RR DONNELLEY

Qualified Status Changes (and the Participant Premium Program)

Summary Plan Description

January 1, 2013

Contents

Introduction

Your employee benefits offered by R.R. Donnelley & Sons Company and its participating subsidiaries or Participating Employers (referred to herein as "RR Donnelley") are designed to be flexible, address your needs, and fit a wide range of lifestyles and employment situations. This flexibility enables you to personalize your benefits and maximize their value.

In most cases, because of Internal Revenue Service ("IRS") rules, the benefits you elect each year must remain in effect until the beginning of the next calendar year. However, when a significant change in your life occurs, you may be able to adjust your benefits program choices to meet your changing needs.

You are allowed to make adjustments to your benefits program choices between Annual Enrollment periods only in response to specific situations called "Qualified Status Changes." If you experience a Qualified Status Change, you can make limited changes to the following benefits program choices:

- Under the R.R. Donnelley & Sons Company Group Benefits Plan ("Group Benefits Plan"), including those under the:
  - Group Health Program (including the "Medical Program" and "Prescription Drug Program");
  - HMO Program;
  - Dental Program;
  - Vision Care Program;
  - Life and Accidental Death & Personal Loss Insurance Program; and
  - Disability Benefit Program.

- Under the Flexible Benefits Plan offered by RR Donnelley (the "Flexible Benefits Plan"):
  - Health Care Spending Program (Health Care Spending Account, or "Health Care FSA"); and
  - Dependent Care Spending Program (Dependent Care Flexible Spending Account, or "Dependent Care FSA").

- Under the Participant Premium Program (this is the portion of the Flexible Benefits Plan that allows you to have your paycheck deductions used to pay premiums to the Group Benefits Plan and the Flexible Benefits Plan on a before-tax basis

This Summary Plan Description ("SPD") summarizes Qualified Status Changes under the Group Benefits Plan and the Flexible Benefits Plan as of January 1, 2013 (unless noted otherwise). Please read this information to familiarize yourself with such changes.

This SPD, and the related portions of the SPDs for each other benefit program described herein, explain how the Plans operate with respect to each such benefit program.

This SPD and any supplemental information are intended to be a complete, accurate, and up-to-date description of Qualified Status Changes. However, since changes (in law, regulation or otherwise) may occur periodically, this document cannot adequately define every potential Qualified Change in Status. If there is any discrepancy between this SPD and the Plan documents, the Plan documents always govern.

In addition, nothing in this SPD should be interpreted as an employment contract. This summary merely describes the Qualified Status Changes as of January 1, 2013. RR Donnelley reserves the right to amend, change, or terminate the Group Benefits Plan or the Flexible Benefits Plan (together, the "Plans"), in whole or in part, at any time.

This content contains a summary in English of your rights and benefits under the Plans. If you have difficulty understanding any part of this content, call the RR Donnelley Benefits Center at 1-877-RRD-4BEN (1-877-773-4236). Benefits Center Representatives are available between the hours of 8 a.m. and 5 p.m. CT, Monday through Friday, except holidays.

Qualified Status Changes

Glossary of Key Terms

Certain terms have special meaning as they pertain to enrollment and election changes. The definitions provided in this section apply to eligibility rules that apply under the Plans.

Child(ren) (or individually a "child") – your "children" who are:

- Natural children of you or your spouse/domestic partner (including your stepchildren);
- Children who are legally adopted by you or your spouse/domestic partner;
- Children placed for adoption with you or your spouse/domestic partner; or
- Any other children who live with you and your spouse/domestic partner and for whom you or your spouse/domestic partner are the "sole legal guardian" (as defined in this "Glossary of Key Terms" section);

provided that, such child qualifies as your "dependent" within the meaning of Section 152- determined without reference to Section 152(b)(1), (b)(2) and (d)(1)(B) of the Internal Revenue Code of 1986, as amended (the "Code").

Child (QMCSO) – please note that if you are subject to a "Qualified Medical Child Support Order," or "QMCSO," your "children" are defined as:

- Your natural children;
- Your legally adopted children; or
- Children placed with you for adoption.

Under a QMCSO, your child may be covered even if he or she:

- Was born out of wedlock;
- Is not claimed as a dependent on your federal income tax return;
- Does not reside with you or in the Plan's service area; or
- Is receiving benefits or is eligible to receive benefits under a state Medicaid plan.

