsanto Co New	184,417	217,695
1,310	PPG Industries Inc	106,342	177,309
		<u>429,978</u>	<u>583,947</u>
Communication Services			
1,350	Dish Network Corp.	39,036	49,140
1,300	Time Warner Cable Inc.	95,923	126,347
		<u>134,959</u>	<u>175,487</u>
Consumer Cyclical			
2,400	Arbitron Inc.	71,706	112,032
2,100	Brinker International Inc.	66,209	65,079
3,050	EBAY Inc.	120,445	155,544
1,800	Hibbett Sports Inc.	95,076	94,860
1,900	Petsmart Inc.	103,049	129,846
5,400	Sotheby's	168,988	181,548
4,200	Mattress Firm Holding Company	125,604	103,026
5,450	Pulte Group Inc.	91,166	98,972
3,200	Time Warner Inc.	119,546	153,056
		<u>961,789</u>	<u>1,093,963</u>
Financial Services			
3,100	East West Bancorp Inc.	72,625	66,619
5,350	Regions Financial Corp	34,549	38,146
1,650	Suntrust Banks	47,691	46,778
3,300	Marketaxess Holdings Inc.	100,266	116,490
16,500	Wisdomtree Investments Inc.	100,754	100,980
		<u>355,885</u>	<u>369,013</u>
Healthcare			
3,300	Acadia Healthcare Group Inc.	74,198	77,055
5,800	Amarin Corp PLC	60,990	46,922
2,800	Mylan Inc.	71,725	76,860
5,800	Celldex Therapeutics Inc.	34,146	38,918
1,150	Gilead Sciences, Inc.	53,019	84,468
800	Regeneron Pharmaceuticals Inc.	101,054	136,856
1,741	Express Scripts Holding Co.	98,349	94,014
6,000	Globus Medical Inc.	72,000	62,940
850	McKesson Corp	73,854	82,416

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1,350	Thermo Fisher Scientific Inc.	68,788	86,103
		<u>708,123</u>	<u>786,552</u>
	Hospital supplies and medical services:		
2,160	Abbott Laboratories	99,415	141,480
4,000	Advisory Board Co	82,309	187,160
1,610	Aetna Inc	48,721	74,559
3,900	Air Methods	100,454	143,949
3,200	Align Technology Inc	40,942	88,800
1,027	Amgen Inc.	57,869	88,527
14,800	Avanir Pharmaceuticals Inc	76,913	38,732
900	Biomarin Pharmaceutical Inc	17,593	44,280
1,000	Bio-Rad Laboratories Inc	72,486	105,050
1,250	Cardinal Health Inc. Com.	45,688	51,475
900	Covidien PLC	38,401	51,966
2,800	Charles River Laboratories Int	110,018	104,916
3,270	Eli Lilly & Co	135,099	161,276
4,100	Haemonetics Corp	102,195	167,444
5,100	Incyte Corporation	54,164	84,711
4,600	IPC The Hospitalist Co Inc	154,880	182,666
815	Johnson & Johnson Company	52,272	57,132
2,150	Magellan Health Services Inc.	77,098	105,350
6,166	Merk & Co Inc	228,727	252,436
800	Perrigo Co	69,609	83,224
12,036	Pfizer Inc	253,396	301,851
2,500	Sirona Dental Sys Inc	82,654	161,150
2,400	United Therapeutics Corp	95,003	128,208
		<u>2,095,906</u>	<u>2,806,342</u>
	Industrials		
800	Agco Corp	32,816	39,296
1,968	ADT Corp	48,377	91,492
2,200	Avery Dennison Corp	73,370	76,824
3,600	Boeing Co.	261,609	271,296
700	Triumph Group Inc	44,183	45,710
2,050	Dover Corp	130,430	134,706
2,750	ITT Corp	57,776	64,515
944	Pentair LTD	28,352	46,398
1,050	Equifax Inc.	57,166	56,826
6,900	Heartland Payment Systems Inc.	201,976	203,550
4,000	Infoblox Inc.	77,756	71,880
1,500	Portfolio Recovery Associates	114,459	160,290
3,200	Shutterstock Inc.	71,993	83,200
6,600	Wageworks Inc.	63,890	117,480
4,350	Wex Inc	95,191	327,860
1,150	Manpower Inc.	52,992	48,806
6,300	Team Health Holdings Inc.	158,880	181,251
1,700	Reliance Steel & Aluminum Co.	93,394	105,570
6,500	Southwest Airlines, Co.	60,714	66,560
		<u>1,725,324</u>	<u>2,193,510</u>
	Metals and mining:		
6,500	ALCOA Inc.	66,595	56,420
1,860	Freeport McMoRan Copper & Gold Inc	88,521	63,612
		<u>155,116</u>	<u>120,032</u>
	Total materials and services	<u>7,458,181</u>	<u>9,181,244</u>

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Capital goods and services:**Miscellaneous capital goods:**

7,600	Albany International Corp	154,553	172,368
4,800	Brookdale Senior Living Inc	67,985	121,536
6,900	Exlservice Holdings Inc	140,948	182,850
3,900	Global Payments Inc	127,378	176,670
6,400	Healthcare Services Group Inc	82,957	148,672
1,900	Harsco Corp	63,661	44,650
1,336	Tyco International Ltd Shares	25,786	39,078
3,000	Watts Water Technologies	101,720	128,970
3,100	Wabco Holdings Inc	103,348	202,089
		<u>868,336</u>	<u>1,216,883</u>

Pollution control:

5,200	Clean Harbors Inc	237,943	286,052
		<u>237,943</u>	<u>286,052</u>

Total capital goods and services

<u>1,106,279</u>	<u>1,502,935</u>
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Technology:**Aerospace and defense:**

1,150	Lockheed Martin Corp.	82,595	106,133
1,600	Northrop Grumman Corp	88,923	108,128
1,200	Raytheon Co.	56,411	69,072
		<u>227,929</u>	<u>283,333</u>

Computer equipment and software:

300	Amazon Com Inc	57,881	75,261
7,900	Angies List Inc	103,208	94,721
1,383	Apple Inc.	204,889	735,995
9,800	Bottomline Technologies Del Inc	149,699	258,622
3,000	Broadsoft Inc	45,284	108,990
7,200	Dealertrack Holdings Inc	156,866	206,784
1,700	Expedia Inc	90,640	104,448
330	Google Inc.	178,621	233,435
2,300	Hittite Microwave Corp	109,269	142,738
4,700	Informatica Corp.	137,489	142,504
9,284	Intel Corporation	196,897	191,436
12,828	Microsoft Corp.	353,555	342,636
6,500	Monotype Imaging Holdings Inc	67,967	103,870
10,000	NIC Inc	112,626	163,400
9,007	Oracle Corporation	244,785	300,113
7,900	SS&C Technologies Holdings Inc	152,610	182,411
6,950	Symantec Corp	130,451	130,799
3,850	Ultimate Software Group Inc.	101,727	363,478
6,800	Brightcove Inc.	83,332	61,472
6,900	Saba Software Inc.	71,467	60,306
3,300	Splunk Inc.	86,685	95,766
7,800	Qlik Technologies Inc.	160,894	169,416
2,650	Broadcom Corp	90,496	88,006
5,400	LSI Corp.	45,486	38,178
7,100	Volterra Semiconductor Corp	194,983	121,907
2,200	Computer Programs & Syetems Inc.	116,867	110,748
2,300	IAC/Interactive Corp	117,723	108,657
2,000	Servicenow Inc.	48,739	60,060

