Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
REVCO D.S. INC., RETIREMENT INCOME PLAN

1b Three-digit plan number (PN) ▶ 020

1c Effective date of plan 01/01/1973

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS

ATTN NANCY G. GERSENY
ONE CVS DRIVE
WOONSOCKET, RI 02895

2b Employer Identification Number (EIN) 05-0494040

2c Sponsor's telephone number 401-770-3604

2d Business code (see instructions) 446110

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.	10/15/2012	NANCY G. GERSENY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS

ATTN NANCY G. GERSENY
ONE CVS DRIVE
WOONSOCKET, RI 02895

3b Administrator's EIN
05-0494040

3c Administrator's telephone number
401-770-3604

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	13830
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**	3651
b	Retired or separated participants receiving benefits	**6b**	4454
c	Other retired or separated participants entitled to future benefits	**6c**	4983
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	13088
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	507
f	Total. Add lines **6d** and **6e**	**6f**	13595
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
REVCO D.S. INC., RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 020

C Plan sponsor's name as shown on line 2a of Form 5500
CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS

D Employer Identification Number (EIN)
05-0494040

Part I 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.

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK 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
04-1414660	65099	GAC 386 ASSN 0	13595	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.

(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

(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	646024
5	Current value of plan's interest under this contract in separate accounts at year end	5	

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.	6d	

Specify nature of costs ▶

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	572211
c	Additions: (1) Contributions deposited during the year	7c(1)	696648		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	40379		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	9192		
	▶ REALIZED CAPITAL GAINS				
	(6) Total additions			7c(6)	746219
d	Total of balance and additions (add **b** and **c(6)**).			7d	1318430
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	641240		
	(2) Administration charge made by carrier	7e(2)	31166		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)			
	▶				
	(5) Total deductions			7e(5)	672406
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	646024

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 SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

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

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

A Name of plan
REVCO D.S. INC., RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 020

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS

D Employer Identification Number (EIN)
05-0494040

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2011

2 Assets:

a	Market value	**2a**	328037323
b	Actuarial value	**2b**	307416364

3 Funding target/participant count breakdown:

			(1) Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	4745	190198191
b	For terminated vested participants	**3b**	5158	97402041
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		2184060
	(2) Vested benefits	**3c(2)**		64721219
	(3) Total active	**3c(3)**	3927	66905279
d	Total	**3d**	13830	354505511

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]

a	Funding target disregarding prescribed at-risk assumptions	**4a**	
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**	
5	Effective interest rate	**5**	6.24 %
6	Target normal cost	**6**	1294615

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary	10/05/2012 Date
BRIAN DIESING HURLEIGH Type or print name of actuary	11-06945 Most recent enrollment number
BUCK CONSULTANTS, LLC Firm name	201-902-2300 Telephone number (including area code)
500 PLAZA DRIVE SECAUCUS, NJ 07096-1533 Address of the firm	

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	12276042	18062667
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	12276042	18062667
10	Interest on line 9 using prior year's actual return of 11.85%	1454711	2140426
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		3940001
b	Interest on (a) using prior year's effective rate of 6.65 % except as otherwise provided (see instructions)		262010
c	Total available at beginning of current plan year to add to prefunding balance		4202011
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections	10121891	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	3608862	20203093

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	86.21 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/30/2011	3295549				
06/29/2011	3295549				
09/29/2011	3295549				
06/27/2012	9255038				
			Totals ► 18(b)	19141685	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b	Contributions made to avoid restrictions adjusted to valuation date	19b	
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	18055732

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.78%	6.31%	6.57 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	60

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	1294615
b Excess assets, if applicable, but not greater than 31a	**31b**	

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	70901102	15032000
b Waiver amortization installment		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	16326615

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	3295549	0	3295549

36 Additional cash requirement (line 34 minus line 35)	**36**	13031066
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	18055732

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	5024666
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	3295549
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
REVCO D.S. INC., RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 020

C Plan sponsor's name as shown on line 2a of Form 5500
CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS

D Employer Identification Number (EIN)
05-0494040

Part I Service Provider Information (see instructions)

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).. . . . . [X] 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

PIMCO

33-0239892

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

TEMPLETON

94-3385113

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

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

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

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)

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?
11 17 27 38 50 70 99	NONE	278876	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

COLUMBIA MGMT INVESTMENT ADVISERS

13-3180631

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 33 50 51 52 68	NONE	109887	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

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

JPMORGAN CHASE BANK, N.A.

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 25 50 51 52 62	NONE	69893	Yes [X] No [ ]	Yes [X] No [ ]	18501	Yes [ ] No [X]

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)

DIMENSIONAL FUND ADVISORS, LP

30-0447847

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52	NONE	30365	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MELLON CAPITAL MANAGEMENT LLC

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 33 50 52 57	NONE	16005	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
JP MORGAN CHASE BANK, N.A.	61	18501

(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.
JP MORGAN ASSET MANAGEMENT 245 PARK AVENUE NEW YORK, NY 10167	REVENUE SHARING ON MUTUAL FUNDS

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

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

A Name of plan
REVCO D.S. INC., RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 020

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS

D Employer Identification Number (EIN)
05-0494040

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

a Name of MTIA, CCT, PSA, or 103-12 IE: EB DAILY VALUED STOCK INDEX FUND

b Name of sponsor of entity listed in (a): MELLON BANK, N.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)
25-6078093-010	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: PIC SMALL CAP INVESTMENT FUND

b Name of sponsor of entity listed in (a): 300 NORTH CAPITAL

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)
52-2031660-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA GROUP TRUST

b Name of sponsor of entity listed in (a): DIMENSIONAL FUND ADVISORS

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)
23-6819730-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: CVS CAREMARK DB PLANS MT-CEA

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

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)
61-1617506-001	M	145428165

a Name of MTIA, CCT, PSA, or 103-12 IE: CVS CARMARK DB PLANS MT-FIA

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

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)
61-1617506-002	M	196449995

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
REVCO D.S. INC., RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 020

C Plan sponsor's name as shown on line 2a of Form 5500
CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS

D Employer Identification Number (EIN)
05-0494040

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	9369881	9255036
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	41600	85
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2300419	5907660
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	320539104	341878160
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	572211	646024
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	332823215	357686965
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	146822	153334
k Total liabilities (add all amounts in lines 1g through1j)	1k	146822	153334
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	332676393	357533631

