

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2010
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>THE ADVANCEPCS RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>023</u> 1c Effective date of plan <u>01/01/1995</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS</u> <u>ONE CVS DRIVE</u> <u>WOONSOCKET, RI 02895</u>	2b Employer Identification Number (EIN) <u>05-0494040</u> 2c Sponsor's telephone number <u>401-770-3604</u> 2d Business code (see instructions) <u>541990</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/07/2011</u>	<u>NANCY GERSENY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS ONE CVS DRIVE WOONSOCKET, RI 02895	3b Administrator's EIN 05-0494040 3c Administrator's telephone number 401-770-3604
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year	5	2242
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	895
b Retired or separated participants receiving benefits.....	6b	239
c Other retired or separated participants entitled to future benefits.....	6c	1084
d Subtotal. Add lines 6a , 6b , and 6c	6d	2218
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	22
f Total. Add lines 6d and 6e	6f	2240
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G 1I 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

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

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

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

A Name of plan <u>THE ADVANCEPCS RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>023</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS</u>	D Employer Identification Number (EIN) <u>05-0494040</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>44066099</u>
b Actuarial value	2b <u>45108236</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>226</u> <u>13335788</u>
b For terminated vested participants	3b <u>1026</u> <u>16690502</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>815536</u>
(2) Vested benefits	3c(2) <u>16531548</u>
(3) Total active	3c(3) <u>991</u> <u>17347084</u>
d Total	3d <u>2243</u> <u>47373374</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.74</u> %
6 Target normal cost	6 <u>90000</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>09/12/2011</u>
Signature of actuary	Date
<u>RICK L. POPP</u>	<u>11-05532</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>847-295-5000</u>
Firm name	Telephone number (including area code)
<u>100 HALF DAY ROAD</u> <u>LINCOLNSHIRE, IL 60069-3258</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	850681	4076371
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	100000	0
9	Amount remaining (Item 7 minus item 8).....	750681	4076371
10	Interest on item 9 using prior year's actual return of <u>26.55</u> %	199306	1082277
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		3555506
b	Interest on (a) using prior year's effective rate of <u>8.01</u> %		303336
c	Total available at beginning of current plan year to add to prefunding balance		3858842
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	949987	5158648

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	82.32 %
15	Adjusted funding target attainment percentage.....	15	82.32 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	88.06 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/29/2011	1200000				
Totals ▶			18(b)	1200000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 1088835
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	90000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	6478838	1090337
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	1180337
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	95861	0
36 Additional cash requirement (item 34 minus item 35).....	36	1084476
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	1088835
38 Interest-adjusted excess contributions for current year (see instructions).....	38	4359
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan THE ADVANCEPCS RETIREMENT PLAN	B Three-digit plan number (PN) ▶	023
C Plan sponsor's name as shown on line 2a of Form 5500 CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS	D Employer Identification Number (EIN) 05-0494040	

Part I	Service Provider Information (see instructions)
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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
THE VANGUARD GROUP
23-1945930

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

SUNTRUST BANKS INC

300 PEACHTREE STREET
ATLANTA, GA 30308

(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?
21 50	TRUSTEE	113809	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 50	NONE	33836	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WILSHIER ASSOCIATES

95-2755361

(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 50	NONE	5747	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MAYER BROWN

36-1447220

(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?
29 50	NONE	9230	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 ☐

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010					
A Name of plan THE ADVANCEPCS RETIREMENT PLAN				B Three-digit plan number (PN) ▶ 023	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS				D Employer Identification Number (EIN) 05-0494040	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: STI 500 INDEX RETIREMENT CLASS A FD					
b Name of sponsor of entity listed in (a): SUNTRUST BANKS, INC.					
c EIN-PN 59-3706441-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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)	
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	

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)**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)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**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)**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)**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)**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)**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)**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)**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
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
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan THE ADVANCEPCS RETIREMENT PLAN	B Three-digit plan number (PN) ►	023
C Plan sponsor's name as shown on line 2a of Form 5500 CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS	D Employer Identification Number (EIN) 05-0494040	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	21384306
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4000000	1200000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	41121	56826
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	212757
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	17924288	0
(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)	22260387	26731208
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	44225796	49585097

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	26774	82506
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	26774	82506

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	44199022	49502591
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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)	1200000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1200000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	410	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		410

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	852511	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		852511

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2810024
(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)		1961438
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6824383

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1354293	
(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)		1354293
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	125938	
(2) Contract administrator fees	2i(2)	33836	
(3) Investment advisory and management fees	2i(3)	5747	
(4) Other	2i(4)	1000	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		166521
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1520814

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5303569
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: MOHLER, NIXON & WILLIAMS, LLC

(2) EIN: 77-0106234

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
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)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>THE ADVANCEPCS RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>023</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS</u>	D Employer Identification Number (EIN) <u>05-0494040</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	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>59-3482833</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 70% Investment-Grade Debt: 18% High-Yield Debt: 9% Real Estate: 0% Other: 3%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

