

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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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>CARESAVE 401(K) RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>021</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/30/1992</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>021</u>	1c Effective date of plan <u>11/30/1992</u>	
1b Three-digit plan number (PN) ▶	<u>021</u>				
1c Effective date of plan <u>11/30/1992</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>CVS CAREMARK CORPORATION</u> <u>ONE CVS DRIVE</u> <u>C/O HR RETIREMENT BENEFITS</u> <u>WOONSOCKET, RI 02895</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>05-0494040</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>401-770-3604</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541600</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>05-0494040</u>	2c Sponsor's telephone number <u>401-770-3604</u>	2d Business code (see instructions) <u>541600</u>	
2b Employer Identification Number (EIN) <u>05-0494040</u>					
2c Sponsor's telephone number <u>401-770-3604</u>					
2d Business code (see instructions) <u>541600</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	NANCY GERSENY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2012	NANCY GERSENY
	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 ONE CVS DRIVE C/O HR RETIREMENT BENEFITS 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	18023
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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	13422
b Retired or separated participants receiving benefits.....	6b	2
c Other retired or separated participants entitled to future benefits.....	6c	3124
d Subtotal. Add lines 6a , 6b , and 6c	6d	16548
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	8
f Total. Add lines 6d and 6e	6f	16556
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	10793
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	943

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:

2E 2F 2G 2J 2K 2R 2T 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) ☒ 1 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

<div><div>SCHEDULE A</div><div>(Form 5500)</div><div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection</div>
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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 CARESAVE 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	021
C Plan sponsor's name as shown on line 2a of Form 5500 CVS CAREMARK CORPORATION	D Employer Identification Number (EIN) 05-0494040	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	517595	16556	01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.
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(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end	5	254286857

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add b and c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract e(5) from d)	7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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>CARESAVE 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>021</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CVS CAREMARK CORPORATION</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
PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Enter name and EIN or address of person who provided you disclosure 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)

PERSHING, LLC

13-2741729

(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?
50 64 65	OTHER SERVICES	36383	Yes ☒ No ☐	Yes ☐ No ☒	686	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?
14 26 27	PLAN ADMINISTRATOR	57652	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PORTER WRIGHT MORRIS

31-4373657

(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	LEGAL	48816	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 37 50 64	CONTRACT ADMINISTRATOR	166412	Yes ☒ No ☐	Yes ☒ No ☐	23828	Yes ☐ No ☒

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

MOHLER NIXON & 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	ACCOUNTANT	24150	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WILSHIRE ASSOCIATES INC

95-2755361

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	21869	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
PRINCIPAL LIFE INSURANCE COMPANY	13 37 50 64	23828

(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.
PERSHING, LLC 13-2741729	PRINCIPAL SELF DIRECTED BROKERAGE ACCOUNT FEES

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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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
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; 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 01/01/2011 and ending 12/31/2011

A Name of plan <u>CARESAVE 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN)	<u>021</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CVS CAREMARK CORPORATION</u>	D Employer Identification Number (EIN) <u>05-0494040</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LGCAP GROWTH SEP ACCT-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-018</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>45685562</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LGCAP S&P 500 INDEX SA-I5</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-016</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>58274653</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN SMCAP S&P 600 INDEX SA-R6</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-028</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>23306480</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN MIDCAP S&P 400 IDX SA-I3</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-023</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>17258776</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LIFETM 2010 SEP ACCT-I3</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-075</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14746190</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LIFETM 2020 SEP ACCT-I3</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-076</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>21539217</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRIN LIFETM 2030 SEP ACCT-I3</u>			
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>			
c EIN-PN <u>42-0127290-077</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>22631193</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: [PRIN LIFETM 2040 SEP ACCT-I3](#)
b Name of sponsor of entity listed in (a): [PRINCIPAL LIFE INSURANCE COMPANY](#)

c EIN-PN 42-0127290-078	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21439744
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PRIN LIFETM 2050 SEP ACCT-I3](#)
b Name of sponsor of entity listed in (a): [PRINCIPAL LIFE INSURANCE COMPANY](#)

c EIN-PN 42-0127290-079	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7495537
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PRIN LIFETM STR INC SA-I3](#)
b Name of sponsor of entity listed in (a): [PRINCIPAL LIFE INSURANCE COMPANY](#)

c EIN-PN 42-0127290-080	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4069219
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PRINCIPAL STABLE VAL PREF FD](#)
b Name of sponsor of entity listed in (a): [UNION BOND & TRUST COMPANY](#)

c EIN-PN 93-6274328-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 101658740
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a Name of MTIA, CCT, PSA, or 103-12 IE: [PRIN SMALLCAP VALUE II SA-R6](#)
b Name of sponsor of entity listed in (a): [PRINCIPAL LIFE INSURANCE COMPANY](#)

c EIN-PN 42-0127290-096	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17840286
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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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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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>CARESAVE 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px;">021</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CVS CAREMARK CORPORATION</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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1333872	1186237
(2) Participant contributions	1b(2)	1246084	1191956
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	628986	881868
(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)	0	11
(B) Common	1c(4)(B)	3813519	4449586
(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)	17080908	17628993
(9) Value of interest in common/collective trusts.....	1c(9)	98771641	101658740
(10) Value of interest in pooled separate accounts.....	1c(10)	262029228	254286857
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	219405613	217936646
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	588694	20989

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	12836041	12411067
(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	617734586	611652950

Liabilities

g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	617734586	611652950
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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)	18841824	
(B) Participants	2a(1)(B)	39794360	
(C) Others (including rollovers)	2a(1)(C)	5836135	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		64472319

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	759984	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		759984
(2) Dividends: (A) Preferred stock	2b(2)(A)	6	
(B) Common stock	2b(2)(B)	92659	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4274979	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4367644
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2359195	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1730558	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		628637

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other	2b(5)(B)	931531	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		931531
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2314474
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-4136816
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-11539337
c Other income.....	2c		-2632
d Total income. Add all income amounts in column (b) and enter total.....	2d		57795804

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	63696639	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	1586	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		63698225
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		47071
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	69258	
(2) Contract administrator fees	2i(2)	204207	
(3) Investment advisory and management fees	2i(3)	81817	
(4) Other	2i(4)	3247	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		358529
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		64103825

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-6308021
l Transfers of assets:			
(1) To this plan.....	2l(1)		660347
(2) From this plan	2l(2)		433962

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

(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	0
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	0
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	0
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	0
e Was this plan covered by a fidelity bond?.....	X		1000000
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.			
4n			

- 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)

401(K) PLAN AND THE EMPLOYEE STOCK OWNERSHIP PLAN OF CVS CAREMARK CORP AND AFFILIATED COMPANIES

5b(2) EIN(s)	5b(3) PN(s)
05-0494040	017

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 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 <u>CARESAVE 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>021</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CVS CAREMARK CORPORATION</u>	D Employer Identification Number (EIN) <u>05-0494040</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-0127290</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

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

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

CareSave 401(k) Retirement Savings Plan
Financial Statements
December 31, 2011 and 2010

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule December 31, 2011 and 2010

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**REPORT OF INDEPENDENT AUDITORS****To the Participants and
Plan Administrator of the
CareSave 401(k) Retirement Savings Plan**

We were engaged to audit the financial statements and supplemental schedule of the CareSave 401(k) Retirement Savings Plan (the Plan) as of December 31, 2011 and 2010, and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), as amended, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Principal Trust Company (Principal), the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that Principal holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from Principal as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the Plan Administrator by Principal 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 schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is 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 schedule, other than that derived from the information certified by Principal, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Mohler, Nixon & Williams

MOHLER, NIXON & WILLIAMS
Accountancy Corporation

Campbell, California
October 11, 2012

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2011	2010
	<u> </u>	<u> </u>
Assets:		
Investments, at fair value	<u>\$ 591,645,764</u>	<u>\$ 598,073,722</u>
Receivables		
Participants' contributions receivable	1,191,956	1,246,084
Employer's contributions receivable	1,186,237	1,333,872
Notes receivable from participants	<u>17,628,993</u>	<u>17,080,908</u>
Total receivables	<u>20,007,186</u>	<u>19,660,864</u>
Net assets available for benefits at fair value	611,652,950	617,734,586
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(2,309,999)</u>	<u>(1,976,936)</u>
Net assets available for benefits	<u><u>\$ 609,342,951</u></u>	<u><u>\$ 615,757,650</u></u>

See accompanying notes to financial statements.

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2011

Additions to net assets attributed to:

Investment and other income (loss):

Dividends and interest \$ 7,109,040

Net realized and unrealized depreciation
in fair value of investments (14,118,618)

(7,009,578)

Contributions:

Participants' 45,630,495

Employer's 18,841,824

64,472,319

Total additions

57,462,741

Deductions from net assets attributed to:

Withdrawals and distributions 63,745,296

Administrative expenses 358,529

Total deductions

64,103,825

Net decrease prior to transfers

(6,641,084)

Transfers of assets:

To the Plan 660,347

From the Plan (433,962)

Net decrease in net assets

(6,414,699)

Net assets available for benefits:

Beginning of year 615,757,650

End of year \$ 609,342,951

See accompanying notes to financial statements.

CARESAVE 401(k) RETIREMENT SAVINGS 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 CareSave 401(k) Retirement Savings 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 defined contribution plan that was established in 1998 by Caremark Rx, L.L.C., formerly known as Caremark Rx, Inc. (the Company) to provide benefits to eligible regular full-time, part-time and per diem employees of the Company and its affiliates, as defined in the Plan document. Effective March 22, 2007, the Company merged with CVS Corporation. Effective September 23, 2008, sponsorship of the Plan transferred from the Company to CVS Caremark Corporation. The Plan is currently designed to be qualified under the applicable requirements of the Internal Revenue Code (the Code), as amended, and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Administration - CVS Caremark Corporation has appointed a Benefit Plans Committee (the Committee) to manage the operation and administration of the Plan. The Committee further named an Administrative Subcommittee and an Investment Subcommittee, and delegated certain fiduciary duties to each of these committees. CVS Caremark Corporation has contracted with Principal Trust Company to act as the trustee and custodian and to process and maintain the records of participant data. Substantially all expenses incurred for administering the Plan 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, and disclosure of contingent assets and liabilities. 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 payments are recorded when paid.

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

Forfeited accounts - Forfeited nonvested accounts may be used to pay Plan administrative expenses or reduce future employer contributions. Forfeitures utilized to reduce the employer's contribution in calendar year 2012 related to employer match for the year ended December 31, 2011 amounted to approximately \$236,000.

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

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net depreciation includes the Plan's gains and losses on investments bought or sold as well as held during the year.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan has a fully benefit-responsive common/collective trust as an investment.

The statements of net assets available for benefits present the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Notes receivable from participants - Notes receivable from participants (notes receivable) are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the Plan document.

Income taxes - The Plan has been amended since receiving its latest favorable determination letter dated April 2, 2009. CVS Caremark Corporation believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

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. In addition, though frozen to new contributions, CVS Caremark Corporation common stock is included in the Plan's investments. 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 participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

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.

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

Subsequent events - The Plan has evaluated subsequent events through October 11, 2012, which is the date the financial statements were available to be issued.

NOTE 2 - FAIR VALUE MEASUREMENTS^[RDK4]

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

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

Level 2 - Inputs to the valuation methodology include:

- Quoted market prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

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 methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Mutual funds, pooled separate accounts and common/collective trust: Valued using the market approach at the net asset value (NAV) of shares held by the Plan at year end.

Self-directed brokerage accounts: Valued at the closing price reported or NAV on the active market on which the underlying individual securities are traded.

Employer securities: Valued at the closing price on the active market on which the securities are traded.

The methods 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 methods are 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.

