

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>THE ADVANCEPCS RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>023</u> 1c Effective date of plan <u>01/01/1995</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS</u> <u>ONE CVS DRIVE</u> <u>WOONSOCKET, RI 02895</u>	2b Employer Identification Number (EIN) <u>05-0494040</u> 2c Sponsor's telephone number <u>401-770-3604</u> 2d Business code (see instructions) <u>541990</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2012</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 (2011)
v.012611

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	2240
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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	721
b Retired or separated participants receiving benefits.....	6b	278
c Other retired or separated participants entitled to future benefits.....	6c	1184
d Subtotal. Add lines 6a , 6b , and 6c	6d	2183
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	24
f Total. Add lines 6d and 6e	6f	2207
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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

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

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>49547319</u>
b Actuarial value	2b <u>45694183</u>
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>250</u> <u>15026928</u>
b For terminated vested participants	3b <u>1096</u> <u>19502343</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>741963</u>
(2) Vested benefits	3c(2) <u>16911325</u>
(3) Total active	3c(3) <u>895</u> <u>17653288</u>
d Total	3d <u>2241</u> <u>52182559</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.38 %</u>
6 Target normal cost	6 <u>110000</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>09/18/2012</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) 2011
v.012611

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 (line 13 from prior year)	949987	5158648
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	95861	0
9	Amount remaining (line 7 minus line 8)	854126	5158648
10	Interest on line 9 using prior year's actual return of <u>13.65</u> %	116588	704155
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		4359
b	Interest on (a) using prior year's effective rate of <u>6.74</u> % except as otherwise provided (see instructions)		595
c	Total available at beginning of current plan year to add to prefunding balance		4954
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	970714	2436493
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3426310

Part III		Funding percentages	
14	Funding target attainment percentage	14	81.00 %
15	Adjusted funding target attainment percentage	15	81.00 %
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	84.32 %
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
12/28/2011	1800000				
06/27/2012	1200000				
			Totals ▶	18(b)	3000000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 2787712
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: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	110000	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	9914686	1755526	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	1865526	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	1133937	1133937
36 Additional cash requirement (line 34 minus line 35)	36	731589	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2787712	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2056123	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	1133937	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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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)

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	343424	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUCK CONSULTANTS LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 70 99	NONE	50634	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

COLUMBIA MGMT INV ADVISORY

13-3180631

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52 68	NONE	24338	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

MOHLER NIXON AND WILLIAMS

77-0106234

(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?
10 50	NONE	15228	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JP MORGAN CHASE BANK

13-4994650

(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 51 52 62	TRUSTEE	12957	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

DIMENSIONAL FUND ADVISORS

30-0447847

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52	NONE	8781	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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	6956	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.	

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: CVSCAREMARK DB PLNS MT FXD INC ACNT

b Name of sponsor of entity listed in (a): CVS CAREMARK CORPORATION

c EIN-PN 61-1617506-002	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50141764
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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)
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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)
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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)
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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)
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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)
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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)
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>THE ADVANCEPCS RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>023</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS</u>	D Employer Identification Number (EIN) <u>05-0494040</u>	

Part I	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	21384306	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1200000	1200000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	56826	10
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	212757	2370874
(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)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	50141764
(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)	26731208	0
(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	49585097	53712648

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	82506	184693
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	82506	184693

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	49502591	53527955
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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)	3000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3000000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	47	
(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)		47

(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)	19760	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		19760

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		3076889
(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)		90626
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6187322

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1595275	
(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)		1595275
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)	378565	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	88410	
(4) Other	2i(4)	99708	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		566683
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2161958

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4025364
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>2011</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan THE ADVANCEPCS RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 023
C Plan sponsor's name as shown on line 2a of Form 5500 CVS CAREMARK CORPORATION - HR RETIREMENT BENEFITS		D Employer Identification Number (EIN) 05-0494040
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
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 13-4994650		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3 19
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☒ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2011 v.012611		

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: 28% Investment-Grade Debt: 62% High-Yield Debt: 10% Real Estate: 0% Other: 0%