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

AdvancePCS
Retirement Plan
Financial Statements
December 31, 2010 and 2009

ADVANCEPCS RETIREMENT PLAN

Financial Statements and Supplemental Schedules December 31, 2010 and 2009

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REPORT OF INDEPENDENT AUDITORS

**To the Participants and
Plan Administrator of the
AdvancePCS
Retirement Plan**

We were engaged to audit the financial statements and supplemental schedules of the AdvancePCS Retirement Plan (the Plan) as of December 31, 2010 and 2009, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), as amended, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2010 and 2009, and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Mohler, Nixon & Williams

MOHLER, NIXON & WILLIAMS
Accountancy Corporation

Campbell, California
September 9, 2011

**ADVANCEPCS
RETIREMENT PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
Investments, at fair value:		
Mutual funds	\$ 26,943,965	\$ 40,184,675
Accrued interest and dividends	56,826	41,121
Non interest-bearing cash	21,384,306	
Employer's contribution receivable	1,200,000	4,000,000
Total assets	49,585,097	44,225,796
Liabilities		
Administrative expenses payable	82,506	26,774
Net assets available for benefits	\$ 49,502,591	\$ 44,199,022

See accompanying notes to financial statements.

**ADVANCEPCS
RETIREMENT PLAN**

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years ended December 31,	
	2010	2009
Investment income:		
Dividends and interest	\$ 852,921	\$ 594,346
Net realized and unrealized appreciation in fair value of investments	4,771,462	7,329,041
	5,624,383	7,923,387
Employer's contribution	1,200,000	4,000,000
Total additions	6,824,383	11,923,387
Deductions from net assets attributed to:		
Benefits paid to participants	1,354,293	1,204,084
Administrative expenses	166,521	96,115
Total deductions	1,520,814	1,300,199
Increase in net assets available for benefits	5,303,569	10,623,188
Net assets available for benefits:		
Beginning of year	44,199,022	33,575,834
End of year	<u>\$ 49,502,591</u>	<u>\$ 44,199,022</u>

See accompanying notes to financial statements.

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

NOTE 1 - THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General - The following description of the AdvancePCS Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a non-contributory defined benefit pension plan in which all former employees of PCS Holding Corporation, acquired by Advance Paradigm on October 2, 2000, were eligible to participate. In May 2001, AdvancePCS became the Plan sponsor. On March 24, 2004, AdvancePCS became a wholly-owned subsidiary of Caremark Rx, L.L.C. (the Company), formerly known as Caremark Rx, Inc. Caremark L.L.C. was made the Plan sponsor of the Plan at that time. Effective March 22, 2007, the Company merged with CVS Caremark Corporation. Effective September 24, 2008, sponsorship of the Plan transferred to CVS Caremark Corporation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Pension benefits - Effective July 1, 2001, the Plan was frozen to new participants. Accrued benefits and any other benefit that a participant has under the Plan were also frozen, unless the participant was considered a grandfathered participant on July 1, 2001, as defined in the Plan.

Prior to July 1, 2001, a person employed by AdvancePCS who was at least age 21 and had at least one year of vesting service was eligible to participate in the Plan. Eligibility, vesting and benefit service were measured in years and days. One year of benefit service was credited for each 365 days of service. Benefit service includes periods of prior service if the last period of employment was at least five years of service or if other breaks in service rules were met.

The Plan provides for normal, early and disability retirement benefits, as well as deferred service and survivor benefits. The payment amount under each type of benefit is calculated using specific formulas, which take into consideration various factors, including the employee's eligibility for benefits. A detailed description of each type of benefit available and the formulas used to calculate the benefits are included in the Plan document.

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

Early retirement benefits are payable to participants whose years of service plus age upon retirement equals at least 80. Participants become 100% vested in their accrued benefits after completing five years of service. Employees receive the value of their benefits as a straight-life annuity payable monthly from retirement or, if married, receive their benefits as a reduced 50% joint and survivor annuity.

Death benefits are paid to spouses of employees if the participant has completed five years of service prior to death.

Administration - CVS Caremark Corporation has appointed a Benefits Plan Committee (the Committee) to manage the operation and administration of the Plan. Effective January 2009, the Benefits Plan Committee further named an Administrative Sub-Committee and an Investment Sub-Committee, and delegated certain fiduciary duties to each of the committees. A third-party administrator, Hewitt Associates, processes and maintains the records of participant data. CVS Caremark Corporation also contracted with SunTrust Bank to act as the custodian and trustee for 2009 and 2010. During 2010 and 2009, administrative expenses, including those direct expenses incurred by the trustee and fund managers to administer the Plan and invest funds, were paid by the Plan. Certain other administrative expenses were paid by CVS Caremark Corporation, on behalf of the Plan, and were not reimbursed by the Plan. Effective January 1, 2011, all administrative expenses are paid by the Plan.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated Plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Basis of accounting - The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America. Benefits withdrawals and distributions are recorded when paid.

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 2 for discussion of fair value measurements.

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

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 includes the Plan's gains and losses on investments bought or sold as well as held during the year.

