

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>CAREMARK INTERNATIONAL INC. PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>022</u> 1c Effective date of plan <u>11/30/1992</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>541600</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
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5 Total number of participants at the beginning of the plan year	5	1952
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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	499
b Retired or separated participants receiving benefits.....	6b	303
c Other retired or separated participants entitled to future benefits.....	6c	1109
d Subtotal. Add lines 6a , 6b , and 6c	6d	1911
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	39
f Total. Add lines 6d and 6e	6f	1950
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	
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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>CAREMARK INTERNATIONAL INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>022</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>53104552</u>
b Actuarial value	2b <u>54607808</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>283</u> <u>17873271</u>
b For terminated vested participants	3b <u>1126</u> <u>32598610</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>244059</u>
(2) Vested benefits	3c(2) <u>5213290</u>
(3) Total active	3c(3) <u>548</u> <u>5457349</u>
d Total	3d <u>1957</u> <u>55929230</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>6.72</u> %
6 Target normal cost	6 <u>100000</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)	106117	4034269
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	106117	99353
9	Amount remaining (Item 7 minus item 8).....	0	3934916
10	Interest on item 9 using prior year's actual return of <u>27.14</u> %		1067936
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		3106230
b	Interest on (a) using prior year's effective rate of <u>8.12</u> %		291307
c	Total available at beginning of current plan year to add to prefunding balance		3397537
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).....	0	5002852

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	88.69 %
15	Adjusted funding target attainment percentage.....	15	88.69 %
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	90.24 %
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	
06/29/2011	1500000		
		Totals ▶	18(b) 1500000 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 1361424
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	100000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	6324274	1311315
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	1411315
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	999751
36 Additional cash requirement (item 34 minus item 35).....	36	411564
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	1361424
38 Interest-adjusted excess contributions for current year (see instructions).....	38	949860
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 CAREMARK INTERNATIONAL INC. PENSION PLAN	B Three-digit plan number (PN) ▶	022
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

303 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	130171	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	30125	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	6896	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)

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

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)

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 CAREMARK INTERNATIONAL INC. PENSION PLAN	B Three-digit plan number (PN) ►	022
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
---------------	--------------------------------------

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	28705697
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3500000	1500000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	46516	59673
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	164975
(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)	23385438	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)	26314143	29435000
(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	53246097	59865345

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	31350	83888
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	31350	83888

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	53214747	59781457
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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)	1500000	
(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)		1500000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	622	
(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)		622

(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)	956491	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		956491

(3) Rents	2b(3)		
-----------------	--------------	--	--

(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)		3770264
(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)		2287654
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		8515031

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1767998	
(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)		1767998
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)	160512	
(2) Contract administrator fees	2i(2)	11915	
(3) Investment advisory and management fees	2i(3)	6896	
(4) Other	2i(4)	1000	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		180323
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1948321

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6566710
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)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</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 CAREMARK INTERNATIONAL INC. PENSION PLAN		B Three-digit plan number (PN) ► 022
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	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		10
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): 59-3482833		
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.....		32
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☒ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year		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	
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		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
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: 74% Investment-Grade Debt: 15% High-Yield Debt: 8% 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):

Caremark International, Inc.
Pension Plan
Financial Statements
December 31, 2010 and 2009

CAREMARK INTERNATIONAL, INC. PENSION PLAN

Financial Statements and Supplemental Schedules
December 31, 2010 and 2009

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Schedule H, Line 4j - Schedule of Reportable Transactions

REPORT OF INDEPENDENT AUDITORS

**To the Participants and
Plan Administrator of the
Caremark International, Inc.
Pension Plan**

We were engaged to audit the financial statements and supplemental schedules of the Caremark International, Inc. Pension 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 and for the years ended December 31, 2010 and 2009, 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

CAREMARK INTERNATIONAL, INC.
PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2010	2009
Investments, at fair value	<u>\$ 29,599,975</u>	<u>\$ 49,699,581</u>
Accrued interest and dividends	59,673	46,516
Non interest-bearing cash	28,705,697	
Employer's contribution receivable	<u>1,500,000</u>	<u>3,500,000</u>
Total assets	59,865,345	53,246,097
Liabilities		
Administrative expenses payable	<u>83,888</u>	<u>31,350</u>
Net assets available for benefits	<u><u>\$ 59,781,457</u></u>	<u><u>\$ 53,214,747</u></u>

See accompanying notes to financial statements.