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

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

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

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

AdvancePCS
Retirement Plan
Financial Statements
December 31, 2011 and 2010

ADVANCEPCS RETIREMENT PLAN

Financial Statements and Supplemental Schedules December 31, 2011 and 2010

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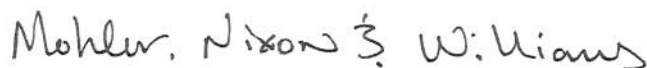
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REPORT OF INDEPENDENT AUDITORS**To the Participants and
Plan Administrator of the
AdvancePCS Retirement Plan**

We were engaged to audit the financial statements and supplemental schedules of the AdvancePCS Retirement Plan (the Plan) as of December 31, 2011 and 2010, 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 Notes 3 and 7, which was certified by JPMorgan Chase Bank, N.A. (JPMorgan) and Sun Trust Bank (Sun Trust), the trustees 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 JPMorgan and Sun Trust hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained certifications from JPMorgan and Sun Trust as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan Administrator by JPMorgan and Sun Trust 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 supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by JPMorgan and Sun Trust, 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
Accountancy Corporation

Campbell, California
October 1, 2012

**ADVANCEPCS
RETIREMENT PLAN**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2011	2010
Investments, at fair value:		
Plan interest in Equities Master Trust (Note 3)	\$ 30,810,501	
Plan interest in Fixed Income Master Trust (Note 3)	19,331,263	
Interest-bearing cash	2,370,874	\$ 212,757
Mutual funds		26,731,208
Total investments	52,512,638	26,943,965
Accrued interest and dividends	10	56,826
Non interest-bearing cash		21,384,306
Employer's contribution receivable	1,200,000	1,200,000
Total assets	53,712,648	49,585,097
Liabilities:		
Administrative expenses payable	184,693	82,506
Net assets available for benefits	<u>\$ 53,527,955</u>	<u>\$ 49,502,591</u>

See accompanying notes to financial statements.

**ADVANCEPCS
RETIREMENT PLAN**

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years ended December 31,	
	2011	2010
Investment income:		
Dividends and interest	\$ 19,807	\$ 852,921
Net realized and unrealized appreciation in fair value of investments	90,626	4,771,462
Plan interest in net gain of master trusts	3,076,889	
	3,187,322	5,624,383
Employer's contribution	3,000,000	1,200,000
Total additions	6,187,322	6,824,383
Deductions from net assets attributed to:		
Administrative expenses	566,683	166,521
Benefits paid to participants	1,595,275	1,354,293
Total deductions	2,161,958	1,520,814
Increase in net assets available for benefits	4,025,364	5,303,569
Net assets available for benefits:		
Beginning of year	49,502,591	44,199,022
End of year	<u>\$ 53,527,955</u>	<u>\$ 49,502,591</u>

See accompanying notes to financial statements.

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

NOTE 1 - THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

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

The Plan is a non-contributory defined benefit pension plan in which all former employees of PCS Holding Corporation, acquired by Advance Paradigm on October 2, 2000, were eligible to participate. In May 2001, AdvancePCS became the Plan sponsor. On March 24, 2004, AdvancePCS became a wholly-owned subsidiary of Caremark Rx, L.L.C. (the Company), formerly known as Caremark Rx, Inc. Caremark L.L.C. was made the sponsor of the Plan at that time. Effective March 22, 2007, the Company merged with CVS Corporation. Effective September 24, 2008, sponsorship of the Plan transferred 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 - Effective July 1, 2001, the Plan was frozen to new participants. Accrued benefits and any other benefit that a participant has under the Plan were also frozen, unless the participant was considered a grandfathered participant on July 1, 2001, as defined in the Plan.

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

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

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

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

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

Administration - CVS 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 Subcommittee and an Investment Subcommittee, and delegated certain fiduciary duties to each of these committees. A third-party administrator, Aon Hewitt Associates, processes and maintains the records of participant data. CVS has also contracted with JPMorgan Chase Bank, N.A. (JPMorgan) to act as the trustee for a master trust established for all CVS defined benefit pension plans effective January 1, 2011. Prior to that, CVS contracted with Sun Trust Bank (Sun Trust) to act as the trustee and custodian. During 2010, administrative expenses, including those direct expenses incurred by JPMorgan 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 allowed 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. Benefit withdrawals and distributions are recorded when paid.