Income taxes - The Plan has been amended since receiving its latest favorable determination letter dated June 10, 2008. CVS Caremark Corporation believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Internal Revenue Code, as amended, and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. No uncertain positions have been identified that would require recognition of a liability (or asset) or disclosure in the financial statements as of December 31, 2010. 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.

Risks and uncertainties - The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term would materially affect the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

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

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

Recent accounting pronouncements - In January 2010, the Financial Accounting Standards Board issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*, which expanded the required disclosures about fair value measurements. In particular, this guidance requires information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for level 3 fair value measurements. This guidance is effective for annual reporting periods beginning after December 15, 2010. CVS Caremark Corporation is currently evaluating the impact that this guidance will have on the Plan's financial statement disclosures.

Subsequent events - The Plan has evaluated subsequent events through September 9, 2011, which is the date the financial statements were available to be issued.

NOTE 2 - FAIR VALUE MEASUREMENTS

The fair value measurements standard establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the standard are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted market prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any 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.

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2010 and 2009.

Mutual funds, interest bearing cash and common/collective trust: Valued at the net asset value of shares held by the Plan at year end.

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

**ADVANCEPCS
RETIREMENT PLAN**

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009**

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

Assets at fair value as of December 31, 2010				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Interest-bearing cash:	\$ 212,757	\$ -	\$ -	\$212,757
Mutual funds:				
Bond funds	13,238,505			13,238,505
Blend funds	<u>13,492,703</u>			<u>13,492,703</u>
Total mutual funds	<u>26,731,208</u>	-	-	<u>26,731,208</u>
Total assets at fair value	<u>\$26,943,965</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$26,943,965</u>

Assets at fair value as of December 31, 2009				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common/collective trusts:				
Blend funds		<u>\$17,924,288</u>	\$ -	<u>\$17,924,288</u>
Mutual funds:				
Fixed income funds	\$ 1,046,019			1,046,019
Bond funds	10,672,410			10,672,410
Blend funds	<u>10,541,958</u>			<u>10,541,958</u>
Total mutual funds	<u>22,260,387</u>	-	-	<u>22,260,387</u>
Total assets at fair value	<u>\$22,260,387</u>	<u>\$17,924,288</u>	<u>\$ -</u>	<u>\$40,184,675</u>

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

NOTE 3 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits represent the estimated future periodic payments, including lump sum distributions, under the Plan's provisions that are attributable to services rendered by employees through the valuation date. Accumulated Plan benefits include benefits expected to be paid to: a) retired or terminated employees or their beneficiaries, b) beneficiaries of employees who have died and c) present employees or their beneficiaries. Benefits under the Plan are based on years of service and benefit credit rates. The accumulated Plan benefits for active employees are based on years of service and benefit credit rates on the date at which the benefit information is presented (valuation date). Benefits payable under all circumstances (retirement, death, disability and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated Plan benefits is determined by the Plan's actuary, Hewitt Associates, and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2010 (beginning of the Plan year) are as follows:

Actuarial cost method	Projected Unit Credit Cost Method
Interest rate:	7.25%
Discount rate	6%
Mortality assumption:	RP-2000 Combined Healthy Morality Table with Scale AA to 2010 for healthy and disabled lives
Retirement age:	Age 65 for terminated participants, varying ages assuming 100% retirement at age 65 for active participants

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

The actuarial present value of accumulated Plan benefits as of January 1, 2010 is as follows:

Actuarial present value of accumulated	
Plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$12,517,676
Participants with deferred benefits	15,071,643
Other participants	<u>14,842,713</u>
	42,432,032
Nonvested benefits	<u>777,335</u>
Total actuarial present value of	
accumulated Plan benefits	<u>\$43,209,367</u>

The change in the actuarial present value of accumulated Plan benefits as of January 1, 2010 is as follows:

Actuarial present value of Plan benefits,	
beginning of year	\$34,142,841
Increase (decrease) during the year	
attributable to:	
Interest accumulation	2,852,011
Benefit payments	(1,204,084)
Assumption changes (1)	5,580,062
Other changes (2)	<u>1,838,537</u>
Actuarial present value of accumulated Plan	
benefits, end of year	<u>\$43,209,367</u>

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

- (1) Assumption changes include a change in the mortality assumption from the RP-2000 Combined Healthy Mortality Table projected with Scale AA to 2009 to the RP-2000 Combined Healthy Mortality Table projected with Scale AA to 2010 for healthy and disabled lives.
- (2) Other changes represent the normal operation of the Plan. It consists primarily of the increase due those items of Plan experience that are not associated with Plan asset performance.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

NOTE 4 - FUNDING POLICY

The Company's funding policy is to make annual contributions at least equal to the minimum funding requirements of ERISA. This funding standard is such that, based on certain assumptions, annual contributions will provide adequate funding to meet benefit claims as they come due. The Company has met these minimum funding requirements in 2010 and 2009.