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5,100	Vocera Communications Inc.	115,836	128,010
2,250	Wester Digital Corp	87,660	95,602
		<u>3,814,632</u>	<u>5,019,769</u>
Electrical equipment and electronics:			
1,300	Accenture Plc Ireland Shares Class A	58,539	86,450
2,200	Commvault Systems Inc	50,467	153,256
6,000	EBIX Inc	132,125	96,720
2,200	Generac Holdings Inc	35,616	75,482
5,900	General Communiation Inc	67,388	56,581
1,792	International Business Machine	208,203	343,258
5,600	J2 Global Communications Inc	139,786	171,360
6,700	Jack Henry & Associates Inc	144,439	263,042
6,100	Solera Holdings Inc	156,782	326,167
		<u>993,345</u>	<u>1,572,316</u>
	Total technology	<u>5,035,906</u>	<u>6,875,418</u>
Energy:			
Oil and coal:			
3,874	Chevron Corporation	274,350	418,934
1,179	Conocophillps	49,292	68,370
1,600	Dril-Quip Inc	77,213	116,880
3,350	Energen Corp	176,772	151,051
1,700	Ensco Plc	93,950	100,776
5,598	Exxon Mobil Corp.	367,790	484,507
1,450	Hess Corp	72,311	76,792
3,000	Gulfport Energy Corp	74,221	114,660
1,500	Helmerich & Payne Inc.	95,635	84,015
2,200	Hollyfrontier Corp	90,071	102,410
3,600	Hornbeck Offshore Services Inc	144,908	123,624
13,900	Key Energy Services Inc	152,744	96,605
3,200	Marathon Oil Corp.	108,099	201,600
7,700	Matador Resources Co	87,582	63,140
3,800	Oasis Petroleum Inc	60,685	120,840
1,540	Occidental Petroleum Corporation Common	114,928	117,979
2,300	Oceaneering International Inc	130,343	123,717
1,380	Oil Sts Intl Inc	27,218	98,725
1,414	Phillips 66	35,378	75,083
1,300	Plains Exploration & Production	52,475	61,022
4,500	Sanchez Energy Corp	91,346	81,000
6,700	Swift Energy Co	225,481	103,113
4,500	Valero Energy Corp	130,316	153,540
		<u>2,733,108</u>	<u>3,138,383</u>
	Total energy	<u>2,733,108</u>	<u>3,138,383</u>
Transporation:			
Transportation products and services:			
2,400	Allegiant Travel Co	110,256	176,184
4,100	Genesse & WYO Inc	153,918	311,928
6,300	Monro Muffler Brake Inc	155,924	219,870
4,650	Old Dominion Freight Line Inc	68,139	159,402
900	Polaris Industries Inc	67,994	75,735
750	Union Pacific Corp	91,382	94,290

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9,500	UTI Worldwide Inc	166,542	127,300
		814,155	1,164,709
	Total transportation	814,155	1,164,709
Utilities:			
Utilities-electric:			
4,850	CMS Energy Corp	105,671	118,243
6,600	NV Energy Inc	119,107	119,724
		224,778	237,967
Utilities-telecommunications:			
5,882	AT&T Inc	188,343	198,282
5,300	Allot Communications LTD	87,762	94,446
14,435	Cisco Systems Inc	319,458	283,633
7,300	Digital Globe Inc	134,212	178,412
3,550	Qualcomm Inc.	216,379	219,603
6,131	Verizon Communications Inc	207,554	265,288
		1,153,708	1,239,664
Utilities-miscellaneous			
1,500	American Water Works Co Inc	50,969	55,695
18,576	General Electric Co	468,739	389,910
7,650	Centerpoint Energy Inc	152,207	147,262
		671,915	592,867
	Total utilities	2,050,401	2,070,498
Financial:			
Banks and other financial services:			
14,200	American Equity Invst Life Hldg Co	129,609	173,382
5,925	Bank of Amer Corp.	86,886	68,789
610	BOK Finl Corp	28,036	33,221
6,500	Cardtronics Inc	122,407	154,310
4,060	Citi Group Inc	127,594	160,614
4,600	Discover Financial Services	113,086	177,330
7,200	Duff & Phelps Corp.	113,773	112,464
900	Everest Group Inc.	91,809	98,955
5,450	JPMorgan Chase & Co.	230,103	239,631
8,400	Keycorp	74,040	70,728
250	Mastercard Inc	60,578	122,820
14,000	Montpeiler Holdings LTD	258,468	320,040
3,350	NASDAQ OMX Group Inc	73,102	83,716
13,500	On Assignment Inc	134,915	273,780
4,900	Realpage Inc	106,283	105,693
2,600	Safety Ins Group Inc	97,274	120,042
2,600	US Bancorp	147,613	185,252
1,875	Visa Inc	141,155	284,212
9,330	Wells Fargo & Co.	296,130	318,899
		2,432,861	3,103,878
Insurance:			
2,800	Allstate Corp/The	97,890	112,476
350	Prudential Financial Inc	21,325	18,665
600	Torchmark Corp	29,351	31,002
1,400	Travelers Cos Inc/The	101,915	100,548
2,200	Unum Group	51,387	45,804
2,400	Validus Holdings Ltd Com Shs	80,316	82,992

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2,290	AFLAC Inc	96,799	121,645
1,640	Assurant Inc	55,747	56,908
640	Berkshire Hathaway Inc	52,705	57,408
460	Humana Inc	19,428	31,570
2,341	United Health Group	90,977	126,976
		<u>697,840</u>	<u>785,994</u>
	Total financial	<u>3,130,701</u>	<u>3,889,872</u>
	Total common stock	<u>26,985,966</u>	<u>33,590,723</u>
	Equity Securities:		
621,410	Vanguard Index Mid Cap Fund	9,520,911	13,994,160
	Fixed Income Securities:		
1,358,443	PIMCO Institutional Fund	14,525,350	15,268,895
1,458,073	PIMCO Long Duration Total Return	16,204,395	17,598,940
		<u>30,729,745</u>	<u>32,867,835</u>
	Total mutual funds	<u>40,250,656</u>	<u>46,861,995</u>
	Hedge Fund:		
60,312	Gabelli Associates Limited II E	6,138,874	6,617,164
	Total hedge fund	<u>6,138,874</u>	<u>6,617,164</u>
	Total assets (held at end of year)	<u>\$ 102,027,493</u>	<u>\$ 116,818,080</u>

* - Denotes a party-in-interest.

BOWNE PENSION PLAN
Schedule H, line 4j – Schedule of Reportable Transactions
Year ended December 31, 2012

Name of plan sponsor: Bowne & Co., Inc.
Employer identification number: 13-2618477
Three-Digit Plan Number: 001

(A)	(B)	(C)	(D)	(E)	(F)
Identity of party involved	Security description	Cost of purchases	Proceeds from sales	Cost of assets disposed	Gain/Loss
Category (i): A single transaction in excess of 5% of the current value of Plan assets:					
Artio Investments	Artio International Equity	\$ -	\$ 9,577,829	\$ 12,287,717	\$ (2,709,888)
Bank of New York Mellon	Collective Short Term Inv Fund	6,500,000	-	-	-
Bank of New York Mellon	Collective Short Term Inv Fund	-	9,497,469	9,497,469	-
Bank of New York Mellon	EB Temp Inv Fund	9,557,469	-	-	-
Bank of New York Mellon	EB Temp Inv Fund	9,557,554	-	-	-
Bank of New York Mellon	EB Temp Inv Fund	-	9,557,469	9,557,469	-
Northern Trust	Russell 1000 Growth Index Fund	6,972,260	-	-	-
Northern Trust	Russell 1000 Value Index Fund	6,888,884	-	-	-
Northern Trust	Collective EAFE Fund	9,000,000	-	-	-
Category (iii): A series of transactions in excess of 5% of the current value of Plan assets:					
Artio Investments	Artio International Equity	-	9,577,829	12,287,717	(2,709,888)
Bank of New York Mellon	Collective Short Term Inv Fund	13,850,620	17,743,208	17,743,208	-
Bank of New York Mellon	EB Temp Fund	29,462,701	24,341,116	24,341,116	-
Northern Trust	Russell 1000 Growth Index Fund	6,972,260	-	-	-
Northern Trust	Russell 1000 Value Index Fund	6,888,884	-	-	-
Northern Trust	Collective EAFE Fund	9,577,836	13,581	13,574	7