CARESAVE 401(k) RETIREMENT SAVINGS 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:

	Assets at fair value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Common/collective trust:				
Fixed income fund	\$ -	\$101,658,740	\$ -	\$101,658,740
Pooled separate accounts:				
Growth funds		45,685,562		45,685,562
Value funds		17,840,286		17,840,286
Blend funds		98,839,909		98,839,909
Target date funds		91,921,100		91,921,100
Total pooled separate accounts	-	254,286,857	-	254,286,857
Mutual funds:				
Bond funds	60,254,102			60,254,102
Growth funds	77,203,871			77,203,871
Value funds	76,883,779			76,883,779
Total mutual funds	214,341,752	-	-	214,341,752
Employer securities	13,241,360			13,241,360
Self-directed brokerage accounts	8,117,055			8,117,055
Total assets at fair value	\$235,700,167	\$355,945,597	\$ -	\$591,645,764

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

	Assets at fair value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Common/collective trust:				
Fixed income fund	\$ -	\$ 98,771,641	\$ -	\$ 98,771,641
Pooled separate accounts:				
Growth funds		52,037,479		52,037,479
Value funds		18,996,882		18,996,882
Blend funds		98,903,788		98,903,788
Target date funds		92,091,079		92,091,079
Total pooled separate accounts	-	262,029,228	-	262,029,228
Mutual funds:				
Bond funds	60,050,536			60,050,536
Growth funds	75,727,290			75,727,290
Value funds	79,797,191			79,797,191
Total mutual funds	215,575,017	-	-	215,575,017
Employer securities	13,294,246			13,294,246
Self-directed brokerage accounts	8,403,590			8,403,590
Total assets at fair value	\$237,272,853	\$360,800,869	\$ -	\$598,073,722

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

The following represents information for investments held at December 31, 2011 reported using NAV as an estimate of fair value in accordance with ASU 2009-12, *Fair Value Measurements and Disclosures*.

Principal Stable Value Fund - The objective of the fund is to provide a diversified group of investments offering competitive levels of yield consistent with stable fixed-income methodology and assumption of investment risk for preservation of capital, stability and predictability of returns, liquidity to pay Plan benefits and high credit quality. The fund seeks to achieve this objective by investing in conventional, synthetic and separate account investments contracts issued by life insurance companies, banks and other financial institutions.

Withdrawals from the fund for benefit payments and participant transfers to noncompeting options to be paid to Plan participants shall be made within 30 days after written notification has been received and are considered to be made immediately subject to the fund trustee's approval. All other withdrawals are made one year after notification is received from the participating plan. The fund trustee reserves the right to grant a withdrawal earlier than that if there are sufficient cash assets to satisfy the withdrawal and it is not determined to be the best interest of the fund.

Columbus Circle Investors Large Cap Growth Separate Account - The investment primarily invests in common stocks of large capitalization companies with strong earnings growth potential. It normally invests the majority of assets in companies with large market capitalizations at the time of purchase. Management places strong emphasis on companies it believes are guided by high quality management teams. It also attempts to identify those companies that are market leaders possessing the ability to control pricing and margins in their respective industries. It may invest up to 25% of assets in foreign securities.

Principal Global Investors Large Cap S&P 500 Index Separate Account - The investment normally invests the majority of assets in common stocks of companies that compose the S&P 500 Index. Management attempts to mirror the investment performance of the index by allocating assets in approximately the same weightings as the S&P 500 Index. Over the long-term, management seeks a very close correlation between the performance of this fund before expenses and that of the S&P 500 Index.

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

NOTE 3 - RELATED PARTY TRANSACTIONS

Certain Plan investments are managed by Principal Trust Company, the trustee of the Plan. 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.

Aggregate investment in CVS Caremark Corporation common stock at December 31, 2011 and 2010 was as follows:

<u>Date</u>	<u>Number of shares</u>	<u>Fair value</u>
2011	284,284	\$13,241,360*
2010	369,170	\$13,294,246*

* The Company Common Stock Fund includes cash of approximately \$830,000 and \$459,000 as of December 31, 2011 and 2010, respectively, to allow the timely handling of exchanges, withdrawals and distributions.

NOTE 4 - PARTICIPATION AND BENEFITS

Participant contributions - Participants may elect to have CVS Caremark Corporation contribute their eligible pre-tax compensation to the Plan up to the amount allowable under the Plan document and current income tax regulations. Participants who have CVS Caremark Corporation contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Contributions withheld are invested in accordance with the participant's direction.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Employer contributions - The Company is allowed to make contributions to the Plan in the form of matching contributions or profit sharing contributions, as defined in the Plan, and as approved by the Board of Directors. In 2011, the Company matched 100% of the first 3% and 50% of the next 2% of each participant's eligible compensation that a participant contributed to the Plan.

Vesting - Participants are immediately vested in their entire account, including employer contributions.

Participant accounts - Each participant's account is credited with the participant's contribution, Plan earnings or losses and an allocation of the Company's contribution, if any. Allocation of the Company's contribution is based on participant contributions and eligible employee compensation, as defined in the Plan.

Payment of benefits - Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount or installments over a period of years equal to the value of the participant's interest in their account. The Plan allows for the automatic lump sum distribution of participant account balances that do not exceed \$1,000.

Notes receivable from participants - The Plan allows participants to borrow not less than \$1,000 and up to the lesser of \$50,000 or 50% of their account balance. Notes receivable are secured by the participant's balance. Such notes receivable bear interest at the available market financing rates and must be repaid to the Plan within a five-year period, unless the proceeds are used for the purchase of a principal residence in which case the maximum repayment period may be longer. The specific terms and conditions of such notes receivable are established by the Plan Administrator. Outstanding notes receivable at December 31, 2011 carry interest rates ranging from 4.25% to 10%.

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

NOTE 5 - CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2011 and 2010, and net realized and unrealized depreciation, interest and dividends for the year ended December 31, 2011, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Principal Trust Company 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 table 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>
Principal Stable Value Fund	\$101,658,740	\$ 98,771,641
Columbus Circle Investors Large Cap Growth Separate Account	45,685,562	52,037,478
Principal Global Investors Large Cap S&P 500 Index Separate Account	58,274,653	57,453,957
PIMCO Total Return Administrative Fund	56,162,651	58,650,816
Dodge & Cox Stock Fund	49,479,376	52,488,173
Fidelity Diversified International Fund	43,468,900	53,747,898

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows for the year ended December 31, 2011:

Pooled separate accounts	(\$ 4,137,116)
Mutual funds	(11,567,785)
Common stock	1,552,268
Other	<u>34,015</u>
	<u>(\$ 14,118,618)</u>

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2011 AND 2010

NOTE 6 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2011</u>	<u>2010</u>
Net assets available for benefits per the financial statements	\$609,342,951	\$615,757,650
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>2,309,999</u>	<u>1,976,936</u>
Net assets available for benefits per the Form 5500	<u>\$611,652,950</u>	<u>\$617,734,586</u>

The following is a reconciliation of the affected components of the changes in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2011:

	<u>Amount per the financial statements</u>	<u>Adjustment</u>	<u>Amount per the Form 5500</u>
Net investment and other income (loss)	(\$7,009,578)	\$333,063	(\$6,676,515)

NOTE 7 - PLAN TERMINATION OR MODIFICATION

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA.

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 8 - SUBSEQUENT EVENTS

Effective September 19, 2012, the Management Planning and Development Committee resolved to merge the Plan into the 401(k) Plan and Employee Stock Ownership Plan of the CVS Caremark Corporation and Affiliated Companies (Future Fund) effective December 31, 2012. All eligible Plan participants shall become Future Fund participants effective January 1, 2013.

Effective October 5, 2012, the Self Directed Brokerage Accounts in the Plan were frozen to new contributions and all amounts will be transferred out of these accounts by December 21, 2012.

SUPPLEMENTAL SCHEDULE

CARESAVE 401(k) RETIREMENT SAVINGS PLAN

EIN: 05-0494040

PLAN #021

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

Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Current value
* Principal Stable Value Fund	Common/Collective Trust	\$ 101,658,740
* Principal LifeTime Strategic Income Fund	Pooled Separate Account	4,069,219
* Principal LifeTime 2010 Separate Account	Pooled Separate Account	14,746,190
* Principal LifeTime 2020 Separate Account	Pooled Separate Account	21,539,217
* Principal LifeTime 2030 Separate Account	Pooled Separate Account	22,631,193
* Principal LifeTime 2040 Separate Account	Pooled Separate Account	21,439,744
* Principal LifeTime 2050 Separate Account	Pooled Separate Account	7,495,537
* Columbus Circle Investors Large Cap Growth Separate Account	Pooled Separate Account	45,685,562
* Principal Global Investors Large Cap S&P 500 Index Separate Account	Pooled Separate Account	58,274,653
* DFA/Vaughan Nelson/LA Capital Small Cap Value II Separate Account	Pooled Separate Account	17,840,286
* Principal Global Investors MidCap S&P 400 Index Separate Account	Pooled Separate Account	17,258,776
* Principal Global Investors SmallCap S&P 600 Index Separate Account	Pooled Separate Account	23,306,480
PIMCO Total Return Administrative Fund	Mutual Fund	56,162,651
Vanguard Inflation-Protected Securities Admiral Fund	Mutual Fund	11,141,812
Vanguard Total Bond Market Index Institutional Fund	Mutual Fund	4,091,451
Oakmark Equity & Income I Fund	Mutual Fund	27,404,403
Dodge & Cox Stock Fund	Mutual Fund	49,479,376
Vanguard Explorer Admiral Fund	Mutual Fund	20,263,891
Fidelity Diversified International Fund	Mutual Fund	43,468,900
Vanguard Developed Markets Index Institutional Fund	Mutual Fund	2,329,268
Self-directed brokerage accounts	Mutual Funds and Common Stock	8,117,055
* CVS Caremark Corporation Stock Fund	Employer Securities **	13,241,360
* Participant loans	Interest rates ranging from 4.25% to 10%	17,628,993
Total		<u>\$ 609,274,757</u>

* Party-in-interest

** Fund account includes cash as of December 31, 2011 to allow for the timely handling of exchanges, withdrawals and distributions

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
 PLAN NUMBER 021
 PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	USAA	Registered Investment Company *USAA PRECIOUS METALS AND MINERAL FUND	\$ 0.00	\$ 20,440.46
	ABBOTT LABORATORIES	Corporate Stock - Common ABBOTT LABS COM	\$ 0.00	\$ 16,869.00
	ACADIA HEALTHCARE COMPANY INC	Corporate Stock - Common ACADIA HEALTHCARE COINC COM	\$ 0.00	\$ 2,492.50
	ACTIVISION BLIZZARD INC	Corporate Stock - Common ACTIVISION BLIZZARD INC COM	\$ 0.00	\$ 6,160.00
	ADVANCE AMERICA, CASH ADVANCE CENTE	Corporate Stock - Common ADVANCE AMER CASH ADVANCE CTRS INC C/AEFF	\$ 0.00	\$ 4,475.00
	ADVANCED BATTERY TECHNOLOGIES INC	Corporate Stock - Common ADVANCED BATTERY TECHNOLOGIES INC COM	\$ 0.00	\$ 430.00
	ADVANCED MICRO DEVICES, INC.	Corporate Stock - Common ADVANCED MICRO DEVICES INC COM	\$ 0.00	\$ 2,700.00
	AGFEED INDUSTRIES INC	Corporate Stock - Common AGFEED INDS INC COM	\$ 0.00	\$ 178.60
	AGNICO-EAGLE MINES LTD	Corporate Stock - Common AGNICO EAGLE MINES LTD COM	\$ 0.00	\$ 726.40
	AIRSPAN NETWORKS	Corporate Stock - Common AIRSPAN NETWORKS INCCOM PAR \$0 0003	\$ 0.00	\$ 3.51
	AK STEEL HOLDING CORPORATION	Corporate Stock - Common AK STL HLDG CORP COM	\$ 0.00	\$ 4,130.00
	ALCATEL	Corporate Stock - Common ALCATEL LUCENT SPON ADR	\$ 0.00	\$ 35.88
	ALCOA INC	Corporate Stock - Common ALCOA INC COM	\$ 0.00	\$ 4,177.95
	ALKERMES PLC	Corporate Stock - Common ALKERMES PLC SHS	\$ 0.00	\$ 8,680.00
	ALLOT COMMUNICATIONS LTD	Corporate Stock - Common ALLOT COMMUNICATIONSLTD ORD SHS	\$ 0.00	\$ 7,600.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040

