

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;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); 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>RR DONNELLEY SAVINGS PLAN</u> 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>R.R. DONNELLEY & SONS COMPANY</u> <u>35 W. WACKER DRIVE</u> <u>CHICAGO, IL 60601</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>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1978</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>36-1004130</u></td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number <u>312-326-8000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>323100</u></td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1978</u>		2b Employer Identification Number (EIN) <u>36-1004130</u>		2c Plan Sponsor's telephone number <u>312-326-8000</u>		2d Business code (see instructions) <u>323100</u>			
1b Three-digit plan number (PN) ▶	<u>003</u>												
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2c Plan 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.	09/14/2015	ANNE PEASE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/14/2015	ANNE PEASE
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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 BENEFITS COMMITTEE C/O R.R. DONNELLEY & SONS COMPANY 35 W. WACKER DRIVE CHICAGO, IL 60601	3b Administrator's EIN 20-1730106
	3c Administrator's telephone number 312-326-8000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 41180
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 30735
a(2) Total number of active participants at the end of the plan year	6a(2) 36871
b Retired or separated participants receiving benefits	6b 783
c Other retired or separated participants entitled to future benefits.....	6c 7578
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 45232
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 152
f Total. Add lines 6d and 6e	6f 45384
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 41651
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 263
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2S 2T 3F 3H 2O	
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)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>RR DONNELLEY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>R.R. DONNELLEY & SONS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1004130</u>

Part I 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
HEWITT FINANCIAL SERVICES LLC

36-3943169

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

33-0629048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE BANK OF NEW YORK MELLON

13-5160382

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
GREAT-WEST FINANCIAL RPS, LLC

71-0930784

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

WINSLOW CAPITAL MANAGEMENT, LLC

90-0806089

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

CAPITAL INTERNATIONAL, INC

95-4154361

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

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

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

GREAT-WEST FINANCIAL RPS, LLC

71-0930784

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50 64	NONE	2299182	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

JPMORGAN SECURITIES LLC

13-4110995

(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?
26 33 50 59 71	NONE	66678	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JPMORGAN INSTITUTIONAL INVEST, INC

13-4062153

(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?
26 50	NONE	39391	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)

AJO LP

23-2312104

(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?
28	INVESTMENT MANAGER	496539	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WINSLOW CAPITAL MANAGEMENT LLC

90-0860898

(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?
28	INVESTMENT MANAGER	857381	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LSV ASSET MAAGEMENT

23-2772200

(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?
28 51	INVESTMENT MANAGER	1378996	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)

CHARLES SCHWAB

94-1737782

(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?
28	INVESTMENT MANAGER	34757	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FRONTIER CAPITAL MANAGEMENT COMPANY

04-3492668

(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	INVESTMENT ADVISOR	1104572	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET GLOBAL ADVISORS

04-1867445

(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	INVESTMENT MANAGER	58966	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)

HEWITT ASSOCIATES LLC

36-2235971

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 60	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

J P MORGAN INVESTMENT MANAGEMENT IN

13-3200244

(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	INVESTMENT MANAGER	898903	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
HEWITT ASSOCIATES LLC	60	0
(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.	
DWS RREEF REAL ESTATE 36-3500551	.10 %	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
AB 13-3211780	RATE OF .20% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSET(S); FIXED RATE \$40,000 ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
ALLIANZ 06-1349805	RATE OF .10% OF SALES AND .06% OF AVERAGE DAILY BALANCE OF ASSETS.	

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
J P MORGAN SECURITIES LLC	59	0
(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.	
AMERICAN CENTURY 43-0821857	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$40,000 ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	
(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.	
AMERICAN FUNDS 86-0206507	FIXED RATE \$130,000 ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
BLACKROCK FUNDS 23-2784752	RATE OF .10% OF SALES AND .08% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$40,000 ANNUALLY	

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
J P MORGAN SECURITIES LLC	59	0
(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.	
DELAWARE FUNDS 23-2791871	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$40,000 ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
DREYFUS 13-2603136	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
EATON VANCE 04-3239487	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$50,000 ANNUALLY	

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
J P MORGAN SECURITIES LLC	59	

(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.
FEDERATED 25-1203925	RATE OF .20% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$40,000 ANNUALLY

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0

(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.
FIDELITY 04-2882358	RATE OF .20% OF SALES; FIXED RATE \$40,000 ANNUALLY

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0

(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.
FRANKLIN TEMPLETON 13-5599989	RATE OF .08 OF SALES AND .02%-.05% OF AVERAGE DAILY BALANCE OF ASSETS

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
J P MORGAN SECURITIES LLC	59	0
(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.	
HARTFORD 06-0383750	RANGE OF .15-.20% OF SALES AND .03-.05% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$40,000 ANNUAL	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
INVESCO 74-1894784	RATE OF .25% OF SALES AND .05% OF ASSETS OVER \$600 MILLION	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
JOHN HANCOCK FUNDS 04-3111116	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$40,000 ANNUALLY	

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
J P MORGAN SECURITIES LLC	59	
(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.	
J P MORGAN FUNDS 74-2945358	RATE OF .10-.20% OF SALES AND .05% AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE OF \$40,000 ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
MFS 04-2747644	RATE OF .10% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
NUVEEN 36-3817266	RATE OF .10%-.20% OF SALES AND .05% OF AVERAGE BALANCE OF ASSETS.	

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
J P MORGAN SECURITIES LLC	59	0
(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.	
OPPENHEIMER 12-2953455	RATE OF .06% OF AVERAGE DAILY BALANCE OF ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
PACIFIC LIFE FUNDS 95-2594489	RATE OF .25% OF SALES AND RANGE OF .03%-.05% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$40,000 ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
PIMCO 33-0629048	RATE OF .10% OF SALES AND .03% OF AVERAGE DAILY BALANCE OF ASSETS	

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
J P MORGAN SECURITIES LLC	59	0
(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.	
PRINCIPAL 91-1801401	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$40,000	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	
(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.	
PUTNAM 26-0334814	RATE OF .25% OF SALES AND .05% OF AVERAGE DAILY BALANCE OF ASSETS; FIXED RATE \$40,000 ANNUALLY	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
J P MORGAN SECURITIES LLC	59	0
(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.	
TRANSMERICA CAPITAL 95-3141953	RATE OF .25% OF SALES AND 0.05% OF AVERAGE NET ASSETS	

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
GREAT-WEST FINANCIAL RPS, LLC	15 64	0

(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.
JP MORGAN SECURITIES LLC 13-4110995	RATE OF 25% OF THE FEES COLLECTED BY JPM MORGAN SECURITIES LLC FOR BROKERAGE ACCOUNT SERVICES

(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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>RR DONNELLEY SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>R.R. DONNELLEY & SONS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1004130</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NT EAFE INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENTS</u>		
c EIN-PN <u>45-6138589-017</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NT RUSSELL 2000 INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENTS</u>		
c EIN-PN <u>45-6138589-009</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA INFLATION PRO BOND INDX</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET BANK AND TRUST COMPANY</u>		
c EIN-PN <u>04-0025081-076</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SSGA BOND INDX SL SF CL</u>		
b Name of sponsor of entity listed in (a): <u>STATE STREET BANK AND TRUST COMPANY</u>		
c EIN-PN <u>04-0025081-071</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD EMPLOYEE BENEFIT INDEX FD</u>		
b Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>23-3080210-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ALLIANCE BERNSTEIN EMERGING MARKETS</u>		
b Name of sponsor of entity listed in (a): <u>ALLIANCE BERNSTEIN</u>		
c EIN-PN <u>04-6948485-038</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36915275
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NT COLLTVE ALL CNTRY WORLD EX-US</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENTS</u>		
c EIN-PN <u>45-6138589-223</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39367308

a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLECTIVE AGGREGATE BOND INDEX		
b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS		
c EIN-PN 45-6138589-088	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 108235054
a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLTVE EXTENDED EQUITY MARKET		
b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS		
c EIN-PN 45-6138589-110	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25708260
a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLTVE S&P 500 INDEX FUND		
b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS		
c EIN-PN 45-6138589-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 389754477
a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLTVE TIPS INDEX FUND		
b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS		
c EIN-PN 45-6138589-091	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74564894
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO FIXED INCOME FUND A		
b Name of sponsor of entity listed in (a): WELLS FARGO TRUST COMPANY		
c EIN-PN 52-2250963-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 100456313
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO FIXED INCOME FUND F		
b Name of sponsor of entity listed in (a): WELLS FARGO TRUST COMPANY		
c EIN-PN 52-2252204-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 244303061
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO FIXED INCOME FUND L		
b Name of sponsor of entity listed in (a): WELLS FARGO TRUST COMPANY		
c EIN-PN 27-6635237-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91058573
a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLTIVE SHORT TERM INV		
b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS		
c EIN-PN 45-6138589-084	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68333989
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO SHORT TERM INV - S		
b Name of sponsor of entity listed in (a): WELLS FARGO TRUST COMPANY		
c EIN-PN 41-6292499-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75038089
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>RR DONNELLEY SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>R.R. DONNELLEY & SONS COMPANY</u>		D Employer Identification Number (EIN) <u>36-1004130</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	44825368	120410984
	(2) U.S. Government securities	1c(2)	489364685	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)	294995235	282699453
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)	170317264	621663784
	(5) Partnership/joint venture interests	1c(5)		94274
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	51085655	53783427
	(9) Value of interest in common/collective trusts	1c(9)	1199155065	1253735293
	(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)	255417194	226661864
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	71127166	71219317

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	33761968
(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	2576287632	2664030364

Liabilities

g Benefit claims payable	1g	1192036	
h Operating payables	1h	265448	1378001
i Acquisition indebtedness	1i		
j Other liabilities	1j	6307273	8915698
k Total liabilities (add all amounts in lines 1g through 1j)	1k	7764757	10293699

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2568522875	2653736665
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	109365678	
(C) Others (including rollovers)	2a(1)(C)	55301272	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		164666950

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)	2225358	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2225358

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	23839750	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1937846	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		25777596

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	608805674	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	550598329	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		58207345

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-21663403	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-21663403

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		14537276
(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)		56132170
c Other income.....	2c		3208637
d Total income. Add all income amounts in column (b) and enter total.....	2d		303091929

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	214758861	
(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)		214758861
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		101258
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	39391	
(4) Other.....	2i(4)	2978629	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3018020
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		217878139

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		85213790
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

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

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

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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	☒	☐	419
4b	☐	☒	

	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.)	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>RR DONNELLEY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>R.R. DONNELLEY & SONS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1004130</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u> <u>43-1796706</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	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
-----------------	-------------------

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.
----------------	---

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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

INDEPENDENT AUDITORS' REPORT

To the Administrator of the
RR Donnelley Savings Plan
Chicago, Illinois

We have audited the accompanying financial statements of the RR Donnelley Savings Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of net assets available for benefits for the years ended December 31, 2014 and 2013, and the related notes to the financial statements.

Administrator's Responsibility for the Financial Statements

The Plan Administrator 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the RR Donnelley Savings Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014 in accordance with accounting principles generally accepted in the United States of America.

Other Matter - Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, Supplemental Schedule H, line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2014 and Supplemental Schedule H, line 4(a) - Schedule of Delinquent Participant Contributions for the year ended December 31, 2014, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's Administrator and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
June 29, 2015

RR DONNELLEY SAVINGS PLAN

Chicago, Illinois

FINANCIAL STATEMENTS

Including Independent Auditors' Report

As of and for the Years Ended December 31, 2014 and 2013

RR Donnelley Savings Plan

December 31, 2014 and 2013 Index

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Note: All other schedules required by Section 2520.103-10 of the Department Of Labor’s rules and regulating and disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable to the R.R. Donnelley & Sons Savings Plan.

INDEPENDENT AUDITORS' REPORT

To the Administrator of the
RR Donnelley Savings Plan

We have audited the accompanying financial statements of the RR Donnelley Savings Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of net assets available for benefits for the years ended December 31, 2014 and 2013, and the related notes to the financial statements.

Administrator's Responsibility for the Financial Statements

The Plan Administrator 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the RR Donnelley Savings Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014 in accordance with accounting principles generally accepted in the United States of America.

Other Matter - Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules, Supplemental Schedule H, line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2014 and Supplemental Schedule H, line 4(a) - Schedule of Delinquent Participant Contributions for the year ended December 31, 2014, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's Administrator and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
June 29, 2015

RR DONNELLEY SAVINGS PLAN

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2014 AND 2013
(EMPLOYER IDENTIFICATION NUMBER 36-1004130, PLAN NUMBER 003)**

	<u>2014</u>	<u>2013</u>
ASSETS		
Plan investments at fair value	\$ 2,610,246,937	\$ 2,525,201,977
Notes receivable from participants.....	54,222,760	51,522,092
Total assets	<u>2,664,469,697</u>	<u>2,576,724,069</u>
LIABILITIES		
Accrued expenses and other liabilities	<u>1,378,001</u>	<u>265,448</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	2,663,091,696	2,576,458,621
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(8,915,698)</u>	<u>(6,307,273)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 2,654,175,998</u></u>	<u><u>\$ 2,570,151,348</u></u>

The accompanying notes are an integral part of these financial statements

RR DONNELLEY SAVINGS PLAN

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013
(EMPLOYER IDENTIFICATION NUMBER 36-1004130, PLAN NUMBER 003)**

	<u>2014</u>	<u>2013</u>
ADDITIONS TO NET ASSETS:		
Investment income		
Interest income on notes receivable from participants	\$ 2,260,130	\$ 2,037,716
Dividend and interest income	29,105,040	27,617,592
Net appreciation in fair value of investments	107,094,581	342,013,451
Total investment income	<u>138,459,751</u>	<u>371,668,759</u>
Contributions.....		
Participant contributions.....	109,365,678	106,150,084
Rollover contributions	55,301,272	2,666,066
Total contributions.....	<u>164,666,950</u>	<u>108,816,150</u>
Total additions	<u>303,126,701</u>	<u>480,484,909</u>
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants.....	216,084,031	192,490,804
Administrative expenses	3,018,020	2,723,529
Total deductions	<u>219,102,051</u>	<u>195,214,333</u>
Net increase.....	<u>84,024,650</u>	<u>285,270,576</u>
NET ASSETS, BEGINNING OF YEAR	<u>2,570,151,348</u>	<u>2,284,880,772</u>
NET ASSETS, END OF YEAR.....	<u><u>\$ 2,654,175,998</u></u>	<u><u>\$ 2,570,151,348</u></u>

The accompanying notes are an integral part of these financial statements

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

NOTE 1 – PLAN DESCRIPTION

The following description of the RR Donnelley Savings Plan (the “Plan”) is provided for general information purposes only. The Plan is a defined contribution plan sponsored by R. R. Donnelley & Sons Company (the “Company”) designed to allow eligible employees to save for retirement on a tax-advantaged basis. The Plan is intended to qualify as a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code of 1986, as amended (the “Code”), and is subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The description covers current Plan provisions, except as specifically noted otherwise. For more complete information, refer to the Summary Plan Description and the Plan document, including any modifications and amendments thereto.

Administration

The Plan is administered by the Plan’s Benefits Committee and its delegates. The Plan’s assets are held in the RR Donnelley Savings Plan Trust (the “Trust”). The Bank of New York Mellon was trustee for all of the Plan’s assets, other than with respect to assets invested through the self-directed brokerage account, from January 1, 2014 through March 31, 2014. On April 1, 2014, The Northern Trust Company became the trustee of the Trust and custodian of the Plan’s assets, other than with respect to assets invested through the self-directed brokerage accounts. Charles Schwab & Co., Inc. was custodian of assets invested through the self-directed brokerage account from January 1, 2014 through March 31, 2014. On April 1, 2014 J.P. Morgan (JPM) Securities LLC became the custodian of assets invested through the self-directed brokerage accounts. Aon Hewitt, LLC was the record keeper from January 1, 2014 through March 31, 2014. Great West Financial, operating under the brand name Empower Retirement, became the record keeper as of April 1, 2014.