Domestic Partner – means the person of the same- or opposite-sex with whom you have a domestic partner relationship, which is registered with a state or local governmental entity or which satisfies the criteria described in the last paragraph of this definition. A domestic partner is generally eligible for all eligible spouse coverage under the Plans.

If your domestic partnership is not registered with a state or local governmental entity, it must satisfy the following criteria for your domestic partner to be eligible for coverage:

- Neither you nor your domestic partner are legally married to or are the legal domestic partner of anyone else;

- You and your domestic partner intend to remain each other's sole domestic partner indefinitely;
- You and your domestic partner live together in the same principal resident and intend to do so indefinitely;
- You and your domestic partner are committed to each other and share joint responsibilities for your common welfare and financial obligations; and
- You and your domestic partner are not related by blood, closer than would prohibit marriage in the state in which you live.

Eligible Dependents (or individually a "Dependent") – Your Eligible Dependents include your eligible:

- Spouse;
- Domestic partner; or
- Children (as each is defined in this section).

Note that not everyone who may be a "dependent" under Section 152 of the Code is eligible for coverage under the Plans. For example, your parents, grandparents, adult brothers, adult sisters, and other relatives may qualify as a dependent for tax purposes but they are not eligible for coverage. Also, if you cover an individual that qualified as an Eligible Dependent who is later called to active military duty, such individual cannot be covered under the Plans as an Eligible Dependent during such assignment. In addition, an individual who is also covered under the Plans as an employee may not simultaneously be enrolled and covered under the Plans as an Eligible Dependent.

Premiums (or Contributions) – means the amount you pay for coverage in which you have enrolled under the Plans. Sometimes the term "Contribution" is used, but it has the same meaning as "Premium."

Sole Legal Guardian – as used with respect to an individual, it means that such individual has been appointed by a court as "sole legal guardian," or equivalent designation, and that parental rights have been severed or have been terminated due to death.

Spouse – means the individual to whom you are currently married. The Plans also consider common-law spouses in states that recognize common-law marriages.

Qualified Status Changes (Which Require Election Changes That are Consistent)

An election change must be due to, and consistent with, the following Qualified Status Changes. As a result, you may change your coverage and premiums during the plan year only if:

- The Qualified Status Change causes you or your Eligible Dependents to lose or gain eligibility for coverage under the Group Benefits Plan or Health Care Spending Program (or under a spouse's or dependent's plan); and
- Your election change reflects the gain or loss of coverage.

These Qualified Status Changes include the following:

- Legal Marital Status: Events that change your legal marital status, including:
  - Marriage;
  - Death of a Spouse;
  - Divorce;
  - Legal separation; or
  - Annulment.
- Domestic Partner Status: Beginning or ending of your Domestic Partner relationship.
- Number of Dependents: Events that change your number of Eligible Dependents, including:
  - Birth;
  - Death;
  - Adoption; or
  - Placement for adoption.
- Employment Status: Any of the following events that change the employment status of you or your Eligible Dependents, including:
  - A termination or commencement of employment;
  - A strike or lockout;
  - A commencement of or return from an unpaid leave of absence; or
  - A change in worksite.
  - In addition, if there is a change in employment status with the consequence that you or your Eligible Dependents become (or cease to be) eligible under the Plans or a plan of the Eligible Dependent's employer, then that change constitutes a change in employment, including:
    - Taking or returning from an unpaid leave of absence;
    - Switching from full-time to part-time employment (or vice versa);
    - Becoming or ceasing to be benefits-eligible; or
    - Being involved in a strike or lockout.
- Eligible Dependent Satisfies or Ceases to Satisfy Eligibility Requirements: Events that cause your Eligible Dependent to satisfy or cease to satisfy eligibility requirements for coverage on account of attainment of age or any other similar circumstance.
- Residence: A change in the place of residence of you or your Eligible Dependents.
- Adoption Assistance: The commencement or termination of an adoption proceeding.

If the change in status is due to your divorce, annulment or legal separation from your Spouse, the death of your Eligible Dependent, or your Eligible Dependent ceasing to satisfy the eligibility requirements for coverage, your election to cancel coverage for any individual other than the Spouse involved in the divorce, annulment or legal separation, the deceased Eligible Dependent, or the Eligible Dependent that ceased to satisfy the eligibility requirements for coverage, respectively, fails to correspond with that change in status. If an Eligible Dependent dies or ceases to satisfy the eligibility requirements for coverage, your election to cancel health coverage for any other Eligible Dependent, for you, or for your Spouse fails to correspond with that change in status. In addition, if your Eligible Dependent gains eligibility for coverage as a result of a change in marital status

or a change in employment status, your election to cease or decrease coverage for that individual corresponds with that change in status only if coverage for that individual becomes applicable or is increased.