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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 2012 This Form is Open to Public Inspection
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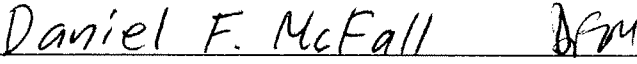
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► **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 Bowne Pension Plan	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF RR Donnelley Financial, Inc	D Employer Identification Number (EIN) 13-2618477	
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>2012</u>			
2 Assets:			
a Market value	2a	110,457,882	
b Actuarial value	2b	112,080,667	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	140	9,084,829
b For terminated vested participants	3b	2,165	60,531,689
c For active participants:			
(1) Non-vested benefits	3c(1)		932,212
(2) Vested benefits	3c(2)		41,673,447
(3) Total active	3c(3)	1,533	42,605,659
d Total	3d	3,838	112,222,177
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.98 %	
6 Target normal cost	6	1,083,000	

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

SIGN HERE	<div style="text-align: center;">  Signature of actuary </div>	<div style="text-align: center;"> 08/27/2013 Date </div>
	<div style="text-align: center;"> Daniel F. McFall Type or print name of actuary </div>	<div style="text-align: center;"> 11-04341 Most recent enrollment number </div>
	<div style="text-align: center;"> Hewitt Associates LLC Firm name </div>	<div style="text-align: center;"> (847) 295-5000 Telephone number (including area code) </div>
	<div style="text-align: center;"> 4 Overlook Point Address of the firm </div>	
	<div style="text-align: center;"> Lincolnshire IL 60069 Address of the firm </div>	

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2,618,793
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2,608,935
9 Amount remaining (line 7 minus line 8)	0	9,858
10 Interest on line 9 using prior year's actual return of <u>0.85</u> %		84
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3,235,812
b Interest on (a) using prior year's effective interest rate of <u>6.27</u> % except as otherwise provided (see instructions)		61,481
c Total available at beginning of current plan year to add to prefunding balance		3,297,293
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	9,942

Part III Funding Percentages

14 Funding target attainment percentage	14	99.86 %
15 Adjusted funding target attainment percentage	15	99.86 %
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	80.06 %
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
01/03/2012	300,000				
04/13/2012	2,000,000				
07/12/2012	700,000				
Totals ▶			18(b)	3,000,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 299,889
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 2,637,914

20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 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: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
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 subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6).....	31a	1,083,000										
b Excess assets, if applicable, but not greater than line 31a	31b	0										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>151,452</td> <td>631,689</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	151,452	631,689	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	151,452	631,689										
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 (lines 31a - 31b + 32a + 32b - 33) ..	34	1,714,689										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....		0	0									
36 Additional cash requirement (line 34 minus line 35).....	36	1,714,689										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2,637,914										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	923,225										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:	
a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42
43 Excess installment acceleration amount to be carried over to future plan years	43

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bowne Pension Plan
 EIN: 13-2618477 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
January 3, 2012	\$ 300,000	6.98%	2	\$ 299,889
April 13, 2012	2,000,000	6.98%	103	1,962,382
July 12, 2012	<u>700,000</u>	6.98%	193	<u>675,532</u>
Total Contribution	\$ 3,000,000			\$ 2,937,803

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bowne Pension Plan
 EIN: 13-2618477 PN: 001

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	6.00%	1.0000	3.33
56.5	6.00%	0.9400	3.19
57.5	6.00%	0.8836	3.05
58.5	6.00%	0.8306	2.92
59.5	10.00%	0.7807	4.65
60.5	10.00%	0.7027	4.25
61.5	15.00%	0.6324	5.83
62.5	30.00%	0.5375	10.08
63.5	20.00%	0.3763	4.78
64.5	30.00%	0.3010	5.82
65.5	50.00%	0.2107	6.90
66.5	30.00%	0.1054	2.10
67.5	30.00%	0.0738	1.49
68.5	30.00%	0.0516	1.06
69.5	30.00%	0.0361	0.75
70	100.00%	0.0253	1.77
Weighted Average			61.97

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest rates	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st segment rate	5.54%
2nd segment rate	6.85%
3rd segment rate	7.52%
Salary increases	N/A, frozen plan
Cash balance interest crediting rate	4.00%
Optional payment form election percentage	100% election of the lump sum option
Optional payment form conversion interest rate	Same as funding interest rates above for lump sums
Optional payment form conversion mortality	Current 417(e) table for lump sums
Retirement age	
Active participants	See Table 1
Terminated vested participants	Age 65
Mortality rates	
Healthy and disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal rates	See Table 2

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bowne Pension Plan
 EIN: 13-2618477 PN: 001

Disability rates	None
Surviving spouse benefit	It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation compensation	Compensation including overtime, commissions, and bonuses
Benefit and compensation limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000.
Valuation of plan assets	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Expected return on assets	
2010 plan year	6.82%
2011 plan year	6.57%
Trust expenses included in target normal cost	Based on estimated administrative expenses plus PBGC premiums
Actuarial method	Standard unit credit cost method
Valuation date	January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Table 1

Retirement Rates

Age	Rate
55	6.00%
56	6.00%
57	6.00%
58	6.00%
59	10.00%
60	10.00%
61	15.00%
62	30.00%
63	20.00%
64	30.00%
65	50.00%
66	30.00%
67	30.00%
68	30.00%
69	30.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Table 2—Page 1 of 2

Withdrawal Rates

Age	Years of Service			
	0	1-3	4	5+
20	25.00%	20.00%	15.00%	15.00%
21	25.00%	20.00%	15.00%	15.00%
22	25.00%	20.00%	15.00%	15.00%
23	25.00%	20.00%	15.00%	15.00%
24	25.00%	20.00%	15.00%	15.00%
25	25.00%	20.00%	15.00%	15.00%
26	25.00%	20.00%	15.00%	15.00%
27	25.00%	20.00%	15.00%	15.00%
28	25.00%	20.00%	15.00%	15.00%
29	25.00%	20.00%	15.00%	15.00%
30	25.00%	20.00%	15.00%	12.00%
31	25.00%	20.00%	15.00%	12.00%
32	25.00%	20.00%	15.00%	12.00%
33	25.00%	20.00%	15.00%	12.00%
34	25.00%	20.00%	15.00%	12.00%
35	25.00%	20.00%	15.00%	10.00%
36	25.00%	20.00%	15.00%	10.00%
37	25.00%	20.00%	15.00%	10.00%
38	25.00%	20.00%	15.00%	10.00%
39	25.00%	20.00%	15.00%	10.00%
40	25.00%	20.00%	15.00%	9.00%
41	25.00%	20.00%	15.00%	9.00%
42	25.00%	20.00%	15.00%	9.00%
43	25.00%	20.00%	15.00%	9.00%
44	25.00%	20.00%	15.00%	9.00%
45	25.00%	20.00%	15.00%	7.00%
46	25.00%	20.00%	15.00%	7.00%
47	25.00%	20.00%	15.00%	7.00%
48	25.00%	20.00%	15.00%	7.00%
49	25.00%	20.00%	15.00%	7.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bowne Pension Plan
 EIN: 13-2618477 PN: 001

Table 2—Page 2 of 2

Withdrawal Rates

Age	Years of Service			
	0	1-3	4	5+
50	25.00%	20.00%	15.00%	7.00%
51	25.00%	20.00%	15.00%	7.00%
52	25.00%	20.00%	15.00%	7.00%
53	25.00%	20.00%	15.00%	7.00%
54	25.00%	20.00%	15.00%	7.00%
55	25.00%	20.00%	15.00%	6.00%
56	25.00%	20.00%	15.00%	6.00%
57	25.00%	20.00%	15.00%	6.00%
58	25.00%	20.00%	15.00%	6.00%
59	25.00%	20.00%	15.00%	6.00%
60	25.00%	20.00%	15.00%	3.00%
61	25.00%	20.00%	15.00%	3.00%
62	25.00%	20.00%	15.00%	3.00%
63	25.00%	20.00%	15.00%	3.00%
64	25.00%	20.00%	15.00%	3.00%
65+	0.00%	0.00%	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date of Original Plan November 1, 1951.