Administrative Expenses

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

Eligibility

Generally, all employees of the Company and its U.S. subsidiaries are eligible to become Plan members (“participants”), unless they are part of a bargaining unit that does not participate in the Plan. Except with respect to certain contingent employees, eligible employees are not required to satisfy any service or age requirements to participate in the Plan and, accordingly, become eligible to participate in the Plan on their first day of employment with the Company or one of its participating affiliates. Elections to participate in the Plan are effective as soon as administratively practicable. Automatic enrollment provisions under the Plan became effective January 1, 2012. Employees hired on or after December 1, 2011 are automatically enrolled 30 days after being hired, in each case unless the employee opted, or opts, out of automatic enrollment or elected, or elects, to be enrolled earlier. Individuals who are automatically enrolled make contributions on a before-tax basis equal to 3% of eligible compensation.

Contributions

Eligible employees may elect to make before-tax, after-tax and Roth 401(k) contributions under the Plan. Subject to certain limitations, the contribution election percentages allowed are from 1%-85% of eligible compensation for before-tax, after-tax and Roth 401(k) contributions, and the total of all elections cannot exceed 85% of eligible compensation. Before-tax, after-tax and Roth 401(k) contributions are funded by payroll deductions and must be made in whole percentages of employee eligible earnings, although contributions designated as “catch-up” contributions must be designated in full dollar amounts. Participants can change contribution elections at any time. Earnings of the Plan attributable to before-tax, after-tax and matching contributions, as well as such before-tax contributions and matching contributions to the Plan, generally are not taxable to the participants until withdrawn.

The Company did not make any matching contributions during the 2014 or 2013 Plan years. In addition, the Plan permits the Company to provide a discretionary matching contribution to certain employees. The Company did not make any such discretionary matching contributions for the 2014 or 2013 Plan years. Matching contributions, when made, are contributed to the Plan in cash and invested according to the participant’s investment elections.

Employees may also roll over amounts to the Plan that were distributed from certain types of retirement plans and accounts.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

Vesting

Participants are always 100% vested in their before-tax, after-tax, Roth 401(k) and rollover contributions and investment earnings thereon. Except with respect to certain members of collective bargaining units, participants first hired before January 1, 2012 are always 100% vested with respect to matching and discretionary matching contributions (and earnings thereon), whereas participants first hired on or after January 1, 2012 do not become vested in such matching and discretionary matching contributions (and earnings thereon) until they have earned three years of service under the Plan, at which time they are 100% vested in such contributions and earnings. Different vesting rules apply to contingent employees.

Notes Receivable from Participants

Participants are permitted to borrow up to the lesser of 50% of their vested before-tax, after-tax, Roth 401(k), matching and rollover account balance, or \$50,000, reduced by the highest outstanding loan balance in the last 12 months. The minimum loan amount is \$1,000. Subject to certain exceptions for historical loans and loans originated under other plans, participants are allowed only one outstanding loan at any time and the maximum loan repayment period is four and a half years. The loans are secured by the balance in the participants' accounts and bear interest at a rate equal to 1% over the prime rate, as published in the Wall Street Journal. The interest rate for the loans outstanding as of December 31, 2014 ranged from a low of 4.0% to a high of 9.5%. The participant pays an administrative fee of \$50 to the Plan's recordkeeper, Empower Retirement, at the inception of the loan. Notes receivables are valued at cost plus accrued interest.

Benefit Payments and Withdrawals

A participant's account balance may be distributed on retirement or other termination of employment. Distributions may be made in the form of lump sum distribution of all or a portion of the participant's account, or in installment payments. Amounts invested in the Tax Reduction Act Stock Ownership Plan ("TRASOP") Fund and, beginning in April 2013, the RR Donnelley Stock Fund, may be distributed in the form of shares of Company stock. All other payments are made in cash.

A participant may withdraw his or her after-tax contributions and rollover contributions, and the value of the participant's Fund B account, if any, at any time, and may withdraw an amount from his or her vested account (other than his or her TRASOP Account) while he or she is still employed if he or she incurs a financial hardship, or has attained age 59.5. A participant may withdraw all or part of his or her before-tax or Roth 401(k) contributions if he or she is performing service in the uniformed services while on active duty for more than 30 days. A participant may withdraw any portion of his or her vested account after attaining age 70.5, and will be required to begin taking distributions upon the later of his or her attainment of age 70.5 or termination of employment.

Investment Options

Participants are permitted to direct how their account balance under the Plan is invested. Subject to certain restrictions, participants can change investment elections on a daily basis. Generally, participants may invest up to 20% of their account balance and up to 20% of their current contributions in the RR Donnelley Stock Fund, and may shift their contributions into and out of the RR Donnelley Stock Fund at any time. As of December 31, 2014, the following investment options were offered under the Plan:

Core Investment Funds— investment funds that invest in different asset classes, such as fixed income funds, bond funds, stock funds, and funds that invest in alternative investments. Examples offered under the Plan as of December 31, 2014 include the following funds: stable value, fixed income index, fixed income core plus, large cap core index, large cap value, large cap growth, small-mid cap core index, small cap value, small-mid cap growth, all country world ex-US index, international equity core plus, emerging markets multi asset, and diversified real asset. Effective December 31, 2014, several investment options were removed from the Plan's menu of investment options.

Target Date Funds— mix of investments in core investment funds that automatically reduce their level of equity risk over time and target retirement at age 65.

Conservative Income Fund— a conservative portfolio comprised of a mix of investments in core investment funds with equity risk maintained lower than any Target Date Fund.

RR Donnelley Stock Fund and TRASOP Fund— unitized funds that invest primarily in shares of common stock of the Company and hold a certain percent of assets in cash-equivalents for liquidity purposes. Due to investments in cash equivalents, the RR Donnelley Stock Fund and the TRASOP Fund may not reflect the exact performance of Company stock over any given time period. The TRASOP Fund has been considered an "employee stock ownership plan" during all periods covered by these financial statements. Effective April 2013, the RR Donnelley Stock Fund is also considered an "employee stock ownership

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

plan.” Dividends paid on the shares of Company stock held in the TRASOP Fund have historically been passed through and paid out to participants, whereas dividends paid on the shares of Company stock held in the RR Donnelley Stock Fund have been reinvested in the fund. The TRASOP Fund is closed to new investments.

Self-Directed Brokerage Account— participants may invest a portion of their account balance under the Plan in investment options not otherwise offered under the Plan, such as certain mutual funds, stocks, or bonds, by directing such portion of their account balance to be invested through the self-directed brokerage account offered under the Plan.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). The accounts of the Plan are maintained on the accrual basis of accounting. The Plan has evaluated subsequent events through June 29, 2015, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan’s financial statements.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan’s investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements, including details on inputs, valuation techniques and the fair value levels within the fair value hierarchy.

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

Net appreciation or depreciation of investments included in the accompanying Statement of Changes in Net Assets available for Benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in the fair value of investments. Net unrealized appreciation or depreciation in the fair value of investments represents the net change in the fair value of the investments held during the period. The net realized gains or losses on the sale of investments represent the difference between the sale proceeds and the fair value of the investment as of the beginning of the period or the cost of the investment if purchased during the year.

Plan Distributions

Benefit payments to participants are recorded upon distribution. Bank of New York Mellon and The Northern Trust Company (each, a “Trustee” and , collectively, “Trustees”) use a distribution account to make all benefit payments. Amounts are transferred from the participant’s investment fund(s) to this account as directed by the Plan administrator.

Risks and Uncertainties

The Plan provides various options for investing in securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants’ account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board issued Accounting Standards Update No. 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) ("ASU 2015-07"). ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under Accounting Standards Codification 820. ASU 2015-07 is effective for the Plan for years beginning after December 15, 2015 with early adoption permitted. The adoption of ASU 2015-07 is not expected to have a material impact.

NOTE 3 – PLAN MERGERS/BATCH ROLLOVERS

The Plan did not merge with any other plan during 2014, but did accept batch rollovers during 2014 in connection with the acquisitions of Consolidated Graphics, Inc. and the North American operations of Esselte Corporation.

The Plan did not merge with any other plan during 2013, but did accept batch rollovers during 2013 in connection with the acquisition of Meisel Photographic Corporation.

NOTE 4 – INVESTMENT IN RR DONNELLEY SAVINGS PLAN

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis. The amounts relating to the investment contract fair value, and related adjustment, are broken out in the Statements of Net Assets Available for Benefits.

Interest and dividends, along with net appreciation (depreciation) in the fair value of investments, are accounted for on a daily basis based upon the Plan's participation in the various investment funds and portfolios.

The following table presents the investments held by the Plan at December 31, 2014 and 2013:

	2014	2013
Investments at fair value:		
Collective trust funds	\$ 1,253,735,293	\$ 1,199,155,065
U.S. equity securities	519,383,840	489,364,685
Fixed income securities	282,699,453	294,995,235
Mutual funds	226,661,864	255,417,194
Non-U.S. equity securities	136,041,912	170,317,264
Cash and money market funds	120,410,984	44,825,368
Self-directed brokerage account	71,313,591	71,127,166
Total investments at fair value	2,610,246,937	2,525,201,977
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(8,915,698)	(6,307,273)
Total investments at contract value	\$ 2,601,331,239	\$ 2,518,894,704

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

Investment income of the Plan for the years ended December 31, 2014 and 2013 is summarized as follows:

	2014	2013
Net appreciation (depreciation) in fair value of investments:		
Mutual funds.....	\$ 56,132,170	\$ 29,067,862
U.S. equity securities	36,837,083	151,195,295
Collective trust funds.....	11,209,832	131,501,793
Fixed income securities	6,813,584	(17,095,301)
Self-directed brokerage account	3,208,637	11,064,955
Non-U.S. equity securities.....	(7,106,725)	36,278,847
Investment income	\$ 107,094,581	\$ 342,013,451

Dividends and interest income for the Plan was \$29,105,040 and \$27,617,592 for the years ended December 31, 2014 and 2013.

The fair value of the Plan's investments that represent 5% or more of the Plan's net assets, at December 31, 2014 and 2013, are summarized as follows:

	2014	2013
Northern Trust Large Cap S&P 500 Index.....	\$ 389,754,477	\$ —
Wells Fargo Fixed Income Fund F.....	244,245,514	231,583,389
Vanguard Large Cap Core Index.....	—	309,194,270

Lending of Portfolio Securities

To generate additional income, a fund may lend a percentage of its investment securities to approved institutional borrowers who need to borrow securities provided a number of conditions are satisfied, including that the loan is fully collateralized in the form of cash or U.S. government securities. Investment funds that are separately managed for the Plan do not participate in securities lending. However, the Plan invests in collective trusts and mutual funds that participate in securities lending.

Each loan is initially collateralized, in the case of: (a) loaned securities denominated in U.S. dollars or whose primary trading market is located in the U.S. to the extent of 102% of the market value of the loaned securities, or (b) loaned securities not denominated in U.S. dollars or whose primary trading market is not located in the U.S. to the extent of 105% of the market value of the loaned securities.

By lending its investment securities, a fund attempts to increase its net investment income through the receipt of interest on the loan. Any gain or loss in the market price of the securities loaned that might occur during the term of the loan would belong to a fund. Each investment option within the Plan that participates in the program receives its pro-rata share of the income or loss earned by the collateral investment fund monthly and is reflected in the calculation of the investment option's net asset value ("NAV").

NOTE 5 – GALLIARD STABLE VALUE FUND

The Plan assets entered into benefit-responsive investment contracts via investment in the Galliard Stable Value Fund ("the Fund").

The Fund primarily invests in security-backed contracts issued by insurance companies and other financial institutions. A security-backed contract is an investment contract issued by an insurance company or other financial institution, backed by a portfolio of bonds or units of a collective fund that are owned by the Fund. The portfolio underlying the contract is maintained separately from the contract issue's general assets, usually by a third party custodian. These contracts typically allow for realized and unrealized gains and losses on the underlying assets to be amortized, usually over the duration of the underlying investments, through adjustment to the future interest crediting rate, rather than reflected immediately in the net assets of the Fund. The security-backed contracts are designed to reset their respective crediting rates on a quarterly basis and cannot credit an interest rate that is less than 0%. The issuer guarantees that all qualified participant withdrawals will be at contract value.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

Risks arise when entering into any investment contract due to the potential inability of the issuer to meet the terms of the contract. In addition, security-backed contracts have the risk of default or the lack of liquidity of the underlying portfolio assets.

The credit risk of each issuer is evaluated and monitored through Galliard's credit analysis, and the underlying portfolio assets are rated investment grade at the time of purchase.

The primary variables impacting the future crediting rates of security-backed contracts include:

- The current yield of the assets underlying the contract;
- The duration of the assets underlying the contract; and
- The existing difference between the fair value and contract value of the assets within the contract.

The yield earned by the Galliard Fund at December 31, 2014 and 2013 was 1.51% and 1.48%, respectively. This represents the annualized earnings of all investments in the Fund, including the earnings recorded at the underlying collective trust funds, divided by the fair value of all investments in the Fund at December 31, 2014, or 2013, as applicable.

The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund at December 31, 2014 and 2013, was 1.93% and 1.88%, respectively. This represents the annualized earnings credited to participants in the Fund divided by the fair value of all investments in the Fund at December 31, 2014, or 2013, as applicable. The crediting rate of security-backed contracts will track current market yields on a trailing basis. The rate reset allows the contract value to converge with the fair value of the underlying portfolio over time, assuming the portfolio continues to earn the current yield for a period of time equal to the current portfolio duration.

To the extent that the underlying portfolio of a security-backed contract has unrealized and/or realized losses, a positive adjustment is made to the adjustment from fair value to contract value under contract value accounting. As a result, the future crediting rate may be lower over time than the then-current market rates. Similarly, if the underlying portfolio generates unrealized and/or realized gains, a negative adjustment is made to the adjustment from fair value to contract value, and the future crediting rate may be higher than the then-current market rates. The adjustment from fair value to contract value for fully benefit-responsive investment contracts was (\$8,915,698) and (\$6,307,273) at December 31, 2014 and 2013, respectively.

Security-backed contracts generally provide for withdrawals associated with certain events which are not in the ordinary course of Fund operations and are paid with a market value adjustment. Events that may trigger a market value adjustment can include the following:

- Material amendments to the Fund's structure or administration;
- Changes to the participating plans' competing investment options including the elimination of equity wash provisions;
- Complete or partial termination of the Fund, including merger with another fund;
- The failure of the Fund to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the ERISA;
- The redemption of all or a portion of the interests in the Fund held by a participating plan including withdrawals due to the removal of a specifically identifiable group of employees from coverage under the participating plan, the closing or sale of a subsidiary, employing unit, or affiliate, the bankruptcy or insolvency of a plan sponsor, the merger of the plan with another plan, or the plan sponsor's establishment of another tax qualified defined contribution plan;
- Any change in law, regulation, ruling, administrative or judicial position, or accounting requirement, applicable to the Funds or participating plans; and
- The delivery of any communication to plan participants designed to influence a participant not to invest in the Fund.

At this time, the Fund does not believe that the occurrence of any such market value event, which would limit the Fund's ability to transact at contract value with participants, is probable.