PLAN NUMBER 021

PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	ALPINE FUNDS	Corporate Stock - Common ALPINE GLOBAL DYNAMIC DIVID FD COM	\$ 0.00	\$ 12,925.00
	ALPINE TOTAL DYNAMIC	Corporate Stock - Common ALPINE TOTAL DYNAMICDIVID FD COM SHS BEN	\$ 0.00	\$ 10,950.00
	ALTRIA GROUP, INC.	Corporate Stock - Common ALTRIA GROUP INC COM	\$ 0.00	\$ 8,598.50
	AMAZON.COM, INC.	Corporate Stock - Common AMAZON COM INC	\$ 0.00	\$ 64,912.50
	AMERESCO INC	Corporate Stock - Common AMERESCO INC CL A	\$ 0.00	\$ 13,720.00
	AMERICAN CAPITAL AGENCY CORP	Corporate Stock - Common AMERICAN CAP AGY CORP COM	\$ 0.00	\$ 21,060.00
	AMERICAN CAPITAL LTD	Corporate Stock - Common AMERICAN CAPITAL LTDCOM	\$ 0.00	\$ 1,346.00
	AMERICAN CENTURY INVESTMENTS	Registered Investment Company AMERICAN CENTURY ULTRA FUND	\$ 0.00	\$ 74,757.18
	AMERICAN EAGLE OUTFITTERS, INC.	Corporate Stock - Common AMERICAN EAGLE OUTFITTERS INC NEW COM	\$ 0.00	\$ 4,587.00
	AMERICAN EXPRESS COMPANY	Corporate Stock - Common AMERICAN EXPRESS COMPANY	\$ 0.00	\$ 3,679.26
	AMERICAN HOME MORTGAGE INVESTMENT C	Corporate Stock - Common AMERICAN HOME MTG INVT CORP COM	\$ 0.00	\$ 0.30
	AMERICAN INTERNATIONAL GROUP, INC.	Corporate Stock - Common AMERICAN INTL GROUP INC COM NEW	\$ 0.00	\$ 116.00
	AMERICAN INTERNATIONAL GROUP	Corporate Stock - Preferred AMERICAN INTL GROUP INC WT EXP 01/19/21	\$ 0.00	\$ 11.02
	AMERICAN SUPERCONDUCTOR CORPORATION	Corporate Stock - Common AMERICAN SUPERCONDUCTOR CORP	\$ 0.00	\$ 369.00
	AMN HEALTHCARE SERVICES INC.	Corporate Stock - Common AMN HEALTHCARE SVCS INC COM	\$ 0.00	\$ 443.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
 PLAN NUMBER 021
 PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	AMR CORP.	Corporate Stock - Common AMR CORP DEL COM	\$ 0.00	\$ 1,050.00
	ANADIGICS INC	Corporate Stock - Common ANADIGICS INC COM	\$ 0.00	\$ 1,095.00
	ANHEUSER-BUSCH INBEV	Corporate Stock - Common ANHEUSER BUSCH INBEVSA NV SPONSORED ADR	\$ 0.00	\$ 10,368.30
	APERAM	Corporate Stock - Common APERAM N Y REGISTRY SHS	\$ 0.00	\$ 211.80
	APOLLO INVESTMENT CORPORATION	Corporate Stock - Common APOLLO INVT CORP COM	\$ 0.00	\$ 4,585.28
	APPLE COMPUTER, INC.	Corporate Stock - Common APPLE INC COM	\$ 0.00	\$ 613,575.00
	ARCELOR MITTAL	Corporate Stock - Common ARCELORMITTAL SA LUXEMBOURG N Y REGISTRY	\$ 0.00	\$ 5,456.67
	ARCHER-DANIELS-MIDLAND COMPANY	Corporate Stock - Common ARCHER DANIELS MIDLAND CO L COM	\$ 0.00	\$ 11,440.00
	ARMOUR RESIDENTIAL REIT INC	Corporate Stock - Common ARMOUR RESIDENTIAL REIT INC COM	\$ 0.00	\$ 4,547.25
	ARUBA NETWORKS INC	Corporate Stock - Common ARUBA NETWORKS INC COM	\$ 0.00	\$ 2,778.00
	AT&T, INC.	Corporate Stock - Common AT&T INC COM	\$ 0.00	\$ 56,998.60
	ATHEROGENICS, INC.	Corporate Stock - Common ATHEROGENICS INC COMNO STOCKHOLDER EQUIT	\$ 0.00	\$ 5.97
	ATHERSYS INC	Corporate Stock - Common ATHERSYS INC NEW COM	\$ 0.00	\$ 432.50
	ATWOOD OCEANICS INC.	Corporate Stock - Common ATWOOD OCEANICS INC	\$ 0.00	\$ 5,968.50
	AURICO GOLD INC.	Corporate Stock - Common AURICO GOLD INC COM ISIN#CA05155C1059	\$ 0.00	\$ 47,779.65

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
PLAN NUMBER 021
PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	AUTODESK, INC	Corporate Stock - Common AUTODESK INC COM	\$ 0.00	\$ 3,033.00
	AUTOMATIC DATA PROCESSING, INC	Corporate Stock - Common AUTOMATIC DATA PROCESSING INC COM	\$ 0.00	\$ 21,604.00
	A123 SYSTEMS INC	Corporate Stock - Common A123 SYS INC COM	\$ 0.00	\$ 3,220.00
	B & G FOODS INC	Corporate Stock - Common B & G FOODS INC NEW COM	\$ 0.00	\$ 22,403.11
	BAIDU.COM, INC.	Corporate Stock - Common BAIDU COM INC SPONS ADR REPSTG ORD SHS C	\$ 0.00	\$ 16,305.80
	BANK OF AMERICA CORP.	Corporate Stock - Common BANK AMER CORP COM	\$ 0.00	\$ 69,561.16
	BERKSHIRE HATHAWAY INC	Corporate Stock - Common BERKSHIRE HATHAWAY INC DEL CL B NEW	\$ 0.00	\$ 144,970.00
	BHP BILLITON LIMITED	Corporate Stock - Common BHP BILLITON LTD SPONSORED ADR ISIN#US08	\$ 0.00	\$ 5,297.25
	BLACKROCK CORPORATE HIGH YIELD FUND	Corporate Stock - Common BLACKROCK CORPORATE HIGH YIELD FD V INC	\$ 0.00	\$ 1,169.00
	BLACKROCK CORPORATE HIGH YIELD FUND	Corporate Stock - Common BLACKROCK CORPORATE HIGH YIELD FD VI INC	\$ 0.00	\$ 1,138.00
	BLACKROCK KELSO	Corporate Stock - Common BLACKROCK KELSO CAP CORPORATION COM	\$ 0.00	\$ 4,447.20
	BP P.L.C.	Corporate Stock - Common BP PLC SPONS ADR	\$ 0.00	\$ 79,496.40
	BROADCOM CORPORATION	Corporate Stock - Common BROADCOM CORP CL A	\$ 0.00	\$ 49,912.00
	BROADVISION INC.	Corporate Stock - Common BROADVISION INC COM PAR	\$ 0.00	\$ 21.68
	BROCADE COMMUNICATIONS SYSTEMS INC.	Corporate Stock - Common BROCADE COMMUNICATIONS SYS INC COM NEW	\$ 0.00	\$ 77,393.28

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
 PLAN NUMBER 021
 PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	BROOKFIELD ASSET MANAGEMENT INC.	Corporate Stock - Common BROOKFIELD ASSET MGMT INC VTG SHS CL A I	\$ 0.00	\$ 412.20
	BROOKFIELD INFRASTRUCTURE PARTNERS	Corporate Stock - Common BROOKFIELD INFRASTRUCTURE PARTNERS LP LT	\$ 0.00	\$ 8,420.80
	BUFFALO WILD WINGS INC.	Corporate Stock - Common BUFFALO WILD WINGS INC COM	\$ 0.00	\$ 6,751.00
	C&J ENERGY SERVICES INC	Corporate Stock - Common C&J ENERGY SVCS INC COM	\$ 0.00	\$ 313.95
	CALAMP CORP.	Corporate Stock - Common CALAMP CORP COM	\$ 0.00	\$ 850.00
	CALUMET SPECIALTY PRODUCTS PARTNERS	Corporate Stock - Common CALUMET SPECIALTY PRODS PARTNERS L P COM	\$ 0.00	\$ 10,483.20
	CAMECO CORPORATION	Corporate Stock - Common CAMECO CORP COM ISIN#CA1332111085	\$ 0.00	\$ 7,220.00
	CARBO CERAMICS INC	Corporate Stock - Common CARBO CERAMICS INC COM	\$ 0.00	\$ 12,333.00
	CARDINAL HEALTH, INC.	Corporate Stock - Common CARDINAL HEALTH INC COM	\$ 0.00	\$ 13,726.18
	CAREFUSION CORP	Corporate Stock - Common CAREFUSION CORP COM	\$ 0.00	\$ 482.79
	PERSHING LLC.	Interest Bearing Cash CASH ACCOUNT	\$ 0.00	\$ 51,575.39
	CBL & ASSOCIATES PROPERTIES INC	Corporate Stock - Common CBL & ASSOC PTYS INC REIT ISIN#US124830	\$ 0.00	\$ 5,495.00
	CENTURYTEL INC	Corporate Stock - Common CENTURYLINK INC COM	\$ 0.00	\$ 3,720.00
	CEREPLAST, INC.	Corporate Stock - Common CEREPLAST INC COM NEW	\$ 0.00	\$ 96.00
	CGM GROUP	Registered Investment Company CGM FOCUS FUND	\$ 0.00	\$ 6,673.82

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
PLAN NUMBER 021
PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	CHENIERE ENERGY PARTNERS LP	Corporate Stock - Common CHENIERE ENERGY PARTNERS L P COM UNIT RE	\$ 0.00	\$ 1,802.00
	CHESAPEAKE ENERGY CORP	Corporate Stock - Common CHESAPEAKE ENERGY CORP	\$ 0.00	\$ 15,134.91
	CHEVRON TEXACO CORPORATION	Corporate Stock - Common CHEVRON CORP NEW COM	\$ 0.00	\$ 21,280.00
	CHIMERA INVESTMENT CORPORATION	Corporate Stock - Common CHIMERA INVT CORP COM	\$ 0.00	\$ 8,323.16
	CHINA YUCHAI INTERNATIONAL LTD	Corporate Stock - Common CHINA YUCHAI INTL LTD ISIN#BMG210821051	\$ 0.00	\$ 1,406.58
	CHIPOTLE MEXICAN GRILL, INC.	Corporate Stock - Common CHIPOTLE MEXICAN GRILL INC COM	\$ 0.00	\$ 4,728.36
	CHORUS LIMITED	Corporate Stock - Common CHORUS LTD SPONS ADR ISIN#US17040V1070	\$ 0.00	\$ 2,434.00
	CISCO SYSTEMS INC.	Corporate Stock - Common CISCO SYSTEMS INC	\$ 0.00	\$ 8,117.92
	CITIGROUP INC	Corporate Stock - Common CITIGROUP INC COM NEW ISIN#US1729674242	\$ 0.00	\$ 49,331.25
	CLEAN HARBORS, INC.	Corporate Stock - Common CLEAN HBRS INC COM	\$ 0.00	\$ 2,549.20
	CLEARWIRE CORP	Corporate Stock - Common CLEARWIRE CORP NEW CL A COM	\$ 0.00	\$ 5,810.30
	CME GROUP, INC.	Corporate Stock - Common CME GROUP INC COM	\$ 0.00	\$ 12,183.50
	COACH, INC.	Corporate Stock - Common COACH INC COM	\$ 0.00	\$ 5,493.60
	THE COCA-COLA COMPANY	Corporate Stock - Common COCA COLA COMPANY	\$ 0.00	\$ 31,696.41
	CODORUS VALLEY BANCORP INC	Corporate Stock - Common CODORUS VY BANCORP INC COM	\$ 0.00	\$ 4,205.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
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 PLAN YEAR 01/01/2011 TO 12/31/2011