Effective Date of Amended Plan December 31, 2011.

Eligibility An employee becomes a participant upon completing one year of service. The plan is closed to new participants as of January 1, 2012.

Normal Retirement Eligibility Age 65.

Annual Benefit The sum of (a) and (b) below:

(a) The participant's frozen December 31, 2007 accrued benefit; and

(b) An amount equal to the actuarial equivalent of the participant's Cash Balance Account converted using applicable IRC section 417(e) interest and mortality:

Cash Balance Account

Prior to December 31, 2011, the account was credited at the end of each month with an amount equal to 3% of that month's compensation. After December 31, 2011, the Cash Balance Account will receive no additional compensation credits.

The account is credited at the end of each month with interest based on the 10-Year Treasury Rate plus 25 basis points, subject to a 2% floor and 7% cap.

Early Retirement Eligibility Age 55 and five years of credited service or, if earlier, when a participant with service prior to November 1, 1989 has completed thirty years of service.

Annual Benefit An amount equal to the actuarial equivalent of the participant's Normal Retirement benefit payable at the participant's early retirement date.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Disability Retirement
Eligibility

Eligible for a vested benefit.

Annual Benefit

An amount equal to the actuarial equivalent of the participant's Normal Retirement benefit payable at the participant's disability retirement date.

Preretirement Death Benefit
Eligibility

Eligible for a vested benefit.

Annual Benefit

Frozen Accrued Benefit

If a participant is married, the surviving spouse is entitled to an immediate life annuity equal to one-half of the annuity the participant's accrued benefit, reduced for early retirement in the form of a 50% joint and survivor annuity.

If a participant is unmarried at the time of his death, his beneficiary is entitled to a lump sum equal to one-half of the participant's accrued benefit, reduced for early retirement in the form of a 50% joint and survivor annuity assuming the participant has a spouse the same age.

Cash Balance Account

The beneficiary is entitled to the full account balance.

Vested Termination Benefits
Eligibility

Three years of credited service for the Cash Balance Account and five years of credited service for the frozen accrued benefit.

Annual Benefit

Accrued benefit payable at normal retirement age.

Postponed Retirement
Eligibility

Age 65.

Annual Benefit

Frozen Accrued Benefit

An amount equal to the actuarial equivalent frozen accrued benefit payable at the participant's normal retirement date adjusted to the participant's postponed retirement date.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
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Cash Balance Account

The participant will continue to earn interest credits and the balance will be converted at the postponed retirement date.

Definitions

Credited Service	Credited service is measured in completed years and months.
Compensation	Compensation including overtime, bonuses, and certain sales incentives prior to January 1, 1996.
Normal Form of Benefit	Life annuity for unmarried participants or an actuarially equivalent 50% joint and survivor annuity if the participant is married.
Optional Payment Forms	Single life annuity (for married participants), 100%, 50%, or 75% Joint and Survivor Annuity, 10 Year Certain and Life, or a Lump Sum.
Plan Year	January 1 to December 31.

Plan Changes Since the Prior Year

The plan reporting valuation reflects the following plan change:

- Effective December 31, 2011, benefit accruals were frozen for all participants and the plan was closed to new participants.
- An increase in the annual maximum benefit limit under IRC Section 415 from \$195,000 in 2011 to \$200,000 in 2012.
- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bowne Pension Plan
 EIN: 13-2618477 PN: 001

**Schedule SB, Line 26—Schedule of Active Participant Data
 As of January 1, 2012**

Bowne Pension Plan

EIN: 13-2618477 PN: 001

Number of Participants, Average Annual Accrued Benefit, and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		12								
25-29		59 \$0 \$4,008	21 \$0 \$6,467	1						
30-34		64 \$0 \$4,538	53 \$169 \$6,831	33 \$2,899 \$7,460	1					
35-39		52 \$0 \$6,043	46 \$294 \$8,222	78 \$4,021 \$9,996	35 \$7,845 \$10,096					
40-44		50 \$0 \$7,192	50 \$666 \$8,301	89 \$3,876 \$10,505	62 \$9,052 \$11,719	10				
45-49		38 \$0 \$5,692	43 \$289 \$8,474	69 \$4,276 \$9,153	81 \$9,697 \$11,248	24 \$12,533 \$14,437	10	1		
50-54		33 \$0 \$4,780	43 \$1,898 \$9,115	64 \$4,526 \$10,202	72 \$11,399 \$11,331	30 \$19,059 \$12,234	11	5		
55-59		19	17	35 \$4,786 \$10,094	50 \$10,984 \$10,033	17	12	4	1	
60-64		9	18	25 \$3,724 \$7,951	29 \$11,278 \$9,248	15	3	2	1	
65-69		4	1	7	11	4	1	1		
70+		1		2	1	3				

N-1533

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 4,980,649	January 1, 2010	5	\$ 1,106,339
Shortfall	\$ 15,789,387	January 1, 2011	6	\$ 3,024,831
Shortfall	\$(20,618,584)	January 1, 2012	7	\$(3,499,481)

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Days to Discount		Interest Adjusted Contribution
		Rate	to 1/1/2012	
January 3, 2012	\$ 300,000	6.98%	2	\$ 299,889
April 13, 2012	2,000,000	6.98%	103	1,962,382
July 12, 2012	<u>700,000</u>	6.98%	193	<u>675,532</u>
Total Contribution	\$ 3,000,000			\$ 2,937,803

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bowne Pension Plan
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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	6.00%	1.0000	3.33
56.5	6.00%	0.9400	3.19
57.5	6.00%	0.8836	3.05
58.5	6.00%	0.8306	2.92
59.5	10.00%	0.7807	4.65
60.5	10.00%	0.7027	4.25
61.5	15.00%	0.6324	5.83
62.5	30.00%	0.5375	10.08
63.5	20.00%	0.3763	4.78
64.5	30.00%	0.3010	5.82
65.5	50.00%	0.2107	6.90
66.5	30.00%	0.1054	2.10
67.5	30.00%	0.0738	1.49
68.5	30.00%	0.0516	1.06
69.5	30.00%	0.0361	0.75
70	100.00%	0.0253	1.77
Weighted Average			61.97

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bowne Pension Plan
 EIN: 13-2618477 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest rates	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st segment rate	5.54%
2nd segment rate	6.85%
3rd segment rate	7.52%
Salary increases	N/A, frozen plan
Cash balance interest crediting rate	4.00%
Optional payment form election percentage	100% election of the lump sum option
Optional payment form conversion interest rate	Same as funding interest rates above for lump sums
Optional payment form conversion mortality	Current 417(e) table for lump sums
Retirement age	
Active participants	See Table 1
Terminated vested participants	Age 65
Mortality rates	
Healthy and disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal rates	See Table 2