NOTE 5 - CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2010 and 2009, and net appreciation, interest and dividends for the years ended December 31, 2010 and 2009, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by SunTrust Bank in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

The following presents the fair values of investment funds that represent 5% or more of the Plan's net assets at December 31:

	<u>2010</u>	<u>2009</u>
Vanguard Small Cap Index Fund		
Institutional Shares	\$ 3,444,575	\$ 2,494,847
Ridgeworth International Equity Fund I	10,048,128	8,047,111
Ridgeworth Total Return Bond Fund I	8,672,704	7,115,547
Ridgeworth SEIX High Yield Fund I	4,565,801	3,556,863
SunTrust Retirement 500 Index Fund		17,924,288

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows for the years ended December 31:

	<u>2010</u>	<u>2009</u>
Common/collective trust	\$ 2,810,025	\$ 3,587,162
Limited partnership		240,849
Mutual funds	<u>1,961,437</u>	<u>3,501,030</u>
	<u>\$ 4,771,462</u>	<u>\$ 7,329,041</u>

NOTE 6 - PLAN TERMINATION OR MODIFICATION

CVS Caremark Corporation intends to continue the Plan indefinitely for the benefit of its employees; however, it reserves the right to discontinue its contributions and terminate or modify the Plan at any time by resolution of its Benefits Plan Committee and subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- To retired employees receiving benefits and participants having reached the normal retirement date as of the beginning of the three year period ending on the termination date based on the provisions of the Plan in effect five years prior to the termination date

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

- To provide all other income guaranteed by Title IV of ERISA
- To provide all other nonforfeitable benefits under the Plan
- To provide all other benefits under the Plan

Certain benefits under the Plan are insured by the Pension Benefit Guarantee Corporation (the PBGC). Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of termination. There is a statutory ceiling, which is adjusted periodically, on the amount of a participant's monthly benefit that the PBGC guarantees. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan's sponsor and the level of benefits guaranteed by the PBGC.

NOTE 7 - SUBSEQUENT EVENT

The Benefit Plans Committee has established a master trust and has contracted JP Morgan Chase to act as the custodian and trustee effective in January 2011.

SUPPLEMENTAL SCHEDULES

**ADVANCEPCS
RETIREMENT PLAN**

**EIN: 05-0494040
PLAN #023**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010**

Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Federated Money Market Prime Obligations Institutional Class 10	Interest-Bearing Cash	\$ 212,757	\$ 212,757
Vanguard Small Cap Index Fund Institutional Shares	Mutual Fund	2,741,696	3,444,575
* Ridgeworth International Equity Fund I	Mutual Fund	9,388,244	10,048,128
* Ridgeworth Total Return Bond Fund I	Mutual Fund	8,772,591	8,672,704
* Ridgeworth SEIX High Yield Fund I	Mutual Fund	4,327,061	4,565,801
Total			<u>\$ 26,943,965</u>

* Party-in-interest

**ADVANCEPCS
RETIREMENT PLAN**

EIN: 05-0494040
PLAN #023

**SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2010**

Identity of party involved	Description of assets (include interest rate and maturity in case of a loan)	Purchase price	Selling price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
<i>Category 1 - Single transactions in excess of 5% of Plan assets</i>								
Ridgeworth Prime Quality Money Market Fund	Mutual Fund	\$ 4,000,000						
Ridgeworth Prime Quality Money Market Fund	Mutual Fund		\$ 3,006,152			\$ 3,006,152	\$ 3,006,152	\$ -
STI 500 Index Retirement Fund A	Common/Collective Trust		21,384,306			18,582,574	21,384,306	2,801,732
<i>Category 3 - Series of transactions in excess of 5% of Plan assets</i>								
Ridgeworth Prime Quality Money Market Fund	Mutual Fund	4,100,897						
Ridgeworth Prime Quality Money Market Fund	Mutual Fund		5,146,918			5,146,918	5,146,918	-
STI 500 Index Retirement Fund A	Common/Collective Trust		21,734,310			18,924,286	21,734,310	2,810,024

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1510-0110</small> 2010 This Form Is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ Round off amounts to nearest dollar.

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

A Name of plan The AdvancePCS Retirement Plan	B Three-digit plan number (PN) ▶ <u>023</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF CVS Caremark Corporation	D Employer Identification Number (EIN) 05-0494040
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2010</u>		
2	Assets:		
	a Market value.....	2a	44,066,099
	b Actuarial value.....	2b	45,108,236
3	Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	226
	b For terminated vested participants.....	3b	1,026
	c For active participants:		
	(1) Non-vested benefits.....	3c(1)	815,536
	(2) Vested benefits.....	3c(2)	16,531,548
	(3) Total active.....	3c(3)	991
	d Total.....	3d	2,243
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐		
	a Funding target disregarding prescribed at-risk assumptions.....	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate.....	5	6.74 %
6	Target normal cost.....	6	90,000