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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COINSTAR, INC.	Corporate Stock - Common COINSTAR INC COM	\$ 0.00	\$ 456.40
COMPASS MINERALS INTERNATIONAL INC.	Corporate Stock - Common COMPASS MINERALS INTL INC COM	\$ 0.00	\$ 6,885.00
GABELLI	Registered Investment Company COMSTOCK PARTNERS CAPITAL VALUE FUND CLA	\$ 0.00	\$ 11,217.95
COMSTOCK RESOURCES INC	Corporate Stock - Common COMSTOCK RES INC COMNEW	\$ 0.00	\$ 15,300.00
COMERGE INC	Corporate Stock - Common COMERGE INC COM	\$ 0.00	\$ 31.50
CONOCOPHILLIPS	Corporate Stock - Common CONOCOPHILLIPS COM	\$ 0.00	\$ 58,733.22
CONSOLIDATED EDISON INC	Corporate Stock - Common CONSOLIDATED EDISON INC COM	\$ 0.00	\$ 11,165.40
CONTANGO OIL & GAS CO	Corporate Stock - Common CONTANGO OIL & GAS CO COM NEW	\$ 0.00	\$ 5,818.00
CONVERTED ORGANICS INC	Corporate Stock - Common CONVERTED ORGANICS INC R/S EFF 3/5/12 1	\$ 0.00	\$ 0.05
COPANO ENERGY LLC	Corporate Stock - Common COPANO ENERGY L L C COM UNITS	\$ 0.00	\$ 5,198.40
COPART, INC.	Corporate Stock - Common COPART INC COM	\$ 0.00	\$ 9,578.00
CORE LABORATORIES N.V.	Corporate Stock - Common CORE LABORATORIES NV	\$ 0.00	\$ 22,790.00
CORNERSTONE THERAPEUTICS INC	Corporate Stock - Common CORNERSTONE THERAPEUTICS INC COM	\$ 0.00	\$ 12,079.20
COSAN LTD	Corporate Stock - Common COSAN LTD SHS A ISIN#BMG253431073	\$ 0.00	\$ 4,384.00
COSTCO WHOLESALE CORPORATION	Corporate Stock - Common COSTCO WHOLESALE CORP NEW COM	\$ 0.00	\$ 8,248.68

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
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PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	CPFL ENERGIA S.A.	Corporate Stock - Common CPFL ENERGIA SA SPONS ADR ISIN#US1261531	\$ 0.00	\$ 4,231.50
	CREE, INC.	Corporate Stock - Common CREE INC COM	\$ 0.00	\$ 2,204.00
	CSX CORPORATION	Corporate Stock - Common CSX CORPORATION	\$ 0.00	\$ 1,895.40
	CTRIP.COM INTERNATIONAL LTD	Corporate Stock - Common CTRIP COM INTL LTD AMERICAN DEP SHS ISIN	\$ 0.00	\$ 4,680.00
	Caremark RX, LLC	Employer Security CVS Caremark Stock	\$ 0.00	\$ 12,411,067.00
	CYS INVESTMENTS INC	Corporate Stock - Common CYS INVT INC COM	\$ 0.00	\$ 5,256.00
	Dodge and Cox Funds	Registered Investment Company Dodge & Cox Stock Fund	\$ 0.00	\$ 49,479,376.36
	DANAOS CORPORATION	Corporate Stock - Common DANAOS CORP COM ISIN#MHY1968P1051	\$ 0.00	\$ 6,700.00
	DAWSON GEOPHYSICAL COMPANY	Corporate Stock - Common DAWSON GEOPHYSICAL CO COM	\$ 0.00	\$ 3,953.00
	DEERE & COMPANY	Corporate Stock - Common DEERE & CO	\$ 0.00	\$ 7,735.00
	DEJOUR ENERGY INC.	Corporate Stock - Common DEJOUR ENERGY INC COM ISIN#CA24486R1038	\$ 0.00	\$ 15,600.00
	DENDREON CORPORATION	Corporate Stock - Common DENDREON CORP COM	\$ 0.00	\$ 4,560.00
	DENISON MINES CORP	Corporate Stock - Common DENISON MINES CORP COM ISIN#CA2483561072	\$ 0.00	\$ 1,250.00
	DEPOMED INC	Corporate Stock - Common DEPOMED INC COM	\$ 0.00	\$ 1,036.00
	DEVON ENERGY CORPORATION	Corporate Stock - Common DEVON ENERGY CORP NEW COM	\$ 0.00	\$ 7,750.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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EIN 05 0494040
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 PLAN YEAR 01/01/2011 TO 12/31/2011

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	DEVRY INC.	Corporate Stock - Common DEVRY INC DEL COM	\$ 0.00	\$ 7,692.00
	DIANA SHIPPING INC	Corporate Stock - Common DIANA SHIPPING INC COM	\$ 0.00	\$ 179.52
	DIGERATI TECHNOLOGIES INC	Corporate Stock - Common DIGERATI TECHNOLOGIES INC COM	\$ 0.00	\$ 1.78
	DIGITALGLOBE INC	Corporate Stock - Common DIGITALGLOBE INC COMNEW	\$ 0.00	\$ 14,372.40
	THE WALT DISNEY COMPANY	Corporate Stock - Common DISNEY WALT CO DISNEY COM	\$ 0.00	\$ 1,875.00
	DOLLAR GENERAL CORP	Corporate Stock - Common DOLLAR GEN CORP NEW COM	\$ 0.00	\$ 617.10
	DOMINI	Registered Investment Company DOMINI INTERNATIONAL SOCIAL EQUITY FUND	\$ 0.00	\$ 3,848.29
	DOMINI SOCIAL INVESTMENTS	Registered Investment Company DOMINI SOCIAL EQUITY FUND	\$ 0.00	\$ 3,911.54
	THE DOW CHEMICAL COMPANY	Corporate Stock - Common DOW CHEM CO	\$ 0.00	\$ 14,380.00
	DREAMWORKS ANIMATION SKG, INC.	Corporate Stock - Common DREAMWORKS ANIMATIONSKG INC CL A	\$ 0.00	\$ 8,297.50
	DRYSHIPS INC	Corporate Stock - Common DRYSHIPS INC COM SHS	\$ 0.00	\$ 7,300.00
	E. I. DUPONT DE NEMOURS AND COMPANY	Corporate Stock - Common DU PONT E I DE NEMOURS & CO COM	\$ 0.00	\$ 4,578.00
	DUKE REALTY CORPORATION	Corporate Stock - Common DUKE REALTY CORP COM NEW	\$ 0.00	\$ 7,230.00
	DYNAMICS MATERIALS CORP	Corporate Stock - Common DYNAMIC MATERIALS INC (DE) FORMALLY (CO)	\$ 0.00	\$ 1,978.00
	E-COMMERCE CHINA DANGDANG INC	Corporate Stock - Common E COMMERCE CHINA DANGDANG INC SPONS ADS	\$ 0.00	\$ 13,182.40

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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E*TRADE FINANCIAL CORPORATION	Corporate Stock - Common E TRADE FINL CORP COM NEW	\$ 0.00	\$ 79,679.60
EASTMAN KODAK COMPANY	Corporate Stock - Common EASTMAN KODAK CO COM	\$ 0.00	\$ 487.13
EATON VANCE DISTRIBUTORS, INC.	Registered Investment Company EATON VANCE DIVIDEND BUILDER CLASS A	\$ 0.00	\$ 18,746.81
EATON VANCE	Corporate Stock - Common EATON VANCE ENHANCED EQUITY INCOME FD II	\$ 0.00	\$ 1,021.00
EATON VANCE	Corporate Stock - Common EATON VANCE TAX MANAGED BUY WRITE OPPORT	\$ 0.00	\$ 1,028.00
ELI LILLY AND COMPANY	Corporate Stock - Common ELI LILLY & CO COM	\$ 0.00	\$ 25,725.64
EMC INSURANCE GROUP INC	Corporate Stock - Common EMC INS GROUP INC COM	\$ 0.00	\$ 4,114.00
EMERSON ELECTRIC CO	Corporate Stock - Common EMERSON ELEC CO COM	\$ 0.00	\$ 9,318.00
ENBRIDGE INC	Corporate Stock - Common ENBRIDGE INC COM ISIN#CA29250N1050	\$ 0.00	\$ 1,870.50
ENERPLUS CORPORATION	Corporate Stock - Common ENERPLUS CORP COM ISIN#CA2927661025	\$ 0.00	\$ 23,800.80
ETF SECURITIES LTD	Corporate Stock - Common ETFS SILVER TR SILVER SHS ETF	\$ 0.00	\$ 3,302.40
AMERICAN FUNDS GROUP	Registered Investment Company EUROPACIFIC GROWTH FUND CLASS A	\$ 0.00	\$ 68,978.68
EVERGREEN SOLAR INC	Corporate Stock - Common EVERGREEN SOLAR INC COM NEW	\$ 0.00	\$ 0.21
EXPRESS SCRIPTS, INC.	Corporate Stock - Common EXPRESS SCRIPTS INC COM MER EFF 4/3/12	\$ 0.00	\$ 7,373.85
EXXON MOBIL CORPORATION	Corporate Stock - Common EXXON MOBIL CORP COM	\$ 0.00	\$ 35,175.40

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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Fidelity Investments	Registered Investment Company Fidelity Diversified Intl Fund	\$ 0.00	\$ 43,468,899.69
FREDDIE MAC	Corporate Stock - Common FEDERAL HOME LN MTG CORP COM	\$ 0.00	\$ 6,360.00
FEDERAL NATIONAL MORTGAGE ASSOCIATI	Corporate Stock - Common FEDERAL NATL MTG ASSN COM	\$ 0.00	\$ 2,140.77
FEDERATED INVESTORS, INC.	Registered Investment Company FEDERATED CAPITAL RESERVES	\$ 0.00	\$ 1,763,620.87
FEDERATED	Registered Investment Company FEDERATED PRUDENT BEAR FUND CLASS A	\$ 0.00	\$ 11,622.34
FIDELITY	Registered Investment Company FIDELITY ADVISOR NEWINSIGHTS FUND CLASS	\$ 0.00	\$ 25,922.22
FIDELITY INVESTMENTS	Registered Investment Company FIDELITY ADVISOR STRATEGIC INCOME CLASS	\$ 0.00	\$ 71,078.21
FIDELITY GROUP	Registered Investment Company FIDELITY EQUITY DIVIDEND INCOME FUND	\$ 0.00	\$ 21,612.89
FIDELITY INVESTMENTS	Registered Investment Company FIDELITY LATIN AMERICA FUND	\$ 0.00	\$ 15,638.95
FIDELITY INVESTMENTS	Registered Investment Company FIDELITY SELECT SOFTWARE FUND	\$ 0.00	\$ 12,590.45
FIRST SOLAR INC	Corporate Stock - Common FIRST SOLAR INC COM	\$ 0.00	\$ 3,376.00
FIRST TRUST	Corporate Stock - Common FIRST TR DOW JONES SELECT MICROCAP INDEX	\$ 0.00	\$ 16,064.00
FIRST TRUST	Corporate Stock - Common FIRST TR ISE REVERE NAT GAS INDEX FD COM	\$ 0.00	\$ 1,819.00
FLAGSTAR BANCORP INC	Corporate Stock - Common FLAGSTAR BANCORP INCCOM NEW	\$ 0.00	\$ 606.00
FLOTEK INDUSTRIES INC.	Corporate Stock - Common FLOTEK INDS INC DEL COM	\$ 0.00	\$ 1,693.20