Participants may redeem their shares at any time at contract value. However, there is a 90 day equity wash restriction for transfers from the Stable Value Fund to the PCRA (Brokerage) option.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

NOTE 6 – FAIR VALUE MEASUREMENTS

Various inputs are used in determining the fair value of the Plan's investments. These inputs are categorized in the three tier value hierarchy, which prioritizes valuation methodology based on the reliability of inputs, as listed below:

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

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

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

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

The following is a description by major asset categories of the valuation methodologies and levels used for determining fair value. There have been no changes in the methodology used at December 31, 2014 and 2013.

Cash and other assets – Carrying value approximates fair value. Cash and other assets are classified as Level 1.

Collective trust funds – Collective trust funds are priced using the NAV and are classified as Level 2. The NAV is deemed appropriate as these funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions. The investments include the Galliard Stable Value Fund as discussed in Note 5. Prices for government, agency, municipal, corporate mortgage backed, and asset backed securities of the Fund are primarily obtained from independent pricing services. These prices are based on observable market data for the same or similar securities, including quoted prices in markets that are not active, or internal matrix pricing models or other similar techniques that use observable market inputs, such as benchmark yields, expected prepayment speeds and volumes, and issuer ratings.

Equity securities – The values of individual equity securities were based on quoted prices in active markets. As such, these assets are classified as Level 1. This includes all U.S. and Non-U.S. equity securities, the RR Donnelley Stock Fund and the TRASOP fund. The individually managed self-directed brokerage accounts are also classified as Level 1 since the underlying investments are actively traded on the market or exchange.

Fixed income securities – Fixed income securities are typically priced based on a valuation model rather than a last trade basis and are not exchange-traded. These valuation models involve utilizing dealer quotes, analyzing market information, estimating prepayment speeds and evaluating underlying collateral. Accordingly, these fixed income securities are classified as Level 2.

Mutual funds – Valued at the NAV of shares held by the Plan at year end. NAV is derived by the quoted prices of underlying investments. All funds that are separately managed and not traded on an exchange are classified as Level 2. The valuation methodologies described above may generate a fair value calculation that may not be indicative of net realizable value or future fair values. While the Plan believes the valuation methodologies used are appropriate, the use of different methodologies or assumptions in calculating fair value could result in different amounts. The Plan invests in various assets in which valuation is determined by NAV. The Plan believes that the NAV is representative of fair value at the reporting date, as there are no significant restrictions on redemption of these investments or other reasons to indicate that the investment would be redeemed at an amount different than the NAV.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued)
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

The fair values of the Plan's investments as of December 31, 2014 and 2013 were as follows:

Investment Category	Level 1	Level 2	Level 3	Total as of December 31, 2014
Cash and other assets	\$ 120,410,984	\$ —	\$ —	\$ 120,410,984
Collective trust funds				
Fixed income securities	—	619,091,090	—	619,091,090
Large cap core index fund	—	389,754,477	—	389,754,477
Other short term investment funds.....	—	68,333,989	—	68,333,989
Treasury inflation protected securities fund	—	74,564,894	—	74,564,894
All country world ex-US fund	—	39,367,308	—	39,367,308
Emerging markets fund.....	—	36,915,275	—	36,915,275
Extended equity index fund	—	25,708,260	—	25,708,260
Total collective trust funds	—	1,253,735,293	—	1,253,735,293
U.S. equity securities	519,383,840	—	—	519,383,840
Fixed income securities	—	282,699,453	—	282,699,453
Mutual funds				
Small cap fund	—	117,301,184	—	117,301,184
Diversified real asset fund	—	63,135,331	—	63,135,331
Real estate investment trust fund	—	46,225,349	—	46,225,349
Total mutual funds	—	226,661,864	—	226,661,864
Non-U.S. equity securities	136,041,912	—	—	136,041,912
Self-directed brokerage account				
Cash equivalents	10,670,831	—	—	10,670,831
U.S. equity securities	37,645,970	—	—	37,645,970
Non-U.S. equity securities	142,309	—	—	142,309
Investment funds.....	7,492,033	—	—	7,492,033
Mutual funds.....	15,362,448	—	—	15,362,448
Total self-directed brokerage account	71,313,591	—	—	71,313,591
Plan investments at fair value	\$ 847,150,327	\$ 1,763,096,610	\$ —	\$ 2,610,246,937

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued)
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

Investment Category	Level 1	Level 2	Level 3	Total as of December 31, 2013
Cash and other assets	\$ 44,825,368	\$ —	\$ —	\$ 44,825,368
Collective trust funds				
Fixed income securities	—	581,414,455	—	581,414,455
International core index fund	—	124,650,712	—	124,650,712
Large cap core index fund	—	309,194,270	—	309,194,270
Treasury inflation protected securities fund	—	82,418,407	—	82,418,407
Small cap fund	—	101,477,221	—	101,477,221
Total Collective trust funds	—	1,199,155,065	—	1,199,155,065
U.S. equity securities	489,364,685	—	—	489,364,685
Fixed income securities	—	294,995,235	—	294,995,235
Mutual funds				
Diversified real asset fund	—	39,246,996	—	39,246,996
Real estate investment trust fund	—	46,882,373	—	46,882,373
Small cap fund	—	123,995,570	—	123,995,570
Emerging markets fund	—	45,292,255	—	45,292,255
Total mutual funds	—	255,417,194	—	255,417,194
Non-U.S. equity securities	170,317,264	—	—	170,317,264
Self-directed brokerage account				
Cash equivalents	14,212,577	—	—	14,212,577
Common stock	34,892,096	—	—	34,892,096
Corporate obligations	229,539	—	—	229,539
Mutual funds	14,735,264	—	—	14,735,264
Preferred stock	679,712	—	—	679,712
Unit investment trusts	6,377,978	—	—	6,377,978
Total Self-directed brokerage account	71,127,166	—	—	71,127,166
Plan investments at fair value	\$ 775,634,483	\$ 1,749,567,494	\$ —	\$ 2,525,201,977

NOTE 7 – TAX STATUS OF THE PLAN

The Plan obtained its latest determination letter on September 16, 2013, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code, including Sections 401(a) and 401(k) of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator, having consulted with the Plan's counsel, believes that the Plan remains tax-exempt as of the financial statement date.

US GAAP requires Plan management to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken. The Plan has not recognized interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 8 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of the ERISA. In the event of Plan termination, the rights of the participants in their account balances will, to the extent not already vested, become 100% vested.

RR DONNELLEY SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 and 2013

NOTE 9 – RELATED PARTY TRANSACTIONS

At December 31, 2014, the Plan held an aggregate of 2,025,313 units of Company common stock in the TRASOP Fund and the RR Donnelley Stock Fund, which funds are primarily, invested in common shares of Company stock with an original cost of \$38,527,521 and a market value of \$33,761,968. At December 31, 2013, the Plan held an aggregate of 2,083,555 units of Company common stock in the TRASOP Fund and the RR Donnelley Stock Fund, which funds are primarily invested in common shares of Company stock with an original cost of \$39,731,648 and a market value of \$42,254,495.

These investments qualify as party-in-interest transactions. However, they are exempt from the prohibited transactions rules of ERISA. Certain plan investments are shares of mutual funds managed by the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are with the Trustee and are party-in-interest transactions. These fees are netted against investment income for the years ended December 31, 2014 and 2013.

The Plan reimburses the Company for certain employees' compensation and related benefit costs related to the administration of the Plan.

NOTE 10 – RECONCILIATION TO FORM 5500

The following table reconciles the financial statements to the Plan Form 5500 as filed by the Company:

	2014	2013
Net Assets Available for Benefits per the financial statements	\$ 2,654,175,998	\$ 2,570,151,348
Less: Participant withdrawals payable	—	(1,192,036)
Less: Deemed distributions	(439,333)	(436,437)
NET ASSETS AVAILABLE FOR BENEFITS PER THE FORM 5500	\$ 2,653,736,665	\$ 2,568,522,875

The following is a reconciliation of the net increase in net assets per the financial statements to the Plan Form 5500 for the year ended December 31, 2014:

	2014
Net increase in net assets per the financial statements	\$ 84,024,650
Add: benefits allocated to withdrawing participants at December 31, 2013.....	1,192,036
Less: 2014 deemed loans activity.....	(2,896)
NET INCREASE IN NET ASSETS PER THE FORM 5500 ..	\$ 85,213,790

Benefits allocated to withdrawing participants are recorded on the Plan Form 5500 for withdrawals that have been processed and approved for payment prior to December 31st, but not yet paid as of that date.

NOTE 11 – PLAN AMENDMENTS

The Plan was amended and restated effective June 1, 2014 to reflect certain plan design changes, including the consent to the adoption of the RR Donnelley Savings Plan effective June 1, 2014 by TOPS (The Trade Offset Printing Services Company) for the limited purpose of allowing rollovers of Esselte 401(k) loans; consent to the adoption of the RR Donnelley Savings Plan effective July 1, 2014, by TOPS for all purposes; amendment of the RR Donnelley Savings Plan to recognize prior adjusted service of TOPS employees (i) adopt the RR Donnelley Savings Plan effective June 1, 2014, for the limited purpose of allowing rollovers or Esselte 401(k) loans; adopt the RR Donnelley Savings Plan effective July 1, 2014 for all purposes, (ii) modifying time at which automatic enrollment eligible employees' deemed elections for before-tax contributions are effective December 1, 2014, (iii) Printing Inc. employer contributions for certain union employees effective December 1, 2014, and (iv) modifications related to change in recordkeeper effective December 31, 2014.

SUPPLEMENTAL INFORMATION

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party				
	Cash and Other Assets				
	Cash.....	Cash	**	\$	84,503,805
	Foreign Currency Cash.....	Foreign Currency Cash	**		243,479
	PIMCO Short-Term Portfolio	PIMCO Short-Term Portfolio	**		35,663,700
	Cash and Other Assets			\$	120,410,984
	Collective Trust Funds				
	Alliance Bernstein Emerging Markets Fund	Emerging Markets Fund	**	\$	36,915,275
*	NT Collective Short Term Investment Fund	NTGI Short-Term Fund	**		68,333,989
*	NT Collective All Country World Ex-US Market Fund	ACWI ex-US Fund	**		39,367,308
*	NT Collective Aggregate Bond Index Fund.....	Fixed Income Securities	**		108,235,054
*	NT Collective Extended Equity Market Index	Extended Equity Index Fund	**		25,708,260
*	NT Collective S&P 500 Index Fund	Large Cap Core Index Fund	**		389,754,477
		Treasury Inflation Protected			
*	NT Collective TIPS Index Fund.....	Securities	**		74,564,894
	Wells Fargo Fixed Income Fund A	Fixed Income Securities	**		100,456,313
	Wells Fargo Fixed Income Fund F.....	Fixed Income Securities	**		244,303,061
	Wells Fargo Fixed Income Fund L.....	Fixed Income Securities	**		91,058,573
	Wells Fargo Short Term Investment Fund S.....	Fixed Income Securities	**		75,038,089
	Collective Trust Funds			\$	1,253,735,293
	U.S. Equity Securities				
	2U, Inc.....	Common Stock	**	\$	554,596
	AbbVie Inc.	Common Stock	**		1,996,467
	Adoby Systems Incorporated	Common Stock	**		2,408,922
	Adtran Inc	Common Stock	**		90,823
	Advent Software Inc.....	Common Stock	**		538,469
	AES Corp	Common Stock	**		1,922,110
	Aetna, Inc.	Common Stock	**		905,760
	Akamai Technologies Inc.....	Common Stock	**		1,038,945
	Alaska Air Group Inc	Common Stock	**		2,455,431
	Albemarle Corp.....	Common Stock	**		812,496
	Alcoa Inc	Common Stock	**		917,864
	Alexion Pharmaceuticals, Inc.....	Common Stock	**		3,282,294
	Allegheny Technologies Inc.....	Common Stock	**		1,105,776
	Allscripts Healthcare Solutions, Inc.	Common Stock	**		523,046
	Ally Financial, Inc.....	Common Stock	**		1,061,885
	Altera Corp.....	Common Stock	**		636,451
	Amazon.Com Inc	Common Stock	**		2,395,658
	Amdocs Ltd.....	Common Stock	**		830,637
	American Airlines Group Inc	Common Stock	**		1,214,053
	American Electric Power Co., Inc.	Common Stock	**		2,867,935
	American Express Co.....	Common Stock	**		2,167,366
	American International Group Inc	Common Stock	**		3,950,144
	American Tower Corp.....	Common Stock	**		2,976,488
	Ameriprise Financial Inc.....	Common Stock	**		2,060,604

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	AmerisourceBergen Corp.....	Common Stock		**	2,496,696
	Amgen Inc.....	Common Stock		**	2,590,218
	Anthem Inc.....	Common Stock		**	2,170,458
	Apple Inc.....	Common Stock		**	11,618,499
	Applied Materials, Inc.....	Common Stock		**	2,318,784
	Ares Commercial Real Estate Corp.....	Common Stock		**	533,250
	Armstrong World Industries, Inc.....	Common Stock		**	662,892
	Arrow Electronics, Inc.	Common Stock		**	1,287,805
	Assurant Inc	Common Stock		**	1,280,175
	AT&T, Inc.....	Common Stock		**	3,315,873
	Atmel Corporation	Common Stock		**	667,374
	Avis Budget Group, Inc.	Common Stock		**	2,003,100
	Avnet, Inc.....	Common Stock		**	92,020
	AXIS Capital Holdings Ltd.....	Common Stock		**	1,301,999
	Baker Hughes Incorporated.....	Common Stock		**	1,499,739
	Belden Inc	Common Stock		**	2,631,728
	Berkshire Hathaway, Inc. Cl B.....	Common Stock		**	1,387,281
	Berry Plastics Group Inc	Common Stock		**	2,003,937
	Biogen Idec Inc	Common Stock		**	5,542,272
	Biomarin Pharmaceutical Inc	Common Stock		**	387,391
	Blackrock Inc	Common Stock		**	1,837,160
	Boise Cascade Co.....	Common Stock		**	914,124
	Brightcove, Inc.....	Common Stock		**	1,024,923
	Bunge Ltd.....	Common Stock		**	2,452,204
	Cabot Corp	Common Stock		**	760,105
	Cabot Oil & Gas Corp.....	Common Stock		**	759,995
	Calpine Corp	Common Stock		**	1,808,512
	Cameron Intl Corp.....	Common Stock		**	2,598,748
	Capital One Financial Corp.....	Common Stock		**	3,654,307
	Cardinal Health Inc	Common Stock		**	2,943,031
	Career Education Corp.	Common Stock		**	20,886
	Carlisle Cos Inc	Common Stock		**	661,647
	Carrizo Oil & Gas Inc	Common Stock		**	2,035,480
	CBOE Holdings, Inc	Common Stock		**	1,159,488
	CBRE Group Inc.....	Common Stock		**	1,669,707
	Celanese Corp	Common Stock		**	368,399
	Celgene Corp.....	Common Stock		**	4,644,103
	Celladon Corp.	Common Stock		**	410,984
	CenturyLink, Inc.	Common Stock		**	1,377,732
	Cerner Corp.....	Common Stock		**	2,028,936
	CF Industries Holdings Inc	Common Stock		**	1,528,450
	Chevron Corp.....	Common Stock		**	551,642
	Chico's FAS Inc.....	Common Stock		**	459,521
	Chipotle Mexican Grill, Inc.	Common Stock		**	1,943,616
	Cigna Corp.	Common Stock		**	1,357,356
	Citigroup, Inc.	Common Stock		**	5,138,422
	Cogent Communications Group Inc.....	Common Stock		**	2,150,655
	Cognizant Technology Solutions Corp	Common Stock		**	2,143,669
	Comcast Corp. Cl A Common Stock	Common Stock		**	2,219,445
	Computer Sciences Corp.....	Common Stock		**	391,672
	Consol Energy Inc.....	Common Stock		**	266,511