CAREMARK INTERNATIONAL, INC.
PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years ended December 31,	
	2010	2009
Investment income:		
Dividends and interest	\$ 957,113	\$ 644,410
Net realized and unrealized appreciation in fair value of investments	6,057,918	8,998,739
	7,015,031	9,643,149
Employer's contribution	1,500,000	4,372,642
Total additions	8,515,031	14,015,791
Deductions from net assets attributed to:		
Benefits paid to participants	1,767,998	1,641,902
Administrative expenses	180,323	132,906
Total deductions	1,948,321	1,774,808
Increase in net assets available for benefits	6,566,710	12,240,983
Net assets available for benefits:		
Beginning of year	53,214,747	40,973,764
End of year	<u>\$ 59,781,457</u>	<u>\$ 53,214,747</u>

See accompanying notes to financial statements.

CAREMARK INTERNATIONAL, INC. PENSION 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 Caremark International, Inc. Pension 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 covering all eligible employees of Caremark International, L.L.C., formerly known as Caremark International, Inc. (the Company). Effective March 22, 2007, the Company merged with CVS Corporation. Effective September 24, 2008, sponsorship of the Plan transferred from Caremark International, L.L.C. to CVS Caremark Corporation (CVS). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Pension benefits - Participants with five or more years of service are entitled to monthly pension benefits beginning at age 65 equal to the ratio of current years of service over years of service projected to age 65 multiplied by the difference of: (a) 1.75% multiplied by average monthly compensation (based on the five highest consecutive years of compensation out of the last ten years of participation) multiplied by years of service projected to age 65; minus (b) 1.75% multiplied by years of service projected to age 65 (the product not to exceed 60%) multiplied by the primary social security benefit.

Early retirement benefits are payable to participants whose years of service plus age upon retirement equal at least 65. Participants become 100% vested in their accrued benefits after completing five years of service or, if earlier, after attaining normal retirement age. 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% or 75% joint and survivor annuity. Death benefits are paid to spouses of employees if the participant has completed five years of service prior to death.

Effective February 28, 1997, the Plan was frozen. In no event shall any individual's accrued benefit under the Plan be greater than his accrued benefit under the Plan as of February 28, 1997. No new employees are eligible to enter the Plan. All active participants as of February 28, 1997, became fully vested. Effective December 31, 1987, any inactive participants as of that date who subsequently return to work prior to attaining the age of 65 will have pension benefit payments discontinued during the period of reemployment and will have all vesting service and benefit service at the time of previous termination of employment reinstated. An inactive participant

CAREMARK INTERNATIONAL, INC.

PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

who subsequently resumes employment after attaining the age of 65 will have pension benefit payments discontinued during their period of reemployment. The participant must be employed at least 40 hours per month and will continue to accrue further benefits based on the previous election form of payment. Furthermore, a participant who continued employment after attaining the age of 65 will not begin benefit payments during the period of continued employment. The participant will continue to accrue further benefits under the Plan.

Administration - CVS has appointed a Benefit Plans Committee (the Committee) to manage the operation and administration of the Plan. Effective January 2009, the Committee further named an Administrative Sub-Committee and an Investment Sub-Committee, and delegated certain fiduciary duties to each of these committees. A third-party administrator, Hewitt Associates, processes and maintains the records of participant data. CVS has also contracted with SunTrust Bank (SunTrust) to act as the custodian and trustee. 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 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.

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.

CAREMARK INTERNATIONAL, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

Income taxes - The Plan has been amended since receiving its latest favorable determination letter dated June 10, 2008. CVS 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.

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.

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. The Company 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.

CAREMARK INTERNATIONAL, INC.

PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

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;
- 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.

**CAREMARK INTERNATIONAL, INC.
PENSION PLAN**

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

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 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.