Judicial Order

You may make an election change required by a judicial order from a divorce, legal separation, annulment, change in legal custody, or Qualified Medical Child Support Order (QMCSO) which:

- Requires you to provide health coverage for your child; or
- Permits you to cancel health coverage for your child because the order requires someone else (for example, a former Spouse) to provide coverage, and that coverage in fact is provided.

Note: A judicial order that requires you to provide coverage for an ineligible Dependent , such as a former Spouse, does not permit you to leave that person on the applicable Plan. Ineligible dependents must be removed from such Plan.

Entitlement to Medicare

You may make an election change to:

- Cancel or reduce health coverage for yourself or your Eligible Dependent if you or your Eligible Dependent becomes eligible for Medicare coverage; or
- Start or increase health coverage for yourself or your Eligible Dependent if you or your Eligible Dependent loses eligibility for Medicare coverage.

Significant Cost or Coverage Changes

Rules for election changes as a result of changes in cost or coverage include (but do not apply to an election change with respect to a Health Care Spending Program):

- **Cost Changes:** Include:
  - **Automatic Changes:** If the premium increases or decreases during a period of coverage a prospective increase or decrease in your election will be made automatically.
  - **Significant Cost Changes:** If your premium significantly increases or significantly decreases, you may make a corresponding election change. Changes may include electing lower cost coverage, or, in the case of an increase in cost, revoking an election for that coverage and, in lieu thereof, either receiving on a prospective basis other similar coverage or dropping coverage if no other similar coverage is available.
- **Coverage Changes:** Include:
  - **Significant Curtailment Without Loss of Coverage:** If you or your Eligible Dependent has a significant curtailment of coverage under the Plan that is not a loss of coverage, you may revoke your election for coverage and, in lieu thereof, elect to receive on a prospective basis another option providing similar coverage.
  - **Significant Curtailment With Loss of Coverage:** If you or your Eligible Dependent has a significant curtailment that is a loss of coverage under the Plan, you may elect either to (i) receive on a prospective basis other similar coverage or (ii) drop coverage if no similar benefit package is available.

Addition or Improvement of a Benefit Package Option

If a new benefit program or other coverage option becomes available under the Plans, or if coverage under an existing option or other coverage option under the Plan is significantly improved, you may revoke your election. In lieu thereof, you may make an election on a prospective basis for coverage under the new or improved benefit program or coverage option.

Change in Coverage Under Another Employer Plan

You may make a prospective election change that is on account of and corresponds with a change made under another employer's plan if:

- The other plan permits participants to make an election change that would be permitted under the Plans; or
- You elect a period of coverage that is different from the period of coverage under the other employer's plan.

Loss of Coverage Under Other Health Coverage

You may make an election on a prospective basis to add coverage for you or your Eligible Dependents if you or your Eligible Dependents lose coverage under any health coverage sponsored by a governmental or educational institution.

Enrollment in Marketplace Coverage

Effective January 1, 2015, you may elect to drop your medical coverage under the Plans due to enrollment in Marketplace (Exchange) coverage if you are eligible for a Special Enrollment Period to enroll in a Qualified Health Plan through a Marketplace pursuant to guidance issued by the United States Department of Health and Human Services and any other applicable guidance, or you seek to enroll in a Qualified Health Plan through a Marketplace during such Marketplace's annual open enrollment period; and the revocation of your election of coverage under the Plans corresponds to the intended enrollment of you and your Eligible Dependents who cease coverage due to the revocation in a Qualified Health Plan through a Marketplace for new coverage that is effective beginning no later than the day immediately following the last day of the original coverage that is revoked.

Special Enrollment Rights

Marriage, birth, adoption, or placement for adoption are Qualified Status Changes that carry special enrollment rights under the:

- Group Health Program, HMO Program, Vision Care Program, Dental Program, and
- Premiums payable for these programs under the Participant Contribution Program.

These are special enrollment rights because you or your Eligible Dependents can change coverage without regard to the consistency of your election with the event giving rise to such right.