Investment valuation and income recognition - The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 2 for discussion of fair value measurements.

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

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.

Certain assets of the Plan are pooled in two master trust investment accounts. Investment income of the master trust is allocated to the Plan based upon the Plan's interest in the net assets in the master trust throughout the year.

Income taxes - The Plan has received a favorable determination letter dated November 8, 2011. 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.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. No uncertain positions have been identified that would require recognition of a liability (or asset) or disclosure in the financial statements as of December 31, 2011. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2008.

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

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

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

Recent accounting pronouncements - In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amended Accounting Standards Codification (ASC) 820, *Fair Value Measurements*, to converge the fair value measurement guidance in U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan's management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

Subsequent events - The Plan has evaluated subsequent events through October 1, 2012, which is the date the financial statements were available to be issued.

NOTE 2 - FAIR VALUE MEASUREMENTS

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

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

Level 2 - Inputs to the valuation methodology include:

- Quoted market prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

- 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.

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, 2011 and 2010.

Interest-bearing cash and mutual funds: Valued using the market approach at the net asset value of shares held by the Plan at year end.

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

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	<u>Assets at fair value as of December 31, 2011</u>			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Interest-bearing cash	<u>\$ 2,370,874</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,370,874</u>

	<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>\$ 212,757</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 212,757</u>
Mutual funds:				
Bond funds	<u>13,238,505</u>			<u>13,238,505</u>
Blend funds	<u>13,492,703</u>			<u>13,492,703</u>
Total mutual funds	<u>26,731,208</u>	<u>-</u>	<u>-</u>	<u>26,731,208</u>
Total assets at fair value	<u>\$26,943,965</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 26,943,965</u>

NOTE 3 - MASTER TRUSTS

Effective January 1, 2011, JPMorgan holds certain investments of the Plan in two Master Trusts and executes all investment transactions on behalf of the Plan. All investment information disclosed in the accompanying financial statements, including Plan investments held in the Master Trusts at December 31, 2011, and Plan interest in investment gain of the Master Trusts for the year ended December 31, 2011, was obtained from information supplied to the Plan Administrator and certified as complete and accurate by JPMorgan.

The Master Trusts were established to achieve certain economies in the management of investments and to maximize the return on investments of participating plans. Each participating plan has a proportional interest in the Master Trusts, as more fully described below. Assets of the Master Trusts are invested by investment managers in accordance with guidelines established by the Investment Subcommittee.

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

Following is a description of the valuation methodologies used for assets measured at fair value in the Master Trusts.

Interest-bearing cash, mutual funds and common/collective trusts: Valued using the market approach at the net asset value of shares held by the Master Trusts at year end.

Common stocks: Valued using the quoted market price of shares held by the Master Trusts at year end.

Equities Master Trust

The Plan's allocated interest in the net assets of the Equities Master Trust at December 31, 2011 was \$30,810,501 (approximately 14%).

Investments of the Equities Master Trust as of December 31, 2011 consist of the following:

Assets:

Investments, at fair value:

Interest-bearing cash	\$ 71,807
Common stocks	72,018,970
Mutual fund	61,061,636
Common/collective trusts	<u>82,719,462</u>

Total investments at fair value	215,871,875
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Accrued income	<u>90,044</u>
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Total net assets of the Equities Master Trust	<u>\$215,961,919</u>
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Investment gain (loss) of the Equities Master Trust for the year ended December 31, 2011 is as follows:

Net appreciation (depreciation) in fair value of investments:

Common stocks	\$ (86,025)
Mutual funds	(4,949,705)
Common/collective trusts	4,171,704
Interest and dividends income	<u>3,346,590</u>

Net investment gain of the Equities Master Trust	<u>\$ 2,482,564</u>
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**ADVANCEPCS
RETIREMENT PLAN**