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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	19141687	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		19141687
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	389	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		389
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	9192	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		9192

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		27578754
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		46730022
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20480642	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		20480642
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	348769	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	156257	
(4) Other	2i(4)	887116	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1392142
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		21872784
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		24857238
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP (2) EIN: 34-6565596

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.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		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?	**4g**		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?	**4h**		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.)	**4i**	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.)	**4j**	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?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
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)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

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
REVCO D.S. INC., RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 020

C Plan sponsor's name as shown on line 2a of Form 5500
CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS

D Employer Identification Number (EIN)
05-0494040

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

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): 13-4994650 04-1414660

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** 105

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☒ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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

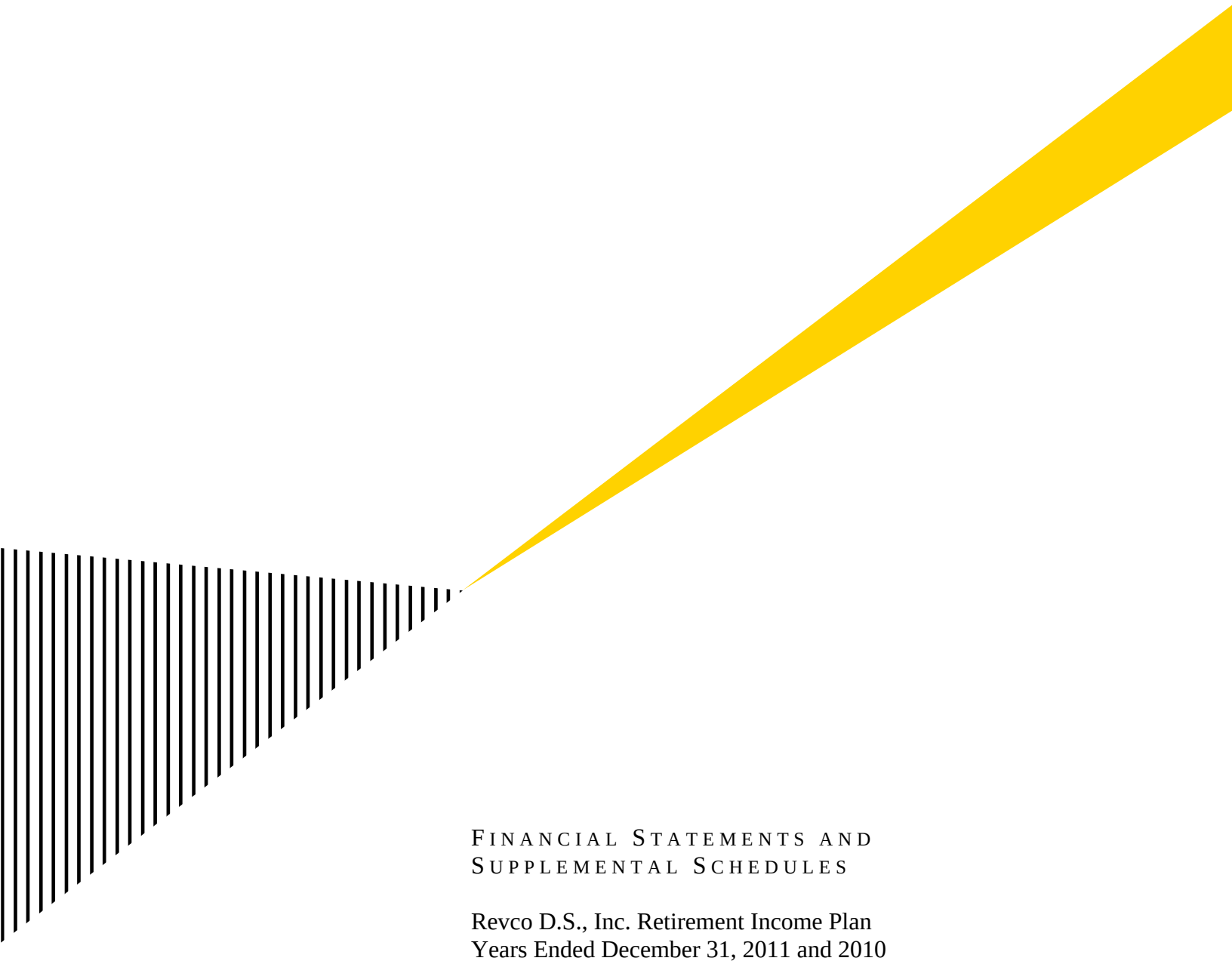
18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding 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: 51% Investment-Grade Debt: 48% High-Yield Debt: 1% Real Estate: 0% Other: 0%

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

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



FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

Revco D.S., Inc. Retirement Income Plan
Years Ended December 31, 2011 and 2010
With Report of Independent Auditors

Revco D.S., Inc. Retirement Income Plan

Financial Statements and Supplemental Schedules

Years Ended December 31, 2011 and 2010

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Report of Independent Auditors

The Participants and Plan Administrator of the
Revco D.S., Inc. Retirement Income Plan

We were engaged to audit the accompanying statements of net assets available for benefits of Revco D.S., Inc. Retirement Income Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules of assets (held at end of year) as of December 31, 2011, and reportable transactions for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, 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 JP Morgan Chase Bank, N.A. and John Hancock Financial Services, Inc., the trustee and a custodian of the Plan, respectively, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee and custodian hold the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee and custodian as of December 31, 2011 and 2010, and for the years then ended, that the information provided to the plan administrator by the trustee and custodian 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 these accompanying financial statements and supplemental schedules as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements, but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the trustee and custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

October 12, 2012

A member firm of Ernst & Young Global Limited

Revco D.S., Inc. Retirement Income Plan

Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Investments, at fair market value:		
Plan interest in Master Trust (Note 6)	$ 341,878,160	$ –
Money market fund	5,907,660	2,300,419
Mutual funds	–	204,240,809
Common stock	–	46,646,989
Common/collective trust funds	–	69,651,306
	347,785,820	322,839,523
Investments, at contract value:		
Immediate Participation Guarantee Fund	646,024	572,211
Total investments	348,431,844	323,411,734
Receivables:		
Contributions	9,255,036	9,369,881
Investment income	85	41,600
Total receivables	9,255,121	9,411,481
Total assets	357,686,965	332,823,215
Liabilities		
Administrative expenses payable	153,334	146,822
Net assets available for benefits	$ 357,533,631	$ 332,676,393

See accompanying notes to financial statements.