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

SIGN HERE	<div style="text-align: center;"> Rick L. Popp Signature of actuary </div> <div style="text-align: center;"> Rick L. Popp Type or print name of actuary </div> <div style="text-align: center;"> Hewitt Associates LLC Firm name </div> <div style="text-align: center;"> 100 Half Day Road Address of the firm </div>	<div style="text-align: center;"> 09/12/2011 Date </div> <div style="text-align: center;"> 11-05532 Most recent enrollment number </div> <div style="text-align: center;"> (847) 295-5000 Telephone number (including area code) </div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	850,681	4,076,371
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	100,000	0
9 Amount remaining (Item 7 minus item 8)	750,681	4,076,371
10 Interest on item 9 using prior year's actual return of <u>26.55</u> %	199,306	1,082,277
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		3,555,506
b Interest on (a) using prior year's effective rate of <u>8.01</u> %		303,336
c Total available at beginning of current plan year to add to prefunding balance		3,858,842
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	949,987	5,158,648

Part III Funding percentages

14 Funding target attainment percentage	14	82.32 %
15 Adjusted funding target attainment percentage	15	82.32 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	88.06 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/29/2011	1,200,000				
Totals ▶			18(b)	1,200,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,088,835

20 Quarterly contributions and liquidity shortfalls:

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

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:			
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	90,000
32 Amortization installments:		
	Outstanding Balance	Installment
a Net shortfall amortization installment	6,478,838	1,090,337
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	1,180,337
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	95,861	0
36 Additional cash requirement (item 34 minus item 35)	36	1,084,476
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	1,088,835
38 Interest-adjusted excess contributions for current year (see instructions)	38	4,359
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

**ADVANCEPCS
RETIREMENT PLAN**

EIN: 05-0494040
PLAN #023

**SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2010**

Identity of party involved	Description of assets (include interest rate and maturity in case of a loan)	Purchase price	Selling price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
<i>Category 1 - Single transactions in excess of 5% of Plan assets</i>								
Ridgeworth Prime Quality Money Market Fund	Mutual Fund	\$ 4,000,000						
Ridgeworth Prime Quality Money Market Fund	Mutual Fund		\$ 3,006,152			\$ 3,006,152	\$ 3,006,152	\$ -
STI 500 Index Retirement Fund A	Common/Collective Trust		21,384,306			18,582,574	21,384,306	2,801,732
<i>Category 3 - Series of transactions in excess of 5% of Plan assets</i>								
Ridgeworth Prime Quality Money Market Fund	Mutual Fund	4,100,897						
Ridgeworth Prime Quality Money Market Fund	Mutual Fund		5,146,918			5,146,918	5,146,918	-
STI 500 Index Retirement Fund A	Common/Collective Trust		21,734,310			18,924,286	21,734,310	2,810,024

**ADVANCEPCS
RETIREMENT PLAN**

**EIN: 05-0494040
PLAN #023**

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2010**

Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
Federated Money Market Prime Obligations Institutional Class 10	Interest-Bearing Cash	\$ 212,757	\$ 212,757
Vanguard Small Cap Index Fund Institutional Shares	Mutual Fund	2,741,696	3,444,575
* Ridgeworth International Equity Fund I	Mutual Fund	9,388,244	10,048,128
* Ridgeworth Total Return Bond Fund I	Mutual Fund	8,772,591	8,672,704
* Ridgeworth SEIX High Yield Fund I	Mutual Fund	4,327,061	4,565,801
Total			<u>\$ 26,943,965</u>

* Party-in-interest

Schedule SB Attachment (Form 5500)—2010 Plan Year
AdvancePCS Retirement Plan
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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2010

Date	Amount	Interest Rate	Interest Adjusted Contribution
June 29, 2011	\$ 1,200,000	6.74%	\$ 1,088,835
Total Contribution	\$ 1,200,000		\$ 1,088,835

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

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

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	2.00%	0.9500	1.07
57.5	2.00%	0.9310	1.07
58.5	2.00%	0.9124	1.07
59.5	2.00%	0.8941	1.06
60.5	5.00%	0.8762	2.65
61.5	5.00%	0.8324	2.56
62.5	10.00%	0.7908	4.94
63.5	10.00%	0.7117	4.52
64.5	10.00%	0.6406	4.13
65.5	40.00%	0.5765	15.10
66.5	20.00%	0.3459	4.60
67.5	20.00%	0.2767	3.74
68.5	20.00%	0.2214	3.03
69.5	20.00%	0.1771	2.46
70	100.00%	0.1417	9.92
Weighted Average			64.70

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

Interest Rates	Based on segment rates with a four-month lookback (as of September 2009).
1st Segment Rate	5.03%.
2nd Segment Rate	6.73%.
3rd Segment Rate	6.82%.
Optional Payment Form Election Percentage	<p>For the Current Plan, 35% of participants are assumed to elect life annuity, 35% are assumed to elect 25% joint and survivor annuity, and 30% are assumed to elect 50% joint and survivor annuity.</p> <p>For the Prior Plan, 50% of participants are assumed to elect life annuity and 50% are assumed to elect 50% joint and survivor annuity.</p>
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65.
Mortality Rates	2010 Static Mortality Table for Annuitants and Non-Annuitants Per §1.430(h)(3)-1(e).
Withdrawal Rates	See Table 2.
Disability Rates	None.
Surviving Spouse Benefit	It is assumed that 85% of males and 85% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$195,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor

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more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2008 Plan Year

6.43%.