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

Investments of the Equities Master Trust measured at fair value at December 31, 2011 are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Interest-bearing cash	\$ 71,807	\$ -	\$ -	\$ 71,807
Common/collective trusts:				
Fixed income fund		775		775
Equity funds		82,718,687		82,718,687
Total common/ collective trusts	-	82,719,462	-	82,719,462
Mutual fund:				
Equity fund	61,061,636			61,061,636
Common stocks:				
Basic materials	16,293,463			16,293,463
Conglomerates	2,192,700			2,192,700
Consumer goods	7,169,055			7,169,055
Financial	13,418,802			13,418,802
Healthcare	8,152,750			8,152,750
Industrial goods	6,162,130			6,162,130
Technology	1,489,930			1,489,930
Utilities	2,131,200			2,131,200
Services	15,008,940			15,008,940
Total common stocks	72,018,970	-	-	72,018,970
Total assets at fair value	<u>\$133,152,413</u>	<u>\$82,719,462</u>	<u>\$ -</u>	<u>\$215,871,875</u>

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

The following sets forth additional disclosures for the fair value measurement of significant investments in certain entities that calculate NAV per share (or its equivalent) as of December 31, 2011:

The Equities Master Trust invests in the Mellon EB Stock Index Common/Collective Trust Fund (the Fund). The objective of the Fund is to track the performance of the S&P 500 Index. In meeting this objective, the assets of the Fund may be invested in securities and a combination of other collective funds (each an affiliate of the Fund and collectively referred herein as the “EB Collective Investment Funds”) that together are designed to track the performance of the S&P 500 Index.

Investors may purchase or redeem units of the Fund for cash or securities (in-kind transactions at the sole discretion of JPMorgan) based on the unit value determined as of the valuation date. Unit value is generally determined on a daily basis. All investors in the Fund have a proportionate undivided interest in the net assets of the Fund.

The Equities Master Trust also invests in the Dimensional Funds U.S. Small Cap Common/collective Trust Fund. The U.S. Small Cap Portfolio is designed to achieve long-term capital appreciation. The portfolio seeks to purchase a broad and diverse group of readily marketable common stock of U.S. small companies using a market cap weighted approach. The portfolio invests in securities of U.S. companies with market capitalizations within the smallest 10% of the market universe or smaller than the 1,000th largest U.S. company, whichever results in a higher market capitalization break.

Fixed Income Master Trust

The Plan’s allocated interest in the net assets of the Fixed Income Master Trust at December 31, 2011 was \$19,331,263 (8%).

**ADVANCEPCS
RETIREMENT PLAN**

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

Investments of the Fixed Income Master Trust as of December 31, 2011 consist of the following:

Assets:	
Investments, at fair value:	
Interest-bearing cash	\$ 23
Mutual fund	<u>236,309,146</u>
Total investments at fair value	236,309,169
Accrued income	<u>3</u>
Total net assets of the Fixed Income Master Trust	<u>\$236,309,172</u>

Investment gain of the Fixed Income Master Trust for the year ended December 31, 2011 is as follows:

Net appreciation in fair value of investments:	
Mutual funds	\$ 28,926,435
Interest income	<u>10,297,686</u>
Net investment gain of the Fixed Income Master Trust	<u>\$ 39,224,121</u>

Investments of the Fixed Income Master Trust measured at fair value at December 31, 2011 are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Interest-bearing cash	\$ <u>23</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>23</u>
Mutual fund:				
Bond fund	<u>236,309,146</u>	<u> </u>	<u> </u>	<u>236,309,146</u>
Total assets at fair value	<u>\$236,309,169</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$236,309,169</u>

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

NOTE 4 - RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by JPMorgan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

NOTE 5 - 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.

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

The actuarial present value of accumulated Plan benefits is determined by the Plan's actuary, Aon 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, 2011 (beginning of the Plan year) are as follows:

Actuarial cost method:	Projected Unit Credit Cost Method
Interest rate:	7.25%
Discount rate:	5.5%
Mortality assumption:	RP-2000 Combined Healthy Morality Table Projected with scale AA to 2011
Retirement age:	Age 65 for terminated participants, varying ages assuming 100% retirement at age 70 for active participants

The actuarial present value of accumulated Plan benefits as of January 1, 2011 is as follows:

Actuarial present value of accumulated Plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$13,596,268
Other participants	<u>31,102,661</u>
	44,698,929
Nonvested benefits	<u>682,132</u>
Total actuarial present value of accumulated Plan benefits	<u>\$45,381,061</u>

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

The change in the actuarial present value of accumulated Plan benefits as of January 1, 2011 is as follows:

Actuarial present value of Plan benefits, beginning of year	\$43,209,367
Increase (decrease) during the year attributable to:	
Interest accumulation	3,084,445
Benefit payments	(1,354,293)
Assumption changes (1)	81,766
Other changes (2)	<u>359,776</u>
Actuarial present value of accumulated Plan benefits, end of year	<u>\$45,381,061</u>

- (1) Assumption changes include a change in the mortality assumption from the RP-2000 Combined Healthy Mortality Table projected with Scale AA to 2010 to the RP-2000 Combined Healthy Mortality Table projected with Scale AA to 2011 for healthy and disabled lives.
- (2) Other changes represent the normal operation of the Plan. They consist primarily of the increase due to 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 6 - 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 2011 and 2010.

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

NOTE 7 - CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2011 and 2010, and net appreciation, interest and dividends for the years ended December 31, 2011 and 2010, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Sun Trust and JPMorgan 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>2011</u>	<u>2010</u>
Vanguard Small Cap Index Fund		
Institutional Shares	\$ -	\$ 3,444,575
Ridgeworth International Equity Fund I	-	10,048,128
Ridgeworth Total Return Bond Fund I	-	8,672,704
Ridgeworth SEIX High Yield Fund I	-	4,565,801

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>2011</u>	<u>2010</u>
Common/collective trust	\$ -	\$ 2,810,025
Mutual funds	<u>90,626</u>	<u>1,961,437</u>
	<u>\$90,626</u>	<u>\$ 4,771,462</u>

ADVANCEPCS RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

NOTE 8 - 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 the 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 (the PBGC). Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of termination. There is a statutory ceiling, which is adjusted periodically, on the amount of a participant's monthly benefit that the PBGC guarantees. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan's sponsor and the level of benefits guaranteed by the PBGC.

SUPPLEMENTAL SCHEDULES

**ADVANCEPCS
RETIREMENT PLAN**

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

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011**

<u>Identity of issue, borrower, lessor or similar party</u>		<u>Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	<u>Cost</u>	<u>Current value</u>
*	JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	\$ 2,370,874	<u>\$ 2,370,874</u>

* Party-in-interest

**ADVANCEPCS
RETIREMENT PLAN**

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

**SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2011**

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>Series of transactions in excess of 5% of Plan assets</i>								
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash		\$ 3,115,292			\$ 3,115,292	\$ 3,115,292	\$ -
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	\$ 5,485,696				5,485,696	5,485,696	-

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

2011**This Form is Open to Public
Inspection**For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan The AdvancePCS Retirement Plan	B Three-digit plan number (PN) ▶ 023
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	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>2011</u>		
2 Assets:		
a Market value	2a	49,547,319
b Actuarial value	2b	45,694,183
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 250	15,026,928
b For terminated vested participants	3b 1,096	19,502,343
c For active participants:		
(1) Non-vested benefits.....	3c(1)	741,963
(2) Vested benefits.....	3c(2)	16,911,325
(3) Total active.....	3c(3) 895	17,653,288
d Total.....	3d 2,241	52,182,559
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate	5	6.38 %
6 Target normal cost	6	110,000

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>	<u>09/18/2012</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>Lincolnshire</u>	<u>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) 2011
v.012611

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 (line 13 from prior year).....	949,987	5,158,648
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	95,861	0
9 Amount remaining (line 7 minus line 8).....	854,126	5,158,648
10 Interest on line 9 using prior year's actual return of <u>13.65</u> %.....	116,588	704,155
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year).....		4,359
b Interest on (a) using prior year's effective rate of <u>6.74</u> % except as otherwise provided (see instructions).....		595
c Total available at beginning of current plan year to add to prefunding balance.....		4,954
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	970,714	2,436,493
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	3,426,310

Part III Funding percentages

14 Funding target attainment percentage	14	81.00 %
15 Adjusted funding target attainment percentage	15	81.00 %
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	84.32 %
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
12/28/2011	1,800,000				
06/27/2012	1,200,000				
Totals *			18(b)	3,000,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 2,787,712

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: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %
			☐ 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	110,000	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment.....	Outstanding Balance	Installment	
	9,914,686	1,755,526	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	1,865,526	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	1,133,937	1,133,937
36 Additional cash requirement (line 34 minus line 35).....	36	731,589	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2,787,712	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2,056,123	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	1,133,937	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:				
a Schedule elected	☐ 2 plus 7 years ☐ 15 years			
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011
42 Amount of acceleration adjustment	42			
43 Excess installment acceleration amount to be carried over to future plan years	43			

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2011

Date	Amount	Interest Rate	Interest Adjusted Contribution
December 28, 2011	\$ 1,800,000	6.38%	\$ 1,693,195
June 27, 2012	<u>1,200,000</u>	6.38%	<u>1,094,517</u>
Total Contribution	\$ 3,000,000		\$ 2,787,712

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

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.