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Bowne Pension Plan
 EIN: 13-2618477 PN: 001

Disability rates	None
Surviving spouse benefit	It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation compensation	Compensation including overtime, commissions, and bonuses
Benefit and compensation limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000.
Valuation of plan assets	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Expected return on assets	
2010 plan year	6.82%
2011 plan year	6.57%
Trust expenses included in target normal cost	Based on estimated administrative expenses plus PBGC premiums
Actuarial method	Standard unit credit cost method
Valuation date	January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Table 1

Retirement Rates

Age	Rate
55	6.00%
56	6.00%
57	6.00%
58	6.00%
59	10.00%
60	10.00%
61	15.00%
62	30.00%
63	20.00%
64	30.00%
65	50.00%
66	30.00%
67	30.00%
68	30.00%
69	30.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
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Table 2—Page 1 of 2

Withdrawal Rates

Age	Years of Service			
	0	1-3	4	5+
20	25.00%	20.00%	15.00%	15.00%
21	25.00%	20.00%	15.00%	15.00%
22	25.00%	20.00%	15.00%	15.00%
23	25.00%	20.00%	15.00%	15.00%
24	25.00%	20.00%	15.00%	15.00%
25	25.00%	20.00%	15.00%	15.00%
26	25.00%	20.00%	15.00%	15.00%
27	25.00%	20.00%	15.00%	15.00%
28	25.00%	20.00%	15.00%	15.00%
29	25.00%	20.00%	15.00%	15.00%
30	25.00%	20.00%	15.00%	12.00%
31	25.00%	20.00%	15.00%	12.00%
32	25.00%	20.00%	15.00%	12.00%
33	25.00%	20.00%	15.00%	12.00%
34	25.00%	20.00%	15.00%	12.00%
35	25.00%	20.00%	15.00%	10.00%
36	25.00%	20.00%	15.00%	10.00%
37	25.00%	20.00%	15.00%	10.00%
38	25.00%	20.00%	15.00%	10.00%
39	25.00%	20.00%	15.00%	10.00%
40	25.00%	20.00%	15.00%	9.00%
41	25.00%	20.00%	15.00%	9.00%
42	25.00%	20.00%	15.00%	9.00%
43	25.00%	20.00%	15.00%	9.00%
44	25.00%	20.00%	15.00%	9.00%
45	25.00%	20.00%	15.00%	7.00%
46	25.00%	20.00%	15.00%	7.00%
47	25.00%	20.00%	15.00%	7.00%
48	25.00%	20.00%	15.00%	7.00%
49	25.00%	20.00%	15.00%	7.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
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Table 2—Page 2 of 2

Withdrawal Rates

Age	Years of Service			
	0	1-3	4	5+
50	25.00%	20.00%	15.00%	7.00%
51	25.00%	20.00%	15.00%	7.00%
52	25.00%	20.00%	15.00%	7.00%
53	25.00%	20.00%	15.00%	7.00%
54	25.00%	20.00%	15.00%	7.00%
55	25.00%	20.00%	15.00%	6.00%
56	25.00%	20.00%	15.00%	6.00%
57	25.00%	20.00%	15.00%	6.00%
58	25.00%	20.00%	15.00%	6.00%
59	25.00%	20.00%	15.00%	6.00%
60	25.00%	20.00%	15.00%	3.00%
61	25.00%	20.00%	15.00%	3.00%
62	25.00%	20.00%	15.00%	3.00%
63	25.00%	20.00%	15.00%	3.00%
64	25.00%	20.00%	15.00%	3.00%
65+	0.00%	0.00%	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 4,980,649	January 1, 2010	5	\$ 1,106,339
Shortfall	\$ 15,789,387	January 1, 2011	6	\$ 3,024,831
Shortfall	\$(20,618,584)	January 1, 2012	7	\$(3,499,481)

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date of Original Plan	November 1, 1951.
Effective Date of Amended Plan	December 31, 2011.
Eligibility	An employee becomes a participant upon completing one year of service. The plan is closed to new participants as of January 1, 2012.
Normal Retirement Eligibility	Age 65.
Annual Benefit	<p>The sum of (a) and (b) below:</p> <p>(a) The participant's frozen December 31, 2007 accrued benefit; and</p> <p>(b) An amount equal to the actuarial equivalent of the participant's Cash Balance Account converted using applicable IRC section 417(e) interest and mortality:</p> <p>Cash Balance Account</p> <p>Prior to December 31, 2011, the account was credited at the end of each month with an amount equal to 3% of that month's compensation. After December 31, 2011, the Cash Balance Account will receive no additional compensation credits.</p> <p>The account is credited at the end of each month with interest based on the 10-Year Treasury Rate plus 25 basis points, subject to a 2% floor and 7% cap.</p>
Early Retirement Eligibility	Age 55 and five years of credited service or, if earlier, when a participant with service prior to November 1, 1989 has completed thirty years of service.
Annual Benefit	An amount equal to the actuarial equivalent of the participant's Normal Retirement benefit payable at the participant's early retirement date.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Disability Retirement
Eligibility

Eligible for a vested benefit.

Annual Benefit

An amount equal to the actuarial equivalent of the participant's Normal Retirement benefit payable at the participant's disability retirement date.

Preretirement Death Benefit
Eligibility

Eligible for a vested benefit.

Annual Benefit

Frozen Accrued Benefit

If a participant is married, the surviving spouse is entitled to an immediate life annuity equal to one-half of the annuity the participant's accrued benefit, reduced for early retirement in the form of a 50% joint and survivor annuity.

If a participant is unmarried at the time of his death, his beneficiary is entitled to a lump sum equal to one-half of the participant's accrued benefit, reduced for early retirement in the form of a 50% joint and survivor annuity assuming the participant has a spouse the same age.

Cash Balance Account

The beneficiary is entitled to the full account balance.

Vested Termination Benefits
Eligibility

Three years of credited service for the Cash Balance Account and five years of credited service for the frozen accrued benefit.

Annual Benefit

Accrued benefit payable at normal retirement age.

Postponed Retirement
Eligibility

Age 65.

Annual Benefit

Frozen Accrued Benefit

An amount equal to the actuarial equivalent frozen accrued benefit payable at the participant's normal retirement date adjusted to the participant's postponed retirement date.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

Cash Balance Account

The participant will continue to earn interest credits and the balance will be converted at the postponed retirement date.

Definitions

Credited Service	Credited service is measured in completed years and months.
Compensation	Compensation including overtime, bonuses, and certain sales incentives prior to January 1, 1996.
Normal Form of Benefit	Life annuity for unmarried participants or an actuarially equivalent 50% joint and survivor annuity if the participant is married.
Optional Payment Forms	Single life annuity (for married participants), 100%, 50%, or 75% Joint and Survivor Annuity, 10 Year Certain and Life, or a Lump Sum.
Plan Year	January 1 to December 31.