You also have special enrollment rights when either you or your Eligible Dependent loses either:

- Coverage under COBRA; or
- Eligibility or coverage under another group health plan.

More information about these special enrollment rights is contained in the Summary Plan Description for the Group Health Program, Vision Care Program, and Dental Program.

Eligibility Administrator

The rules governing when you or your Eligible Dependents may change coverage are governed by the terms of the Plans, the Code, the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and other applicable laws and regulations. The Plans' Eligibility Administrator has the discretionary authority to interpret these terms and apply them to your situation as appropriate.

Benefits Changes You May Be Able to Make When You Report a Qualified Status Change

The following chart highlights Qualified Status Changes that may allow you to change certain coverages under the Plans. However, in order to make any Qualified Status Change under the Plans, you must report the event which gives rise to the Qualified Status Change to the Eligibility Administrator within 30 days following such event. In general, if your Qualified Status Change is approved by the Eligibility Administrator, your change in coverage will take effect as of the date of the event. If you are adding a newborn child, you have up to 60 days to report such event to the Eligibility Administrator.

An exception to the general rule described in the preceding paragraph applies with respect to election changes in the Health Care Spending Program, Dependent Care Spending Program, and with respect to premiums paid for these programs. In these instances, if you provide proper notice to the Eligibility Administrator, your Qualified Status Change will take effect once the applicable Plan's Claims Administrator processes your program election. The processing will take place as soon as administratively possible.

If you fail to report an event giving rise to a Qualified Status Change within the applicable timeframes described above, you must wait until the next Annual Enrollment period to make a coverage change.

The following chart provides a general summary of your options associated with certain Qualified Status Changes. It does not include a complete list of allowable Qualified Status Changes. There may be other events which may qualify as a Qualified Status Change, including gaining eligibility for a Spouse's employer-provided plan, or a significant cost increase for employer-provided coverage (as defined by the applicable Plan). For a complete list of Qualified Status Changes and your options associated with such Qualified Status Changes, contact the Benefits Center.

Summary of Qualified Status Changes and Your Options		
Event	**Benefit Type**	**Changes You May Be Able to Make**
Change in your legal marital status Marriage is considered to be a legal marriage with a same- or opposite-sex partner and includes common-law marriages only in States where common-law marriages are legally recognized. Marriage does NOT include the person of the same- or opposite-sex with whom you have a domestic partner relationship.		
Gain Spouse Note: Special Enrollment Rights may also apply	Medical/Vision/Dental	You may enroll or increase election for new Eligible Dependents; coverage option change may be made; can revoke or decrease coverage for you or Eligible Dependents only when such coverage becomes effective or is increased under your Spouse's health plan.

Summary of Qualified Status Changes and Your Options		
Event	**Benefit Type**	**Changes You May Be Able to Make**
	Health Care FSA	You may enroll or increase election for new Eligible Dependents; or decrease election if you or your Eligible Dependents become eligible under your Spouse's health plan.
	Dependent Care FSA	You may enroll or increase election for new Eligible Dependents; or decrease or cease coverage if Spouse is not employed for makes a Dependent Care FSA coverage election under his or her health plan.
Lose Spouse (e.g., divorce, legal separation, annulment or death) Note: Special Enrollment Rights may also apply	Medical/Vision/Dental	You may revoke election only for former Spouse; coverage option change can be made. You may elect coverage for yourself or other Eligible Dependents (excluding your former Spouse) who lose eligibility under your former Spouse's plan if such individual loses eligibility as a result of the divorce, legal separation, annulment or death.
	Health Care FSA	You may decrease election to reflect the loss of Spouse's eligibility. You may enroll or increase election here coverage is lose under former Spouse's health plan.
	Dependent Care FSA	You may enroll or increase contributions to accommodate newly Eligible Dependents (excluding your former Spouse) or cease coverage if eligibility is lost.
Change in the Number of Your Eligible Dependents		
Gain Eligible Dependent (e.g., birth, adoption) Note: Special Enrollment Rights may also apply	Medical/Vision/Dental	You may enroll or increase election for new Eligible Dependents; coverage option change may be made; can revoke or decrease coverage for you or Eligible Dependents if you or your Eligible Dependent become eligible under a Spouse's health plan.
	Health Care FSA	You may enroll or increase election for new Eligible Dependents; coverage option change may be made; can revoke or decrease coverage for you or Eligible Dependents if you or your Eligible Dependent become eligible under a Spouse's health plan.