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

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

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

Interest rates	Based on segment rates with a four-month lookback (as of September 2010).
1st segment rate	3.78%.
2nd segment rate	6.31%.
3rd segment rate	6.57%.
Optional Payment Form Election Percentage	<p>For the Current Plan, 35% of participants are assumed to elect life annuity, 35% are assumed to elect 25% joint and survivor annuity, and 30% are assumed to elect 50% joint and survivor annuity.</p> <p>For the Prior Plan, 50% of participants are assumed to elect life annuity and 50% are assumed to elect 50% joint and survivor annuity.</p>
Retirement age	
Active participants	See Table 1.
Terminated vested participants	65.
Mortality rates	
Healthy and disabled	2011 static mortality table for annuitants and non- annuitants per §1.430(h)(3)-1(e).
Withdrawal rates	See Table 2.
Disability rates	None.
Decrement timing	Middle of year decrements, with 100% retirement occurring at beginning of year.
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.

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Valuation of plan assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

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

Expected return on assets

2009 plan year

6.69%.

2010 plan year

6.82%.

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, 2011.

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Table 1

Retirement Rates

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

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Table 2

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Schedule SB, Part V—Summary of Plan Provisions

Effective Date

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

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

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

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

Participation

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

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

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

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Normal Retirement
Eligibility

Current Plan Age 65.

Prior Plan Social Security Normal Retirement Age.

Benefit

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

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

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Early Retirement

Eligibility

Current Plan

Any age prior to age 65 when the sum of the Employee's age and Years of Service is greater than or equal to 80.

Prior Plan

Age 55 with 10 Years of Service.

Benefit

Current Plan

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

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

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

Prior Plan

Benefit computed as for Normal Retirement and reduced 0.30% for each month commencement precedes the Prior Plan Normal Retirement Age.

Supplement

In addition to the Early Retirement Benefit, an Employee that retires prior to age 62 and after the sum of each Employee's age and Benefit Years of Service equals 90 shall be entitled to an Early Retirement Supplement. The Supplement is the lesser of \$150 per month or the amount by which \$1,250 per month is greater than the Employee's Early Retirement Benefit. In no event shall the Supplement exceed the Employee's Primary Social Security Benefit. The Supplement shall cease at the earlier of the Retired Employee's death or attainment of age 62.

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Disability Benefit

Eligibility

Current Plan

One Year of Service.

Prior Plan

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

Benefit

Current Plan

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

Prior Plan

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

Deferred Service Benefit

Eligibility

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

Benefit

Current Plan

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

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

Prior Plan

Benefit computed as for Normal Retirement. The service component projects service to age 65 and then prorates by actual Benefit Years of Service. The benefit is further reduced by 0.300% for each month the Employee's age 65 date precedes their Social Security Normal Retirement Age. The benefit is then further reduced by 0.500% for each month the actual commencement date precedes the Employee's age 65 date.

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Survivor Death Benefit

Eligibility

An Employee's spouse is entitled to a survivor's benefit if the Employee dies while:

- (a) Active Employee with at least five Years of Service;
- (b) Retired Employee; or
- (c) Deferred Benefit Employee.

Commencement

The spouse of an Employee (who meets the above stated eligibility rules) or Retired Employee may elect to receive benefits beginning in any month following the month in which such Employee or Retired Employee dies. The spouse of a Deferred Benefit Employee may elect to begin receiving benefits beginning when the Deferred Benefit Employee would have reached 80 points if such Employee had survived.