2009 Plan Year

6.69%.

Trust Expenses Included in Target Normal Cost

Prior year administrative expenses rounded to the nearest \$5,000.

Actuarial Method

Standard Unit Credit Cost Method.

Valuation Date

January 1, 2010.

Table 1

Retirement Rates

Age	Rate
55	5.00%
56	2.00%
57	2.00%
58	2.00%
59	2.00%
60	5.00%
61	5.00%
62	10.00%
63	10.00%
64	10.00%
65	40.00%
66	20.00%
67	20.00%
68	20.00%
69	20.00%
70+	100.00%

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Table 2

Withdrawal Rates

Age	Rate	Age	Rate
15	24.80%	40	11.20%
16	24.80%	41	10.90%
17	24.80%	42	10.70%
18	24.80%	43	10.60%
19	24.80%	44	10.20%
20	24.80%	45	9.90%
21	24.80%	46	9.70%
22	23.60%	47	9.40%
23	22.30%	48	9.20%
24	21.10%	49	8.70%
25	19.90%	50	8.00%
26	19.20%	51	6.00%
27	18.60%	52	4.00%
28	18.00%	53	4.00%
29	17.40%	54	4.00%
30	16.10%	55	4.00%
31	15.20%	56	4.00%
32	14.30%	57	4.00%
33	13.80%	58	4.00%
34	13.20%	59	4.00%
35	12.40%	60	4.00%
36	12.20%	61	4.00%
37	11.90%	62	4.00%
38	11.70%	63	4.00%
39	11.40%	64	4.00%
		65+	0.00%

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the assumption changes described below. These changes were made to better reflect the anticipated plan experience. IRS approval is not required because the changes resulted in a decrease in the Funding Shortfall that was less than \$5 million.

- The retirement rates were changed to better reflect anticipated plan experience.
- The withdrawal rates were extended to age 65 to better reflect anticipated experience.

Schedule SB, line 25—Change in Funding Method

The funding valuation reflects the method change described below. This change has automatic approval under final regulations, Notice 2009-22, or other IRS guidance.

- A change in the interest rate basis from the full yield curve with a two-month lookback (as of October 2008) to segment rates with a four-month lookback (as of September 2009).

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Schedule SB, line 26—Schedule of Active Participant Data
as of January 1, 2010

Attained Age	Number of Participants									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29			3							
30-34			46	3						
35-39			84	22	4					
40-44			101	66	11	4				
45-49		2	95	71	29	13				
50-54			76	59	28	11	3			
55-59		1	65	37	19	6	9	2		
60-64			47	30	10	2	1	1		
65-69			12	10	1					
70+			2	5						

N-991

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Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$6,478,838	January 1, 2010	7	\$1,090,337

Schedule SB, Part V—Summary of Plan Provisions

Effective Date

The Plan was amended and restated effective January 1, 2006. The original plan was effective January 1, 1995. Most recent amendment (3rd) effective January 1, 2008.

Effective July 1, 2001, a participant's Plan benefit was frozen and will not increase unless on July 1, 2001, a participant is grandfathered. A grandfathered participant is a participant who, as of July 1, 2001, has completed at least five Benefit Years of Service and whose sum of age and Benefit Years of Service equals or exceeds sixty.

Participants who are not grandfathered can grow into vested status if they are not vested in the Plan as of July 1, 2001. Benefits for all nongrandfathered participants will be based on pensionable Earnings and Benefit Years of Service as of June 30, 2001.

Effective December 31, 2005, pension benefits for grandfathered participants were frozen. The Plan is now frozen for all participants.

Participation

A person employed by and receiving regular compensation from the Company, who is at least 21 years of age and has at least one Year of Service. The following people are excluded from eligibility:

Temporary employees, seasonal employees, interns, people employed on other than a regular basis, independent contractors, leased employees, collectively-bargained employees unless there is a collectively-bargained agreement making the Plan applicable to such members.

Effective on and after July 1, 2001, there will be no new participants in the Plan.

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Normal Retirement
Eligibility

Current Plan Age 65.

Prior Plan Social Security Normal Retirement Age.

Benefit

The sum of (1) the Prior Plan benefit (increased by using the Current Plan Average Final Earnings definition if it produces a greater benefit than using the Prior Plan Average Final Earnings definition) plus (2) Current Plan benefit.

1. Prior Plan Benefit—A single life annuity equal to the greater of:
 - (a) (0.900% of Average Final Earnings up to Covered Compensation plus 1.400% of Average Final Earnings above Covered Compensation) times Benefit Years of Service under Prior Plan (maximum 30 years)
 - (b) \$48 times Maximum time Benefit Years of Service under Prior Plan (maximum 30 years)
2. The Current Plan Benefit—A single life annuity equal to the greater of:
 - (a) 1.155% times Average Final Earnings times Benefit Years of Service under Current Plan
 - (b) [(1.500% times Average Final Earnings) – (1.430% times Primary Social Security Benefit)] times Benefit Years of Service under Current Plan (maximum of 35 years)

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Early Retirement
Eligibility

Current Plan	Any age prior to age 65 when the sum of the Employee's age and Years of Service is greater than or equal to 80.
Prior Plan	Age 55 with 10 Years of Service.