Summary of Qualified Status Changes and Your Options		
Event	**Benefit Type**	**Changes You May Be Able to Make**
	Dependent Care FSA	You may enroll or increase coverage to accommodate newly Eligible Dependents and any other Eligible Dependent who was not previously covered.
Lose Eligible Dependent	Medical/Vision/Dental	You may drop coverage only for the Eligible Dependent who loses eligibility; coverage option change may be made.
	Health Care FSA	You may decrease or cease election for Eligible Dependent who loses eligibility.
	Dependent Care FSA	You may decrease election for Eligible Dependent who loses eligibility.
Change in Your Employment Status or the Employment Status of your Spouse or Other Eligible Dependent that Affects Eligibility		
Commencement of Employment by You, Your Spouse or Other Eligible Dependent that Triggers Eligibility		
Commencement of Employment by You or Other Change in Employment Status (e.g., Full-time to part-time) **Triggering Eligibility under Plans**	Medical/Vision/Dental	You may add coverage for yourself or your Eligible Dependents and a coverage option change may be made.
	Health Care FSA	You may add coverage for yourself or your Eligible Dependents and a coverage option change may be made.
	Dependent Care FSA	You may add coverage for yourself or your Eligible Dependents and a coverage option change may be made.
Commencement of Employment by Your Spouse or Other Eligible Dependent or Other Change in Employment Status Triggering Eligibility Under Your Spouse's or Other Eligible Dependent's Plans	Medical/Vision/Dental	You may revoke or decrease your election or your Spouse's or other Eligible Dependent's election under the Plans if you, your Spouse or your Other Eligible Dependent (as applicable) are added to your Spouse's or Other Eligible Dependent's plan and a coverage option change may be made.
	Health Care FSA	You may decrease or cease your election if you gain eligibility for health coverage under your Spouse's or other Eligible Dependent's plan.
	Dependent Care FSA	You may make or increase an election to reflect new eligibility and you may revoke your election for coverage for an Eligible Dependent if such Eligible Dependent is added to your Spouse's or other Eligible Dependent's plan.

Summary of Qualified Status Changes and Your Options		
Event	**Benefit Type**	**Changes You May Be Able to Make**
Termination of Employment by You, Your Spouse or Other Eligible Dependent that Causes Loss of Eligibility		
Termination of Your Employment or Other Change in Employment Status (e.g., Full-time to part-time) **Resulting in a Loss of Eligibility**	Medical/Vision/Dental	You may elect COBRA coverage and may elect to revoke or decrease your prior election for you or your other Eligible Dependent; you may also make a coverage option change.
	Health Care FSA	You may elect COBRA coverage and may elect to revoke or decrease your prior election for you or your other Eligible Dependent; you may also make a coverage option change.
	Dependent Care FSA	You may request reimbursement for eligible expenses incurred up to your separation date if submitted by the applicable deadline (March 31 of the year after the calendar year in which you participated).
Termination of Your Employment, but you are rehired within 30 days	Medical/Vision/Dental	Prior elections at termination are reinstated unless another event has occurred that allows a change.
	Health Care FSA	Prior elections at termination are reinstated unless another event has occurred that allows a change.
	Dependent Care FSA	Prior elections at termination are reinstated unless another event has occurred that allows a change.
Termination of Your Employment but you are rehired after 30 days	Medical/Vision/Dental	You may make a new election.
	Health Care FSA	You may make a new election.
	Dependent Care FSA	You may make a new election.
Termination of your Eligible Dependent's Employment or Other Change in Employment Status Resulting in a Loss of Eligibility Under Their Employer's Plan)	Medical/Vision/Dental	You may enroll or increase the election of benefits for you, or your Eligible Dependent who lose eligibility under the other Eligible Dependent's Plan. Also, a coverage option change may be made.
	Health Care FSA	You may enroll or increase election to reflect loss of eligibility for health coverage.