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	FORD MOTOR COMPANY	Corporate Stock - Common FORD MOTOR CO DEL COM PAR	\$ 0.00	\$ 72,791.40
	FOREST OIL CORP	Corporate Stock - Common FOREST OIL CORP COM	\$ 0.00	\$ 6,775.00
	FORMFACTOR INC.	Corporate Stock - Common FORMFACTOR INC COM	\$ 0.00	\$ 1,012.00
	FOSSIL, INC.	Corporate Stock - Common FOSSIL INC COM	\$ 0.00	\$ 7,936.00
	FRANCE TELECOM	Corporate Stock - Common FRANCE TELECOM SPONSORED ADR	\$ 0.00	\$ 7,830.00
	FRANKLIN TEMPLETON INVESTMENTS	Registered Investment Company FRANKLIN GOLD AND PRECIOUS METALS FUND C	\$ 0.00	\$ 521.70
	FREEPORT-MCMORAN COPPER & GOLD INC.	Corporate Stock - Common FREEPORT-MCMORAN COPPER & GOLD INC CLB	\$ 0.00	\$ 18,395.00
	FRONTIER COMMUNICATIONS CORP	Corporate Stock - Common FRONTIER COMMUNICATIONS CORP COM	\$ 0.00	\$ 12,607.20
	FRONTLINE LTD.	Corporate Stock - Common FRONTLINE LTD SHS ISIN#BMG3682E1277	\$ 0.00	\$ 11,491.03
	FUELCELL ENERGY, INC.	Corporate Stock - Common FUELCELL ENERGY INC COM	\$ 0.00	\$ 610.40
	GARMIN LTD	Corporate Stock - Common GARMIN LTD SHS ISIN#CH0114405324	\$ 0.00	\$ 6,966.75
	GENERAL ELECTRIC COMPANY (GE)	Corporate Stock - Common GENERAL ELECTRIC CO COM	\$ 0.00	\$ 11,981.79
	GENERAL MOTORS CORPORATION	Corporate Stock - Common GENERAL MTRS CO COM	\$ 0.00	\$ 6,081.00
	GERDAU S.A.	Corporate Stock - Common GERDAU S A SPONSOREDADR	\$ 0.00	\$ 2,343.00
	GILEAD SCIENCES, INC.	Corporate Stock - Common GILEAD SCIENCES INC	\$ 0.00	\$ 5,116.25

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
 PLAN NUMBER 021
 PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	THE GOLDMAN SACHS GROUP INC.	Corporate Stock - Common GOLDMAN SACHS GROUP INC COM	\$ 0.00	\$ 103.63
	GOOGLE, INC.	Corporate Stock - Common GOOGLE INC CL A	\$ 0.00	\$ 48,442.50
	GREEN MOUNTAIN COFFEE, INC.	Corporate Stock - Common GREEN MTN COFFEE ROASTERS INC COM	\$ 0.00	\$ 4,485.00
	GROUPON, INC.	Corporate Stock - Common GROUPON INC COM CL A	\$ 0.00	\$ 3,094.50
	GT ADVANCED TECHNOLOGIES INC	Corporate Stock - Common GT ADVANCED TECHNOLOGIES INC COM	\$ 0.00	\$ 5,068.00
	GTX INC	Corporate Stock - Common GTX INC DEL COM	\$ 0.00	\$ 6,720.00
	GUANGZHOU AUTOMOBILE GROUP CO LTD	Corporate Stock - Common GUANGZHOU AUTOMOBILEGROUP CO., LTD, PRC	\$ 0.00	\$ 1,581.94
	GULFPORT ENERGY CORP	Corporate Stock - Common GULFPORT ENERGY CORPCOM NEW	\$ 0.00	\$ 2,945.00
	THE HAIN CELESTIAL GROUP, INC.	Corporate Stock - Common HAIN CELESTIAL GROUPINC COM	\$ 0.00	\$ 916.50
	HALLIBURTON COMPANY	Corporate Stock - Common HALLIBURTON CO COM	\$ 0.00	\$ 414.12
	HERBALIFE LTD	Corporate Stock - Common HERBALIFE LTD USD COM SHS ISIN#KYG4412G1	\$ 0.00	\$ 10,334.00
	HERZFELD CARIBBEAN BASIN FUND INC	Corporate Stock - Common HERZFELD CARIBBEAN BASIN FD INC COM	\$ 0.00	\$ 4,459.00
	HEWLETT-PACKARD COMPANY	Corporate Stock - Common HEWLETT PACKARD CO COM	\$ 0.00	\$ 1,545.60
	THE HOME DEPOT, INC	Corporate Stock - Common HOME DEPOT INC COM	\$ 0.00	\$ 4,204.00
	HUGOTON ROYALTY TRUST	Corporate Stock - Common HUGOTON RTY TR TEX UNIT BEN INT	\$ 0.00	\$ 94.20

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	IGATE CORPORATION	Corporate Stock - Common IGATE CORP COM	\$ 0.00	\$ 3,146.00
	INTEL CORPORATION	Corporate Stock - Common INTEL CORP COM	\$ 0.00	\$ 61,743.03
	Cash Account	Interest Bearing Cash INTEREST BEARING CASH	\$ 0.00	\$ 830,293.00
	INTERFACE, INC.	Corporate Stock - Common INTERFACE INC CL A	\$ 0.00	\$ 519.30
	INVESCO MORTGAGE CAPITAL INC	Corporate Stock - Common INVESCO MORTGAGE CAPITAL INC COM	\$ 0.00	\$ 9,975.50
	IRIDIUM COMMUNICATIONS INC	Corporate Stock - Common IRIDIUM COMMUNICATIONS INC COM	\$ 0.00	\$ 1,542.00
	ISHARES COMEX GOLD TRUST	Corporate Stock - Common ISHARES COMEX GOLD TR ISHARES	\$ 0.00	\$ 4,569.00
	BARCLAYS GLOBAL INVESTORS	Corporate Stock - Common ISHARES INC MSCI BRAZIL FREE INDEX FD	\$ 0.00	\$ 3,443.40
	ISHARES FUND	Corporate Stock - Common ISHARES SILVER TR ISHARES	\$ 0.00	\$ 5,388.00
	ISHARES TRUST	Corporate Stock - Common ISHARES TR BARCLAYS TIPS BD FD	\$ 0.00	\$ 23,338.00
	ISHARE FUNDS	Corporate Stock - Common ISHARES TR BARCLAYS 20+ TREAS BD FD	\$ 0.00	\$ 32,737.50
	ISHARES TRUST	Corporate Stock - Common ISHARES TR COHEN & STEERS REALTY MAJORSI	\$ 0.00	\$ 4,548.47
	ISHARES TRUST	Other ISHARES TR DOW JONESUS OIL & GAS EXPL &	\$ 0.00	\$ 6,142.00
	BARCLAYS GLOBAL INVESTORS	Corporate Stock - Common ISHARES TR FTSE CHINA 25 INDEX FD	\$ 0.00	\$ 2,615.25
	ISHARES TRUST	Corporate Stock - Common ISHARES TR NASDAQ BIOTECHNOLOGY INDEX FD	\$ 0.00	\$ 4,174.00

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	ISHARES TRUST	Corporate Stock - Common ISHARES TR S&P LATINAMER 40 INDEX FD	\$ 0.00	\$ 9,287.42
	ISHARES TRUST	Corporate Stock - Common ISHARES TR S&P MIDCAP 400 INDEX FD	\$ 0.00	\$ 8,761.00
	ISHARES	Corporate Stock - Common ISHARES TR S&P U S PFD STK INDEX FD	\$ 0.00	\$ 10,686.00
	ITERIS INC	Corporate Stock - Common ITERIS INC NEW COM	\$ 0.00	\$ 1,310.00
	ITT EDUCATIONAL SERVICES INC.	Corporate Stock - Common ITT EDUCATIONAL SERVICES INC. COM	\$ 0.00	\$ 5,689.00
	IVANHOE MINES, LTD.	Corporate Stock - Common IVANHOE MINES LTD ISIN#CA46579N1033	\$ 0.00	\$ 8,860.00
	JA SOLAR HOLDINGS CO LTD	Corporate Stock - Common JA SOLAR HLDGS CO LTD SPON ADR	\$ 0.00	\$ 335.00
	JACOBS ENGINEERING GROUP INC.	Corporate Stock - Common JACOBS ENGR GROUP INC COM	\$ 0.00	\$ 4,058.00
	JANUS	Registered Investment Company JANUS CONTRARIAN FUND CLASS T	\$ 0.00	\$ 17,459.56
	JDS UNIPHASE CORP	Corporate Stock - Common JDS UNIPHASE CORP COM PAR ISIN#US46612J5	\$ 0.00	\$ 20,921.76
	JOHNSON & JOHNSON	Corporate Stock - Common JOHNSON & JOHNSON COM	\$ 0.00	\$ 16,854.06
	JOHNSON CONTROLS INC.	Corporate Stock - Common JOHNSON CTLS INC COM	\$ 0.00	\$ 4,689.00
	J. P. MORGAN CHASE & CO.	Corporate Stock - Common JP MORGAN CHASE & CO COM ISIN#US46625H10	\$ 0.00	\$ 3,158.75
	KINDER MORGAN ENERGY PARTNERS, L.P.	Corporate Stock - Common KINDER MORGAN ENERGYPARTNERS L P UNIT LT	\$ 0.00	\$ 8,495.00
	KODIAK OIL & GAS CORP	Corporate Stock - Common KODIAK OIL & GAS CORP COM ISIN#CA5001501	\$ 0.00	\$ 11,400.00

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	KRAFT FOODS, INC.	Corporate Stock - Common KRAFT FOODS INC CL A	\$ 0.00	\$ 3,736.00
	KT CORPORATION	Corporate Stock - Common KT CORP SPON ADR	\$ 0.00	\$ 391.00
	L & L ENERGY INC	Corporate Stock - Common L & L ENERGY INC COM	\$ 0.00	\$ 19,425.00
	LABORATORY CORPORATION OF AMERICA H	Corporate Stock - Common LABORATORY CORP AMERHLDGS COM NEW	\$ 0.00	\$ 8,597.00
	LAS VEGAS SANDS CORP.	Corporate Stock - Common LAS VEGAS SANDS CORPCOM	\$ 0.00	\$ 8,546.00
	LEAP WIRELESS INTERNATIONAL	Corporate Stock - Common LEAP WIRELESS INTL INC COM NEW	\$ 0.00	\$ 7,432.00
	LEVEL 3 COMMUNICATIONS INC	Corporate Stock - Common LEVEL 3 COMMUNICATIONS INC COM NEW	\$ 0.00	\$ 611.64
	LIFE TECHNOLOGIES CORPORATION	Corporate Stock - Common LIFE TECHNOLOGIES CORP COM	\$ 0.00	\$ 7,782.00
	LINDSAY CORP	Corporate Stock - Common LINDSAY CORP COM	\$ 0.00	\$ 5,489.00
	LOCAL.COM CORP	Corporate Stock - Common LOCAL.COM CORP COM	\$ 0.00	\$ 2,140.00
	LOGITECH INTERNATIONAL	Corporate Stock - Common LOGITECH INTERNATIONAL SA APPLES NAMEN A	\$ 0.00	\$ 1,569.32
	LONE PINE RESOURCES INC	Corporate Stock - Common LONE PINE RES INC COM	\$ 0.00	\$ 1,282.83
	LSI LOGIC CORPORATION	Corporate Stock - Common LSI CORP COM	\$ 0.00	\$ 35.70
	LUCAS ENERGY INC	Corporate Stock - Common LUCAS ENERGY INC COMNEW	\$ 0.00	\$ 2,194.50
	MDC HOLDINGS INC.	Corporate Stock - Common M D C HLDGS INC FORMERLY M D C CORP COLO	\$ 0.00	\$ 1,763.00