Revco D.S., Inc. Retirement Income Plan

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2011 and 2010

	2011	2010
Additions:		
Contributions	$ 19,141,687	$ 18,343,769
Net investment gain from plan interest in Master Trust	27,538,320	–
Net appreciation of investments	9,192	22,499,228
Interest and dividend income	40,823	13,610,782
Total additions	46,730,022	54,453,779
Deductions:		
Benefits paid	20,480,642	19,421,698
Administrative fees	1,392,142	1,667,167
Total deductions	21,872,784	21,088,865
Net increase	24,857,238	33,364,914
Net assets available for benefits at beginning of year	332,676,393	299,311,479
Net assets available for benefits at end of year	$ 357,533,631	$ 332,676,393

See accompanying notes to financial statements.

Revco D.S., Inc. Retirement Income Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the Revco D.S., Inc. Retirement Income Plan, as amended (the Plan), provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Background

The Plan is a non-contributory defined benefit pension plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). During July 1994, Revco D.S., Inc. (Revco) acquired Hook-SupeRx, Inc. (HSI), and effective June 4, 1995, the HSI Retirement Plan assets were transferred to the Plan. During 1997, Revco was merged into CVS Caremark Corporation (CVS Caremark or the Company), and the Plan is now sponsored by CVS Caremark. Effective January 1, 2010, the Plan was amended and the Plan name was changed from Revco D.S., Inc. Retirement Income Plan and Trust to Revco D.S., Inc. Retirement Income Plan.

Effective January 1, 2001, the Standard Drug Company Employees' Retirement Plan (the Standard Plan) merged into the Plan. Benefit accruals with respect to service and salary earned in the Standard Plan were eliminated prior to the merger with the Plan. All assets and liabilities accrued under the Standard Plan as of January 1, 2001 were transferred to the Plan and, as of that date, benefits for the participants and beneficiaries of the Standard Plan are to be paid from the Plan.

The Company has appointed a Benefit Plans Committee (the Committee) to manage the operation and administration of the Plan. Effective January 2009, the Committee further named an Administrative Subcommittee and an Investment Subcommittee, and delegated certain fiduciary duties to each of the Subcommittees. The Committee appoints a trustee to hold the assets of the Plan and execute transactions at the direction of the Committee. For the years presented, the trustee of the Plan is JP Morgan Chase Bank, N.A. (the Trustee).

On June 14, 2010, the Benefit Plans Committee approved the transition of the Plan and two other related CVS Caremark Defined Benefit Plans' trusts into a master trust, the CVS Caremark Defined Benefit Plans Master Trust (Master Trust). The Master Trust is comprised of two master trust investment accounts, the CVS Caremark Defined Benefit Plans Master Trust – Consolidated Equities Account (the Master Trust Equities Investment Account) and the CVS Caremark Defined Benefit Plans Master Trust – Fixed Income Account (the Master Trust Fixed Income Investment Account). The transition was effective on January 1, 2011. JPMorgan, the Trustee of the Plan, is also the Trustee and Custodian of the Master Trust.

Effective September 20, 1997, the Plan's benefit accruals with respect to service and salary earned after that date were eliminated.

1. Description of the Plan (continued)

Benefits and Vesting

The Plan covers substantially all former Revco employees who were at least 21 years of age and had completed one year of service, as defined, and who were not members of a collective bargaining unit as of September 20, 1997.

The Plan provides normal retirement benefits based on a percentage of average earnings for the last five years of employment. The normal retirement benefits, including social security benefits, range from 50% to 81% as a percentage of average earnings, depending on the amount of average earnings, and is reduced in cases of early retirement (before age 65) or retirement prior to completion of thirty years of credited service. Retirees receiving benefits prior to June 1, 1981, and vested participants terminated prior to June 1, 1981, receive benefits in accordance with the then effective benefit formula. Death benefits are provided at 50% of applicable pension benefits to spouses of participants who are vested.

For HSI plan participants retiring on or after June 4, 1995, participants are entitled to, and will receive, the greater of the retirement benefits determined as follows: (1) based on the HSI Plan's provisions through June 4, 1995 and the Plan's provisions subsequent to June 4, 1995, or (2) based on the Plan's provisions with years of service to include a participant's pension service prior to June 4, 1995.

In addition, any former participant of the Standard Plan who, as of January 1, 2001, had been granted a retirement pension or rights to a deferred vested benefit under the Standard Plan, became eligible to receive, from the Plan, benefits in the same amount and form without charge as paid under the terms and conditions of the Standard Plan as in effect on December 31, 2000. Participants should refer to the Standard Plan document for a more complete description of the Standard Plan's provisions.

Contributions and Funding Policy

Employee contributions were previously required under the provisions of a prior plan, which merged into the Plan in 1995. As of December 31, 2011 and 2010, employees' accumulated contributions amounted to $3,069,087 and $3,196,501, respectively. Participants of the Plan may elect to receive a refund of their contributions as a lump sum payment with applicable compounded interest. If a refund is not requested, the benefits paid will not be less than the participant's accumulated value of their contributions.

1. Description of the Plan (continued)

The Company's policy is to make annual contributions at least equal to the minimum amounts required by ERISA regulations and the Internal Revenue Code (the Code). The funding standard is such that, based on certain assumptions, annual contributions will provide adequate funding to meet benefit claims as they come due. The minimum funding requirements of ERISA and the Code have been met for the years ended December 31, 2011 and 2010.

2. Summary of Accounting Policies

Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting. The information provided by the Trustee is prepared using the settlement date to record the timing of investment transactions rather than the trade date. The net effect on the Plan assets of using the settlement date versus the trade date is not significant.

Investments and Income Recognition

CVS Caremark has signed agreements with third-party investment managers to manage trust funds in the custody of the Trustee on behalf of the Plan. The investment managers have been granted discretionary authority concerning purchases and sales of investments in the trust funds. The investment of the trust funds, and changes therein, were determined through the use of fair values for all assets of the trust funds.