Summary of Qualified Status Changes and Your Options		
Event	**Benefit Type**	**Changes You May Be Able to Make**
Note: Special Enrollment Rights may also apply	Dependent Care FSA	You may enroll or increase election if your Eligible Dependent loses eligibility for the program. You may decrease or cease election to reflect loss of eligibility for coverage.
Event Causing Eligible Dependent to Satisfy or Cease to Satisfy Eligibility Requirements		
Event by which Eligible Dependent Satisfies Eligibility Requirements under Plan	Medical/Vision/Dental	You may enroll or increase election for newly Eligible Dependent. In addition, other previously Eligible Dependents may also be enrolled. Coverage option change may be made.
	Health Care FSA	You may increase election or enroll only if Eligible Dependent gains eligibility under program.
	Dependent Care FSA	No change permitted.
Event by which Eligible Dependent Ceases to Satisfy Eligibility Requirements under Plan	Medical/Vision/Dental	You may decrease or revoke election only for affected Eligible Dependent. Coverage option change may be made.
	Health Care FSA	You may decrease or revoke election to take into account ineligibility of expenses of affected Eligible Dependent, but only if eligibility is lost. If an Eligible Dependent remains a tax dependent and such Eligible Dependent's expenses remain eligible for reimbursement, then you could increase the election.
	Dependent Care FSA	No change permitted.
Change in Place of Residence of You or your Eligible Dependent		
Move Triggers Eligibility	Medical/Vision/Dental	You may enroll or increase election for you or your Eligible Dependent. Also other previously Eligible Dependents may be enrolled and coverage option change may be made.
	Health Care FSA	No change permitted.
	Dependent Care FSA	No change permitted.
Move Causes Loss of Eligibility	Medical/Vision/Dental	You may revoke election or make new election if the change in residence affect a coverage option for you or your Eligible Dependent.

Summary of Qualified Status Changes and Your Options		
Event	**Benefit Type**	**Changes You May Be Able to Make**
	Health Care FSA	No change permitted.
	Dependent Care FSA	No change permitted.

A Note About Medical Option Changes

Relocation of your primary residence may affect the options available to you under the Group Health Program and the HMO Program. If the relocation results in the loss of eligibility for the option in which you are enrolled and you do not make a new election as a result of the address change within 30 days of your relocation, you will default to the same coverage tier under a similar coverage option available in your new location for the remainder of the calendar year.

A Note About Health Care and Dependent Care FSA Changes

Your elections for the Flexible Benefits Plan are binding for the remainder of the calendar year for which the elections were made, unless a Qualified Status Change occurs during the calendar year.

If you experience a Qualified Status Change, you may not reduce your annual election below an amount that will result in your total premiums for the calendar year being less than the total amount of reimbursements you will receive for claims incurred in the same calendar year prior to the date of the change. And, if you experience a Qualified Status Change and increase your contribution election, the increased contribution amount can only be used to reimburse eligible expenses incurred on or after the effective date of the Qualified Status Change.

A Special Note about Dependent Care FSA Changes

As described in the chart above, you may make changes to your Dependent Care FSA during a Plan year only if you have one of the following Qualified Status Changes, and your election change is consistent with the Qualified Status Change:

- There is a change in your marital status
- There is a change in the number of your Eligible Dependents
- The work schedule of you or your Spouse changes (for example, a switch from part-time to full-time employment and vice versa, a strike or lockout, or the start or termination of an unpaid leave of absence).

The change must also be on account of and correspond with a Qualified Status Change that affects expenses eligible for the Dependent Care FSA.

A Note About Life Insurance Election Changes

You may make changes to the employee supplemental life insurance, Spousal life insurance, Child life insurance, and/or voluntary accidental death and dismemberment insurance coverages any time during the calendar year.

Evidence of Insurability ("EOI") may be required if you are enrolling for or increasing your employee supplemental life insurance. EOI also may be required if you are enrolling your Spouse for or increasing your Spousal life insurance coverage. An EOI Form will be mailed to your home if applicable.

You will need to return the EOI Form for yourself and/or your Spouse (if applicable) in the preaddressed envelope provided prior to the deadline. If you do not return the EOI Form by the deadline date, your requested change will not be made.

Any change in your employee supplemental life insurance coverage or Spousal life insurance coverage takes effect on the day the Claims Administrator approves the EOI Form. The Claims Administrator will notify you if your or your Spouse's EOI Form is approved or denied. You will receive a confirmation notice from the Eligibility Administrator once the coverage approval, increase in coverage, and payroll deduction change is processed.

Reporting a Qualified Status Change

If you do not change your coverage within 30 days after the date of the event (60 days to report a newborn) that permits the change, you must wait until the next Annual Enrollment period to make the change.