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:

	<u>Assets at fair value as of December 31, 2010</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Interest-bearing cash	\$ <u>164,975</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>164,975</u>
Mutual funds:				
Bond funds	13,320,363			13,320,363
Blend funds	<u>16,114,637</u>	<u>-</u>	<u>-</u>	<u>16,114,637</u>
Total mutual funds	<u>29,435,000</u>	<u>-</u>	<u>-</u>	<u>29,435,000</u>
Total assets at fair value	<u>\$29,599,975</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$29,599,975</u>

**CAREMARK INTERNATIONAL, INC.
PENSION PLAN**

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

	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 trust:				
Blend fund		<u>\$23,385,438</u>	<u>\$ -</u>	<u>\$23,385,438</u>
Mutual funds:				
Bond funds	\$11,693,505			11,693,505
Fixed income fund	1,657,754			1,657,754
Blend funds	<u>12,962,884</u>			<u>12,962,884</u>
Total mutual funds	<u>26,314,143</u>	<u>-</u>	<u>-</u>	<u>26,314,143</u>
Total assets at fair value	<u>\$26,314,143</u>	<u>\$23,385,438</u>	<u>\$ -</u>	<u>\$49,699,581</u>

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.

CAREMARK INTERNATIONAL, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

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

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	\$16,777,936
Participants with deferred benefits	29,373,317
Other participants	<u>4,793,821</u>
	50,945,074
Nonvested benefits	<u>232,007</u>
Total actuarial present value of accumulated Plan benefits	<u>\$51,177,081</u>

CAREMARK INTERNATIONAL, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

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	\$42,283,867
Increase (decrease) during the year attributable to:	
Interest accumulation	3,525,771
Benefit payments	(1,641,902)
Assumption changes (1)	6,891,359
Other changes (2)	<u>117,986</u>
Actuarial present value of accumulated Plan benefits, end of year	<u>\$51,177,081</u>

- (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. They consist 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.

**CAREMARK INTERNATIONAL, INC.
PENSION PLAN**

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 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 in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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	\$ 4,209,268	\$ 3,092,516
Ridgeworth International Equity Fund I	11,905,369	9,870,368
Ridgeworth Total Return Bond Fund I	7,969,645	7,490,702
Ridgeworth SEIX High Yield Fund I	5,350,718	4,202,803
SunTrust Retirement 500 Index Fund		23,385,438

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	\$ 3,770,264	\$ 4,707,413
Limited partnership		282,060
Mutual funds	<u>2,287,654</u>	<u>4,009,266</u>
	<u>\$ 6,057,918</u>	<u>\$ 8,998,739</u>

CAREMARK INTERNATIONAL, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010 AND 2009

NOTE 6 - PLAN TERMINATION OR MODIFICATION

CVS 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 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
- 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 (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 PBGC.

NOTE 7 - SUBSEQUENT EVENT

The 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

CAREMARK INTERNATIONAL, INC.
PENSION PLAN

EIN: 05-0494040
PLAN #022

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	\$ 164,975	\$ 164,975
Vanguard Small Cap Index Fund Institutional Shares	Mutual Fund	3,348,407	4,209,268
* Ridgeworth International Equity Fund I	Mutual Fund	11,154,175	11,905,369
* Ridgeworth Total Return Bond Fund I	Mutual Fund	8,021,573	7,969,645
* Ridgeworth SEIX High Yield Fund I	Mutual Fund	5,076,625	5,350,718
	Total		<u>\$ 29,599,975</u>

* Party-in-interest

CAREMARK INTERNATIONAL, INC.
PENSION PLAN

EIN: 05-0494040
PLAN #022

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	\$ 3,500,000						
STI 500 Index Retirement Fund A	Common/Collective Trust		\$ 28,705,697			\$ 24,941,392	\$ 28,705,697	\$ 3,764,305
<i>Category 3 - Series of transactions in excess of 5% of Plan assets</i>								
Ridgeworth Prime Quality Money Market Fund	Mutual Fund	3,615,555						
Ridgeworth Prime Quality Money Market Fund	Mutual Fund		5,273,310			5,273,310	5,273,310	-
STI 500 Index Retirement Fund A	Common/Collective Trust	1,799,998						
STI 500 Index Retirement Fund A	Common/Collective Trust		28,955,697			25,185,437	28,955,697	3,770,260

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 1210-0110</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 Caremark International Inc. Pension Plan	B Three-digit plan number (PN) <u>022</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		53,104,552
b Actuarial value.....	2b		54,607,808
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	283	17,873,271
b For terminated vested participants.....	3b	1,126	32,598,610
c For active participants:			
(1) Non-vested benefits.....	3c(1)		244,059
(2) Vested benefits.....	3c(2)		5,213,290
(3) Total active.....	3c(3)	548	5,457,349
d Total.....	3d	1,957	55,929,230
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	6.72 %	
6 Target normal cost.....	6	100,000	