Investments are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price. Shares of mutual funds and money market funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end. The fair value of participation units owned by the Plan in common collective trust funds is based on the net asset value (NAV) of shares held by the Plan at year end. It is not probable that these investments will be sold at amounts that differ materially from the NAV as of the date of sale. All units held within the Mellon EB Stock Index and Dimensional Fund Advisors Group Small Cap Subtrust can be redeemed upon thirty (30) and five (5) business days' advance written notice, respectively.

Purchases and sales of securities are recorded on a settlement-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

2. Summary of Accounting Policies (continued)

The Immediate Participation Guarantee Fund (IPG) at John Hancock is used for payment of the non-guaranteed annuity benefits provided for under Group Annuity Contract 386. The balance of the fund is made up of all additions to the fund, as described in the contract, less all withdrawals from the fund. The IPG is valued at contract value.

Payment of Benefits

Benefits are recorded when paid.

Plan Expenses

The majority of Plan and trust expenses are paid by the Plan.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires the Plan's management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (Note 3) are those estimated future periodic benefit payments, including lump sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 expands the required disclosures about fair value measurements by requiring (i) separate disclosure of the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements, along with the reasons for such transfers, (ii) information about purchases, sales, issuances and settlements to be presented separately in the reconciliation for Level 3 fair value measurements, (iii) expanded fair value measurement disclosures for each class of assets and liabilities and (iv) disclosures about the valuation techniques and inputs used to measure fair value for both

2. Summary of Accounting Policies (continued)

recurring and nonrecurring fair value measurements that fall in either Level 2 or Level 3. This guidance is effective for annual reporting periods beginning after December 15, 2009, except for (ii) above, which is effective for fiscal years beginning after December 15, 2010. The adoption of ASU 2010-06 did not have a material impact on the Statement of Net Assets Available for Benefits or the Statement of Changes in Net Assets Available for Benefits.

In May 2011, the FASB issued 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 and Disclosures*, (ASC 820) to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRS). 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. Plan management is currently evaluating the effect the provisions of ASU 2011-04 will have on the Plan's financial statements.

3. Actuarial Present Value of Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits was determined by Buck Consultants for 2011 and 2010, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by participants to reflect the time value of money (through discounts for interest) and the probability of payments (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of the end of each plan year is as follows:

	December 31,	
	2011	**2010**
Vested benefits:		
Participants currently receiving payments	$ 183,889,518	$ 172,440,174
Other participants	140,953,223	138,102,575
	324,842,741	310,542,749
Non-vested benefits	1,603,738	2,481,331
Total actuarial present value of accumulated plan benefits	$ 326,446,479	$ 313,024,080

3. Actuarial Present Value of Accumulated Plan Benefits (continued)

The change in accumulated plan benefits for each year is as follows:

	December 31, 2011	December 31, 2010
Actuarial present value of accumulated plan benefits as of beginning of year	$ 313,024,080	$ 310,088,621
Increase (decrease) during the period attributable to:		
Plan experience	2,353,297	582,635
Benefits paid	(21,186,691)	(19,436,360)
Interest	21,939,666	21,789,184
Change in assumptions	10,316,127	-
Net increase	13,422,399	2,935,459
Actuarial present value of accumulated plan benefits as of end of year	$ 326,446,479	$ 313,024,080

The significant actuarial assumptions used in performing the actuarial valuations at December 31, 2011 and 2010, include: (1) interest rate of 7.25% for both years and (2) plan experience – age 55 to 65 and normal retirement at age 65. The actuarial valuation as of December 31, 2011 was based on the IRS Generational Mortality Table while the actuarial valuation as of December 31, 2010 was based on the 1994 Group Annuity Reserving Table projected to 2002. Due to the change in the mortality assumption, the actuarial present value of accumulated plan benefits in 2011 was adjusted to reflect the longer lives illustrated in the IRS Generational Mortality Table.

4. Fair Value Measurements

The Plan uses the three-level hierarchy for the recognition and disclosure of fair value measurements. The categorization of assets and liabilities within this hierarchy is based upon the lowest level of the input that is significant to the measurement of fair value. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

4. Fair Value Measurements (continued)

The three levels of the fair value hierarchy consist of the following:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.
Level 2	Inputs to the valuation methodology are quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active or inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument.
Level 3	Inputs to the valuation methodology are unobservable inputs based upon management's best estimate of inputs market participants could use in pricing the asset or liability at the measurement date, including assumptions about risk.

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.

Short-Term Investments and Common Stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual Funds and Money Market Funds: Valued at the NAV of shares held by the plan at year end which are reported on an active market.

Common/Collective Trust Funds: Valued at the NAV as permitted by practical expedient and reported by the respective funds at each valuation date. The use of NAV is deemed appropriate as these types of investments do not have finite lives or significant restrictions on redemptions.

Immediate Participation Guarantee Fund: Valued at year-end balance made up of all additions to the fund, as described in the contract, less all withdrawals from the fund. The contract value of the fund approximates the fair value.

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.

4. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010:

	Investments at Fair Value at December 31, 2011			
	Investments at fair value as determined by quoted prices in active markets (Level 1)	**Valuation techniques based on observable market data (Level 2)**	**Valuation techniques incorporating information other than observable market data (Level 3)**	**Total**
Money Market Fund	$ 5,907,660	$ -	$ -	$ 5,907,660
Total investments, excluding Plan interest in CVS Caremark Master Trust	$ 5,907,660	$ -	$ -	$ 5,907,660

	Investments at Fair Value at December 31, 2010			
	Investments at fair value as determined by quoted prices in active markets (Level 1)	**Valuation techniques based on observable market data (Level 2)**	**Valuation techniques incorporating information other than observable market data (Level 3)**	**Total**
Mutual Funds:				
Bond Fund	$ 152,383,133	$ -	$ -	$ 152,383,133
International Value	51,857,676	-	-	51,857,676
	204,240,809	-	-	204,240,809
Common Stock:				
Large Cap Value	46,646,989	-	-	46,646,989
	46,646,989	-	-	46,646,989
Money Market Fund:				
Stable Value	2,300,419	-	-	2,300,419
	2,300,419	-	-	2,300,419
Common/Collective Trust Funds:				
Large Cap Index	-	55,396,625	-	55,396,625
Small Cap Growth	-	14,254,681	-	14,254,681
	-	69,651,306	-	69,651,306
Total investments	$ 253,188,217	$ 69,651,306	$ -	$ 322,839,523

5. Investments

Other than the fair value of the investment in the common/collective trust funds and the related net appreciation, all investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2011 and 2010, and net appreciation in fair value of investments, dividends and interest income, and investment expenses for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustee and Custodian.