How to Report a Qualified Status Change

Step 1 – Log on to *My Benefits Directory* (www.mybenefitsdirectory.com/rrd and click on "Life Events". Under "Life Events", select the life event that applies to your current situation or choose "other life changes" and follow the prompts or call the Eligibility Administrator at 1-877-RRD-4BEN (1-877-773-4236) within 30 days after the date of the event itself or earlier, if the 30th day falls on a weekend or a holiday (60 days for the birth of a child). Note, the requirement to report the change earlier only applies if you are making the change by calling the Eligibility Administrator, not if you are reporting the change online. Newly added Eligible Dependents will be subject to the semi-annual Dependent Audit as outlined in the Medical and Prescription Drug Program Summary Plan Description, Dependent Audit section.

You cannot request changes before the event takes place (for example, you cannot request that your spouse be added the day before you get married). If you miss the applicable deadline, you will not be able to change your benefits until the next Annual Enrollment period (unless you experience another Qualified Status Change). If you add your newborn within 30-days, you can add your newborn online or by calling the Eligibility Administrator. If you add your newborn after 30 days, but before the 60-day deadline, you must call the Eligibility Administrator to add your newborn.

Step 2 – If you report your change via *My Benefits Directory*, you can print a confirmation statement. If you call the Eligibility Administrator to report your Qualified Status Change, you will receive a confirmation statement in the mail. If there are no inaccuracies, keep the statement for your records. If something is incorrect, report the inaccuracies by the deadline specified on the statement to complete the benefit change process. Keep a copy of the confirmation statement for your records.

Any change in contributions for the cost of coverage under an applicable Plan takes effect as soon as administratively possible after you report the change to the Eligibility Administrator (payroll deductions are not retroactive to the date of the change).

Responsibility for Reporting Ineligible Dependents

You are responsible for reporting your Eligible Dependent's loss of eligibility within 30 days after the date your Eligible Dependent is no longer eligible for coverage. Your Eligible Dependent loses coverage when he or she is no longer an Eligible Dependent, even if you fail to report the status change within the 30-day period, unless your Eligible Dependent has elected COBRA continuation coverage.

In addition, any claims for services or expenses incurred beyond the date your Eligible Dependent ceases to be an Eligible Dependent will not be paid, unless your Eligible Dependent has elected COBRA continuation coverage. RR Donnelley reserves the right to request, at any time, documentation necessary to substantiate an Eligible Dependent's eligibility for coverage.

However, after that 30-day period, your Eligible Dependent will be dropped without any COBRA continuation coverage offered (unless the event is within 60 days). If you do not report the qualifying event within 60 days, COBRA continuation coverage will not be offered.

In addition, the period of time for which you maintained an ineligible Dependent on coverage will now become imputed income to you. Please see the Medical and Prescription Drug Program Summary Plan Description, Your Right and Responsibility To Change Your Coverage section.

Administrative and Contact Information

This section provides you with administrative-type information with regard to Qualified Status Changes and Participant Premium Program.

Eligibility Administrator

The Eligibility Administrator is AonHewitt Associates LLC, at the following address and phone number:

RR Donnelley Benefits Center
4 Overlook Point
P.O. Box 1496
Lincolnshire, IL 60069-1496
1-877-RRD-4BEN (1-877-773-4236)
Website: www.mybenefitsdirectory.com/rrd

Benefits Center Representatives are available between the hours of 8 a.m. and 5 p.m. CT, Monday through Friday, except holidays.

Contact the RR Donnelley Benefits Center to:

- Report a Qualified Status Change within 30 days after the date of the event (or 60 days for a newborn); or
- Report an inaccurate Qualified Status Change.
- Enroll;
- Verify benefit eligibility;
- Remove a former eligible dependent who is no longer eligible from coverage;
- Ask a question about Qualified Status Changes;
- Report an address change (inactive participants only); and
- Ask general benefit questions.

Type of Plans
The Flexible Benefits Plan is a welfare benefit plan.
The Group Benefits Plan is a welfare benefit plan.