Plan Changes Since the Prior Year

The plan reporting valuation reflects the following plan change:

- Effective December 31, 2011, benefit accruals were frozen for all participants and the plan was closed to new participants.
- An increase in the annual maximum benefit limit under IRC Section 415 from \$195,000 in 2011 to \$200,000 in 2012.
- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Bowne Pension Plan
EIN: 13-2618477 PN: 001

**Schedule SB, Line 26—Schedule of Active Participant Data
As of January 1, 2012
Bowne Pension Plan**

EIN: 13-2618477 PN: 001

Number of Participants, Average Annual Accrued Benefit, and Average Cash Balance Account

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		12								
25-29		59 \$0 \$4,008	21 \$0 \$6,467	1						
30-34		64 \$0 \$4,538	53 \$169 \$6,831	33 \$2,899 \$7,460	1					
35-39		52 \$0 \$6,043	46 \$294 \$8,222	78 \$4,021 \$9,996	35 \$7,845 \$10,096					
40-44		50 \$0 \$7,192	50 \$666 \$8,301	89 \$3,876 \$10,505	62 \$9,052 \$11,719	10				
45-49		38 \$0 \$5,692	43 \$289 \$8,474	69 \$4,276 \$9,153	81 \$9,697 \$11,248	24 \$12,533 \$14,437	10	1		
50-54		33 \$0 \$4,780	43 \$1,898 \$9,115	64 \$4,526 \$10,202	72 \$11,399 \$11,331	30 \$19,059 \$12,234	11	5		
55-59		19	17	35 \$4,786 \$10,094	50 \$10,984 \$10,033	17	12	4	1	
60-64		9	18	25 \$3,724 \$7,951	29 \$11,278 \$9,248	15	3	2	1	
65-69		4	1	7	11	4	1	1		
70+		1		2	1	3				

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BOWNE PENSION PLAN
Schedule H, line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Name of plan sponsor: Bowne & Co., Inc.
Employer identification number: 13-2618477
Three-Digit Plan Number: 001

Number of shares or face amount	Identity of issue, borrower, lessor or similar party	Cost	Fair value
Collective trusts:			
* 105,006	The Bank of New York Mellon Collective U.S. Government STIF	\$ 105,006	\$ 105,006
* 5,121,585	EB Temporary Investment Fund of The Bank of New York Mellon	5,121,585	5,121,585
38,448	Northern Trust Collective Russell 1000 Growth Index Fund	6,972,260	7,132,320
38,109	Northern Trust Collective Russell 1000 Value Index Fund	6,888,884	7,123,484
46,771	Northern Trust Collective EAFE Index Fund	9,564,262	10,265,803
	Total Collective Trusts	28,651,997	29,748,198
Common Stock:			
Consumer non-durables:			
Broadcasting and publishing:			
7,289	Comcast Corp	198,538	272,317
4,050	CBS Corp	104,910	154,103
2,300	DirectTV	107,525	115,368
900	Omnicom Group Inc	40,678	44,964
262	Iron Mountain Inc	8,612	8,135
1,500	Viacom Inc	63,026	79,110
		523,289	673,997
Miscellaneous:			
1,410	Domtar Corp	91,946	117,763
3,400	Kennametal Inc	112,421	136,000
4,800	Corporate Executive Board Co	180,798	227,808
3,200	Maximus Inc	114,329	202,304
3,100	Costar Group Inc	145,779	277,047
		645,273	960,922
Education:			
7,000	National America University	52,550	26,950
3,600	American Public Education Inc	125,386	130,032
		177,936	156,982
Real Estate:			
1,200	Regency Centers Corp.	51,330	56,544
		51,330	56,544
Restaurants, Food, Service & Lodging:			
3,300	United Natural Foods Inc	93,907	176,847
3,900	Kimco Realty Corporation	59,311	75,348
5,200	Chefs Warehouse Holdings LLC	84,163	82,212
2,100	Conagra Foods Inc	48,547	61,950
3,700	Dean Foods Co	46,843	61,087

See Independent Auditor's Report

1,900	Hormel Foods Corp	53,179	59,299
5,700	McGrath Rentcorp	142,285	165,859
		<u>528,235</u>	<u>682,602</u>
	Retailing:		
3,400	CVS Caremark Corp.	112,918	164,390
3,500	Foot Locker Inc	77,702	112,420
2,800	Home Depot Inc	140,238	173,180
553	Proctor & Gamble	34,101	37,543
3,290	Target Corp.	160,948	194,669
2,400	Vitamin Shoppe Inc	75,191	137,664
3,443	Wal-Mart Stores Inc	226,576	234,916
5,300	InterParfums Inc	79,849	103,138
5,500	Vera Bradley Inc	180,010	138,050
400	Polo Ralph Lauren Corp	68,833	59,968
2,140	Ross Stores Inc	36,100	115,753
		<u>1,192,466</u>	<u>1,471,691</u>
	Tobacco:		
1,450	Philip Morris Intl	118,770	121,278
		<u>118,770</u>	<u>121,278</u>
	Total consumer non-durables	<u>3,237,299</u>	<u>4,124,016</u>
	Consumer durables:		
	Auto, Tires and related products:		
4,900	Standard Parking Corp.	80,518	107,751
	Total auto and related	<u>80,518</u>	<u>107,751</u>
	Beverages:		
1,480	Cocal-Cola Co	40,355	53,650
4,800	Constellation Brands	103,619	169,872
	Total beverages	<u>143,974</u>	<u>223,522</u>
	Machinery:		
5,600	Columbus McKinnon Corp	101,517	92,512
600	Cummins Inc	63,616	65,010
1,500	Toro Co	46,455	64,470
	Total machinery	<u>211,588</u>	<u>221,992</u>
	Miscellaneous:		
3,600	Volcano Corporation	68,118	84,996
3,400	Altria Group Inc.	112,871	106,896
2,400	Annie's Inc.	68,890	80,232
1,150	General Mills Inc.	45,917	46,483
500	Ingredion Inc.	32,915	32,215
750	Kellogg Co.	39,586	41,888
650	JM Smucker Co.	55,329	56,056
1,100	Boston Beer Co. Inc.	117,216	147,895
1,150	Kimberly-Clark Corp.	90,207	97,095
850	Bunge Limited Co.	50,463	61,787
	Total miscellaneous	<u>681,512</u>	<u>755,543</u>
	Products and retail:		
150	Autozone	42,101	53,165
700	O'Reilly Automotive, Inc.	66,158	62,594
2,450	Macy's Inc.	75,540	95,599
2,900	Jos A Bank Clothiers Inc	118,545	123,482
	Total products and retail	<u>302,344</u>	<u>334,840</u>
	Total consumer durables	<u>1,419,936</u>	<u>1,643,648</u>

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Materials and services:			
Basic Materials:			
9,400	Polyone Corp.	177,846	191,948
3,750	Steel Dynamics Inc.	46,357	51,488
		<u>224,203</u>	<u>243,436</u>
Business products and services:			
5,250	Applied Materials	79,415	60,060
2,800	Wesco International Inc	138,151	188,804
7,800	Orbital Sciences Corp	113,774	107,406
4,100	Emcor Gorup Inc	93,905	141,901
1,170	Honeywell International Inc.	46,222	74,260
2,600	RBC Bearings Inc.	89,880	130,182
4,290	Textron Inc	105,551	106,349
		<u>666,898</u>	<u>808,962</u>
Chemicals:			
300	CF Industries Holdings Inc	44,277	60,948
8,050	Huntsman Corp	94,942	127,995
2,300	Monsanto Co New	184,417	217,695
1,310	PPG Industries Inc	106,342	177,309
		<u>429,978</u>	<u>583,947</u>
Communication Services			
1,350	Dish Network Corp.	39,036	49,140
1,300	Time Warner Cable Inc.	95,923	126,347
		<u>134,959</u>	<u>175,487</u>
Consumer Cyclical			
2,400	Arbitron Inc.	71,706	112,032
2,100	Brinker International Inc.	66,209	65,079
3,050	EBAY Inc.	120,445	155,544
1,800	Hibbett Sports Inc.	95,076	94,860
1,900	Petsmart Inc.	103,049	129,846
5,400	Sotheby's	168,988	181,548
4,200	Mattress Firm Holding Company	125,604	103,026
5,450	Pulte Group Inc.	91,166	98,972
3,200	Time Warner Inc.	119,546	153,056
		<u>961,789</u>	<u>1,093,963</u>
Financial Services			
3,100	East West Bancorp Inc.	72,625	66,619
5,350	Regions Financial Corp	34,549	38,146
1,650	Suntrust Banks	47,691	46,778
3,300	Marketaxess Holdings Inc.	100,266	116,490
16,500	Wisdomtree Investments Inc.	100,754	100,980
		<u>355,885</u>	<u>369,013</u>
Healthcare			
3,300	Acadia Healthcare Group Inc.	74,198	77,055
5,800	Amarin Corp PLC	60,990	46,922
2,800	Mylan Inc.	71,725	76,860
5,800	Celldex Therapeutics Inc.	34,146	38,918
1,150	Gilead Sciences, Inc.	53,019	84,468
800	Regeneron Pharmaceuticals Inc.	101,054	136,856
1,741	Express Scripts Holding Co.	98,349	94,014
6,000	Globus Medical Inc.	72,000	62,940
850	McKesson Corp	73,854	82,416