The following investment information was not certified by the Trustee:

	December 31, 2011	2010
Common/collective trust fund values		
Mellon EB Stock Index Fund	$ –	$ 55,396,625
Dimensional Fund Advisors Group Small Cap Subtrust	–	14,254,681
Total	$ –	$ 69,651,306
Net appreciation in fair value:		
Mellon EB Stock Index Fund	$ –	$ 9,248,491
Dimensional Fund Advisors Group Small Cap Subtrust	–	2,004,954
300 North Cap LLC Small Cap Investment Fund	–	1,043,245
Total	$ –	$ 12,296,690

The following table presents the fair value of investments of the Plan that represent 5% or more of the Plan's net assets at December 31, 2011 and 2010:

	2011	2010
Mutual funds		
PIMCO Long Duration Total Return Fund	$ –	$ 152,383,133
Templeton Foreign Equity Service	–	51,857,676
Common/collective trusts		
Mellon EB Stock Index Fund	–	55,396,625

5. Investments (continued)

The following table presents the net appreciation in fair value for each significant class of investments for the Plan during the years ended December 31, 2011 and 2010:

	2011	2010
Insurance contract	$ 9,192	$ 1,922
Mutual funds	–	3,005,936
Common stock	–	7,194,680
Common/collective trust funds	–	12,296,690
	$ 9,192	$ 22,499,228

6. Master Trust

Effective January 1, 2011, the Trustee holds certain investments of the Plan in a Master Trust and executes all investment transactions on behalf of the Plan. All investment information disclosed in the accompanying financial statements, including Plan investments held in the Master Trust for the year ended December 31, 2011 and the net investment gain from plan into the Master Trust, was obtained from information supplied to the plan administrator and certified as complete and accurate by the Trustee.

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

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

Interest-Bearing Cash and Common Stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual Funds: Valued at the NAV of shares held by the plan at year end which are reported on an active market.

Common/Collective Trust Funds: Valued at the NAV as permitted by practical expedient and reported by the respective funds at each valuation date. The use of NAV is deemed appropriate as these types of investments do not have finite lives or significant restrictions on redemptions.

6. Master Trust (continued)

The Plan's allocated interest in the net assets of the Master Trust's investment accounts at December 31, 2011 is summarized as follows:

Master Trust Equities Investment Account	$ 145,428,165
Master Trust Fixed Income Investment Account	196,449,995
Plan interest in Master Trust	$ 341,878,160

Master Trust Equities Investment Account

The Plan's allocated interest in the net assets of the Master Trust Equities Investment Account at December 31, 2011 was $145,428,165, or approximately 67%.

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

Assets:	
Investments, at fair value:	
Interest-bearing cash	$ 71,807
Mutual fund	61,061,636
Common stock	72,018,970
Common/collective trusts	82,719,462
Total investments at fair value	215,871,875
Accrued income	90,044
Total net assets of the Master Trust Equities Investment Account	$ 215,961,919

Investment gain (loss) of the Master Trust Equities Investment Account for the year ended December 31, 2011 is as follows:

Net appreciation (depreciation) in fair value of investments:	
Common stock	$ (86,025)
Mutual fund	(4,949,705)
Common/collective trusts	4,171,704
Interest income	3,346,590
Net investment gain of the Master Trust Equities Investment Account	$ 2,482,564

6. Master Trust (continued)

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

		Investments at Fair Value at December 31, 2011		
	Investments at fair value as determined by quoted prices in active markets (Level 1)	**Valuation techniques based on observable market data (Level 2)**	**Valuation techniques incorporating information other than observable market data (Level 3)**	**Total**
Interest-bearing cash	$ 71,807	$ -	$ -	$ 71,807
	71,807	-	-	71,807
Mutual Fund:				
Equity Fund	61,061,636	-	-	61,061,636
	61,061,636	-	-	61,061,636
Common/Collective Trust Funds:				
Fixed Income Fund	-	775	-	775
Large Cap Index	-	64,985,969	-	64,985,969
Small Cap Growth	-	17,732,718	-	17,732,718
	-	82,719,462	-	82,719,462
Common Stock:				
Large Cap Value	72,018,970	-	-	72,018,970
	72,018,970	-		72,018,970
Total investments	$ 133,152,413	$ 82,719,462	$ -	$ 215,871,875

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

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

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

6. Master Trust (continued)

The Master Trust Equities Investment Account also invests in the Dimensional Funds U.S. Small Cap Common/Collective Trust Fund. The U.S. Small Cap Portfolio is a no-load mutual fund designed to achieve long-term capital appreciation. The portfolio seeks to purchase a broad and diverse group of readily marketable common stock of U.S. small companies using a market cap weighted approach. The portfolio invests in securities of U.S. companies with market capitalizations within the smallest 10% of the market universe or smaller than the 1,000th largest U.S. company, whichever results in a higher market capitalization break.

Master Trust Fixed Income Investment Account

The Plan's allocated interest in the net assets of the Master Trust Fixed Income Investment Account at December 31, 2011 was $196,449,995, or approximately 83%.

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

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

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

Net appreciation in fair value of investments:	
Mutual fund	$ 28,926,435
Interest income	10,297,686
Net investment gain of the Master Trust Fixed Income Investment Account	$ 39,224,121

6. Master Trust (continued)

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

		Investments at Fair Value at December 31, 2011		
	Investments at fair value as determined by quoted prices in active markets (Level 1)	Valuation techniques based on observable market data (Level 2)	Valuation techniques incorporating information other than observable market data (Level 3)	Total
Interest-bearing cash	$ 23	$ -	$ -	$ 23
	23	-	-	23
Mutual Fund:				
Bond Fund	236,309,146	-	-	236,309,146
	236,309,146	-	-	236,309,146
Total investments	$ 236,309,169	$ -	$ -	$ 236,309,169

7. Plan Termination

Should the Plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

8. Transactions with Parties-in-Interest

Certain plan investments are in a money market fund managed by JP Morgan Chase Bank, N.A. (JP Morgan). JP Morgan is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA. There is one Group Annuity Contract managed by John Hancock Financial Services, Inc. (John Hancock). John Hancock is a custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transaction rules under ERISA.

9. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS), dated April 26, 2012, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. The Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. 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 it is no longer subject to income tax examinations for years prior to 2008.

10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Plan contributions are made, and the actuarial present value of accumulated plan benefits are reported, based on certain assumptions which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

11. Subsequent Events

The Plan has evaluated events occurring subsequent to December 31, 2011 through October 12, 2012, the date the financial statements were available to be issued, and has determined there were no events that would materially affect the Plan's financial statements as of and for the year ended December 31, 2011.

Supplemental Schedules

Revco D.S., Inc. Retirement Income Plan

EIN No. 05-0494040, Plan No. 020

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2011

	Identity of Issue	Number of Shares/ Face Value	Cost	Market Value
*	JP Morgan Liquid Assets Money Market Fund	5,907,660	$ 5,907,660	$ 5,907,660
	Insurance contract:			
*	John Hancock Mutual Life Insurance Company – Immediate Participation Guarantee Fund		646,024	646,024
			$ 6,553,684	$ 6,553,684

* Indicates party-in-interest to the Plan.

Revco D.S., Inc. Retirement Income Plan

EIN: 05–0494040, Plan No. 020

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2011

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) – A series of securities transactions in excess of 5% of Plan assets:						
JP Morgan	Liquid Assets Money Market Fund	$ 51,384,547	$ -	$ 51,384,547	$ 51,384,547	$ -
JP Morgan	Liquid Assets Money Market Fund	-	47,644,094	47,644,094	47,644,094	-

There were no category (i), (ii) or (iv) reportable transactions for the year ended December 31, 2011.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

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

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

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

A Name of plan: Revco D.S. Inc., Retirement Income Plan

B Three-digit plan number (PN) ▶ 020

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: CVS Caremark Corporation HR Retirement Benefits

D Employer Identification Number (EIN): 05-0494040

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2011

2	Assets:			
	a Market value		**2a**	328,037,323
	b Actuarial value		**2b**	307,416,364
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	4,745	190,198,191
	b For terminated vested participants	**3b**	5,158	97,402,041
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		2,184,060
	(2) Vested benefits	**3c(2)**		64,721,219
	(3) Total active	**3c(3)**	3,927	66,905,279
	d Total	**3d**	13,830	354,505,511
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	**4a**		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.24 %
6	Target normal cost	**6**		1,294,615

Statement by Enrolled Actuary

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

SIGN HERE

Brian Hurleigh BH — Signature of actuary

10/5/2012 — Date

Brian Diesing Hurleigh — Type or print name of actuary

11-06945 — Most recent enrollment number

Buck Consultants, LLC — Firm name

(201) 902-2300 — Telephone number (including area code)

500 Plaza Drive

Secaucus NJ 07096-1533 — Address of the firm

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

REVCO D.S. INC. RETIREMENT INCOME PLAN
EIN: 05-0494040/PN 020
Schedule SB, line 22 – Description of Weighted Average Retirement Age

Attained Age	Rate of Retirement	Assumed Age at Retirement	Portion Retiring from Previous Year	Portion Remaining from Previous Year	Age-Weighted Probability of Retirement
55	14.0%	55.5	14.00%	86.00%	7.7700
56	11.0%	56.5	9.46%	76.54%	5.3449
57	9.0%	57.5	6.89%	69.65%	3.9618
58	14.0%	58.5	9.75%	59.90%	5.7038
59	12.0%	59.5	7.19%	52.71%	4.2781
60	12.0%	60.5	6.33%	46.38%	3.8297
61	15.0%	61.5	6.96%	39.42%	4.2804
62	16.0%	62.5	6.31%	33.11%	3.9438
63	17.0%	63.5	5.63%	27.48%	3.5751
64	50.0%	64.5	13.74%	13.74%	8.8623
65	100.0%	65.0	13.74%	0.00%	8.9310
			Weighted average retirement age		60.4809

REVCO D.S. INC. RETIREMENT INCOME PLAN
EIN 05-0494040/PN 020
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Economic Assumptions

Funding

Current Year:	Segment Rates with four month lookback:	
	First Segment Rate	3.78%
	Second Segment Rate	6.31%
	Third Segment Rate	6.57%
	Effective Interest Rate	6.24%
Prior Year:	Segment Rates with four month lookback:	
	First Segment Rate	5.03%
	Second Segment Rate	6.73%
	Third Segment Rate	6.82%
	Effective Interest Rate	6.65%

Non-economic Assumptions

Mortality

Funding

	Current Year	Prior Year
Annuitant	IRS static table for 2011 under regulation 1.430(h)(3)-1	IRS static table for 2010 under regulation 1.430(h)(3)-1
Non-annuitant	IRS static table for 2011 under regulation 1.430(h)(3)-1	IRS static table for 2010 under regulation 1.430(h)(3)-1

Rates of Retirement – Normal retirement is age 65.

Separations before normal retirement – Representative values of the assumed annual rates of withdrawal and early retirement (for funding purposes) are as follows:

	Annual Rate of Withdrawal		
Age	Salaried	Hourly	Early Retirement
20	.140	.180	--
25	.140	.180	--
30	.100	.150	--
35	.080	.140	--
40	.070	.120	--
45	.060	.100	--
50	.050	.080	--
55	.025	.040	0.14
56	.020	.032	0.11
57	.015	.024	0.09
58	.010	.016	0.14
59	.005	.008	0.12
60	.000	.000	0.12
61	.000	.000	0.15

62	.000	.000	0.16
63	.000	.000	0.17
64	.000	.000	0.50
65	.000	.000	1.00

Marital Status: 100% of active participants are assumed married. Husbands are expected to be three years older than their wives.

Inactives are assumed to retire on the first of the month following their 65th birthday.