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Continental Resources Inc.....	Common Stock		**	838,407
	Control4 Corp.....	Common Stock		**	384,317
	CoStar Group, Inc.	Common Stock		**	1,482,470
	Costco Wholesale Corp.....	Common Stock		**	1,741,803
	CVS Caremark Corp.....	Common Stock		**	2,168,280
	Cypress Semiconductor Corp.....	Common Stock		**	1,352,606
	Danaher Corp.....	Common Stock		**	1,871,734
	Delta Air Lines Inc.....	Common Stock		**	5,975,370
	Dexcom Inc.....	Common Stock		**	2,623,130
	Discover Financial Services.....	Common Stock		**	2,954,272
	Dollar General Corp.....	Common Stock		**	1,826,124
	Dr Pepper Snapple Group, Inc.	Common Stock		**	691,296
	Dril-Quip Inc.....	Common Stock		**	833,323
	DTS Inc.....	Common Stock		**	1,106,867
	E*Trade Financial Corp.....	Common Stock		**	638,666
	Eagle Materials Inc.....	Common Stock		**	1,695,822
	eBay Inc.....	Common Stock		**	1,011,780
	Ecolab Inc.....	Common Stock		**	1,621,920
	Edison International.....	Common Stock		**	2,887,625
	Edwards Lifesciences Corp.....	Common Stock		**	1,021,760
	Electronic Arts Inc.....	Common Stock		**	1,323,374
	Ellie Mae, Inc.....	Common Stock		**	591,234
	Emerald Oil Inc.....	Common Stock		**	187,608
	Entergy Corp.....	Common Stock		**	2,806,720
	Envision Healthcare Holdings, Inc.....	Common Stock		**	1,386,257
	Everest Re Group Inc Com.....	Common Stock		**	2,748,390
	Exelis Inc.....	Common Stock		**	1,036,369
	Express Scripts Holding Co.	Common Stock		**	2,869,635
	Exxon Mobil Corp.....	Common Stock		**	3,109,805
	Facebook Inc.....	Common Stock		**	3,476,904
	Fairchild Semiconductor Intern.....	Common Stock		**	1,018,820
	FedEx Corp.	Common Stock		**	3,173,080
	Flextronics International Ltd.....	Common Stock		**	2,730,567
	FMC Corp.....	Common Stock		**	794,311
	Foot Locker, Inc.....	Common Stock		**	2,247,204
	Fortinet Inc.....	Common Stock		**	1,031,865
	Fox Factory Holding Corp.	Common Stock		**	892,002
	General Dynamics Corp.....	Common Stock		**	1,204,515
	Gilead Sciences.....	Common Stock		**	4,109,603
	Global Payments Inc.....	Common Stock		**	522,773
	Globe Specialty Metals Inc.....	Common Stock		**	1,141,960
	GoGo, Inc.....	Common Stock		**	1,015,244
	Goldman Sachs Group, Inc. (The).....	Common Stock		**	1,496,957
	Google Inc.....	Common Stock		**	3,230,255
	Google, Inc.....	Common Stock		**	3,201,341
	Green Dot Corp.....	Common Stock		**	495,137
	Halliburton Company.....	Common Stock		**	947,760
	Harman International Industries.....	Common Stock		**	1,462,026
	Harsco Corp.....	Common Stock		**	380,091
	HCA Holdings, Inc.....	Common Stock		**	1,945,411
	HCC Insurance Holdings Inc.....	Common Stock		**	706,048

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AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Health Net, Inc.	Common Stock		**	949,416
	HeartWare International Inc.....	Common Stock		**	485,309
	Hilton Worldwide Holdings Inc.....	Common Stock		**	2,848,212
	Honeywell Intl, Inc.....	Common Stock		**	3,026,946
	Horsehead Holding Corp.....	Common Stock		**	294,802
	Hub Group Inc.....	Common Stock		**	638,598
	Humana, Inc.	Common Stock		**	2,779,438
	Huntington Bancshares Inc.....	Common Stock		**	442,575
	Huntington Ingalls Industries Inc.....	Common Stock		**	1,030,691
	Illumina Inc.....	Common Stock		**	2,057,977
	Insulet Corp.....	Common Stock		**	2,785,121
	Integrated Device Technology Inc.....	Common Stock		**	851,542
	Intel Corp.	Common Stock		**	4,170,492
	International Rectifier Corp.....	Common Stock		**	994,506
	Intersect ENT, Inc.	Common Stock		**	102,059
	Itron, Inc.	Common Stock		**	1,104,978
	Jabil Circuit, Inc.	Common Stock		**	1,815,648
	Jetblue Airways Corp.....	Common Stock		**	1,184,361
*	JPMorgan Chase & Co.....	Common Stock		**	6,936,767
	Kansas City Southern.....	Common Stock		**	530,477
	Kar Auction Services Inc.....	Common Stock		**	795,980
	KBR, Inc.	Common Stock		**	215,522
	Kirby Corp.....	Common Stock		**	476,951
	Kraton Performance Polymers Inc.....	Common Stock		**	1,396,651
	Lear Corp.....	Common Stock		**	2,604,140
	LendingClub Corp.....	Common Stock		**	142,101
	Lennox International Inc.....	Common Stock		**	1,989,763
	Leucadia National Corp.	Common Stock		**	683,562
	Lexmark International, Inc.....	Common Stock		**	1,244,705
	Lincoln National Corp.....	Common Stock		**	1,062,270
	LinkedIn Corp.....	Common Stock		**	2,985,450
	Lions Gate Entertainment Corp.....	Common Stock		**	1,293,091
	Lockheed Martin Corporation.....	Common Stock		**	1,121,198
	Lorillard Inc.....	Common Stock		**	2,655,936
	Louisiana-Pacific Corp.....	Common Stock		**	1,611,211
	LPL Financial Holdings Inc.....	Common Stock		**	592,262
	LyondellBasell Industries NV.....	Common Stock		**	2,073,813
	Macy's, Inc.....	Common Stock		**	1,957,562
	Marathon Petroleum Corp.....	Common Stock		**	2,694,216
	MarineMax, Inc.	Common Stock		**	666,874
	Martin Marietta Materials Inc.....	Common Stock		**	577,418
	MasTec, Inc.....	Common Stock		**	496,583
	Mastercard Inc.....	Common Stock		**	3,290,112
	Maxim Integrated Products Inc.....	Common Stock		**	922,749
	McDermott International, Inc.....	Common Stock		**	374,586
	Mckesson Corp.....	Common Stock		**	6,311,312
	Mednax Inc.....	Common Stock		**	1,313,340
	Meritor Inc.....	Common Stock		**	1,233,934
	MGM Resorts International.....	Common Stock		**	514,990
	Micron Technology, Inc.....	Common Stock		**	1,445,600
	Modine Manufacturing Co.....	Common Stock		**	499,438

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Monolithic Power Systems Inc.....	Common Stock		**	1,914,709
	Monsanto Co	Common Stock		**	3,915,498
	Moody's Corp.	Common Stock		**	1,889,992
	Morgan Stanley	Common Stock		**	3,274,866
	MRC Global Inc.....	Common Stock		**	660,556
	Myriad Genetics Inc.....	Common Stock		**	844,069
	Nabors Industries Ltd.....	Common Stock		**	278,527
	Nielsen N.V.....	Common Stock		**	1,864,512
	Nike Inc.....	Common Stock		**	3,335,850
	Northrop Grumman Corp.....	Common Stock		**	2,041,652
	Oil States Intl, Inc.	Common Stock		**	1,969,920
	Omnicare, Inc.....	Common Stock		**	2,177,318
	ON Semiconductor Corp.....	Common Stock		**	712,766
	Packaging Corp of America	Common Stock		**	755,345
	PacWest Bancorp	Common Stock		**	2,381,247
	Pall Corp	Common Stock		**	1,123,078
	Partnerre Ltd.....	Common Stock		**	1,180,258
	Patterson-UTI Energy, Inc.	Common Stock		**	890,775
	Philip Morris International, Inc.	Common Stock		**	1,443,552
	Pilgrim's Pride Corp.	Common Stock		**	592,042
	Popular Inc	Common Stock		**	1,268,015
	PPG Industries, Inc.....	Common Stock		**	1,653,974
	Precision Castparts Corp	Common Stock		**	2,808,823
	Premiere Global Services Inc.....	Common Stock		**	975,626
	Priceline Group, Inc.	Common Stock		**	4,094,285
	QLogic Corp.....	Common Stock		**	988,640
	Quanta Services Inc.....	Common Stock		**	769,504
	QuickLogic Corp.....	Common Stock		**	754,863
	Quinstreet Inc.....	Common Stock		**	406,044
*	R.R. Donnelley and Sons Co.....	Common Stock		**	33,761,968
	Radian Group, Inc.	Common Stock		**	1,176,021
	Raymond James Financial Inc.....	Common Stock		**	1,100,679
	Re/Max Holdings Inc	Common Stock		**	16,070
	Reinsurance Group of America Inc.....	Common Stock		**	1,298,632
	RenaissanceRe Holdings Ltd.	Common Stock		**	1,192,632
	Rex Energy Corp.....	Common Stock		**	102,175
	RF Micro Devices Inc	Common Stock		**	3,089,572
	RLJ Lodging Trust	Common Stock		**	778,392
	Rogers Corp	Common Stock		**	1,913,638
	Rovi Corp	Common Stock		**	1,638,194
	Salesforce.Com Inc	Common Stock		**	2,334,056
	SandRidge Energy Inc.....	Common Stock		**	137,578
	Sangamo BioSciences, Inc.	Common Stock		**	373,352
	SBA Communications Corp.....	Common Stock		**	3,709,949
	SeaChange International	Common Stock		**	276,676
	Select Comfort Corp.	Common Stock		**	1,216,996
	Semtech Corp.....	Common Stock		**	451,766
	ServiceNow Inc	Common Stock		**	1,576,692
	Silicon Laboratories Inc	Common Stock		**	402,885
	Silver Spring Networks, Inc.	Common Stock		**	474,017
	Skyworks Solutions Inc.....	Common Stock		**	2,099,958

RR DONNELLEY SAVINGS PLAN

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AS OF DECEMBER 31, 2014
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(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	SM Energy Co.....	Common Stock		**	943,902
	Southwest Airlines Co.....	Common Stock		**	2,143,037
	Spirit AeroSystems Holdings, Inc.	Common Stock		**	307,008
	Splunk, Inc.	Common Stock		**	840,697
	Starbucks Corp.....	Common Stock		**	2,891,120
	Stock Building Supply Holdings, Inc.....	Common Stock		**	749,325
	Sunedison Inc.....	Common Stock		**	840,809
	Superior Energy Services, Inc.....	Common Stock		**	288,680
	Synaptics Inc.....	Common Stock		**	970,368
	Take-Two Interactive Software, Inc.....	Common Stock		**	522,567
	Tango, Inc.....	Common Stock		**	599,304
	Tenneco Inc.....	Common Stock		**	313,652
	Tesla Motors, Inc.	Common Stock		**	1,381,653
	Tesoro Corp.....	Common Stock		**	2,989,800
	Tessera Technologie Inc.....	Common Stock		**	1,420,148
	Texas Instruments, Inc.	Common Stock		**	1,743,448
	The Allstate Corp.....	Common Stock		**	3,176,436
	The Chubb Corporation.....	Common Stock		**	1,560,457
	The Cooper Cos Inc.....	Common Stock		**	2,625,974
	The Kroger Co.....	Common Stock		**	2,693,672
	The McGraw-Hill Cos Inc.....	Common Stock		**	1,321,034
	The Travelers Cos Inc.....	Common Stock		**	3,194,832
	The Walt Disney Company.....	Common Stock		**	2,334,540
	Trex Co Inc.....	Common Stock		**	800,687
	Trinity Industries, Inc.....	Common Stock		**	924,756
	Tronox Ltd.....	Common Stock		**	820,136
	TRW Automotive Holdings Corp.	Common Stock		**	468,332
	Twenty-First Century Fox Inc.....	Common Stock		**	3,968,194
	Twitter, Inc.....	Common Stock		**	884,752
	Tyson Foods, Inc.....	Common Stock		**	2,492,880
	Ulta Salon Cosmetics & Fragrance, Inc.	Common Stock		**	2,016,756
	Ultratech Inc.....	Common Stock		**	1,226,424
	Under Armour, Inc.....	Common Stock		**	829,436
	Unilife Corp.....	Common Stock		**	528,664
	Union Pacific Corp.....	Common Stock		**	6,701,465
	United Continental Holdings Inc.....	Common Stock		**	8,332,768
	United States Steel Corp.	Common Stock		**	2,108,587
	United Therapeutics Corp.	Common Stock		**	2,337,459
	UnitedHealth Group, Inc.....	Common Stock		**	2,922,620
	Universal Display Corporation.....	Common Stock		**	620,431
	Unum Group.....	Common Stock		**	847,656
	Uti Worldwide Inc SHS.....	Common Stock		**	1,052,494
	Valero Energy Corp.	Common Stock		**	3,010,332
	Vera Bradley Inc.....	Common Stock		**	309,619
	Verifone Systems Inc.....	Common Stock		**	486,744
	Vertex Pharmaceuticals, Inc.....	Common Stock		**	1,243,007
	Visa Inc.....	Common Stock		**	6,943,523
	Voya Financial Inc.....	Common Stock		**	330,174
	W.R. Berkley Corp.....	Common Stock		**	1,112,527
	Wabash National Corp.....	Common Stock		**	1,234,534
	Wabco Holdings Inc.....	Common Stock		**	947,501

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	Waddell & Reed Financial Inc.....	Common Stock		**	382,417
	Wal-Mart Stores, Inc.....	Common Stock		**	1,554,840
	Watsco, Inc.	Common Stock		**	1,297,536
	Web.Com Group Inc.....	Common Stock		**	339,796
	Western Digital Corp.....	Common Stock		**	3,136,488
	Western Union Co. (The).....	Common Stock		**	1,022,010
	Whirlpool Corp.....	Common Stock		**	2,875,849
	Whole Foods Market, Inc.....	Common Stock		**	1,809,693
	Workday Inc.....	Common Stock		**	1,608,200
	WPX Energy Inc.....	Common Stock		**	610,447
	Zoetis Inc.....	Common Stock		**	1,524,512
	Zynga, Inc.	Common Stock		**	926,316
	U.S. Equity Securities.....				\$ 519,383,840
	Fixed Income Securities				
	PIMCO Asset-Backed Securities Portfolio.....	Asset-Backed Securities Portfolio		**	\$ 7,822,788
	PIMCO Emerging Markets Portfolio.....	Emerging Markets Portfolio		**	10,003,269
	PIMCO High Yield Portfolio.....	High Yield Portfolio		**	6,788,812
	PIMCO International Portfolio.....	International Portfolio		**	27,998,740
	PIMCO Investment Grade Corporate Portfolio.....	Investment Grade Corporate Portfolio		**	48,564,950
	PIMCO Mortgage Portfolio.....	Mortgage Portfolio		**	83,274,481
	PIMCO Municipal Sector Portfolio.....	Municipal Sector Portfolio		**	3,607,123
	PIMCO Real-Return Portfolio.....	Real Return Portfolio		**	42,011,125
	PIMCO U.S. Government Sector Portfolio.....	US Government Sector Portfolio		**	52,628,165
	Fixed Income Securities.....				\$ 282,699,453
	Mutual Funds				
	DFA U.S. Small Cap Value Portfolio.....	Small Cap Fund		**	\$ 117,301,184
	DWS RREEF Real Estate Securities Fund.....	Real Estate Investment Trust Fund		**	46,225,349
	PIMCO Funds: All Asset Fund.....	Diversified Real Asset Fund		**	63,135,331
	Mutual Funds.....				\$ 226,661,864
	Non-U.S Equity Securities				
	Aberdeen Asset Management PLC.....	Common Stock		**	\$ 162,621
	Acciona SA.....	Common Stock		**	212,491
	ACS Actividades de Construcción y Servicios SA.....	Common Stock		**	544,886
	Actelion Ltd.....	Common Stock		**	488,942
	adidas AG.....	Common Stock		**	110,984
	Advanced Semiconductor Engineering (ADR).....	Common Stock		**	125,716
	Aegon N.V.. New York Registry Shs.....	Common Stock		**	456,067
	Aegon Nv (AGN).....	Common Stock		**	349,546
	Ageas NV.....	Common Stock		**	83,364
	Agnico Eagle Mines Ltd.....	Common Stock		**	801,576
	AIR Water Inc NPV.....	Common Stock		**	127,515
	Airbus Group NV.....	Common Stock		**	606,873
	Akbank TAS.....	Common Stock		**	147,492
	Alcatel-Lucent.....	Common Stock		**	368,474
	Alibaba Group Holding Limited.....	Common Stock		**	2,382,800
	Amada Co Ltd.....	Common Stock		**	103,523
	Amadeus IT Holding SA.....	Common Stock		**	770,641