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1,350	Thermo Fisher Scientific Inc.	68,788	86,103
		<u>708,123</u>	<u>786,552</u>
	Hospital supplies and medical services:		
2,160	Abbott Laboratories	99,415	141,480
4,000	Advisory Board Co	82,309	187,160
1,610	Aetna Inc	48,721	74,559
3,900	Air Methods	100,454	143,949
3,200	Align Technology Inc	40,942	88,800
1,027	Amgen Inc.	57,869	88,527
14,800	Avanir Pharmaceuticals Inc	76,913	38,732
900	Biomarin Pharmaceutical Inc	17,593	44,280
1,000	Bio-Rad Laboratories Inc	72,486	105,050
1,250	Cardinal Health Inc. Com.	45,688	51,475
900	Covidien PLC	38,401	51,966
2,800	Charles River Laboratories Int	110,018	104,916
3,270	Eli Lilly & Co	135,099	161,276
4,100	Haemonetics Corp	102,195	167,444
5,100	Incyte Corporation	54,164	84,711
4,600	IPC The Hospitalist Co Inc	154,880	182,666
815	Johnson & Johnson Company	52,272	57,132
2,150	Magellan Health Services Inc.	77,098	105,350
6,166	Merk & Co Inc	228,727	252,436
800	Perrigo Co	69,609	83,224
12,036	Pfizer Inc	253,396	301,851
2,500	Sirona Dental Sys Inc	82,654	161,150
2,400	United Therapeutics Corp	95,003	128,208
		<u>2,095,906</u>	<u>2,806,342</u>
	Industrials		
800	Agco Corp	32,816	39,296
1,968	ADT Corp	48,377	91,492
2,200	Avery Dennison Corp	73,370	76,824
3,600	Boeing Co.	261,609	271,296
700	Triumph Group Inc	44,183	45,710
2,050	Dover Corp	130,430	134,706
2,750	ITT Corp	57,776	64,515
944	Pentair LTD	28,352	46,398
1,050	Equifax Inc.	57,166	56,826
6,900	Heartland Payment Systems Inc.	201,976	203,550
4,000	Infoblox Inc.	77,756	71,880
1,500	Portfolio Recovery Associates	114,459	160,290
3,200	Shutterstock Inc.	71,993	83,200
6,600	Wageworks Inc.	63,890	117,480
4,350	Wex Inc	95,191	327,860
1,150	Manpower Inc.	52,992	48,806
6,300	Team Health Holdings Inc.	158,880	181,251
1,700	Reliance Steel & Aluminum Co.	93,394	105,570
6,500	Southwest Airlines, Co.	60,714	66,560
		<u>1,725,324</u>	<u>2,193,510</u>
	Metals and mining:		
6,500	ALCOA Inc.	66,595	56,420
1,860	Freeport McMoRan Copper & Gold Inc	88,521	63,612
		<u>155,116</u>	<u>120,032</u>
	Total materials and services	<u>7,458,181</u>	<u>9,181,244</u>

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Capital goods and services:**Miscellaneous capital goods:**

7,600	Albany International Corp	154,553	172,368
4,800	Brookdale Senior Living Inc	67,985	121,536
6,900	Exlservice Holdings Inc	140,948	182,850
3,900	Global Payments Inc	127,378	176,670
6,400	Healthcare Services Group Inc	82,957	148,672
1,900	Harsco Corp	63,661	44,650
1,336	Tyco International Ltd Shares	25,786	39,078
3,000	Watts Water Technologies	101,720	128,970
3,100	Wabco Holdings Inc	103,348	202,089
		<u>868,336</u>	<u>1,216,883</u>

Pollution control:

5,200	Clean Harbors Inc	237,943	286,052
		<u>237,943</u>	<u>286,052</u>

Total capital goods and services

<u>1,106,279</u>	<u>1,502,935</u>
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Technology:**Aerospace and defense:**

1,150	Lockheed Martin Corp.	82,595	106,133
1,600	Northrop Grumman Corp	88,923	108,128
1,200	Raytheon Co.	56,411	69,072
		<u>227,929</u>	<u>283,333</u>

Computer equipment and software:

300	Amazon Com Inc	57,881	75,261
7,900	Angies List Inc	103,208	94,721
1,383	Apple Inc.	204,889	735,995
9,800	Bottomline Technologies Del Inc	149,699	258,622
3,000	Broadsoft Inc	45,284	108,990
7,200	Dealertrack Holdings Inc	156,866	206,784
1,700	Expedia Inc	90,640	104,448
330	Google Inc.	178,621	233,435
2,300	Hittite Microwave Corp	109,269	142,738
4,700	Informatica Corp.	137,489	142,504
9,284	Intel Corporation	196,897	191,436
12,828	Microsoft Corp.	353,555	342,636
6,500	Monotype Imaging Holdings Inc	67,967	103,870
10,000	NIC Inc	112,626	163,400
9,007	Oracle Corporation	244,785	300,113
7,900	SS&C Technologies Holdings Inc	152,610	182,411
6,950	Symantec Corp	130,451	130,799
3,850	Ultimate Software Group Inc.	101,727	363,478
6,800	Brightcove Inc.	83,332	61,472
6,900	Saba Software Inc.	71,467	60,306
3,300	Splunk Inc.	86,685	95,766
7,800	Qlik Technologies Inc.	160,894	169,416
2,650	Broadcom Corp	90,496	88,006
5,400	LSI Corp.	45,486	38,178
7,100	Volterra Semiconductor Corp	194,983	121,907
2,200	Computer Programs & Syetems Inc.	116,867	110,748
2,300	IAC/Interactive Corp	117,723	108,657
2,000	Servicenow Inc.	48,739	60,060