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	MAD CATZ INTERACTIVE INC	Corporate Stock - Common MAD CATZ INTERACTIVE INC COM ISIN#CA55616	\$ 0.00	\$ 102.00
	MAJESCO HOLDINGS INC.	Corporate Stock - Common MAJESCO ENTERTAINMENT CO COMNEW	\$ 0.00	\$ 2,440.00
	MANAGED HIGH YIELD PLUS FD INC	Corporate Stock - Common MANAGED HIGH YIELD PLUS FD INC COM	\$ 0.00	\$ 479.25
	MARATHON OIL CORPORATION	Corporate Stock - Common MARATHON OIL CORP COM	\$ 0.00	\$ 5,854.00
	MARKEL CORP	Corporate Stock - Common MARKEL CORP COM	\$ 0.00	\$ 12,440.10
	MARKET VECTORS ETF TRUST	Corporate Stock - Common MARKET VECTORS ETF TR AGRIBUSINESS ETF	\$ 0.00	\$ 18,860.00
	MARKET VECTORS ETF TRUST	Other MARKET VECTORS ETF TR COAL ETF	\$ 0.00	\$ 6,450.00
	MARKET VECTORS ETF TRUST	Corporate Stock - Common MARKET VECTORS ETF TR STEEL ETF	\$ 0.00	\$ 2,377.50
	MATTHEWS INTERNATIONAL CAPITAL MANA	Registered Investment Company MATTHEWS ASIA GROWTH FUND INVESTOR CLASS	\$ 0.00	\$ 11,213.45
	MATTHEWS INTERNATIONAL CAPITAL MANA	Registered Investment Company MATTHEWS INDIA FUND INVESTOR CLASS	\$ 0.00	\$ 3,303.82
	MCDONALD'S CORPORATION	Corporate Stock - Common MCDONALDS CORP	\$ 0.00	\$ 8,026.40
	MCG CAPITAL CORP	Corporate Stock - Common MCG CAP CORP COM	\$ 0.00	\$ 6,982.50
	MEDCO HEALTH SOLUTIONS, INC	Corporate Stock - Common MEDCOHEALTH SOLUTIONS C/A EFF 04/03/12	\$ 0.00	\$ 21,912.80
	MEDTRONIC, INC.	Corporate Stock - Common MEDTRONIC INC	\$ 0.00	\$ 3,825.00
	MERCK & CO INC	Corporate Stock - Common MERCK & CO INC NEW COM	\$ 0.00	\$ 26,616.20

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	THE MEXICO FUND INC	Corporate Stock - Common MEXICO FD INC COM	\$ 0.00	\$ 1,092.50
	MFA MORTGAGE INVESTMENTS, INC.	Corporate Stock - Common MFA FINL INC COM	\$ 0.00	\$ 672.00
	MFS MULTIMARKET INCOME TRUST	Corporate Stock - Common MFS MULTIMARKET INCOME TRUST SHARES OF B	\$ 0.00	\$ 64,532.16
	MICROCHIP TECHNOLOGY INCORPORATED	Corporate Stock - Common MICROCHIP TECHNOLOGY INC COM	\$ 0.00	\$ 18,315.00
	MICROSOFT CORPORATION	Corporate Stock - Common MICROSOFT CORP COM	\$ 0.00	\$ 38,057.36
	MINEFINDERS CORP	Corporate Stock - Common MINEFINDERS CORP LTDC/A EFF 03/30/2012 1	\$ 0.00	\$ 1,060.00
	MOLYCORP INC	Corporate Stock - Common MOLYCORP INC DEL COM	\$ 0.00	\$ 7,194.00
	MONOLITHIC POWER SYSTEMS	Corporate Stock - Common MONOLITHIC PMR SYS INC COM	\$ 0.00	\$ 18,400.47
	FRANKLIN TEMPLETON INVESTMENTS	Registered Investment Company MUTUAL GLOBAL DISCOVERY CLASS A	\$ 0.00	\$ 22,571.33
	MYLAN LABORATORIES INC.	Corporate Stock - Common MYLAN INC COM	\$ 0.00	\$ 321.90
	NATURAL RESOURCE PARTNERS LP	Corporate Stock - Common NATURAL RESOURCE PARTNERS L P COM UNIT L	\$ 0.00	\$ 2,711.00
	NCR CORPORATION	Corporate Stock - Common NCR CORP COM	\$ 0.00	\$ 98.76
	NETSOL TECHNOLOGIES INC	Corporate Stock - Common NETSOL TECHNOLOGIES INC COM NEW	\$ 0.00	\$ 1,245.00
	NEW GOLD INC	Corporate Stock - Common NEW GOLD INC CDA COM ISIN#CA6445351068	\$ 0.00	\$ 292.32
	XICHENG INDUSTRIAL ZONE OF LUOSHAN	Corporate Stock - Common NEW ORIENTAL ENERGY & CHEM CORP COM	\$ 0.00	\$ 0.28

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	AMERICAN FUNDS GROUP	Registered Investment Company NEW PERSPECTIVE FUND CLASS A	\$ 0.00	\$ 268,246.32
	AMERICAN FUNDS	Registered Investment Company NEW WORLD FUND CLASS A	\$ 0.00	\$ 18,129.50
	NEW YORK MORTGAGE INC	Corporate Stock - Common NEW YORK MTG TR INC COM PAR	\$ 0.00	\$ 7,210.00
	NIKE, INC.	Corporate Stock - Common NIKE INC CLASS B	\$ 0.00	\$ 14,455.50
	NOKIA CORPORATION	Corporate Stock - Common NOKIA CORP SPONSORED ADR	\$ 0.00	\$ 72.30
	NORDIC AMERICAN TANKER SHIPPING LTD	Corporate Stock - Common NORDIC AMERICAN TANKERS LTD SHS ISIN#BMG	\$ 0.00	\$ 2,398.00
	NORDSTROM INC.	Corporate Stock - Common NORDSTROM INC	\$ 0.00	\$ 9,942.00
	NORTHSTAR REALTY FINANCE CORP.	Corporate Stock - Common NORTHSTAR RLTY FIN CORP COM	\$ 0.00	\$ 4,770.00
	NUPATHE INC	Corporate Stock - Common NUPATHE INC COM	\$ 0.00	\$ 1,324.80
	NYSE EURONEXT, INC.	Corporate Stock - Common NYSE EURONEXT COM	\$ 0.00	\$ 19,575.00
	Oakmark	Registered Investment Company Oakmark Equity & Income I Fund	\$ 0.00	\$ 27,404,403.36
	OCCIDENTAL PETROLEUM CORP.	Corporate Stock - Common OCCIDENTAL PETE CORPCOM	\$ 0.00	\$ 29,984.00
	OCEAN RIG UDW INC	Corporate Stock - Common OCEAN RIG UDW INC SHS ISIN#MHY643542050	\$ 0.00	\$ 305.00
	OMEGA HEALTHCARE INVESTORS INC	Corporate Stock - Common OMEGA HEALTHCARE INVS INC COM	\$ 0.00	\$ 7,740.00
	OMNIVISION TECHNOLOGIES INC.	Corporate Stock - Common OMNIVISION TECHNOLOGIES INC COM	\$ 0.00	\$ 2,447.00

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	ONEBEACON INSURANCE GROUP LTD	Corporate Stock - Common ONEBEACON INSURANCE GROUP LTD CL A COM I	\$ 0.00	\$ 6,156.00
	ONYX PHARMACEUTICALS INC.	Corporate Stock - Common ONYX PHARMACEUTICALS INC COM	\$ 0.00	\$ 21,975.00
	ORION ENERGY SYSTEMS INC	Corporate Stock - Common ORION ENERGY SYS INCCOM	\$ 0.00	\$ 295.00
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap Growth Sep Acct-R6	\$ 0.00	\$ 45,685,562.18
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCap S&P 500 Index SA-I5	\$ 0.00	\$ 58,274,652.58
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTm Str Inc SA-I3	\$ 0.00	\$ 4,069,219.02
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTm 2010 Sep Acct-I3	\$ 0.00	\$ 14,746,189.83
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTm 2020 Sep Acct-I3	\$ 0.00	\$ 21,539,216.55
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTm 2030 Sep Acct-I3	\$ 0.00	\$ 22,631,193.16
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTm 2040 Sep Acct-I3	\$ 0.00	\$ 21,439,743.92
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTm 2050 Sep Acct-I3	\$ 0.00	\$ 7,495,537.32
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap S&P 400 Idx SA-I3	\$ 0.00	\$ 17,258,776.36
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmallCap Value II SA-R6	\$ 0.00	\$ 17,840,285.87
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmCap S&P 600 Index SA-R6	\$ 0.00	\$ 23,306,480.10
*	Union Bond & Trust Company	Common/Collective Trust Principal Stable Val Pref Fd	\$ 0.00	\$101,658,740.00

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	PALATIN TECHNOLOGIES INC	Corporate Stock - Common PALATIN TECHNOLOGIES INC COM PAR	\$ 0.00	\$ 200.95
	PARNASSUS INVESTMENTS	Registered Investment Company PARNASSUS EQUITY INCOME FUND	\$ 0.00	\$ 9,410.06
	PARNASSUS INVESTMENTS	Registered Investment Company PARNASSUS FIXED INCOME FUND	\$ 0.00	\$ 8,408.46
	PARNASSUS INVESTMENTS	Registered Investment Company PARNASSUS FUND	\$ 0.00	\$ 10,462.99
	PARNASSUS	Registered Investment Company PARNASSUS WORKPLACE FUND	\$ 0.00	\$ 3,358.60
	PAX WORLD	Registered Investment Company PAX WORLD BALANCED FUND INDIVIDUAL INVE\$	\$ 0.00	\$ 7,200.36
	PAX WORLD	Registered Investment Company PAX WORLD GROWTH FUND INDIVIDUAL INVEST0	\$ 0.00	\$ 6,103.88
	PAX WORLD	Registered Investment Company PAX WORLD HIGH YIELD BOND FUND INDIVIDUA	\$ 0.00	\$ 4,917.56
	PENN WEST PETROLEUM LTD	Corporate Stock - Common PENN WEST PETE LTD NEW COM ISIN#CA707887	\$ 0.00	\$ 1,980.00
	PENNANTPARK INVESTMENT CORP	Corporate Stock - Common PENNANTPARK INVT CORP COM	\$ 0.00	\$ 10,947.65
	PENNYMAC MORTGAGE INVESTMENT TRUST	Corporate Stock - Common PENNYMAC MTG INVT TRCOM	\$ 0.00	\$ 5,817.00
	PEPSICO, INC.	Corporate Stock - Common PEPSICO INC COM	\$ 0.00	\$ 3,317.50
	PERMANENT PORTFOLIO FUNDS	Registered Investment Company PERMANENT PORTFOLIO FUND	\$ 0.00	\$ 35,565.30
	PETROLEO BRASILEIRO	Corporate Stock - Common PETROLEO BRASILEIRO SA PETROBRAS SPONSOR	\$ 0.00	\$ 2,485.00
	PETROQUEST ENERGY, INC.	Corporate Stock - Common PETROQUEST ENERGY INC COM	\$ 0.00	\$ 99.00