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	Anheuser-Busch InBev NV	Common Stock		**	439,386
	AP Moeller - Maersk A/S A	Common Stock		**	364,953
	AP Moeller - Maersk A/S B	Common Stock		**	1,143,296
	Arm Holdings plc	Common Stock		**	1,754,880
	Asahi Glass Co Ltd	Common Stock		**	203,968
	ASML Holding NV	Common Stock		**	567,321
	Astellas Pharma Inc	Common Stock		**	1,700,460
	Astrazeneca ORD USD0.25	Common Stock		**	1,619,140
	Astrazeneca Plc-Spons Adr	Common Stock		**	1,131,750
	Atlas Copco AB SER'A'NPV	Common Stock		**	95,728
	Atlas Copco AB SER'B'NPV	Common Stock		**	304,194
	Atlas Copco Ab-A Shs	Common Stock		**	73,025
	Autoliv Inc	Common Stock		**	754,293
	Baidu Inc	Common Stock		**	2,797,423
	Banco Bradesco SA	Common Stock		**	42
	Banco de Sabadell SA	Common Stock		**	197,994
	BASF SE	Common Stock		**	620,756
	Bayer AG	Common Stock		**	1,118,281
	Bayer Ag-Sponsored Adr	Common Stock		**	291,161
	Bayerische Motoren Werke Aktiengesellschaft	Common Stock		**	303,514
	Bayerische Motoren Werke-Prf	Common Stock		**	126,449
	Belgacom SA	Common Stock		**	725,454
	Beyerische Motoren Werke AG	Common Stock		**	195,349
	Brother Industries Ltd	Common Stock		**	498,721
	BT Group Ord Gbp0.05	Common Stock		**	946,908
	BT Group plc	Common Stock		**	668,110
	Caesarstone Sdot-Yam Ltd	Common Stock		**	1,753,324
	Canon Inc	Common Stock		**	710,811
	Carlsberg SER'B'DKK20	Common Stock		**	73,826
	Carnival Plc-Adr	Common Stock		**	598,111
	Catamaran Corp	Common Stock		**	731,514
	Central Japan Railway Company	Common Stock		**	1,071,453
	China Construction Bank Corp	Common Stock		**	236,344
	Chugai Pharmaceutical	Common Stock		**	208,733
	Citizen Holdings Co	Common Stock		**	352,761
	CNP Assurances Eur1	Common Stock		**	300,405
	Commerzbank AG	Common Stock		**	184,586
	Compagnie De Saint Gobain	Common Stock		**	262,377
	Continental AG NPV	Common Stock		**	604,788
	Controladora Vuela Co Avcn SA CV	Common Stock		**	1,333,833
	Credit Agricole SA Eur3	Common Stock		**	320,737
	CSL Ord NPV	Common Stock		**	351,033
	Daicel Corp	Common Stock		**	200,541
	Dai-Ichi Life Insurance Co Ltd	Common Stock		**	1,386,053
	Daiichi Sankyo Company Limited	Common Stock		**	258,385
	Daikin Industries, Ltd	Common Stock		**	649,723
	Daimler AG Ord NPV	Common Stock		**	1,008,314
	Danske Bank A/S	Common Stock		**	598,429
	Delhaize Group SA	Common Stock		**	185,712
	Delphi Automotive PLC	Common Stock		**	442,799
	Delta Lloyd NV	Common Stock		**	434,006

RR DONNELLEY SAVINGS PLAN

SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2014 EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Deutsche Post AG NPV (REGD)	Common Stock		**	1,165,159
	Diageo Plc-Sponsored Adr	Common Stock		**	1,054,362
	DSV A/S	Common Stock		**	511,643
	E.ON SE	Common Stock		**	58,414
	East Japan Railway Co	Common Stock		**	561,626
	Edenred	Common Stock		**	351,207
	EDP - Energias de Portugal SA	Common Stock		**	276,169
	Enagas SA	Common Stock		**	366,463
	Enel S.p.A.	Common Stock		**	145,864
	Enel SpA	Common Stock		**	672,301
	Ericsson	Common Stock		**	709,191
	Ericsson SER‘B’ NPV	Common Stock		**	192,542
	Exor SpA Eur1	Common Stock		**	324,616
	Fanuc Corp	Common Stock		**	82,962
	Ferrovial SA	Common Stock		**	541,736
	FleetMatics Group plc	Common Stock		**	1,123,315
	Fortum OYJ	Common Stock		**	677,069
	Friends life Group Ltd	Common Stock		**	402,481
	Fuji Electric Co Ltd	Common Stock		**	169,111
	Fujifilm Holdings Corp	Common Stock		**	1,065,302
	Fujitsu Ltd	Common Stock		**	294,801
	Gas Natural SDG SA	Common Stock		**	608,984
	Gazprom OAO	Common Stock		**	246,611
	Glaxosmithkline Ord Gbp0.25	Common Stock		**	233,315
	Grifols SA	Common Stock		**	56,196
	Grifols SA Eur0.5	Common Stock		**	131,511
	Hankyu Hansin Holdings, Inc.	Common Stock		**	194,368
	Hargreaves Lansdown PLC	Common Stock		**	134,983
	Heidelbergcement AG	Common Stock		**	671,915
	Heineken NV	Common Stock		**	37,121
	HENNES & MAURITZ AB	Common Stock		**	74,510
	Hino Motors, Ltd.	Common Stock		**	93,349
	Hirose Electric Co Ltd	Common Stock		**	58,567
	Hitachi Chemical Co Ltd	Common Stock		**	370,993
	Hitachi High Technologies Corp	Common Stock		**	363,962
	Hitachi NPV	Common Stock		**	329,693
	Hitachi, Ltd	Common Stock		**	182,967
	Hochtief AG	Common Stock		**	87,359
	Honda Motor Co Ltd	Common Stock		**	162,339
	Honda Motor Co Ltd-Spons Adr	Common Stock		**	518,003
	Hoya Corp	Common Stock		**	208,315
	Iberdrola SA	Common Stock		**	1,566,255
	Iberdrola Sa-Sponsored Adr	Common Stock		**	51,703
	Ibiden Co Ltd	Common Stock		**	245,431
	ICICI Bank Ltd	Common Stock		**	21,423
	Idemitsu Kosan Co., Ltd	Common Stock		**	8,311
	Imax Corp	Common Stock		**	859,068
	Industria de Diseno Textil S.A.	Common Stock		**	335,992
	Industrivarden Ab Ser C NPV	Common Stock		**	176,964
	Industrivarden AB SER‘A’NPV	Common Stock		**	265,199
	INFINEON TECHNOLOG ORD NPV	Common Stock		**	645,132

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Infineon Technologies AG	Common Stock		**	54,290
	ING Groep NV	Common Stock		**	184,428
	Inmarsat plc	Common Stock		**	205,628
	Interoil Corp	Common Stock		**	1,102,301
	Investor AB	Common Stock		**	369,658
	iShares MSCI EAFE Index Fund	Common Stock		**	3,905,532
	Itau Unibanco Holding SA ADR	Common Stock		**	63,084
	Japan Airlines Co Ltd	Common Stock		**	164,719
	Japan Exchange Group Inc	Common Stock		**	438,830
	Jsr Corp	Common Stock		**	521,569
	Kaneka Corporation	Common Stock		**	97,034
	Keio Corp	Common Stock		**	668,159
	Kerry Group 'A' Ord Eur0.125	Common Stock		**	509,167
	Keyence Corp	Common Stock		**	179,061
	Kinnevik Investment Ab Sek0.1	Common Stock		**	834,817
	Komtsu Ltd	Common Stock		**	332,695
	Kone Corporation NPV ORD 'B'	Common Stock		**	126,307
	Konica Minolta Inc	Common Stock		**	468,471
	Koninklijke Ahold N.V.	Common Stock		**	421,376
	Kyocera Corp	Common Stock		**	143,285
	Kyocera Corp -Spons ADR	Common Stock		**	117,326
	Legal & General Group Ord 2.5p	Common Stock		**	332,393
	Legrand Sa	Common Stock		**	87,786
	Liberty Global plc	Common Stock		**	2,968,076
	Lonza Group Ag-Unspon ADR	Common Stock		**	151,241
	MABUCHI MOTOR CO., LTD.	Common Stock		**	137,225
	Magna International Inc	Common Stock		**	2,455,942
	MEDIOBANCA SPA	Common Stock		**	230,342
	Merck KGaA	Common Stock		**	395,406
	Metso OYJ	Common Stock		**	337,887
	Mitsubishi Chemical Holdings Corp	Common Stock		**	411,247
	Mitsubishi Corp	Common Stock		**	660,277
	Mitsubishi Electric Corporation	Common Stock		**	577,414
	Mitsubishi Heavy Ind NPV	Common Stock		**	178,309
	MITSUBISHI MATERIALS CORPORATION	Common Stock		**	100,329
	Mitsubishi UFJ Financial Group Inc	Common Stock		**	380,330
	Mitsubishi UFJ Lease & Finance Co Ltd	Common Stock		**	62,813
	Mitsui & Co Ltd	Common Stock		**	373,658
	MS&AD Insurance Group Holdings Inc	Common Stock		**	95,853
	Ms&Ad Insurance-Unspons ADR	Common Stock		**	54,797
	Murata Manufacturing Co., Ltd.	Common Stock		**	617,279
	NEC Corporation	Common Stock		**	255,489
	Neste Oil Corporation	Common Stock		**	194,703
	Nidec Corporation	Common Stock		**	581,289
	Nippon Express Co Ltd	Common Stock		**	194,102
	Nippon Telegraph & Tele-ADR	Common Stock		**	71,918
	Nippon Yusen Kabushiki Kaisha	Common Stock		**	14,226
	Nissan Motor Co Ltd	Common Stock		**	162,676
	NOK Corp	Common Stock		**	334,179
	Nokia Corp-Spon ADR	Common Stock		**	547,540
	Nokia Oyj	Common Stock		**	1,183,112

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Nomura Holding NPV.....	Common Stock		**	324,989
	Nordea Bank AB Eur0.39632	Common Stock		**	286,894
	Norsk Hydro ASA.....	Common Stock		**	327,258
	Novartis AG	Common Stock		**	2,138,683
	Novo Nordisk A/S.....	Common Stock		**	865,436
	Novo-Nordisk AS DKK1	Common Stock		**	904,522
	Novozymes A/S ADR.....	Common Stock		**	62,132
	Novozymes A/S SER‘B’DKK2	Common Stock		**	681,769
	NSK Ltd	Common Stock		**	203,935
	Oji Holdings Corp.....	Common Stock		**	147,689
	Old Mutual plc Ord	Common Stock		**	526,942
	Olympus Corp	Common Stock		**	273,524
	OMRON Corporation.....	Common Stock		**	498,731
	Orange SA.....	Common Stock		**	1,262,916
	Orange-Spon Adr	Common Stock		**	325,261
	Orion Corp Ser B NPV.....	Common Stock		**	178,979
	ORIX Corp	Common Stock		**	299,111
	Orkla ASA.....	Common Stock		**	559,294
	Osram Licht AC NPV	Common Stock		**	410,809
	Otsuka Holdings Co Ltd.....	Common Stock		**	282,934
	Panasonic Corporation	Common Stock		**	381,072
	Pandora A/S DKK1.....	Common Stock		**	127,886
	Porsche Automobil Holding SE	Common Stock		**	76,897
	Porsche Automobil Holding-Prf.....	Common Stock		**	397,350
	Qiagen NV	Common Stock		**	495,584
	Ramsay Health Care Limited	Common Stock		**	347,195
	Randstad Hldgs Eur0.1.....	Common Stock		**	466,072
	Red Electica Corp SA	Common Stock		**	383,785
	Reed Elsevier	Common Stock		**	145,602
	Reed Elsevier NV	Common Stock		**	207,554
	Reed Elsevier plc.....	Common Stock		**	251,327
	RENAULT SA REGIE NAT	Common Stock		**	80,638
	Rexel SA	Common Stock		**	282,001
	Ricoh Co Ltd.....	Common Stock		**	154,385
	Ritchie Bros Auctioneers Inc	Common Stock		**	286,572
	Roche Holding AG.....	Common Stock		**	363,646
	Roche Holding Ag-Genusschein.....	Common Stock		**	2,515,447
	Roche Holdings Ltd-Spons Adr	Common Stock		**	690,781
	Rohm Co	Common Stock		**	587,796
	Rosneft Ojsc-Reg S Gdr.....	Common Stock		**	16,951
	Royal Bank of Scot-Spon Adr.....	Common Stock		**	90,966
	RWE AC NPV	Common Stock		**	225,281
	SAINSBURY(J) ORD GBP0.28571428	Common Stock		**	203,456
	Sandvik AB	Common Stock		**	357,689
	Sanofi EUR2	Common Stock		**	1,471,824
	Sanofi SA	Common Stock		**	747,346
	Santen Pharmaceutical Co Ltd	Common Stock		**	43,060
	SAP SE.....	Common Stock		**	964,084
	SAP Se-Sponsored Adr	Common Stock		**	79,425
	Sberbank-Sponsored Adr	Common Stock		**	282,553
	Schneider Electric EUR4.00	Common Stock		**	575,396