Plans' Sponsor
RR Donnelley & Sons Company
35 West Wacker Drive
Chicago, IL 60601
(312) 326-8000

Employer Identification Number of Plans Sponsor
36-1004130

Plans Name and Number
R.R. Donnelley & Sons Company Group Benefits Plan – 503
R.R. Donnelley & Sons Company Flexible Benefits Plan – 510

Plans Year End
December 31

Agent for Service of Legal Process
Corporate Secretary
RR Donnelley & Sons Company
35 West Wacker Drive, 36th Floor
Chicago, IL 60601
(312) 326-8000

Legal process also may be served on the Benefits Committee.

Benefits Committee and Plan Administrator
Benefits Committee
c/o Vice President, Benefits
RR Donnelley & Sons Company
35 West Wacker Drive, 36th Floor
Chicago, IL 60601
(312) 326-8000

An appeal of your benefit denial is processed by the Benefits Committee.

Participating Employers

The following employers participate in the Qualified Status Changes and Participant Premium Program of the Plan (a "Participating Employer"):

- Banta Corporation
- Banta Global Turnkey, LTD
- Banta Integrated Media-Cambridge, Inc.
- Helium, Inc.
- RR Donnelley & Sons Company
- R.R. Donnelley Printing Company
- R.R. Donnelley Receivables, Inc.
- RR Donnelley Financial, Inc.
- RRDigital LLC
- RRD Secaucus Financial, Inc.
- Office Tiger, LLC
- Office Tiger Global Real Estate Services, Inc.
- Von Hoffman Corporation

You have a Grandfathered Legacy Indicator ("GLI") established that notes the Participating Employer you are linked to under the Qualified Status Changes and Participant Premium Program. Your GLI is established either as of your initial eligibility for the Program or as of January 1, 2008, whichever is later. Even if you transfer among Participating Employers, your coverage and premium are based on the benefits provided for by your GLI. Your GLI may be subject to change, and this decision will be made by the Benefits Committee in coordination with your work location. You will be notified if for any reason your benefit coverage options change due to a change in GLI.

The Qualified Status Changes and Participant Premium Program described in this document applies to employees of Participating Employers. If you become an employee of RR Donnelley due to an acquisition, your effective date for a benefit generally is that date on which benefits are extended. That date will be announced in each affected location.

If you have questions concerning your eligibility to participate in this Qualified Status Changes and Participant Premium Program, call the Eligibility Administrator listed under the "Eligibility Administrator" section.

A complete list of the employers sponsoring the Qualified Status Changes and Participant Premium Program and your GLI may be obtained for examination by you or your Eligible Dependents upon written request to the RR Donnelley Benefits Center.

Your ERISA Rights

General Information

As a participant in an applicable Plan, you and your enrolled eligible dependents are entitled to certain rights and protections under ERISA. ERISA provides that you are entitled to the following.

Receive Information About The Qualified Status Changes and Participant Premium Program and Benefits

- Examine, without charge, at such Plan Administrator's office and at other specified locations, such as work sites and union halls, all documents governing such Plan, including insurance contracts and collective bargaining agreements, and a copy of the latest annual report (Form 5500 Series) filed by such Plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.
- Obtain, upon written request to such Plan Administrator, copies of documents governing the operation of such Plan, including insurance contracts and collective bargaining agreements, copies of the latest annual report (Form 5500 Series), and an updated SPD. The applicable Plan Administrator may make a reasonable charge for the copies.
- Receive a summary of such Plan's annual financial report. The applicable Plan Administrator is required by law to furnish each participant with a copy of the Plan's Summary Annual Report.

Prudent Actions by Plan Fiduciaries

In addition to creating rights for plan participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your Plan, called "fiduciaries" of such Plan, have a duty to do so prudently and in the interest of you and other Plan participants and beneficiaries. No one – including your employer, your union, or any other person – may fire you or otherwise discriminate against you in any way to prevent you from obtaining a welfare benefit or exercising your rights under ERISA.

Enforce Your Rights

If your claim for a welfare benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of Plan documents or the latest annual report from the Plan and do not receive them within 30 days, you may file suit in a federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to

$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Plan Administrator.

If you have a claim for benefits that is finally denied or ignored, in whole or in part, you may file suit in a state or federal court. In addition, if you disagree with the Plan's decision or lack thereof concerning the qualified status of a domestic relations order, you may file suit in federal court. If it should happen that plan fiduciaries misuse the Plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees; for example, if it finds your claim is frivolous.

Assistance With Your Questions

If you have any questions about your Plan, you should contact the Benefits Center or the Plan Administrator. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the applicable Plan Administrator, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. You also may obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.