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	PFIZER INC	Corporate Stock - Common PFIZER INC COM	\$ 0.00	\$ 12,984.00
	PIMCO Funds	Registered Investment Company PIMCO Total Return Adm Fund	\$ 0.00	\$ 56,162,651.43
	PIMCO FUNDS	Registered Investment Company PIMCO UNCONSTRAINED BOND FUND INSTL CLAS	\$ 0.00	\$ 15.21
	PLUM CREEK TIMBER CO. INC.	Corporate Stock - Common PLUM CREEK TIMBER COINC COM	\$ 0.00	\$ 10,968.00
	PMC-SIERRA, INC.	Corporate Stock - Common PMC SIERRA INC COM	\$ 0.00	\$ 165.30
	PMI GROUP INC	Corporate Stock - Common PMI GROUP INC COM	\$ 0.00	\$ 28.46
	POLARIS CAPITAL MANAGEMENT INC.	Registered Investment Company POLARIS GLOBAL VALUE FUND	\$ 0.00	\$ 842.70
	POLYPORE INTERNATIONAL INC	Corporate Stock - Common POLYPORE INTL INC COM	\$ 0.00	\$ 4,399.00
	POWERSHARES DB COMMODITY	Corporate Stock - Common POWERSHARES DB COMMODITY INDEX TRACKING	\$ 0.00	\$ 20,130.00
	POWERSHARES EXCHANGE TRADED FUND TR	Other POWERSHARES EXCHANGE-TRADED FD TR GOLDEN	\$ 0.00	\$ 3,922.00
	POWERSHARES EXCHANGETRADED FUND TRU	Corporate Stock - Common POWERSHARES EXCHANGE-TRADED FD TR WATER	\$ 0.00	\$ 5,813.25
	POWERSHARES WILDERHILL CLEAN ENERGY	Corporate Stock - Common POWERSHARES EXCHANGE-TRADED FD TR WILDER	\$ 0.00	\$ 126.75
	POWERSHARES CAPITAL MANAGEMENT	Corporate Stock - Common POWERSHARES QQQ TR UNIT SER 1	\$ 0.00	\$ 11,166.00
	PRICELINE.COM INCORPORATED	Corporate Stock - Common PRICELINE COM INC COM NEW	\$ 0.00	\$ 5,144.81
	THE PROCTER & GAMBLE COMPANY	Corporate Stock - Common PROCTER & GAMBLE CO COM	\$ 0.00	\$ 32,487.77

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	PROGRESSIVE GAMING INTL CORP	Corporate Stock - Common PROGRESSIVE GAMING INTL CORP COM NEW	\$ 0.00	\$ 0.04
	PROSHARES FUNDS	Corporate Stock - Common PROSHARES TR PROSHARES ULTRA SEMICONDUCT	\$ 0.00	\$ 16,950.00
	PROSHARES	Corporate Stock - Common PROSHARES TR ULTRA FINANCIALS NEW	\$ 0.00	\$ 64,025.91
	PROSPECT CAPITAL CORPORATION	Corporate Stock - Common PROSPECT CAP CORP COM	\$ 0.00	\$ 34,373.00
	PUTNAM INVESTMENTS	Registered Investment Company PUTNAM INTERNATIONAL GROWTH FUND CLASS A	\$ 0.00	\$ 52,718.29
	PUTNAM INVESTMENTS	Registered Investment Company PUTNAM MULTI-CAP GROWTH FUND CLASS A	\$ 0.00	\$ 32,041.04
	QUANTUM CORPORATION	Corporate Stock - Common QUANTUM CORP DSSG COM	\$ 0.00	\$ 540.00
	QUICKSILVER RES INC	Corporate Stock - Common QUICKSILVER RES INC COM	\$ 0.00	\$ 2,684.00
	RAIT FINANCIAL TRUST	Corporate Stock - Common RAIT FINL TR COM NEW	\$ 0.00	\$ 2,346.50
	RAYONIER, INC.	Corporate Stock - Common RAYONIER INC COM	\$ 0.00	\$ 22,315.00
	REGENCY ENERGY PARTNERS LP	Corporate Stock - Common REGENCY ENERGY PARTNERS L P COM UNITS RE	\$ 0.00	\$ 994.40
	RENESOLA LTD	Corporate Stock - Common RENESOLA LTD SPONS ADR ISIN#US75971T1034	\$ 0.00	\$ 7,650.00
	RESEARCH IN MOTION LIMITED	Corporate Stock - Common RESEARCH IN MOTION LTD COM ISIN#CA760975	\$ 0.00	\$ 4,350.00
	RF MICRO DEVICES, INC.	Corporate Stock - Common RF MICRO DEVICES INCCOM	\$ 0.00	\$ 5,400.00
	RIO TINTO PLC	Corporate Stock - Common RIO TINTO PLC SPONSORED ADR ISIN#US76720	\$ 0.00	\$ 19,568.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040

PLAN NUMBER 021

PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	RIVERBED TECHNOLOGY INC	Corporate Stock - Common RIVERBED TECHNOLOGY INC COM	\$ 0.00	\$ 11,750.00
	RLJ LODGING TRUST	Corporate Stock - Common RLJ LODGING TR COM	\$ 0.00	\$ 1,683.00
	ROYAL DUTCH SHELL PLC	Corporate Stock - Common ROYAL DUTCH SHELL PLC SPONSORED ADR REPS	\$ 0.00	\$ 7,601.00
	ROYAL GOLD, INC.	Corporate Stock - Common ROYAL GOLD INC	\$ 0.00	\$ 11,800.25
	ROYCE FUNDS	Registered Investment Company ROYCE LOW-PRICED STOCK FUND SERVICE CLAS	\$ 0.00	\$ 39,292.40
	ROYCE FUNDS	Registered Investment Company ROYCE OPPORTUNITY FUND INVESTMENT CLASS	\$ 0.00	\$ 8,138.95
	THE RYLAND GROUP INC.	Corporate Stock - Common RYLAND GROUP INC COM	\$ 0.00	\$ 1,576.00
	SAMSON OIL & GAS LTD	Corporate Stock - Common SAMSON OIL & GAS LTDSPONS ADR ISIN#US796	\$ 0.00	\$ 78,536.25
	SANDRIDGE ENERGY INC.	Corporate Stock - Common SANDRIDGE ENERGY INCCOM	\$ 0.00	\$ 14,524.80
	SANGAMO BIOSCIENCES INC	Corporate Stock - Common SANGAMO BIOSCIENCES INC COM	\$ 0.00	\$ 781.00
	SCHLUMBERGER LIMITED	Corporate Stock - Common SCHLUMBERGER LTD COMISIN#AN8068571086	\$ 0.00	\$ 4,781.70
	SEALY CORP	Corporate Stock - Common SEALY CORP COM	\$ 0.00	\$ 25.80
	SEATTLE GENETICS, INC.	Corporate Stock - Common SEATTLE GENETICS INCCOM	\$ 0.00	\$ 501.45
	SELECT COMFORT CORPORATION	Corporate Stock - Common SELECT COMFORT CORP OC CAP STK	\$ 0.00	\$ 3,253.50
	SELECT SECTOR SPDR TRUST	Corporate Stock - Common SELECT SECTOR SPDR TR UTILS	\$ 0.00	\$ 10,794.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
 PLAN NUMBER 021
 PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	SEMTECH CORPORATION	Corporate Stock - Common SEMTECH CORP	\$ 0.00	\$ 1,241.00
	SHIP FINANCE INTERNATIONAL LIMITED	Corporate Stock - Common SHIP FINANCE INTL LTD SHS ISIN#BMG810751	\$ 0.00	\$ 214.82
	WORLDWIDE RESTAURANT CONCEPTS, INC.	Corporate Stock - Common SIGMA DESIGNS INC COM	\$ 0.00	\$ 240.00
	SILVER WHEATON CORP	Corporate Stock - Common SILVER WHEATON CORP COM ISIN#CA828336107	\$ 0.00	\$ 18,824.00
	SINA.COM	Corporate Stock - Common SINA CORPORATION COM ISIN#KYG814771047	\$ 0.00	\$ 10,400.00
	SINOHUB INC	Corporate Stock - Common SINOHUB INC COM	\$ 0.00	\$ 736.31
	SIRIUS XM RADIO INC	Corporate Stock - Common SIRIUS XM RADIO INC COM	\$ 0.00	\$ 18,655.00
	AMERICAN FUNDS GROUP	Registered Investment Company SMALL-CAP WORLD FUND CLASS A	\$ 0.00	\$ 117,654.99
	THE J.M. SMUCKER COMPANY	Corporate Stock - Common SMUCKER J M CO COM NEW	\$ 0.00	\$ 156.34
	SOMAXON PHARMACEUTICALS INC CO	Corporate Stock - Common SOMAXON PHARMACEUTICALS INC COM	\$ 0.00	\$ 236.25
	SOUTHERN COPPER CORP.	Corporate Stock - Common SOUTHERN COPPER CORPDEL COM	\$ 0.00	\$ 3,621.60
	SOUTHWEST AIRLINES CO.	Corporate Stock - Common SOUTHWEST AIRLS CO COM	\$ 0.00	\$ 2,140.00
	SOUTHWESTERN ENERGY COMPANY	Corporate Stock - Common SOUTHWESTERN ENERGY CO COM	\$ 0.00	\$ 171,837.20
	STATE STREET GLOBAL ADVISORS	Corporate Stock - Common SPDR DOW JONES INDL AVERAGE ETF TR UNIT	\$ 0.00	\$ 49,958.50
	SPDR GOLD TRUST	Corporate Stock - Common SPDR GOLD TR GOLD SHS	\$ 0.00	\$ 21,582.58