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	<u>Rick L. Popp RP</u> Signature of actuary	<u>09/12/2011</u> Date
	<u>Rick L. Popp</u> Type or print name of actuary	<u>11-05532</u> Most recent enrollment number
	<u>Hewitt Associates LLC</u> Firm name	<u>(847) 295-5000</u> Telephone number (including area code)
	<u>100 Half Day Road</u> Address of the firm	
	<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)	106,117	4,034,269
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	106,117	99,353
9 Amount remaining (Item 7 minus item 8)	0	3,934,916
10 Interest on item 9 using prior year's actual return of <u>27.14</u> %	0	1,067,936
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		3,106,230
b Interest on (a) using prior year's effective rate of <u>8.12</u> %		291,307
c Total available at beginning of current plan year to add to prefunding balance		3,397,537
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)	0	5,002,852

Part III Funding percentages

14 Funding target attainment percentage	14	88.69 %
15 Adjusted funding target attainment percentage	15	88.69 %
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	90.24 %
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	1,500,000				
Totals ▶			18(b)	1,500,000	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	1,361,424

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	100,000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	6,324,274	1,311,315
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	1,411,315
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	999,751
36 Additional cash requirement (item 34 minus item 35)	36	411,564
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	1,361,424
38 Interest-adjusted excess contributions for current year (see instructions)	38	949,860
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 SB Attachment (Form 5500)—2010 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2010

Date	Amount	Interest Rate	Interest Adjusted Contribution
June 29, 2011	\$ 1,500,000	6.72%	\$ 1,361,424
Total Contribution	\$ 1,500,000		\$ 1,361,424

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	10.00%	1.0000	5.55
56.5	2.00%	0.9000	1.02
57.5	2.00%	0.8820	1.01
58.5	2.00%	0.8644	1.01
59.5	2.00%	0.8471	1.01
60.5	10.00%	0.8301	5.02
61.5	5.00%	0.7471	2.30
62.5	5.00%	0.7098	2.22
63.5	5.00%	0.6743	2.14
64.5	5.00%	0.6406	2.07
65.5	25.00%	0.6085	9.96
66.5	15.00%	0.4564	4.55
67.5	15.00%	0.3879	3.93
68.5	15.00%	0.3297	3.39
69.5	15.00%	0.2803	2.92
70	100.00%	0.2382	16.68
Weighted Average			64.78

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	65% of participants assumed to elect life annuity and 35% assumed to elect 50% joint and survivor annuity.
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	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>

Schedule SB Attachment (Form 5500)—2010 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

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.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Table 1

Retirement Rates

Age	Rate
55	10.00%
56	2.00%
57	2.00%
58	2.00%
59	2.00%
60	10.00%
61	5.00%
62	5.00%
63	5.00%
64	5.00%
65	25.00%
66	15.00%
67	15.00%
68	15.00%
69	15.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2010 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Table 2

Withdrawal Rates

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

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the assumption change described below. This change was made to better reflect the anticipated plan experience. IRS approval is not required because the change 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.

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).

Schedule SB Attachment (Form 5500)—2010 Plan Year
 Caremark International Inc. Pension Plan
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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										
30-34				1						
35-39			1	24	32					
40-44				20	68	7				
45-49				28	90	14	1			
50-54				17	69	14	1	1		
55-59				16	45	18	1	5		
60-64				14	28	3	1	1		
65-69				5	13	4	1			
70+					3	1	1			

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Schedule SB Attachment (Form 5500)—2010 Plan Year
Caremark International Inc. Pension Plan
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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	\$ 5,285,349	January 1, 2008	5	\$ 1,163,282
Shortfall	\$ (1,239,901)	January 1, 2009	6	\$ (235,475)
Shortfall	\$ 2,278,826	January 1, 2010	7	\$ 383,508

Schedule SB, Part V—Summary of Plan Provisions

History of the Plan

The Plan was established November 30, 1992, as a spin-off of active participants from the Baxter International Inc. and Subsidiaries Pension Plan. Caremark International Inc. accepted past service liabilities for the active participants. No terminated or retired participants were spun-off. Assets deemed sufficient to cover the qualified plan accumulated benefit obligation (ABO) for Caremark participants at the time of the spin-off were transferred in 1993. Adjustments to assets and liabilities during a transition period in 1993 were made for participants who terminated from Baxter and were hired by Caremark and vice versa.