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5,100	Vocera Communications Inc.	115,836	128,010
2,250	Wester Digital Corp	87,660	95,602
		<u>3,814,632</u>	<u>5,019,769</u>
Electrical equipment and electronics:			
1,300	Accenture Plc Ireland Shares Class A	58,539	86,450
2,200	Commvault Systems Inc	50,467	153,256
6,000	EBIX Inc	132,125	96,720
2,200	Generac Holdings Inc	35,616	75,482
5,900	General Communiation Inc	67,388	56,581
1,792	International Business Machine	208,203	343,258
5,600	J2 Global Communications Inc	139,786	171,360
6,700	Jack Henry & Associates Inc	144,439	263,042
6,100	Solera Holdings Inc	156,782	326,167
		<u>993,345</u>	<u>1,572,316</u>
	Total technology	<u>5,035,906</u>	<u>6,875,418</u>
Energy:			
Oil and coal:			
3,874	Chevron Corporation	274,350	418,934
1,179	Conocophillps	49,292	68,370
1,600	Dril-Quip Inc	77,213	116,880
3,350	Energen Corp	176,772	151,051
1,700	Ensco Plc	93,950	100,776
5,598	Exxon Mobil Corp.	367,790	484,507
1,450	Hess Corp	72,311	76,792
3,000	Gulfport Energy Corp	74,221	114,660
1,500	Helmerich & Payne Inc.	95,635	84,015
2,200	Hollyfrontier Corp	90,071	102,410
3,600	Hornbeck Offshore Services Inc	144,908	123,624
13,900	Key Energy Services Inc	152,744	96,605
3,200	Marathon Oil Corp.	108,099	201,600
7,700	Matador Resources Co	87,582	63,140
3,800	Oasis Petroleum Inc	60,685	120,840
1,540	Occidental Petroleum Corporation Common	114,928	117,979
2,300	Oceaneering International Inc	130,343	123,717
1,380	Oil Sts Intl Inc	27,218	98,725
1,414	Phillips 66	35,378	75,083
1,300	Plains Exploration & Production	52,475	61,022
4,500	Sanchez Energy Corp	91,346	81,000
6,700	Swift Energy Co	225,481	103,113
4,500	Valero Energy Corp	130,316	153,540
		<u>2,733,108</u>	<u>3,138,383</u>
	Total energy	<u>2,733,108</u>	<u>3,138,383</u>
Transporation:			
Transportation products and services:			
2,400	Allegiant Travel Co	110,256	176,184
4,100	Genesse & WYO Inc	153,918	311,928
6,300	Monro Muffler Brake Inc	155,924	219,870
4,650	Old Dominion Freight Line Inc	68,139	159,402
900	Polaris Industries Inc	67,994	75,735
750	Union Pacific Corp	91,382	94,290

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9,500	UTI Worldwide Inc	166,542	127,300
		814,155	1,164,709
	Total transportation	814,155	1,164,709
Utilities:			
Utilities-electric:			
4,850	CMS Energy Corp	105,671	118,243
6,600	NV Energy Inc	119,107	119,724
		224,778	237,967
Utilities-telecommunications:			
5,882	AT&T Inc	188,343	198,282
5,300	Allot Communications LTD	87,762	94,446
14,435	Cisco Systems Inc	319,458	283,633
7,300	Digital Globe Inc	134,212	178,412
3,550	Qualcomm Inc.	216,379	219,603
6,131	Verizon Communications Inc	207,554	265,288
		1,153,708	1,239,664
Utilities-miscellaneous			
1,500	American Water Works Co Inc	50,969	55,695
18,576	General Electric Co	468,739	389,910
7,650	Centerpoint Energy Inc	152,207	147,262
		671,915	592,867
	Total utilities	2,050,401	2,070,498
Financial:			
Banks and other financial services:			
14,200	American Equity Invst Life Hldg Co	129,609	173,382
5,925	Bank of Amer Corp.	86,886	68,789
610	BOK Finl Corp	28,036	33,221
6,500	Cardtronics Inc	122,407	154,310
4,060	Citi Group Inc	127,594	160,614
4,600	Discover Financial Services	113,086	177,330
7,200	Duff & Phelps Corp.	113,773	112,464
900	Everest Group Inc.	91,809	98,955
5,450	JPMorgan Chase & Co.	230,103	239,631
8,400	Keycorp	74,040	70,728
250	Mastercard Inc	60,578	122,820
14,000	Montpeiler Holdings LTD	258,468	320,040
3,350	NASDAQ OMX Group Inc	73,102	83,716
13,500	On Assignment Inc	134,915	273,780
4,900	Realpage Inc	106,283	105,693
2,600	Safety Ins Group Inc	97,274	120,042
2,600	US Bancorp	147,613	185,252
1,875	Visa Inc	141,155	284,212
9,330	Wells Fargo & Co.	296,130	318,899
		2,432,861	3,103,878
Insurance:			
2,800	Allstate Corp/The	97,890	112,476
350	Prudential Financial Inc	21,325	18,665
600	Torchmark Corp	29,351	31,002
1,400	Travelers Cos Inc/The	101,915	100,548
2,200	Unum Group	51,387	45,804
2,400	Validus Holdings Ltd Com Shs	80,316	82,992

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2,290	AFLAC Inc	96,799	121,645
1,640	Assurant Inc	55,747	56,908
640	Berkshire Hathaway Inc	52,705	57,408
460	Humana Inc	19,428	31,570
2,341	United Health Group	90,977	126,976
		<u>697,840</u>	<u>785,994</u>
	Total financial	<u>3,130,701</u>	<u>3,889,872</u>
	Total common stock	<u>26,985,966</u>	<u>33,590,723</u>
	Equity Securities:		
621,410	Vanguard Index Mid Cap Fund	9,520,911	13,994,160
	Fixed Income Securities:		
1,358,443	PIMCO Institutional Fund	14,525,350	15,268,895
1,458,073	PIMCO Long Duration Total Return	16,204,395	17,598,940
		<u>30,729,745</u>	<u>32,867,835</u>
	Total mutual funds	<u>40,250,656</u>	<u>46,861,995</u>
	Hedge Fund:		
60,312	Gabelli Associates Limited II E	6,138,874	6,617,164
	Total hedge fund	<u>6,138,874</u>	<u>6,617,164</u>
	Total assets (held at end of year)	<u>\$ 102,027,493</u>	<u>\$ 116,818,080</u>

* - Denotes a party-in-interest.

BOWNE PENSION PLAN
Schedule H, line 4j – Schedule of Reportable Transactions
Year ended December 31, 2012

Name of plan sponsor: Bowne & Co., Inc.
Employer identification number: 13-2618477
Three-Digit Plan Number: 001

(A)	(B)	(C)	(D)	(E)	(F)
<u>Identity of party involved</u>	<u>Security description</u>	<u>Cost of purchases</u>	<u>Proceeds from sales</u>	<u>Cost of assets disposed</u>	<u>Gain/Loss</u>
Category (i): A single transaction in excess of 5% of the current value of Plan assets:					
Artio Investments	Artio International Equity	\$ -	\$ 9,577,829	\$ 12,287,717	\$ (2,709,888)
Bank of New York Mellon	Collective Short Term Inv Fund	6,500,000	-	-	-
Bank of New York Mellon	Collective Short Term Inv Fund	-	9,497,469	9,497,469	-
Bank of New York Mellon	EB Temp Inv Fund	9,557,469	-	-	-
Bank of New York Mellon	EB Temp Inv Fund	9,557,554	-	-	-
Bank of New York Mellon	EB Temp Inv Fund	-	9,557,469	9,557,469	-
Northern Trust	Russell 1000 Growth Index Fund	6,972,260	-	-	-
Northern Trust	Russell 1000 Value Index Fund	6,888,884	-	-	-
Northern Trust	Collective EAFE Fund	9,000,000	-	-	-
Category (iii): A series of transactions in excess of 5% of the current value of Plan assets:					
Artio Investments	Artio International Equity	-	9,577,829	12,287,717	(2,709,888)
Bank of New York Mellon	Collective Short Term Inv Fund	13,850,620	17,743,208	17,743,208	-
Bank of New York Mellon	EB Temp Fund	29,462,701	24,341,116	24,341,116	-
Northern Trust	Russell 1000 Growth Index Fund	6,972,260	-	-	-
Northern Trust	Russell 1000 Value Index Fund	6,888,884	-	-	-
Northern Trust	Collective EAFE Fund	9,577,836	13,581	13,574	7

See Independent Auditor's Report