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Seiko Epson Corp.....	Common Stock		**	110,095
	Shire plc	Common Stock		**	1,199,717
	Shire plc Ord Gbp0.05	Common Stock		**	1,048,793
	Siemens AG	Common Stock		**	362,082
	Sika Ag-Br	Common Stock		**	296,788
	Skan Enskilda BKN SER'A'NPV.....	Common Stock		**	649,294
	Skan Enskilda BKN SER'C'NPV.....	Common Stock		**	51,160
	Skanska AB SER'B'NPV	Common Stock		**	444,925
	Smith & Nephew plc.....	Common Stock		**	1,409,671
	Snam SpA	Common Stock		**	202,206
	Sojitz Corp	Common Stock		**	223,684
	Sonova Holding AG.....	Common Stock		**	342,421
	Sony Corp	Common Stock		**	687,264
	Sony Financial Holdings Inc.....	Common Stock		**	386,924
	Stmicroelectronics Eur1.04.....	Common Stock		**	761,270
	Stmicroelectronics NV	Common Stock		**	169,437
	Stora Enso OYJ JPB SER'R'.....	Common Stock		**	360,362
	Suez Environment Eur4	Common Stock		**	47,415
	Sumimoto Dainippon Pharma Co Ltd.....	Common Stock		**	52,605
	Sumitomo Chemical.....	Common Stock		**	286,910
	Sumitomo Corp	Common Stock		**	319,270
	Sumitomo Electric Ind NPV	Common Stock		**	271,876
	Sumitomo Mitsui-Spons Adr	Common Stock		**	191,573
	Suzuken Co Ltd/Aichi Japan.....	Common Stock		**	227,844
	Suzuki Motor Co NPV	Common Stock		**	160,492
	Swisscom AG.....	Common Stock		**	822,069
	Sysmex Corp	Common Stock		**	295,944
	T&D Holdings Inc.....	Common Stock		**	422,099
	Taiheiyo Cement Corp	Common Stock		**	132,424
	Taiwan Semiconductor Manufacturing Co Ltd.....	Common Stock		**	190,494
	Takeda Pharmaceutical Co Ltd	Common Stock		**	349,159
	Tata Motores Ltd-Spon Adr	Common Stock		**	749,226
	TDC A/S DKK5.....	Common Stock		**	109,699
	TDK Corp	Common Stock		**	482,476
	Telecom Italia SpA	Common Stock		**	925,884
	Telenet Group Holding NPV.....	Common Stock		**	141,852
	Terumo Corp	Common Stock		**	247,707
	Teva Pharmaceutical-Sp Adr	Common Stock		**	1,261,689
	The Chugoku Electric Power Co Inc.....	Common Stock		**	22,345
	The Kansai Electric Power Co Inc	Common Stock		**	56,347
	Thyssenkrupp Ag NPV	Common Stock		**	18,934
	Tobu Railway Co Ltd.....	Common Stock		**	620,540
	Tokio Marine Holdings -Adr.....	Common Stock		**	78,218
	Tokio Marine Holdings Inc.....	Common Stock		**	641,376
	Tokyu Corp	Common Stock		**	710,337
	Toppan Printing Co Ltd	Common Stock		**	268,433
	Toyota Boshoku Corp	Common Stock		**	81,992
	Toyota Industries Corp.....	Common Stock		**	568,279
	Toyota Motor Corp	Common Stock		**	1,018,590
	Toyota Tsushu Corp.....	Common Stock		**	429,773
	Turkiye Is Bankasi A.S.	Common Stock		**	335,380

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party			
	Ucb S.a.	Common Stock	**	72,694
	Unilever Plc-Sponsored Adr	Common Stock	**	745,941
	United Internet Ag NPV REGD.....	Common Stock	**	411,151
	United Utilities Group-Adr	Common Stock	**	83,288
	Upm-Kymmene Corp NPV	Common Stock	**	295,620
	Valeo EUR3	Common Stock	**	216,592
	Vallourec SA ADR (Sponsored).....	Common Stock	**	74,539
	Vestas Wind Systems A/S ADR	Common Stock	**	123,153
	Vodafone Group plc.....	Common Stock	**	618,457
	Volkswagen AC NON VTG PRF NPV	Common Stock	**	526,058
	Volkswagen Ag-Spons Adr.....	Common Stock	**	183,632
	Volvo AB SER‘B’NPV	Common Stock	**	118,936
	Wartsila Oyj Apb	Common Stock	**	830,085
	WPP plc	Common Stock	**	442,780
	Yamaha Corp	Common Stock	**	200,100
	Yamato Holdings Co Ltd	Common Stock	**	111,553
	Yara International ASA.....	Common Stock	**	100,598
	Yara International-Adr	Common Stock	**	94,916
	Zardoya Otis SA.....	Common Stock	**	197,933
	Non-U.S Equity Securities			\$ 136,041,912
	Self-Directed Brokerage Account			
	Self-managed account	Self Directed Account Value	**	\$ 71,313,591
	Self-Directed Brokerage Account.....			\$ 71,313,591
				\$ 2,610,246,937
*	Participant Loans.....	\$54,222,760 principal amount, interest rates ranging from 4.0% to 9.5%, due through March 15, 2042	**	\$ 54,222,760
				\$ 2,664,469,697

* Party-in-interest

** Investments are participant directed; therefore, historical cost information is not required.

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H, LINE 4(A) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003
YEAR ENDED DECEMBER 31, 2014**

Participant Contributions Transferred Late to the Plan ⁽¹⁾	Total that Constitute Nonexempt Prohibited Transactions			
	Contributions not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
\$ 419	\$ —	\$ 419	\$ —	\$ —

⁽¹⁾ Amount does not include participant loan repayments

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

		(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value			(e) Current Value
(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party			(d) Cost	
	Cash and Other Assets				
	Cash.....	Cash	**	\$	84,503,805
	Foreign Currency Cash.....	Foreign Currency Cash	**		243,479
	PIMCO Short-Term Portfolio	PIMCO Short-Term Portfolio	**		35,663,700
	Cash and Other Assets			\$	120,410,984
	Collective Trust Funds				
	Alliance Bernstein Emerging Markets Fund	Emerging Markets Fund	**	\$	36,915,275
*	NT Collective Short Term Investment Fund	NTGI Short-Term Fund	**		68,333,989
*	NT Collective All Country World Ex-US Market Fund	ACWI ex-US Fund	**		39,367,308
*	NT Collective Aggregate Bond Index Fund.....	Fixed Income Securities	**		108,235,054
*	NT Collective Extended Equity Market Index	Extended Equity Index Fund	**		25,708,260
*	NT Collective S&P 500 Index Fund	Large Cap Core Index Fund	**		389,754,477
		Treasury Inflation Protected			
*	NT Collective TIPS Index Fund.....	Securities	**		74,564,894
	Wells Fargo Fixed Income Fund A	Fixed Income Securities	**		100,456,313
	Wells Fargo Fixed Income Fund F.....	Fixed Income Securities	**		244,303,061
	Wells Fargo Fixed Income Fund L.....	Fixed Income Securities	**		91,058,573
	Wells Fargo Short Term Investment Fund S.....	Fixed Income Securities	**		75,038,089
	Collective Trust Funds			\$	1,253,735,293
	U.S. Equity Securities				
	2U, Inc.....	Common Stock	**	\$	554,596
	AbbVie Inc.	Common Stock	**		1,996,467
	Adoby Systems Incorporated	Common Stock	**		2,408,922
	Adtran Inc	Common Stock	**		90,823
	Advent Software Inc.....	Common Stock	**		538,469
	AES Corp	Common Stock	**		1,922,110
	Aetna, Inc.	Common Stock	**		905,760
	Akamai Technologies Inc.....	Common Stock	**		1,038,945
	Alaska Air Group Inc	Common Stock	**		2,455,431
	Albemarle Corp.....	Common Stock	**		812,496
	Alcoa Inc	Common Stock	**		917,864
	Alexion Pharmaceuticals, Inc.....	Common Stock	**		3,282,294
	Allegheny Technologies Inc.....	Common Stock	**		1,105,776
	Allscripts Healthcare Solutions, Inc.	Common Stock	**		523,046
	Ally Financial, Inc.....	Common Stock	**		1,061,885
	Altera Corp.....	Common Stock	**		636,451
	Amazon.Com Inc	Common Stock	**		2,395,658
	Amdocs Ltd.....	Common Stock	**		830,637
	American Airlines Group Inc	Common Stock	**		1,214,053
	American Electric Power Co., Inc.	Common Stock	**		2,867,935
	American Express Co.....	Common Stock	**		2,167,366
	American International Group Inc	Common Stock	**		3,950,144
	American Tower Corp.....	Common Stock	**		2,976,488
	Ameriprise Financial Inc.....	Common Stock	**		2,060,604

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	AmerisourceBergen Corp.....	Common Stock		**	2,496,696
	Amgen Inc.....	Common Stock		**	2,590,218
	Anthem Inc.....	Common Stock		**	2,170,458
	Apple Inc.....	Common Stock		**	11,618,499
	Applied Materials, Inc.....	Common Stock		**	2,318,784
	Ares Commercial Real Estate Corp.....	Common Stock		**	533,250
	Armstrong World Industries, Inc.....	Common Stock		**	662,892
	Arrow Electronics, Inc.	Common Stock		**	1,287,805
	Assurant Inc	Common Stock		**	1,280,175
	AT&T, Inc.....	Common Stock		**	3,315,873
	Atmel Corporation	Common Stock		**	667,374
	Avis Budget Group, Inc.	Common Stock		**	2,003,100
	Avnet, Inc.....	Common Stock		**	92,020
	AXIS Capital Holdings Ltd.....	Common Stock		**	1,301,999
	Baker Hughes Incorporated.....	Common Stock		**	1,499,739
	Belden Inc	Common Stock		**	2,631,728
	Berkshire Hathaway, Inc. Cl B.....	Common Stock		**	1,387,281
	Berry Plastics Group Inc	Common Stock		**	2,003,937
	Biogen Idec Inc	Common Stock		**	5,542,272
	Biomarin Pharmaceutical Inc	Common Stock		**	387,391
	Blackrock Inc	Common Stock		**	1,837,160
	Boise Cascade Co.....	Common Stock		**	914,124
	Brightcove, Inc.....	Common Stock		**	1,024,923
	Bunge Ltd.....	Common Stock		**	2,452,204
	Cabot Corp	Common Stock		**	760,105
	Cabot Oil & Gas Corp.....	Common Stock		**	759,995
	Calpine Corp	Common Stock		**	1,808,512
	Cameron Intl Corp.....	Common Stock		**	2,598,748
	Capital One Financial Corp.....	Common Stock		**	3,654,307
	Cardinal Health Inc	Common Stock		**	2,943,031
	Career Education Corp.	Common Stock		**	20,886
	Carlisle Cos Inc	Common Stock		**	661,647
	Carrizo Oil & Gas Inc	Common Stock		**	2,035,480
	CBOE Holdings, Inc	Common Stock		**	1,159,488
	CBRE Group Inc.....	Common Stock		**	1,669,707
	Celanese Corp	Common Stock		**	368,399
	Celgene Corp.....	Common Stock		**	4,644,103
	Celladon Corp.	Common Stock		**	410,984
	CenturyLink, Inc.	Common Stock		**	1,377,732
	Cerner Corp.....	Common Stock		**	2,028,936
	CF Industries Holdings Inc	Common Stock		**	1,528,450
	Chevron Corp.....	Common Stock		**	551,642
	Chico's FAS Inc.....	Common Stock		**	459,521
	Chipotle Mexican Grill, Inc.	Common Stock		**	1,943,616
	Cigna Corp.	Common Stock		**	1,357,356
	Citigroup, Inc.	Common Stock		**	5,138,422
	Cogent Communications Group Inc.....	Common Stock		**	2,150,655
	Cognizant Technology Solutions Corp	Common Stock		**	2,143,669
	Comcast Corp. Cl A Common Stock	Common Stock		**	2,219,445
	Computer Sciences Corp.....	Common Stock		**	391,672
	Consol Energy Inc.....	Common Stock		**	266,511

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Continental Resources Inc.....	Common Stock		**	838,407
	Control4 Corp.....	Common Stock		**	384,317
	CoStar Group, Inc.	Common Stock		**	1,482,470
	Costco Wholesale Corp.....	Common Stock		**	1,741,803
	CVS Caremark Corp.....	Common Stock		**	2,168,280
	Cypress Semiconductor Corp.....	Common Stock		**	1,352,606
	Danaher Corp.....	Common Stock		**	1,871,734
	Delta Air Lines Inc.....	Common Stock		**	5,975,370
	Dexcom Inc.....	Common Stock		**	2,623,130
	Discover Financial Services.....	Common Stock		**	2,954,272
	Dollar General Corp.....	Common Stock		**	1,826,124
	Dr Pepper Snapple Group, Inc.	Common Stock		**	691,296
	Dril-Quip Inc.....	Common Stock		**	833,323
	DTS Inc.....	Common Stock		**	1,106,867
	E*Trade Financial Corp.....	Common Stock		**	638,666
	Eagle Materials Inc.....	Common Stock		**	1,695,822
	eBay Inc.....	Common Stock		**	1,011,780
	Ecolab Inc.....	Common Stock		**	1,621,920
	Edison International.....	Common Stock		**	2,887,625
	Edwards Lifesciences Corp.....	Common Stock		**	1,021,760
	Electronic Arts Inc.....	Common Stock		**	1,323,374
	Ellie Mae, Inc.....	Common Stock		**	591,234
	Emerald Oil Inc.....	Common Stock		**	187,608
	Entergy Corp.....	Common Stock		**	2,806,720
	Envision Healthcare Holdings, Inc.....	Common Stock		**	1,386,257
	Everest Re Group Inc Com.....	Common Stock		**	2,748,390
	Exelis Inc.....	Common Stock		**	1,036,369
	Express Scripts Holding Co.	Common Stock		**	2,869,635
	Exxon Mobil Corp.....	Common Stock		**	3,109,805
	Facebook Inc.....	Common Stock		**	3,476,904
	Fairchild Semiconductor Intern.....	Common Stock		**	1,018,820
	FedEx Corp.	Common Stock		**	3,173,080
	Flextronics International Ltd.....	Common Stock		**	2,730,567
	FMC Corp.....	Common Stock		**	794,311
	Foot Locker, Inc.....	Common Stock		**	2,247,204
	Fortinet Inc.....	Common Stock		**	1,031,865
	Fox Factory Holding Corp.	Common Stock		**	892,002
	General Dynamics Corp.....	Common Stock		**	1,204,515
	Gilead Sciences.....	Common Stock		**	4,109,603
	Global Payments Inc.....	Common Stock		**	522,773
	Globe Specialty Metals Inc.....	Common Stock		**	1,141,960
	GoGo, Inc.....	Common Stock		**	1,015,244
	Goldman Sachs Group, Inc. (The).....	Common Stock		**	1,496,957
	Google Inc.....	Common Stock		**	3,230,255
	Google, Inc.....	Common Stock		**	3,201,341
	Green Dot Corp.....	Common Stock		**	495,137
	Halliburton Company.....	Common Stock		**	947,760
	Harman International Industries.....	Common Stock		**	1,462,026
	Harsco Corp.....	Common Stock		**	380,091
	HCA Holdings, Inc.....	Common Stock		**	1,945,411
	HCC Insurance Holdings Inc.....	Common Stock		**	706,048