Effective December 31, 1993, the Caremark Puerto Rico Plan was merged into the Caremark Pension Plan.

Effective January 1, 1994, when pay allowable for calculation of benefits decreased to \$150,000, the “wear-away” transition alternative was elected. The December 31, 1993, benefit using prior pay limits and service through 1993 will be a minimum to all future benefit calculations.

Effective March 1, 1995, the Plan was amended to incorporate the interest rates for lump sum purposes permitted by The Retirement Protection Act of 1994.

During 1995, the following three divisions covering Plan participants were divested:

- CMS on March 31, 1995
- Clorazil on June 2, 1995
- Orthopedic Services on December 31, 1995

Clorazil and Orthopedic Services participants were granted immediate vesting.

Effective January 1, 1996, the Plan was amended and restated including a deemed cash-out provision.

Effective December 31, 1996, a minimum benefit of \$10 times Benefit Service was added to the benefit formula.

Effective February 28, 1997, the benefit formula and Participation in the Plan were frozen. All active participants as of that date became fully vested. Inactive participants as of that date who subsequently return to work must earn five years of vesting service to become fully vested.

In March of 1998 the Puerto Rico group was divested. Frozen benefits for all active and inactive employees remained in the Plan.

A more detailed summary of the current plan provisions is on the following pages.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Effective Date	Spin-off from the Baxter Pension Plan as of November 30, 1992. Plan amended and restated effective January 1, 2006. Most recent amendment (3 rd) effective January 1, 2008.
Participation	January 1 or July 1 after attainment of age 21 and completion of one year of service for employees employed at or transferred from a division which participates in the Plan. No new participants enter the Plan after February 28, 1997.
Plan Status	Frozen effective February 28, 1997.
Normal Retirement Eligibility	Age 65.
Benefit	Equal to the greater of the Accrued Benefit, Minimum Benefit, and Merger Accrued Benefit.
Accrued Benefit	<p>Accrued Benefit is frozen as of February 28, 1997. Accrued Benefit payable as a life annuity at age 65 equals (a) minus (b), the difference multiplied by (c):</p> <ul style="list-style-type: none">(a) 1.75% of Average Monthly Compensation, multiplied by Benefit Service projected to age 65.(b) 1.75% of Benefit Service projected to age 65, (not to exceed 60%), multiplied by Primary Social Security Benefit.(c) The ratio (not to exceed one) of current Benefit Service over Benefit Service projected to age 65. <p>Certain participants have frozen minimum accrued benefits from prior plans. The Accrued Benefit cannot be less than the accrued benefit as of December 31, 1988, calculated using unlimited compensation, and the accrued benefit as of December 31, 1993, calculated using compensation limits in effect at that time.</p>
Minimum Benefit	\$10 times Benefit Service.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Caremark International Inc. Pension Plan
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Normal Retirement

Merger Accrued Benefit

Participants on November 25, 1985 are eligible for a special accrued benefit calculated in the same manner as the normal Accrued Benefit, with the following provisions:

- (a) Benefit Service is frozen as of November 25, 1985.
- (b) Average Monthly Compensation is frozen through 1984.
- (c) 1.75% accrual is increased to 4.25%.
- (d) The special 0.25% Early Retirement reduction factors for commencement of benefits prior to age 65 are only available to participants who had attained age 55 as of November 25, 1985.

Early Retirement

Eligibility

65 points, where points are the sum of complete years of attained age and modified Benefit Service, which is not frozen as of February 28, 1997.

Benefit

The greater of (a), (b), and (c) below:

- (a) Accrued Benefit multiplied by factors based on attained age and points (attained age plus complete years of Benefit Service). No reduction applies for benefit commencement with 85 points.
- (b) December 31, 1989 accrued benefit reduced by 0.25% for each full month that commencement of benefits precedes Normal Retirement date. The participant is only eligible for this benefit if he has attained age 55 and has completed 10 years of vesting service.
- (c) Merger Accrued Benefit. If a participant eligible for the Merger Accrued Benefit had attained age 55 as of November 25, 1985, then the 0.25% reduction per month is applied. Otherwise, actuarial equivalent factors are used.

Schedule SB Attachment (Form 5500)—2010 Plan Year
Caremark International Inc. Pension Plan
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Deferred Vested Retirement
Eligibility

Completion of five years of vesting service. Participants on November 25, 1985, eligible for the Merger Accrued Benefit are vested in that benefit. Active participants on February 28, 1997 are fully vested.