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040

PLAN NUMBER 021

PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	THE CYCLICAL/TRANSPORTATION SELECT	Corporate Stock - Common SPDR S&P 500 ETF TR UNIT	\$ 0.00	\$ 77,559.00
	STATE STREET GLOBAL ADVISORS	Corporate Stock - Common SPDR SER TR BARCLAYSCAP INTL TREAS BD ET	\$ 0.00	\$ 23,532.00
	SPDR SERIES TRUSTS	Corporate Stock - Common SPDR SER TR S&P DIVID ETF	\$ 0.00	\$ 16,161.00
	SPECTRA ENERGY CORP	Corporate Stock - Common SPECTRA ENERGY CORP COM	\$ 0.00	\$ 12,300.00
	SPRINT FON GROUP	Corporate Stock - Common SPRINT NEXTEL CORP FON SHS	\$ 0.00	\$ 3,510.00
	SPROTT PHYSICAL GOLD TRUST	Corporate Stock - Common SPROTT PHYSICAL GOLDTR UNIT ISIN#CA85207	\$ 0.00	\$ 2,070.00
	SPROTT PHYSICAL SILVER TRUST ET	Corporate Stock - Common SPROTT PHYSICAL SILVER TR TR UNIT ISIN#C	\$ 0.00	\$ 6,003.21
	STARBUCKS CORPORATION	Corporate Stock - Common STARBUCKS CORP COM	\$ 0.00	\$ 2,990.65
	STATOILHYDRO ASA	Corporate Stock - Common STATOIL ASA SPONSORED ADR ISIN#US85771P1	\$ 0.00	\$ 640.25
	STEMCELLS INC.	Corporate Stock - Common STEMCELLS INC COM NEW	\$ 0.00	\$ 41.20
	SUNOPTA INC	Corporate Stock - Common SUNOPTA INC COM ISIN#CA8676EP1086	\$ 0.00	\$ 1,446.00
	SUNTECH POWER HOLDINGS CO. LTD.	Corporate Stock - Common SUNTECH PWR HLDGS COLTD SHS ISIN#US86800	\$ 0.00	\$ 110.50
	SWEDISH EXPORT CREDIT CORPORATION	Other SWEDISH EXPT CR CORPELEMENTS LKD TO ROGIE	\$ 0.00	\$ 4,475.00
	SYMANTEC CORP.	Corporate Stock - Common SYMANTEC CORP	\$ 0.00	\$ 19,280.80
	SYSCO CORP.	Corporate Stock - Common SYSCO CORP	\$ 0.00	\$ 2,933.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
 PLAN NUMBER 021
 PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	T. ROWE PRICE FUNDS	Registered Investment Company T ROWE PRICE CAPITAL APPRECIATION	\$ 0.00	\$ 3,975.68
	T ROWE PRICE	Registered Investment Company T ROWE PRICE EMERGING MARKETS STOCK	\$ 0.00	\$ 3,928.59
	T ROWE PRICE GROUP	Registered Investment Company T ROWE PRICE LATIN AMERICA	\$ 0.00	\$ 3,732.22
	T. ROWE PRICE FUNDS	Registered Investment Company T ROWE PRICE MEDIA & TELECOMMUNICATION	\$ 0.00	\$ 1,092.67
	T ROWE PRICE	Registered Investment Company T ROWE PRICE RETIREMENT 2030 FUND	\$ 0.00	\$ 37,706.87
	TELECOM CORPORATION OF NEW ZEALAND	Corporate Stock - Common TELECOM CORP OF NEW ZEALAND LTD SPONSOR	\$ 0.00	\$ 7,990.00
	TELEFONICA BRASIL S.A.	Corporate Stock - Common TELEFONICA BRASIL SA SPONSORED ADR ISIN#	\$ 0.00	\$ 5,466.00
	TERADATA CORPORATION	Corporate Stock - Common TERADATA CORP DEL COM	\$ 0.00	\$ 291.06
	TEVA PHARMACEUTICAL INDUSTRIES LTD.	Corporate Stock - Common TEVA PHARMACEUTICAL INDUSTRIES LTD ADR I	\$ 0.00	\$ 4,036.00
	TEXTAINER GROUP HOLDINGS LIMITED	Corporate Stock - Common TEXTAINER GROUP HOLDINGS LTD SHS	\$ 0.00	\$ 4,368.00
	FAIRHOLME FUNDS INC.	Registered Investment Company THE FAIRHOLME FUND	\$ 0.00	\$ 6,921.60
	AMERICAN FUNDS GROUP	Registered Investment Company THE GROWTH FUND OF AMERICA CLASS A	\$ 0.00	\$ 74,585.44
	AMERICAN FUNDS INVESTMENT COMPANY	Registered Investment Company THE INVESTMENT COMPANY OF AMERICA CLASS	\$ 0.00	\$ 133,313.41
	AMERICAN FUNDS	Registered Investment Company THE NEW ECONOMY FUND CLASS A	\$ 0.00	\$ 52,740.54
	TITAN INTERNATIONAL INC	Corporate Stock - Common TITAN INTL INC ILL COM	\$ 0.00	\$ 3,892.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
PLAN NUMBER 021
PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	TITANIUM METALS CORPORATION	Corporate Stock - Common TITANIUM METALS CORP COM NEW	\$ 0.00	\$ 2,247.00
	TOCQUEVILLE TRUST	Registered Investment Company TOCQUEVILLE GOLD FUND	\$ 0.00	\$ 21,949.72
	TRANSCPT PHARMACEUTICALS INC	Corporate Stock - Common TRANSCPT PHARMACEUTICALS INC COM	\$ 0.00	\$ 109.62
	THE TRAVELERS COMPANIES, INC.	Corporate Stock - Common TRAVELERS COS INC COM	\$ 0.00	\$ 1,952.61
	TRI-VALLEY CORP	Corporate Stock - Common TRI VY CORP COM	\$ 0.00	\$ 2,844.00
	TRI-TECH HOLDING INC	Corporate Stock - Common TRI-TECH HOLDING INCSHS ISIN#KYG9103F106	\$ 0.00	\$ 92.20
	TRIANGLE PETROLEUM CORPORATION	Corporate Stock - Common TRIANGLE PETE CORP COM NEW	\$ 0.00	\$ 5,970.00
	TTM TECHNOLOGIES	Corporate Stock - Common TTM TECHNOLOGIES INCCOM	\$ 0.00	\$ 3,288.00
	TWO HARBORS INVESTMENT CORP	Corporate Stock - Common TWO HBRS INVT CORP COM	\$ 0.00	\$ 15,708.00
	US GEOTHERMAL INC	Corporate Stock - Common U S GEOTHERMAL INC COM	\$ 0.00	\$ 1,098.00
	UNITED CONTINENTAL HOLDINGS	Corporate Stock - Common UNITED CONTL HLDGS INC COM	\$ 0.00	\$ 15,662.10
	UNITED STATES STEEL CORP.	Corporate Stock - Common UNITED STS STL CORP NEW COM	\$ 0.00	\$ 5,794.74
	VF CORP.	Corporate Stock - Common V F CORP	\$ 0.00	\$ 2,031.84
	Vanguard Group	Registered Investment Company Vanguard Explorer Admiral Fund	\$ 0.00	\$ 20,263,890.93
	VALUECLICK, INC.	Corporate Stock - Common VALUECLICK INC COM	\$ 0.00	\$ 293.22

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

EIN 05 0494040
 PLAN NUMBER 021
 PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	Vanguard Group	Registered Investment Company VANG DEV MKT IDX INST PLUS FD	\$ 0.00	\$ 2,329,268.13
	VANGUARD GROUP	Registered Investment Company VANGUARD EMERGING MARKETS STOCK INDEX FUND	\$ 0.00	\$ 25,147.69
	VANGUARD GROUP	Registered Investment Company VANGUARD ENERGY FUND	\$ 0.00	\$ 27,065.12
	VANGUARD INDEX TRUST TOTAL STOCK MARKET	Corporate Stock - Common VANGUARD INDEX FDS VANGUARD TOTAL STK MKT	\$ 0.00	\$ 12,860.00
	VANGUARD GROUP	Registered Investment Company VANGUARD INDEX TRUST TOTAL STOCK MARKET	\$ 0.00	\$ 26,832.56
	Vanguard Group	Registered Investment Company VANGUARD INF-PROT SECS INST FD	\$ 0.00	\$ 11,141,811.77
	VANGUARD NATURAL RESOURCES LLC	Corporate Stock - Common VANGUARD NAT RES LLCOM UNIT REPSTG LTD	\$ 0.00	\$ 2,763.00
	VANGUARD GROUP	Registered Investment Company VANGUARD REIT INDEX FUND	\$ 0.00	\$ 30,613.58
	VANGUARD GROUP	Registered Investment Company VANGUARD TARGET RETIREMENT 2010 FUND	\$ 0.00	\$ 2,557.04
	VANGUARD GROUP	Registered Investment Company VANGUARD TOTAL INTERNATIONAL STOCK INDEX	\$ 0.00	\$ 18,500.77
	Vanguard Group	Registered Investment Company VANGUARD TOTBDMKTIDX INST PLUS	\$ 0.00	\$ 4,091,451.11
	VERIZON COMMUNICATIONS INC.	Corporate Stock - Common VERIZON COMMUNICATIONS COM	\$ 0.00	\$ 40,797.07
	VERTEX PHARMACEUTICALS INC.	Corporate Stock - Common VERTEX PHARMACEUTICALS INC COM	\$ 0.00	\$ 8,302.50
	VIRTUS	Registered Investment Company VIRTUS FOREIGN OPPORTUNITIES FUND CLASS	\$ 0.00	\$ 48,451.36
	VIRTUS	Registered Investment Company VIRTUS SMALL-CAP SUSTAINABLE GROWTH FUND	\$ 0.00	\$ 86,505.92

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN

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PLAN YEAR 01/01/2011 TO 12/31/2011

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	VTSA INC	Corporate Stock - Common VTSA INC COM CL A	\$ 0.00	\$ 11,777.48
	WAL-MART STORES INC.	Corporate Stock - Common WAL MART STORES INC COM	\$ 0.00	\$ 5,976.00
	WALTER INDUSTRIES, INC.	Corporate Stock - Common WALTER ENERGY INC COM	\$ 0.00	\$ 6,056.00
	WASATCH	Registered Investment Company WASATCH EMERGING MARKETS SMALL CAP FUND	\$ 0.00	\$ 4,384.92
	WASATCH FUNDS	Registered Investment Company WASATCH SMALL-CAP GROWTH FUND	\$ 0.00	\$ 16,790.93
	AMERICAN FUNDS GROUP	Registered Investment Company WASHINGTON MUTUAL INVESTORS FUND CLASS A	\$ 0.00	\$ 157,374.37
	WATSON PHARMACEUTICALS, INC.	Corporate Stock - Common WATSON PHARMACEUTICAL INC	\$ 0.00	\$ 905.10
	WEBSense, INC.	Corporate Stock - Common WEBSense INC COM	\$ 0.00	\$ 3,746.00
	WELLS FARGO & COMPANY	Corporate Stock - Common WELLS FARGO & CO NEW COM	\$ 0.00	\$ 3,169.40
	WESTAR ENERGY, INC.	Corporate Stock - Common WESTAR ENERGY INC COM	\$ 0.00	\$ 2,158.50
	WESTERN ASSET HIGH INCOME FUND II I	Corporate Stock - Common WESTERN ASSET INCOMEFD II INC	\$ 0.00	\$ 12,050.00
	WINDSTREAM CORP	Corporate Stock - Common WINDSTREAM CORP COM	\$ 0.00	\$ 1,432.28
	WINSLOW GREEN FUNDS	Registered Investment Company WINSLOW GREEN GROWTH FUND INVESTOR CLASS	\$ 0.00	\$ 2,485.25
	XOMA LTD	Corporate Stock - Common XOMA LTD SHS NEW ISIN#BMG9825R2069 N/C IF	\$ 0.00	\$ 37.95
	XPO LOGISTICS INC	Corporate Stock - Common XPO LOGISTICS INC COM	\$ 0.00	\$ 148.20

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

CARESAVE 401(K) RETIREMENT SAVINGS PLAN
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PLAN YEAR 01/01/2011 TO 12/31/2011

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	YAHOO! INC.	Corporate Stock - Common YAHOO INC COM	\$ 0.00	\$ 64,520.00
	YAMANA GOLD INC.	Corporate Stock - Common YAMANA GOLD INC COM ISIN#CA98462Y1007	\$ 0.00	\$ 10,283.00
	YUM! BRANDS, INC.	Corporate Stock - Common YUM BRANDS INC COM	\$ 0.00	\$ 3,245.55
	ZAGG INCORPORATED	Corporate Stock - Common ZAGG INC COM	\$ 0.00	\$ 707.00
	ZOO ENTERTAINMENT INC	Corporate Stock - Common ZOO ENTMT INC COM NEW	\$ 0.00	\$ 21.90
	ZYNGA INC	Corporate Stock - Common ZYNGA INC CL A	\$ 0.00	\$ 1,176.25
	1-800-FLOWERS.COM INC	Corporate Stock - Common 1 800 FLOWERS.COM INC CL A COMMON STOCK	\$ 0.00	\$ 101.20
	Participant Loans	Range of Interest Rates Rates Range From 4.20% To 10.00%	\$ 0.00	\$ 17,628,993.00