Frequency of optional payment forms:

Eligible for Small Lump Sum Cashout		Not Eligible for Small Lump Sum Cashout	
Optional Form	Probability	Optional Form	Probability
Lump Sum	50.0%	Lump Sum	0.0%
Life Annuity	27.5%	Life Annuity	55.0%
50% J&S	17.5%	50% J&S	35.0%
100% J&S	5.0%	100% J&S	10.0%

Methods

Actuarial cost method

The minimum required and maximum contribution purposes:

The Funding Target is the present value of accrued benefits and based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be the accrued during the current plan year, including the effect of expected compensation increases during the year.

Asset valuation method

The Valuation Assets are determined using a method that spreads asset gains/(losses) over a two year period on an annual basis. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value. Accrued contributions, if any, are included in the Valuation Assets.

Expenses

Current Year:	Expected plan expenses of $1,294,615 were added to the Target Normal Cost.
Prior Year:	Expected plan expenses of $1,466,674 were added to the Target Normal Cost.

REVCO D.S. INC. RETIREMENT INCOME PLAN
EIN 05-0494040/PN 020
Schedule SB, Part V - Summary of Plan Provisions

Accrued benefit

Effective Date February 1, 1968.

Plan Year January 1 to December 31.

Employer CVS Inc. as successor to Revco D.S., Inc. (and its subsidiaries who with consent of Revco D.S., Inc. become parties to and adopt the Plan) and any Affiliate of CVS Inc. who adopts the Plan for the benefit of its eligible employees.

Participation All employees of the Company who are covered on May 31, 1985, by the prior plan continue to be participants in this Plan. Other employees become participants on the June 1, when the employee meets the following requirements:

(a) Employee has attained age 20-1/2.

(b) Employee has six months of service.

(c) Employee is not a member of a collective bargaining unit, unless the collective bargaining unit has provided specifically for coverage under this plan.

Effective September 20, 1997, the Plan is closed to new Participants.

Effective January 1, 2001, all participants in the Standard Drug Company Employees' Retirement Plan became participants of this Plan.

Benefit Eligibility

Normal Retirement Benefits — An employee age 65 with 5 or more years of vesting service is eligible for Normal Retirement Benefits.

Early Retirement Benefits — An employee age 55 with 5 or more years of vesting service is eligible for Early Retirement Benefits.

Deferred Vested Benefits — An employee with 5 years of vesting service is eligible for Deferred Vested Benefits. All former participants of the Standard Drug Employees' Retirement Plan became fully vested on December 31, 1992.

Retirement Benefits

Normal Retirement:
Basic Formula
(Revco Plan)

The basic retirement formula computes a monthly amount which when added to a member' social security benefit is equal to the product of his average monthly earnings and the applicable guaranteed percentage as determined from the following table:

Average Monthly Earnings	Guaranteed Percentage
Less than $ 500	81%
$1,000	73%
$1,500	65%
$2,000	60%
$2,500	56%
$3,000	54%
$3,500	52%
$4,000	51%
$4,500	50%
$5,000	50%

For average monthly earnings not shown in the above table, the guaranteed percentage is interpolated to four decimal places.

For employees retiring with less than 30 years of credited service, the amount otherwise payable from the Plan is multiplied by the ratio of years of credited service to 30 years.

Minimum Accrued Benefits

A monthly amount equal to $6.00 times credited service.

Any participant who was covered under the Revco D.S., Inc. Retirement Income Plan on May 31, 1981, shall receive a benefit at least equal to the benefit accrued under the plan on May 31, 1981, based upon final earnings, covered compensation, and actual credited service as of May 31, 1981. The formula in effect on May 31, 1981, produced for each year of credited service an annual benefit of $30 plus 1% of final average earnings in excess of covered compensation.

For a participant covered under this Plan prior to June 1, 1976, the benefit shall be no less than the amount accrued to May 31, 1976, multiplied by the ratio that credited service as of May 31, 1976, bears to the greater of 15 or the years of credited service the participant would have had on his normal retirement date.

For a participant covered under GR-2110 or GR-2293 prior to January 1, 1973, the benefit shall be no less than the amount accrued to December 31, 1972.

For a participant with a vested account balance, the benefit shall be no less than the amount purchasable by the vested account balance with interest to the retirement date.

Any participant covered under the Barre-National Plan prior to June 1, 1981, shall receive no less than the amount accrued under the provisions of the Barre-National Pension Plan as of May 31, 1981.

Any participant covered under the Hook-SupeRx, Inc. Retirement Plan prior to June 4, 1995, shall receive no less than the amount accrued under the provisions of the Hook-SupeRx, Inc. Retirement Plan as of May 31, 1995, plus a benefit calculated under the Revco Plan using service accrued after May 31, 1995.

Normal Retirement:

Basic Formula
(Standard Plan)

For participants of the former Standard Drug Company Employees' Retirement Plan, a monthly retirement allowance equal to the sum of a., b. and c. below:

a. The monthly benefit accrued under the provisions of the plan in effect for the period of employment ending on April 27, 1976.

b. for years of credited service beginning after April 27, 1976, the sum of i., ii., iii. and iv. below:

   i. 1.25% of compensation up to Social Security Wage Based for each year of credited service completed after April 27, 1976 and before January 1, 1980,

   ii. 1.75% of compensation in excess of Social Security Wage Base for each year of credited service completed after April 27, 1976 and prior to January 1, 1980, and

   iii. 1.75% if compensation up to Social Security Wage Base for each year of credited service completed after December 31,1979 and prior to January 1, 1989, and

   iv. 2.50% of compensation in excess of Social Security Wage Base for each year of credited service completed after December 31, 1979 and prior to January 1, 1989.

c. 1.85% of compensation for each year of credited service after 1988 and prior to 1993 for participants not covered by the Labor Agreement, and prior to August 31, 1993 for participants covered by the Labor Agreement.

Note: Compensation and wage base used for b. are for the calendar year prior to the year of service and compensation used for c. is for the calendar year coinciding with the year of service.

Early Retirement Benefits

Monthly benefit is equal to the normal monthly benefit accrued to date of retirement, multiplied by an early retirement adjustment factor (amounts based on reduction of .6% per month to age 60 and .3% per month below age 60).