Benefit

Current Plan	Benefit computed as for Normal Retirement but reduced if payable before age 62 or the age at which 90 points (sum of employee's age and Benefit Years of Service) would be obtained.
--------------	--

The reduction for Early Retirement shall be 0.250% for each month by which the Employee is under the first to occur of age 62 or the age at which 90 points (sum of Employee's age and Benefit Years of Service) would be obtained.

If the Employee is less than age 56 at time of commencement, the Primary Social Security Benefit offset shall further be reduced for each month commencement precedes age 56 by 0.009% for each of the first 12 months plus 0.006% for each of the next 12 months plus 0.004% for each additional month thereafter.

Prior Plan	Benefit computed as for Normal Retirement and reduced 0.30% for each month commencement precedes the Prior Plan Normal Retirement Age.
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Supplement	In addition to the Early Retirement Benefit, an Employee that retires prior to age 62 and after the sum of each Employee's age and Benefit Years of Service equals 90 shall be entitled to an Early Retirement Supplement. The Supplement is the lesser of \$150 per month or the amount by which \$1,250 per month is greater than the Employee's Early Retirement Benefit. In no event shall the Supplement exceed the Employee's Primary Social Security Benefit. The Supplement shall cease at the earlier of the Retired Employee's death or attainment of age 62.
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Schedule SB Attachment (Form 5500)—2010 Plan Year
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Disability Benefit
Eligibility

Current Plan

One Year of Service.

Prior Plan

Attainment of age 35 or five Years of Service. Employee must incur total and permanent disability and receive disability benefits under the Social Security Act.

Benefit

Current Plan

Benefit payable at the sooner to occur of 80 points (sum of Employee's age and Benefit Years of Service) and age 65. Employee continues to accrue service under the Plan until this benefit is payable.

Prior Plan

Annual amount of benefit as determined on November 22, 1994, payable at Normal Retirement Age.

Deferred Service Benefit
Eligibility

Employee's service is terminated for any reason other than Retirement, Disability, or Death after the Employee has completed at least five Years of Service.

Benefit

Current Plan

A single life annuity in the amount of 1.155% times Average Final Earnings times Benefit Years of Service under the Current Plan.

The participant can either choose to receive this benefit unreduced at age 65 or beginning when the sum of the participant's age and Years of Service and years that have elapsed after termination of service equals 80. If the participant chooses to commence their Deferred Service Benefit prior to age 65, the benefit will be reduced to the actuarial equivalent of the amount payable at age 65.

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Prior Plan	Benefit computed as for Normal Retirement. The service component projects service to age 65 and then prorates by actual Benefit Years of Service. The benefit is further reduced by 0.300% for each month the Employee's age 65 date precedes their Social Security Normal Retirement Age. The benefit is then further reduced by 0.500% for each month the actual commencement date precedes the Employee's age 65 date.
Survivor Death Benefit Eligibility	<p>An Employee's spouse is entitled to a survivor's benefit if the Employee dies while:</p> <ul style="list-style-type: none">(a) Active Employee with at least five Years of Service;(b) Retired Employee; or(c) Deferred Benefit Employee.
Commencement	The spouse of an Employee (who meets the above stated eligibility rules) or Retired Employee may elect to receive benefits beginning in any month following the month in which such Employee or Retired Employee dies. The spouse of a Deferred Benefit Employee may elect to begin receiving benefits beginning when the Deferred Benefit Employee would have reached 80 points if such Employee had survived.
Benefit	The benefit shall be equal to 50% of the retirement benefit or Deferred Service Benefit accrued by the Employee, Retired Employee, or Deferred Benefit Employee at the date of his death. The benefit is reduced by 2% for each year by which the spouse is more than ten years younger than the Employee, Retired Employee, or Deferred Benefit Employee, but in no case shall the benefit be reduced by more than 20%.

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Dependent Child Survivor Benefit

Eligibility

A dependent child of an Employee or Retired Employee who at the time of such Employee's death:

- (a) is unmarried;
- (b) is the natural child, legally adopted child, or stepchild of such Employee;
- (c) has not attained age 23; and
- (d) either resides in such Employee's household or receives at least one-half of his support from such.

An Employee's dependent child is eligible for a benefit if the Employee dies without a surviving spouse and either:

- (a) has at least five Years of Service and reached 65 points (excluding periods of disability); or
- (b) has at least fifteen Years of Service (excluding periods of disability).

A Retired Employee's dependent child is eligible for a benefit if the Retired Employee dies and the surviving spouse subsequently dies but that individual has a dependent child.