Benefit

The benefit shall be equal to 50% of the retirement benefit or Deferred Service Benefit accrued by the Employee, Retired Employee, or Deferred Benefit Employee at the date of his death. The benefit is reduced by 2% for each year by which the spouse is more than ten years younger than the Employee, Retired Employee, or Deferred Benefit Employee, but in no case shall the benefit be reduced by more than 20%.

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
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Dependent Child Survivor Benefit

Eligibility

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

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

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

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

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

Commencement

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

Benefit

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

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Forms of Benefit Payment

Current Plan

Form I

A Single Life Annuity. This is the normal form of benefit payment for unmarried participants.

Form II

A Joint & Survivor Annuity. The participant's benefit amount is reduced to take into account:

- (a) Cost of providing 25% of the amount payable during the joint lives of the Retired Employee and his spouse to such spouse after the Retired Employee's death and after the spouse attains age 62, in the case of a Retired Employee who does not commence receiving benefits prior to his 80 point date; or
- (b) Entire cost of providing a benefit to the spouse after the Employee's death in the case of a Deferred Benefit Employee or Retired Employee who elects to commence receiving benefits prior to his 80-point date. The spouse's benefit is equal to 50% of the Employee's benefit. This is the normal form of benefit payment for married participants.

Form III

A Joint and Survivor Annuity identical to Form II except the Retired Employee's benefit is not reduced from the amount payable under Form I and beginning with the month following the month in which the spouse attains age 62 the monthly payment to such spouse shall decrease to 25% of the amount payable during the joint lives of the Retired Employee and such spouse. Form III is not available to Deferred Benefit Employees.

Form IV

A 75% Joint & Survivor Annuity.

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Forms of Benefit Payment
Prior Plan

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

Payment of Small Amounts

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

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

Annual Benefit Limitation

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

Definitions

Years of Service

Years of Service is measured in years and days. A period of 365 days of service shall constitute one Year of Service. Service includes periods of prior service if the participant was vested upon prior termination or if the prior Years of Service exceeds the number of one-year periods of severance since prior termination.

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Benefit Years of Service

Benefit Years of Service is measured in years and days. A period of 365 days of service shall constitute one Benefit Year of Service. Benefit Years of Service under the Prior Plan is limited to service prior to November 22, 1994 and may not exceed 30 years. Benefit Years of Service under the Current Plan does not include service prior to November 22, 1994.

Average Final Earnings
Current Plan

The average of the highest 5 consecutive years of Earnings in the last 10 Benefit Years of Service.

Prior Plan

The average of the highest 60 consecutive months of Earnings in the last 180 months of Benefit Years of Service.

Earnings

All amounts paid by an employer which include regular compensation, amounts paid for overtime, and other forms of additional compensation determined by an established formula.

Covered Compensation

The average (without indexing) of the Social Security Wage Bases for the 35 years ending in the year the Employee attains Normal Retirement Age. If an Employee leaves the Company before Normal Retirement Age, the wage base at the time of termination will be projected, without increases, to the Normal Retirement Age.

Primary Social Security Benefit

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

Actuarial Equivalent

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

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

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

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

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

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

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	\$5,871,706	January 1, 2010	6	\$1,090,337
Shortfall	\$4,042,980	January 1, 2011	7	\$665,189

Schedule SB Attachment (Form 5500)—2011 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2011

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		30	2					
35-39		1		72	14	1				
40-44				79	58	9	2			
45-49		1		87	74	29	12			
50-54				67	57	27	11	3		
55-59				61	41	21	9	7	2	
60-64				42	31	10	2	2	1	
65-69				8	10	2				
70+				4	4		1			

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**ADVANCEPCS
RETIREMENT PLAN**

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

**SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011**

	<u>Identity of issue, borrower, lessor or similar party</u>	<u>Description of investment including maturity date, rate of interest, collateral, par or maturity value</u>	<u>Cost</u>	<u>Current value</u>
*	JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	\$ 2,370,874	<u>\$ 2,370,874</u>
*	Party-in-interest			

**ADVANCEPCS
RETIREMENT PLAN**

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

**SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2011**

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>Series of transactions in excess of 5% of Plan assets</i>								
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash		\$ 3,115,292			\$ 3,115,292	\$ 3,115,292	\$ -
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	\$ 5,485,696				5,485,696	5,485,696	-