Benefit

The greater of the Accrued Benefit or the Merger Accrued Benefit, payable at Normal Retirement date. Commencement prior to Normal Retirement date may be elected upon attainment of 65 points, with benefit reduced according to schedule in plan document.

Preretirement Death Benefit
Eligibility

Any vested employee.

Benefit

Married participants:

Upon death prior to eligibility for Early Retirement: One-half of the greater of the Merger Accrued Benefit reduced for Early Retirement or the Accrued Benefit payable as a 50% joint and survivor annuity.

Upon death after eligibility for Early Retirement: The greater of the Merger Accrued Benefit reduced for Early Retirement or the Accrued Benefit payable as a 100% joint and survivor annuity.

Single participants: The greater of the Merger Accrued Benefit reduced for Early Retirement or the Accrued Benefit, payable for 10 years.

Normal Form of Payment

Single participants: Life annuity.

Married participants: Reduced 50% joint and survivor annuity.

Optional Payment Forms

Life annuity, joint and survivor annuity (50%, 66-2/3%, 75%, or 100%), and 10-year certain and life annuity.

Payment of Small Amounts

Non-elective lump sum payment if the Actuarial Equivalent single sum of the benefit does not exceed \$1,000.

Annual Benefit Limitations

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

Schedule SB Attachment (Form 5500)—2010 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Definitions

Plan Year	Calendar year.
Years of Service	Each Plan Year in which an employee earns 1,000 hours of service.
Benefit Service	Benefit Service includes Years of Service earned subsequent to Participation in the Plan. If a participant enters the Plan on July 1, hours of service throughout that calendar year are included. Years while disabled are included. Benefit Service was frozen on February 28, 1997.
Compensation	Compensation is 401 CARE/Pension Compensation and consists of salary, bonus, commissions, severance pay, before- tax 401(k) contributions, and flexible benefit plan contributions. Only compensation prior to February 28, 1997 is considered in the calculation of benefits.
Average Monthly Compensation	Average Monthly Compensation is the average of the highest five calendar years of Compensation during the ten years of Participation immediately preceding retirement or termination, including the calendar year of first Participation and excluding the last partial year of Participation. In no case will averaging periods end after February 28, 1997. If less than five years of Participation have been completed, the average of complete Plan Years of Participation is used.
Primary Social Security Benefit	The estimated monthly amount of Primary Social Security benefit payable at age 65 in accordance with the law in effect on date of termination and assuming level future compensation to age 65. Social Security benefits were frozen as of February 28, 1997.
Actuarial Equivalent	<p>For other than lump sum calculations: 1971 Group Annuity Mortality Table, weighted 75% male and 25% female, and 10% interest.</p> <p>For lump sum calculations: IRC Section 417(e) mortality table for 2010 and interest based on 3-segment yield curve.</p>

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.

CAREMARK INTERNATIONAL, INC.
PENSION PLAN

EIN: 05-0494040
PLAN #022

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	\$ 164,975	\$ 164,975
Vanguard Small Cap Index Fund Institutional Shares	Mutual Fund	3,348,407	4,209,268
* Ridgeworth International Equity Fund I	Mutual Fund	11,154,175	11,905,369
* Ridgeworth Total Return Bond Fund I	Mutual Fund	8,021,573	7,969,645
* Ridgeworth SEIX High Yield Fund I	Mutual Fund	5,076,625	5,350,718
Total			<u>\$ 29,599,975</u>

* Party-in-interest

CAREMARK INTERNATIONAL, INC.
PENSION PLAN

EIN: 05-0494040
PLAN #022

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	\$ 3,500,000						
STI 500 Index Retirement Fund A	Common/Collective Trust		\$ 28,705,697			\$ 24,941,392	\$ 28,705,697	\$ 3,764,305
<i>Category 3 - Series of transactions in excess of 5% of Plan assets</i>								
Ridgeworth Prime Quality Money Market Fund	Mutual Fund	3,615,555						
Ridgeworth Prime Quality Money Market Fund	Mutual Fund		5,273,310			5,273,310	5,273,310	-
STI 500 Index Retirement Fund A	Common/Collective Trust	1,799,998						
STI 500 Index Retirement Fund A	Common/Collective Trust		28,955,697			25,185,437	28,955,697	3,770,260