Commencement

Benefits are payable to the dependent child of an Employee beginning the month following death of such Employee. Benefits are payable to the dependent child of a Retired Employee beginning the month following the death of the spouse of such Retired Employee.

Benefit

The dependent child's survivor benefit shall be equal to 50% of the benefit to which the Employee or Retired Employee would have been entitled under the life annuity form of payment, regardless of whether such Employee has actually begun to receive payments or whether benefits are actually payable in such form.

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Forms of Benefit Payment
Current Plan

Form I	A Single Life Annuity. This is the normal form of benefit payment for unmarried participants.
Form II	<p>A Joint & Survivor Annuity. The participant's benefit amount is reduced to take into account:</p> <ul style="list-style-type: none">(a) Cost of providing 25% of the amount payable during the joint lives of the Retired Employee and his spouse to such spouse after the Retired Employee's death and after the spouse attains age 62, in the case of a Retired Employee who does not commence receiving benefits prior to his 80 point date; or(b) Entire cost of providing a benefit to the spouse after the Employee's death in the case of a Deferred Benefit Employee or Retired Employee who elects to commence receiving benefits prior to his 80-point date. The spouse's benefit is equal to 50% of the Employee's benefit. This is the normal form of benefit payment for married participants.
Form III	A Joint and Survivor Annuity identical to Form II except the Retired Employee's benefit is not reduced from the amount payable under Form I and beginning with the month following the month in which the spouse attains age 62 the monthly payment to such spouse shall decrease to 25% of the amount payable during the joint lives of the Retired Employee and such spouse. Form III is not available to Deferred Benefit Employees.
Form IV	A 75% Joint & Survivor Annuity.

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Forms of Benefit Payment
Prior Plan

Form I	A Single Life Annuity. This is the normal form of benefit payable for unmarried participants.
Form II	A 50% Joint & Survivor Annuity. The Retired Employee received 90% of what he would have received under Form I, if the age difference between him and his spouse is less than five years. The spouse receives 50% of the amount the Employee received after his death.
Form III	A 100% Joint & Survivor Annuity. The Retired Employee receives 80% of what he would have received under Form I, if the age difference between him and his spouse is less than 5 years. The spouse receives 100% of the amount the Employee received after his death.
Form IV	A 75% Joint & Survivor Annuity.

Payment of Small Amounts

If the present value of the Retired Employee or Deferred Benefit Employee's benefit under both the Current Plan and Prior Plan formula is less than \$1,000, such benefit shall be paid in a lump sum.

If the present value of the benefit payable to a beneficiary is less than \$5,000, the beneficiary may elect payment as a lump sum. If the present value of the Retired Employee or Deferred Benefit Employee's benefit under the Current Plan and Prior Plan formula is at least \$1,000 but the Prior Plan benefit is less than \$7,000, the Employee has the option, with spousal consent, to receive a lump sum payment instead of a monthly annuity payment of the Prior Plan benefit.

Annual Benefit Limitation

The benefits are adjusted to comply with Section 415 limitations on annual amounts.

Definitions

Plan Year	Calendar year.
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Schedule SB Attachment (Form 5500)—2010 Plan Year
AdvancePCS Retirement Plan
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Definitions

Years of Service	Years of Service is measured in years and days. A period of 365 days of service shall constitute one Year of Service. Service includes periods of prior service if the participant was vested upon prior termination or if the prior Years of Service exceeds the number of one-year periods of severance since prior termination.
Benefit Years of Service	Benefit Years of Service is measured in years and days. A period of 365 days of service shall constitute one Benefit Year of Service. Benefit Years of Service under the Prior Plan is limited to service prior to November 22, 1994 and may not exceed 30 years. Benefit Years of Service under the Current Plan does not include service prior to November 22, 1994.
Average Final Earnings Current Plan	The average of the highest 5 consecutive years of Earnings in the last 10 Benefit Years of Service.
Prior Plan	The average of the highest 60 consecutive months of Earnings in the last 180 months of Benefit Years of Service.
Earnings	All amounts paid by an employer which include regular compensation, amounts paid for overtime, and other forms of additional compensation determined by an established formula.
Covered Compensation	The average (without indexing) of the Social Security Wage Bases for the 35 years ending in the year the Employee attains Normal Retirement Age. If an Employee leaves the Company before Normal Retirement Age, the wage base at the time of termination will be projected, without increases, to the Normal Retirement Age.

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Primary Social Security Benefit

In the case of an eligible Employee who retires or dies on or after age 62, the monthly Social Security benefit to which such Employee is entitled at time of retirement or death; or in the case of an eligible Employee who retires or dies before age 62, the monthly Social Security benefit to which such Employee would be entitled at age 62, assuming the Employee did not receive any income after retirement or death which would be treated as wages for purposes of calculating the Social Security benefit.

Definitions

Actuarial Equivalent

For other than lump sum calculations: 1971 Group Annuity Mortality Table, weighted 85% male and 15% female, and 7% interest.

For lump sum calculations: IRC Section 417(e) mortality table for 2010 and interest based on 3-segment yield curve.

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

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