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Health Net, Inc.	Common Stock		**	949,416
	HeartWare International Inc.....	Common Stock		**	485,309
	Hilton Worldwide Holdings Inc.....	Common Stock		**	2,848,212
	Honeywell Intl, Inc.....	Common Stock		**	3,026,946
	Horsehead Holding Corp.....	Common Stock		**	294,802
	Hub Group Inc.....	Common Stock		**	638,598
	Humana, Inc.	Common Stock		**	2,779,438
	Huntington Bancshares Inc.....	Common Stock		**	442,575
	Huntington Ingalls Industries Inc.....	Common Stock		**	1,030,691
	Illumina Inc.....	Common Stock		**	2,057,977
	Insulet Corp.....	Common Stock		**	2,785,121
	Integrated Device Technology Inc.....	Common Stock		**	851,542
	Intel Corp.	Common Stock		**	4,170,492
	International Rectifier Corp.....	Common Stock		**	994,506
	Intersect ENT, Inc.	Common Stock		**	102,059
	Itron, Inc.	Common Stock		**	1,104,978
	Jabil Circuit, Inc.	Common Stock		**	1,815,648
	Jetblue Airways Corp.....	Common Stock		**	1,184,361
*	JPMorgan Chase & Co.....	Common Stock		**	6,936,767
	Kansas City Southern.....	Common Stock		**	530,477
	Kar Auction Services Inc.....	Common Stock		**	795,980
	KBR, Inc.	Common Stock		**	215,522
	Kirby Corp.....	Common Stock		**	476,951
	Kraton Performance Polymers Inc.....	Common Stock		**	1,396,651
	Lear Corp.....	Common Stock		**	2,604,140
	LendingClub Corp.....	Common Stock		**	142,101
	Lennox International Inc.....	Common Stock		**	1,989,763
	Leucadia National Corp.	Common Stock		**	683,562
	Lexmark International, Inc.....	Common Stock		**	1,244,705
	Lincoln National Corp.....	Common Stock		**	1,062,270
	LinkedIn Corp.....	Common Stock		**	2,985,450
	Lions Gate Entertainment Corp.....	Common Stock		**	1,293,091
	Lockheed Martin Corporation.....	Common Stock		**	1,121,198
	Lorillard Inc.....	Common Stock		**	2,655,936
	Louisiana-Pacific Corp.....	Common Stock		**	1,611,211
	LPL Financial Holdings Inc.....	Common Stock		**	592,262
	LyondellBasell Industries NV.....	Common Stock		**	2,073,813
	Macy's, Inc.....	Common Stock		**	1,957,562
	Marathon Petroleum Corp.....	Common Stock		**	2,694,216
	MarineMax, Inc.	Common Stock		**	666,874
	Martin Marietta Materials Inc.....	Common Stock		**	577,418
	MasTec, Inc.....	Common Stock		**	496,583
	Mastercard Inc.....	Common Stock		**	3,290,112
	Maxim Integrated Products Inc.....	Common Stock		**	922,749
	McDermott International, Inc.....	Common Stock		**	374,586
	Mckesson Corp.....	Common Stock		**	6,311,312
	Mednax Inc.....	Common Stock		**	1,313,340
	Meritor Inc.....	Common Stock		**	1,233,934
	MGM Resorts International.....	Common Stock		**	514,990
	Micron Technology, Inc.....	Common Stock		**	1,445,600
	Modine Manufacturing Co.....	Common Stock		**	499,438

RR DONNELLEY SAVINGS PLAN

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AS OF DECEMBER 31, 2014
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(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Monolithic Power Systems Inc.....	Common Stock		**	1,914,709
	Monsanto Co	Common Stock		**	3,915,498
	Moody's Corp.	Common Stock		**	1,889,992
	Morgan Stanley	Common Stock		**	3,274,866
	MRC Global Inc.....	Common Stock		**	660,556
	Myriad Genetics Inc.....	Common Stock		**	844,069
	Nabors Industries Ltd.....	Common Stock		**	278,527
	Nielsen N.V.....	Common Stock		**	1,864,512
	Nike Inc.....	Common Stock		**	3,335,850
	Northrop Grumman Corp.....	Common Stock		**	2,041,652
	Oil States Intl, Inc.	Common Stock		**	1,969,920
	Omnicare, Inc.....	Common Stock		**	2,177,318
	ON Semiconductor Corp.....	Common Stock		**	712,766
	Packaging Corp of America	Common Stock		**	755,345
	PacWest Bancorp	Common Stock		**	2,381,247
	Pall Corp	Common Stock		**	1,123,078
	Partnerre Ltd.....	Common Stock		**	1,180,258
	Patterson-UTI Energy, Inc.	Common Stock		**	890,775
	Philip Morris International, Inc.	Common Stock		**	1,443,552
	Pilgrim's Pride Corp.	Common Stock		**	592,042
	Popular Inc	Common Stock		**	1,268,015
	PPG Industries, Inc.....	Common Stock		**	1,653,974
	Precision Castparts Corp	Common Stock		**	2,808,823
	Premiere Global Services Inc.....	Common Stock		**	975,626
	Priceline Group, Inc.	Common Stock		**	4,094,285
	QLogic Corp.....	Common Stock		**	988,640
	Quanta Services Inc.....	Common Stock		**	769,504
	QuickLogic Corp.....	Common Stock		**	754,863
	Quinstreet Inc.....	Common Stock		**	406,044
*	R.R. Donnelley and Sons Co.....	Common Stock		**	33,761,968
	Radian Group, Inc.	Common Stock		**	1,176,021
	Raymond James Financial Inc.....	Common Stock		**	1,100,679
	Re/Max Holdings Inc	Common Stock		**	16,070
	Reinsurance Group of America Inc.....	Common Stock		**	1,298,632
	RenaissanceRe Holdings Ltd.	Common Stock		**	1,192,632
	Rex Energy Corp.....	Common Stock		**	102,175
	RF Micro Devices Inc	Common Stock		**	3,089,572
	RLJ Lodging Trust	Common Stock		**	778,392
	Rogers Corp	Common Stock		**	1,913,638
	Rovi Corp	Common Stock		**	1,638,194
	Salesforce.Com Inc	Common Stock		**	2,334,056
	SandRidge Energy Inc.....	Common Stock		**	137,578
	Sangamo BioSciences, Inc.	Common Stock		**	373,352
	SBA Communications Corp.....	Common Stock		**	3,709,949
	SeaChange International	Common Stock		**	276,676
	Select Comfort Corp.	Common Stock		**	1,216,996
	Semtech Corp.....	Common Stock		**	451,766
	ServiceNow Inc	Common Stock		**	1,576,692
	Silicon Laboratories Inc	Common Stock		**	402,885
	Silver Spring Networks, Inc.	Common Stock		**	474,017
	Skyworks Solutions Inc.....	Common Stock		**	2,099,958

RR DONNELLEY SAVINGS PLAN

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AS OF DECEMBER 31, 2014
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	SM Energy Co.....	Common Stock		**	943,902
	Southwest Airlines Co.....	Common Stock		**	2,143,037
	Spirit AeroSystems Holdings, Inc.	Common Stock		**	307,008
	Splunk, Inc.	Common Stock		**	840,697
	Starbucks Corp.....	Common Stock		**	2,891,120
	Stock Building Supply Holdings, Inc.....	Common Stock		**	749,325
	Sunedison Inc.....	Common Stock		**	840,809
	Superior Energy Services, Inc.....	Common Stock		**	288,680
	Synaptics Inc.....	Common Stock		**	970,368
	Take-Two Interactive Software, Inc.....	Common Stock		**	522,567
	Tango, Inc.....	Common Stock		**	599,304
	Tenneco Inc.....	Common Stock		**	313,652
	Tesla Motors, Inc.	Common Stock		**	1,381,653
	Tesoro Corp.....	Common Stock		**	2,989,800
	Tessera Technologie Inc.....	Common Stock		**	1,420,148
	Texas Instruments, Inc.	Common Stock		**	1,743,448
	The Allstate Corp.....	Common Stock		**	3,176,436
	The Chubb Corporation.....	Common Stock		**	1,560,457
	The Cooper Cos Inc.....	Common Stock		**	2,625,974
	The Kroger Co.....	Common Stock		**	2,693,672
	The McGraw-Hill Cos Inc.....	Common Stock		**	1,321,034
	The Travelers Cos Inc.....	Common Stock		**	3,194,832
	The Walt Disney Company.....	Common Stock		**	2,334,540
	Trex Co Inc.....	Common Stock		**	800,687
	Trinity Industries, Inc.....	Common Stock		**	924,756
	Tronox Ltd.....	Common Stock		**	820,136
	TRW Automotive Holdings Corp.	Common Stock		**	468,332
	Twenty-First Century Fox Inc.....	Common Stock		**	3,968,194
	Twitter, Inc.....	Common Stock		**	884,752
	Tyson Foods, Inc.....	Common Stock		**	2,492,880
	Ulta Salon Cosmetics & Fragrance, Inc.	Common Stock		**	2,016,756
	Ultratech Inc.....	Common Stock		**	1,226,424
	Under Armour, Inc.....	Common Stock		**	829,436
	Unilife Corp.....	Common Stock		**	528,664
	Union Pacific Corp.....	Common Stock		**	6,701,465
	United Continental Holdings Inc.....	Common Stock		**	8,332,768
	United States Steel Corp.	Common Stock		**	2,108,587
	United Therapeutics Corp.	Common Stock		**	2,337,459
	UnitedHealth Group, Inc.....	Common Stock		**	2,922,620
	Universal Display Corporation.....	Common Stock		**	620,431
	Unum Group.....	Common Stock		**	847,656
	Uti Worldwide Inc SHS.....	Common Stock		**	1,052,494
	Valero Energy Corp.	Common Stock		**	3,010,332
	Vera Bradley Inc.....	Common Stock		**	309,619
	Verifone Systems Inc.....	Common Stock		**	486,744
	Vertex Pharmaceuticals, Inc.....	Common Stock		**	1,243,007
	Visa Inc.....	Common Stock		**	6,943,523
	Voya Financial Inc.....	Common Stock		**	330,174
	W.R. Berkley Corp.....	Common Stock		**	1,112,527
	Wabash National Corp.....	Common Stock		**	1,234,534
	Wabco Holdings Inc.....	Common Stock		**	947,501

RR DONNELLEY SAVINGS PLAN

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AS OF DECEMBER 31, 2014
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	Waddell & Reed Financial Inc.....	Common Stock		**	382,417
	Wal-Mart Stores, Inc.....	Common Stock		**	1,554,840
	Watsco, Inc.	Common Stock		**	1,297,536
	Web.Com Group Inc.....	Common Stock		**	339,796
	Western Digital Corp.....	Common Stock		**	3,136,488
	Western Union Co. (The).....	Common Stock		**	1,022,010
	Whirlpool Corp.....	Common Stock		**	2,875,849
	Whole Foods Market, Inc.....	Common Stock		**	1,809,693
	Workday Inc.....	Common Stock		**	1,608,200
	WPX Energy Inc.....	Common Stock		**	610,447
	Zoetis Inc.....	Common Stock		**	1,524,512
	Zynga, Inc.	Common Stock		**	926,316
	U.S. Equity Securities.....				\$ 519,383,840
	Fixed Income Securities				
	PIMCO Asset-Backed Securities Portfolio.....	Asset-Backed Securities Portfolio		**	\$ 7,822,788
	PIMCO Emerging Markets Portfolio.....	Emerging Markets Portfolio		**	10,003,269
	PIMCO High Yield Portfolio.....	High Yield Portfolio		**	6,788,812
	PIMCO International Portfolio.....	International Portfolio		**	27,998,740
	PIMCO Investment Grade Corporate Portfolio.....	Investment Grade Corporate Portfolio		**	48,564,950
	PIMCO Mortgage Portfolio.....	Mortgage Portfolio		**	83,274,481
	PIMCO Municipal Sector Portfolio.....	Municipal Sector Portfolio		**	3,607,123
	PIMCO Real-Return Portfolio.....	Real Return Portfolio		**	42,011,125
	PIMCO U.S. Government Sector Portfolio.....	US Government Sector Portfolio		**	52,628,165
	Fixed Income Securities.....				\$ 282,699,453
	Mutual Funds				
	DFA U.S. Small Cap Value Portfolio.....	Small Cap Fund		**	\$ 117,301,184
	DWS RREEF Real Estate Securities Fund.....	Real Estate Investment Trust Fund		**	46,225,349
	PIMCO Funds: All Asset Fund.....	Diversified Real Asset Fund		**	63,135,331
	Mutual Funds.....				\$ 226,661,864
	Non-U.S Equity Securities				
	Aberdeen Asset Management PLC.....	Common Stock		**	\$ 162,621
	Acciona SA.....	Common Stock		**	212,491
	ACS Actividades de Construcción y Servicios SA.....	Common Stock		**	544,886
	Actelion Ltd.....	Common Stock		**	488,942
	adidas AG.....	Common Stock		**	110,984
	Advanced Semiconductor Engineering (ADR).....	Common Stock		**	125,716
	Aegon N.V.. New York Registry Shs.....	Common Stock		**	456,067
	Aegon Nv (AGN).....	Common Stock		**	349,546
	Ageas NV.....	Common Stock		**	83,364
	Agnico Eagle Mines Ltd.....	Common Stock		**	801,576
	AIR Water Inc NPV.....	Common Stock		**	127,515
	Airbus Group NV.....	Common Stock		**	606,873
	Akbank TAS.....	Common Stock		**	147,492
	Alcatel-Lucent.....	Common Stock		**	368,474
	Alibaba Group Holding Limited.....	Common Stock		**	2,382,800
	Amada Co Ltd.....	Common Stock		**	103,523
	Amadeus IT Holding SA.....	Common Stock		**	770,641

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SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) AS OF DECEMBER 31, 2014 EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003

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	Anheuser-Busch InBev NV	Common Stock		**	439,386
	AP Moeller - Maersk A/S A	Common Stock		**	364,953
	AP Moeller - Maersk A/S B	Common Stock		**	1,143,296
	Arm Holdings plc	Common Stock		**	1,754,880
	Asahi Glass Co Ltd	Common Stock		**	203,968
	ASML Holding NV	Common Stock		**	567,321
	Astellas Pharma Inc	Common Stock		**	1,700,460
	Astrazeneca ORD USD0.25	Common Stock		**	1,619,140
	Astrazeneca Plc-Spons Adr	Common Stock		**	1,131,750
	Atlas Copco AB SER'A'NPV	Common Stock		**	95,728
	Atlas Copco AB SER'B'NPV	Common Stock		**	304,194
	Atlas Copco Ab-A Shs	Common Stock		**	73,025
	Autoliv Inc	Common Stock		**	754,293
	Baidu Inc	Common Stock		**	2,797,423
	Banco Bradesco SA	Common Stock		**	42
	Banco de Sabadell SA	Common Stock		**	197,994
	BASF SE	Common Stock		**	620,756
	Bayer AG	Common Stock		**	1,118,281
	Bayer Ag-Sponsored Adr	Common Stock		**	291,161
	Bayerische Motoren Werke Aktiengesellschaft	Common Stock		**	303,514
	Bayerische Motoren Werke-Prf	Common Stock		**	126,449
	Belgacom SA	Common Stock		**	725,454
	Beyerische Motoren Werke AG	Common Stock		**	195,349
	Brother Industries Ltd	Common Stock		**	498,721
	BT Group Ord Gbp0.05	Common Stock		**	946,908
	BT Group plc	Common Stock		**	668,110
	Caesarstone Sdot-Yam Ltd	Common Stock		**	1,753,324
	Canon Inc	Common Stock		**	710,811
	Carlsberg SER'B'DKK20	Common Stock		**	73,826
	Carnival Plc-Adr	Common Stock		**	598,111
	Catamaran Corp	Common Stock		**	731,514
	Central Japan Railway Company	Common Stock		**	1,071,453
	China Construction Bank Corp	Common Stock		**	236,344
	Chugai Pharmaceutical	Common Stock		**	208,733
	Citizen Holdings Co	Common Stock		**	352,761
	CNP Assurances Eur1	Common Stock		**	300,405
	Commerzbank AG	Common Stock		**	184,586
	Compagnie De Saint Gobain	Common Stock		**	262,377
	Continental AG NPV	Common Stock		**	604,788
	Controladora Vuela Co Avcn SA CV	Common Stock		**	1,333,833
	Credit Agricole SA Eur3	Common Stock		**	320,737
	CSL Ord NPV	Common Stock		**	351,033
	Daicel Corp	Common Stock		**	200,541
	Dai-Ichi Life Insurance Co Ltd	Common Stock		**	1,386,053
	Daiichi Sankyo Company Limited	Common Stock		**	258,385
	Daikin Industries, Ltd	Common Stock		**	649,723
	Daimler AG Ord NPV	Common Stock		**	1,008,314
	Danske Bank A/S	Common Stock		**	598,429
	Delhaize Group SA	Common Stock		**	185,712
	Delphi Automotive PLC	Common Stock		**	442,799
	Delta Lloyd NV	Common Stock		**	434,006