	For participants of the former Standard Drug Company Employees' Retirement Plan, a monthly benefit equal to the normal retirement allowance reduced for early commencement by 5/9 of 1% for each of the first 60 months and 5/18 of 1% for each of the next 60 months by which the commencement of the early retirement benefit precedes normal retirement date.
Deferred Vested Benefits	Monthly benefit is equal to the accrued normal retirement benefit, multiplied by an early retirement adjustment factor if payable before age 65, but not payable before age 55.
Normal Form of Annuity	For unmarried participants, the normal form of annuity is a life annuity; and for married participants, a reduced 50% joint and survivor annuity which is actuarially equivalent to the life annuity.
Preretirement Spouse Benefit	
Eligibility	Active or former participants who are vested.
Benefit	Automatic benefit is equal to 50% of the accrued monthly benefit at the time of death. The benefit is deferred to when the participant would have been eligible for early retirement and is multiplied by the appropriate early retirement adjustment factor, and the adjustment factor for election of 50% spouse's coverage.
Prior Plan Cash Values	
Amount	An amount listed by the Plan.
Interest Credited	Interest is credited at a rate of 3% per annum prior to June 1, 1976 and 5% per annum thereafter.
Death or Termination Refund	If the participant is not survived by a spouse or if he is not eligible for a spouse benefit, the beneficiary will receive a refund of the vested account balance with interest to date of death reduced by any benefits paid.
Definitions (Revco Plan)	
Vesting Service	Service is credited in any year in which the member has not incurred a break in service and is measured from the first date the employee performs an hour of service. special rules apply to breaks in service.
Credited Service	Credited service is after age 20-1/2 and 6 months.
Monthly Earnings	A participant's basic earnings during the calendar year, including overtime payments, commissions and bonuses.
Average Monthly Earnings	The average of an employee's monthly earnings in effect for the last 5 consecutive calendar years prior to termination.

Social Security Benefit	Estimates are based on the Social Security Act in effect on June 1 of the plan year in which the participant retired, and the amount of primary old age insurance as described below: For retirements at or after age 65—the estimated amount payable at retirement For early retirement, before age 65—the estimated amount payable at age 65, determined assuming earnings continue to age 65 at the same rate as upon termination. For deferred vested retirements—the estimated amount payable at age 65, determined assuming earnings continue to age 65 at the same rate as upon termination.

Definitions (Standard Plan)

Credited Service	The total number of Plan Years, ending after April 27, 1976, during which the Employee has at least 1000 Hours of Service.
Compensation	For plan years before January 1, 1989, compensation is the total earnings for the calendar year immediately preceding the year of credited service. For plan years after 1988 and prior to 1994, compensation is the total earnings in the year of credited service.

REVCO D.S. INC. RETIREMENT INCOME PLAN
EIN 05-0494040/PN 020
Schedule SB, line 24 – Change in Actuarial Assumptions

Expected plan expenses paid from plan assets which are added to the Target Normal Cost changed from $1,466,674 to $1,294,615.

REVCO D.S. INC., RETIREMENT INCOME PLAN
EIN: 05-0494040 PN: 020

Line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service																	
	Less Than 10		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up		Total	
	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit
Under 25	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A
25 to 29	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A
30 to 34	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A
35 to 39	0	N/A	0	N/A	272	370	64	411	0	N/A	0	N/A	0	N/A	0	N/A	336	378
40 to 44	0	N/A	0	N/A	271	811	235	1,452	41	1,712	0	N/A	0	N/A	0	N/A	547	1,154
45 to 49	0	N/A	2	N/A	214	660	230	2,244	232	2,966	55	2,730	0	N/A	0	N/A	733	2,041
50 to 54	0	N/A	1	N/A	200	672	171	1,946	216	4,227	240	3,922	37	3,134	0	N/A	865	2,818
55 to 59	0	N/A	0	N/A	188	737	147	1,703	125	3,296	208	5,559	140	5,803	19	N/A	827	3,494
60 to 64	0	N/A	0	N/A	137	693	102	1,794	75	3,696	100	5,621	114	9,472	46	10,079	574	4,635
65 to 69	0	N/A	0	N/A	16	N/A	7	N/A	3	N/A	5	N/A	5	N/A	6	N/A	42	3,496
70 & up	0	N/A	0	N/A	2	N/A	0	N/A	0	N/A	1	N/A	0	N/A	0	N/A	3	N/A
Total	0	N/A	3	N/A	1,300	681	956	1,735	692	3,426	609	4,658	296	6,892	71	9,120	3,927	2,659

This plan is "hard frozen" and the average annual accrued benefits are in lieu of compensation.

REVCO D.S. INC. RETIREMENT INCOME PLAN
EIN 05-0494040/PN 020
Schedule SB, line 32 – Schedule of Amortization Bases

Type of Base	Date Established	Remaining Installments	Shortfall Amortization Installment	Present Value of Remaining Installments as of January 1, 2010
Shortfall	January 1, 2008	5	$ 7,913,753	$ 35,955,985
Shortfall	January 1, 2009	6	$ (411,758)	$ (2,168,125)
Shortfall	January 1, 2010	7	$ 4,213,526	$ 25,036,989
	Total		$ 11,715,521	$ 58,824,849

Revco D.S., Inc. Retirement Income Plan

EIN No. 05-0494040, Plan No. 020

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2011

	Identity of Issue	Number of Shares/ Face Value	Cost	Market Value
*	JP Morgan Liquid Assets Money Market Fund	5,907,660	$ 5,907,660	$ 5,907,660
	Insurance contract:			
*	John Hancock Mutual Life Insurance Company – Immediate Participation Guarantee Fund		646,024	646,024
			$ 6,553,684	$ 6,553,684

* Indicates party-in-interest to the Plan.

Revco D.S., Inc. Retirement Income Plan

EIN: 05–0494040, Plan No. 020

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2011

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) – A series of securities transactions in excess of 5% of Plan assets:						
JP Morgan	Liquid Assets Money Market Fund	$ 51,384,547	$ -	$ 51,384,547	$ 51,384,547	$ -
JP Morgan	Liquid Assets Money Market Fund	-	47,644,094	47,644,094	47,644,094	-

There were no category (i), (ii) or (iv) reportable transactions for the year ended December 31, 2011.