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	Deutsche Post AG NPV (REGD)	Common Stock		**	1,165,159
	Diageo Plc-Sponsored Adr	Common Stock		**	1,054,362
	DSV A/S	Common Stock		**	511,643
	E.ON SE	Common Stock		**	58,414
	East Japan Railway Co	Common Stock		**	561,626
	Edenred	Common Stock		**	351,207
	EDP - Energias de Portugal SA	Common Stock		**	276,169
	Enagas SA	Common Stock		**	366,463
	Enel S.p.A.	Common Stock		**	145,864
	Enel SpA	Common Stock		**	672,301
	Ericsson	Common Stock		**	709,191
	Ericsson SER‘B’ NPV	Common Stock		**	192,542
	Exor SpA Eur1	Common Stock		**	324,616
	Fanuc Corp	Common Stock		**	82,962
	Ferrovial SA	Common Stock		**	541,736
	FleetMatics Group plc	Common Stock		**	1,123,315
	Fortum OYJ	Common Stock		**	677,069
	Friends life Group Ltd	Common Stock		**	402,481
	Fuji Electric Co Ltd	Common Stock		**	169,111
	Fujifilm Holdings Corp	Common Stock		**	1,065,302
	Fujitsu Ltd	Common Stock		**	294,801
	Gas Natural SDG SA	Common Stock		**	608,984
	Gazprom OAO	Common Stock		**	246,611
	Glaxosmithkline Ord Gbp0.25	Common Stock		**	233,315
	Grifols SA	Common Stock		**	56,196
	Grifols SA Eur0.5	Common Stock		**	131,511
	Hankyu Hansin Holdings, Inc.	Common Stock		**	194,368
	Hargreaves Lansdown PLC	Common Stock		**	134,983
	Heidelbergcement AG	Common Stock		**	671,915
	Heineken NV	Common Stock		**	37,121
	HENNES & MAURITZ AB	Common Stock		**	74,510
	Hino Motors, Ltd.	Common Stock		**	93,349
	Hirose Electric Co Ltd	Common Stock		**	58,567
	Hitachi Chemical Co Ltd	Common Stock		**	370,993
	Hitachi High Technologies Corp	Common Stock		**	363,962
	Hitachi NPV	Common Stock		**	329,693
	Hitachi, Ltd	Common Stock		**	182,967
	Hochtief AG	Common Stock		**	87,359
	Honda Motor Co Ltd	Common Stock		**	162,339
	Honda Motor Co Ltd-Spons Adr	Common Stock		**	518,003
	Hoya Corp	Common Stock		**	208,315
	Iberdrola SA	Common Stock		**	1,566,255
	Iberdrola Sa-Sponsored Adr	Common Stock		**	51,703
	Ibiden Co Ltd	Common Stock		**	245,431
	ICICI Bank Ltd	Common Stock		**	21,423
	Idemitsu Kosan Co., Ltd	Common Stock		**	8,311
	Imax Corp	Common Stock		**	859,068
	Industria de Diseno Textil S.A.	Common Stock		**	335,992
	Industrivarden Ab Ser C NPV	Common Stock		**	176,964
	Industrivarden AB SER‘A’NPV	Common Stock		**	265,199
	INFINEON TECHNOLOG ORD NPV	Common Stock		**	645,132

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
EMPLOYER IDENTIFICATION NUMBER: 36-1004130, PLAN NUMBER: 003**

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Infineon Technologies AG	Common Stock		**	54,290
	ING Groep NV	Common Stock		**	184,428
	Inmarsat plc	Common Stock		**	205,628
	Interoil Corp	Common Stock		**	1,102,301
	Investor AB	Common Stock		**	369,658
	iShares MSCI EAFE Index Fund	Common Stock		**	3,905,532
	Itau Unibanco Holding SA ADR	Common Stock		**	63,084
	Japan Airlines Co Ltd	Common Stock		**	164,719
	Japan Exchange Group Inc	Common Stock		**	438,830
	Jsr Corp	Common Stock		**	521,569
	Kaneka Corporation	Common Stock		**	97,034
	Keio Corp	Common Stock		**	668,159
	Kerry Group 'A' Ord Eur0.125	Common Stock		**	509,167
	Keyence Corp	Common Stock		**	179,061
	Kinnevik Investment Ab Sek0.1	Common Stock		**	834,817
	Komtsu Ltd	Common Stock		**	332,695
	Kone Corporation NPV ORD 'B'	Common Stock		**	126,307
	Konica Minolta Inc	Common Stock		**	468,471
	Koninklijke Ahold N.V.	Common Stock		**	421,376
	Kyocera Corp	Common Stock		**	143,285
	Kyocera Corp -Spons ADR	Common Stock		**	117,326
	Legal & General Group Ord 2.5p	Common Stock		**	332,393
	Legrand Sa	Common Stock		**	87,786
	Liberty Global plc	Common Stock		**	2,968,076
	Lonza Group Ag-Unspon ADR	Common Stock		**	151,241
	MABUCHI MOTOR CO., LTD.	Common Stock		**	137,225
	Magna International Inc	Common Stock		**	2,455,942
	MEDIOBANCA SPA	Common Stock		**	230,342
	Merck KGaA	Common Stock		**	395,406
	Metso OYJ	Common Stock		**	337,887
	Mitsubishi Chemical Holdings Corp	Common Stock		**	411,247
	Mitsubishi Corp	Common Stock		**	660,277
	Mitsubishi Electric Corporation	Common Stock		**	577,414
	Mitsubishi Heavy Ind NPV	Common Stock		**	178,309
	MITSUBISHI MATERIALS CORPORATION	Common Stock		**	100,329
	Mitsubishi UFJ Financial Group Inc	Common Stock		**	380,330
	Mitsubishi UFJ Lease & Finance Co Ltd	Common Stock		**	62,813
	Mitsui & Co Ltd	Common Stock		**	373,658
	MS&AD Insurance Group Holdings Inc	Common Stock		**	95,853
	Ms&Ad Insurance-Unspons ADR	Common Stock		**	54,797
	Murata Manufacturing Co., Ltd.	Common Stock		**	617,279
	NEC Corporation	Common Stock		**	255,489
	Neste Oil Corporation	Common Stock		**	194,703
	Nidec Corporation	Common Stock		**	581,289
	Nippon Express Co Ltd	Common Stock		**	194,102
	Nippon Telegraph & Tele-ADR	Common Stock		**	71,918
	Nippon Yusen Kabushiki Kaisha	Common Stock		**	14,226
	Nissan Motor Co Ltd	Common Stock		**	162,676
	NOK Corp	Common Stock		**	334,179
	Nokia Corp-Spon ADR	Common Stock		**	547,540
	Nokia Oyj	Common Stock		**	1,183,112

RR DONNELLEY SAVINGS PLAN

**SCHEDULE H – LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014
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(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Nomura Holding NPV.....	Common Stock		**	324,989
	Nordea Bank AB Eur0.39632	Common Stock		**	286,894
	Norsk Hydro ASA.....	Common Stock		**	327,258
	Novartis AG	Common Stock		**	2,138,683
	Novo Nordisk A/S.....	Common Stock		**	865,436
	Novo-Nordisk AS DKK1	Common Stock		**	904,522
	Novozymes A/S ADR.....	Common Stock		**	62,132
	Novozymes A/S SER‘B’DKK2	Common Stock		**	681,769
	NSK Ltd	Common Stock		**	203,935
	Oji Holdings Corp.....	Common Stock		**	147,689
	Old Mutual plc Ord	Common Stock		**	526,942
	Olympus Corp	Common Stock		**	273,524
	OMRON Corporation.....	Common Stock		**	498,731
	Orange SA.....	Common Stock		**	1,262,916
	Orange-Spon Adr	Common Stock		**	325,261
	Orion Corp Ser B NPV.....	Common Stock		**	178,979
	ORIX Corp	Common Stock		**	299,111
	Orkla ASA.....	Common Stock		**	559,294
	Osram Licht AC NPV	Common Stock		**	410,809
	Otsuka Holdings Co Ltd.....	Common Stock		**	282,934
	Panasonic Corporation	Common Stock		**	381,072
	Pandora A/S DKK1.....	Common Stock		**	127,886
	Porsche Automobil Holding SE	Common Stock		**	76,897
	Porsche Automobil Holding-Prf.....	Common Stock		**	397,350
	Qiagen NV	Common Stock		**	495,584
	Ramsay Health Care Limited	Common Stock		**	347,195
	Randstad Hldgs Eur0.1.....	Common Stock		**	466,072
	Red Electica Corp SA	Common Stock		**	383,785
	Reed Elsevier	Common Stock		**	145,602
	Reed Elsevier NV	Common Stock		**	207,554
	Reed Elsevier plc.....	Common Stock		**	251,327
	RENAULT SA REGIE NAT	Common Stock		**	80,638
	Rexel SA	Common Stock		**	282,001
	Ricoh Co Ltd.....	Common Stock		**	154,385
	Ritchie Bros Auctioneers Inc	Common Stock		**	286,572
	Roche Holding AG.....	Common Stock		**	363,646
	Roche Holding Ag-Genusschein.....	Common Stock		**	2,515,447
	Roche Holdings Ltd-Spons Adr	Common Stock		**	690,781
	Rohm Co	Common Stock		**	587,796
	Rosneft Ojsc-Reg S Gdr.....	Common Stock		**	16,951
	Royal Bank of Scot-Spon Adr.....	Common Stock		**	90,966
	RWE AC NPV	Common Stock		**	225,281
	SAINSBURY(J) ORD GBP0.28571428	Common Stock		**	203,456
	Sandvik AB	Common Stock		**	357,689
	Sanofi EUR2	Common Stock		**	1,471,824
	Sanofi SA	Common Stock		**	747,346
	Santen Pharmaceutical Co Ltd	Common Stock		**	43,060
	SAP SE.....	Common Stock		**	964,084
	SAP Se-Sponsored Adr	Common Stock		**	79,425
	Sberbank-Sponsored Adr	Common Stock		**	282,553
	Schneider Electric EUR4.00	Common Stock		**	575,396

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AS OF DECEMBER 31, 2014
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(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value		(d) Cost	(e) Current Value
	Seiko Epson Corp.....	Common Stock		**	110,095
	Shire plc	Common Stock		**	1,199,717
	Shire plc Ord Gbp0.05	Common Stock		**	1,048,793
	Siemens AG	Common Stock		**	362,082
	Sika Ag-Br	Common Stock		**	296,788
	Skan Enskilda BKN SER'A'NPV.....	Common Stock		**	649,294
	Skan Enskilda BKN SER'C'NPV.....	Common Stock		**	51,160
	Skanska AB SER'B'NPV	Common Stock		**	444,925
	Smith & Nephew plc.....	Common Stock		**	1,409,671
	Snam SpA	Common Stock		**	202,206
	Sojitz Corp	Common Stock		**	223,684
	Sonova Holding AG.....	Common Stock		**	342,421
	Sony Corp	Common Stock		**	687,264
	Sony Financial Holdings Inc.....	Common Stock		**	386,924
	Stmicroelectronics Eur1.04.....	Common Stock		**	761,270
	Stmicroelectronics NV	Common Stock		**	169,437
	Stora Enso OYJ JPB SER'R'.....	Common Stock		**	360,362
	Suez Environment Eur4	Common Stock		**	47,415
	Sumimoto Dainippon Pharma Co Ltd.....	Common Stock		**	52,605
	Sumitomo Chemical.....	Common Stock		**	286,910
	Sumitomo Corp	Common Stock		**	319,270
	Sumitomo Electric Ind NPV	Common Stock		**	271,876
	Sumitomo Mitsui-Spons Adr	Common Stock		**	191,573
	Suzuken Co Ltd/Aichi Japan.....	Common Stock		**	227,844
	Suzuki Motor Co NPV	Common Stock		**	160,492
	Swisscom AG.....	Common Stock		**	822,069
	Sysmex Corp	Common Stock		**	295,944
	T&D Holdings Inc.....	Common Stock		**	422,099
	Taiheiyo Cement Corp	Common Stock		**	132,424
	Taiwan Semiconductor Manufacturing Co Ltd.....	Common Stock		**	190,494
	Takeda Pharmaceutical Co Ltd	Common Stock		**	349,159
	Tata Motores Ltd-Spon Adr	Common Stock		**	749,226
	TDC A/S DKK5.....	Common Stock		**	109,699
	TDK Corp	Common Stock		**	482,476
	Telecom Italia SpA	Common Stock		**	925,884
	Telenet Group Holding NPV.....	Common Stock		**	141,852
	Terumo Corp	Common Stock		**	247,707
	Teva Pharmaceutical-Sp Adr	Common Stock		**	1,261,689
	The Chugoku Electric Power Co Inc.....	Common Stock		**	22,345
	The Kansai Electric Power Co Inc	Common Stock		**	56,347
	Thyssenkrupp Ag NPV	Common Stock		**	18,934
	Tobu Railway Co Ltd.....	Common Stock		**	620,540
	Tokio Marine Holdings -Adr.....	Common Stock		**	78,218
	Tokio Marine Holdings Inc.....	Common Stock		**	641,376
	Tokyu Corp	Common Stock		**	710,337
	Toppan Printing Co Ltd	Common Stock		**	268,433
	Toyota Boshoku Corp	Common Stock		**	81,992
	Toyota Industries Corp.....	Common Stock		**	568,279
	Toyota Motor Corp	Common Stock		**	1,018,590
	Toyota Tsushu Corp.....	Common Stock		**	429,773
	Turkiye Is Bankasi A.S.	Common Stock		**	335,380

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	Ucb S.a.....	Common Stock	**	72,694
	Unilever Plc-Sponsored Adr.....	Common Stock	**	745,941
	United Internet Ag NPV REGD.....	Common Stock	**	411,151
	United Utilities Group-Adr.....	Common Stock	**	83,288
	Upm-Kymmene Corp NPV.....	Common Stock	**	295,620
	Valeo EUR3.....	Common Stock	**	216,592
	Vallourec SA ADR (Sponsored).....	Common Stock	**	74,539
	Vestas Wind Systems A/S ADR.....	Common Stock	**	123,153
	Vodafone Group plc.....	Common Stock	**	618,457
	Volkswagen AC NON VTG PRF NPV.....	Common Stock	**	526,058
	Volkswagen Ag-Spons Adr.....	Common Stock	**	183,632
	Volvo AB SER'B'NPV.....	Common Stock	**	118,936
	Wartsila Oyj Apb.....	Common Stock	**	830,085
	WPP plc.....	Common Stock	**	442,780
	Yamaha Corp.....	Common Stock	**	200,100
	Yamato Holdings Co Ltd.....	Common Stock	**	111,553
	Yara International ASA.....	Common Stock	**	100,598
	Yara International-Adr.....	Common Stock	**	94,916
	Zardoya Otis SA.....	Common Stock	**	197,933
	Non-U.S Equity Securities			\$ 136,041,912
	Self-Directed Brokerage Account			
	Self-managed account.....	Self Directed Account Value	**	\$ 71,313,591
	Self-Directed Brokerage Account.....			\$ 71,313,591
				\$ 2,610,246,937
*	Participant Loans.....	\$54,222,760 principal amount, interest rates ranging from 4.0% to 9.5%, due through March 15, 2042	**	\$ 54,222,760
				\$ 2,664,469,697

* Party-in-interest

** Investments are participant directed; therefore, historical cost information is not required.