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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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
THE ADVANCEPCS RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 023

1c Effective date of plan 01/01/1995

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

CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS

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)
541990

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.	10/04/2013	NANCY 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

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	2207
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**	685
b Retired or separated participants receiving benefits	**6b**	313
c Other retired or separated participants entitled to future benefits	**6c**	1180
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2178
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	26
f Total. Add lines **6d** and **6e**	**6f**	2204
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 Characteristics Codes in the instructions:
1A 1G 1I 3H

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	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)	[ ]	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)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[X]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan
THE ADVANCEPCS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 023

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
CVS CAREMARK CORPORATION 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 2012			
2	Assets:			
	a Market value	**2a**		53492302
	b Actuarial value	**2b**		52684726
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	289	17080842
	b For terminated vested participants	**3b**	1198	18396332
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		1139071
	(2) Vested benefits	**3c(2)**		12898052
	(3) Total active	**3c(3)**	721	14037123
	d Total	**3d**	2208	49514297
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**		7.12 %
6	Target normal cost	**6**		415000

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

09/23/2013
Date

RICK L. POPP
Type or print name of actuary

11-05532
Most recent enrollment number

HEWITT ASSOCIATES LLC
Firm name

847-295-5000
Telephone number (including area code)

4 OVERLOOK POINT
LINCOLNSHIRE, IL 60069
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 Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	3426310
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	1133937
9	Amount remaining (line 7 minus line 8)	0	2292373
10	Interest on line 9 using prior year's actual return of 6.16%	0	141210
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2056123
	b Interest on (a) using prior year's effective interest rate of 6.38% except as otherwise provided (see instructions)		128686
	c Total available at beginning of current plan year to add to prefunding balance		2184809
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2433583

Part III Funding Percentages

14	Funding target attainment percentage	14	101.48 %
15	Adjusted funding target attainment percentage	15	106.40 %
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	81.00 %
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
11/29/2012	1800000				
05/31/2013	1200000				
08/27/2013	1800000				
			Totals ► 18(b)	4800000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4386773

20 Quarterly contributions and liquidity shortfalls:

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

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

c If line 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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.54%	6.85%	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

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

Part VI Miscellaneous Items

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

27 If the plan is subject to 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**	415000
b Excess assets, if applicable, but not greater than line 31a	**31b**	415000

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	912270	912270

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	4386773

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

a Total (excess, if any, of line 37 over line 36)	**38a**	4386773
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
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 an election was made to use PRA 2010 funding relief for this plan:

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.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
THE ADVANCEPCS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 023

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

D Employer Identification Number (EIN)
05-0494040

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 50	NONE	296966	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BUCK CONSULTANTS LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 70 99	NONE	51172	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

COLUMBIA MGMT INV ADVISORY

13-3180631

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52 68	NONE	44158	Yes [X] No [ ]	Yes [X] No [ ]	0	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)

PIMCO

33-0239598

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52 68	NONE	37519	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

MOHLER NIXON AND WILLIAMS

77-0106234

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	15750	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JP MORGAN CHASE BANK

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50 51 52 62	TRUSTEE	14976	Yes [X] No [ ]	Yes [X] No [ ]	0	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

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	9807	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

MAYER BROWN

36-1447220

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	8473	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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
THE ADVANCEPCS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 023

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

D Employer Identification Number (EIN)
05-0494040

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

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

b Name of sponsor of entity listed in (a): CVS CAREMARK CORP HR RET BENEFITS

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	29381171

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

b Name of sponsor of entity listed in (a): CVS CAREMARK CORP HR RET BENEFITS

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	30585771

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
THE ADVANCEPCS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 023

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

D Employer Identification Number (EIN)
05-0494040

Part I Asset and Liability Statement

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)	1200000	3000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	10	16
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2370874	813323
(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)	50141764	59966942
(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)		
(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	53712648	63780281
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	184693	84456
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	184693	84456
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	53527955	63695825

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)	4800000	
(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)		4800000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)		0
(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)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(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

		(a) Amount	(b) Total
(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)		7848190
(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		12648190
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1868562	
(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)		1868562
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)	336165	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	147158	
(4) Other	2i(4)	128435	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		611758
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2480320
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		10167870
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MOSS ADAMS LLP **(2)** EIN: 91-0189318

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 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	

			Yes	No	Amount
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		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

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

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
THE ADVANCEPCS RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 023

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

D Employer Identification Number (EIN)
05-0494040

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 59-3482833 13-4994650

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3** 1

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: 100%

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 line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Report of Independent Auditors and
Financial Statements with
Supplemental Schedules

AdvancePCS Retirement Plan

December 31, 2012 and 2011

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

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MOSS-ADAMS LLP
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REPORT OF INDEPENDENT AUDITORS

To the Participants and
Plan Administrator of the
AdvancePCS Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the AdvancePCS Retirement Plan (the Plan), which comprise the Statement of Net Assets Available for Benefits as of December 31, 2012, and the related Statement of Changes in Net Assets Available for Benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 7, which was certified by JPMorgan Chase Bank, N.A. (JPMorgan), the trustee of the Plan, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.

Other Matter – 2011 Financial Statements

The financial statements of the Plan as of and for year ended December 31, 2011 were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 1, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, was presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplementary Information

The Schedule H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4(j) – Schedule of Reportable Transactions as of and for year ended December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplementary information.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2012 financial statements and supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Moss Adams LLP

Campbell, California
September 26, 2013

FINANCIAL STATEMENTS

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ADVANCEPCS RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	2012	2011
Assets:		
Investments, at fair value:		
Plan interest in Fixed Income Master Trust (Note 3)	$ 29,381,171	$ 19,331,263
Plan interest in Equities Master Trust (Note 3)	30,585,771	30,810,501
Interest-bearing cash	813,323	2,370,874
Total investments	60,780,265	52,512,638
Receivables:		
Accrued interest and dividends	16	10
Employer contributions receivable	3,000,000	1,200,000
Total assets	63,780,281	53,712,648
Liabilities:		
Administrative expenses payable	84,456	184,693
Net assets available for benefits	$ 63,695,825	$ 53,527,955

See accompanying notes to financial statements.

ADVANCEPCS RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributed to:		
Dividends and interest	$ -	$ 19,807
Net realized and unrealized appreciation in fair value of investments	-	90,626
Plan interest in net gain of master trusts	7,848,190	3,076,889
	7,848,190	3,187,322
Employer's contributions	4,800,000	3,000,000
Total additions	12,648,190	6,187,322
Deductions from net assets attributed to:		
Administrative expenses	611,758	566,683
Benefits paid to participants	1,868,562	1,595,275
Total deductions	2,480,320	2,161,958
Increase in net assets available for benefits	10,167,870	4,025,364
Net assets available for benefits:		
Beginning of year	53,527,955	49,502,591
End of year	$ 63,695,825	$ 53,527,955

See accompanying notes to financial statements.

NOTE 1 – THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

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

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

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

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

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

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

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

Administration – CVS has appointed a Benefit Plans Committee (the Committee) to manage the operation and administration of the Plan. Effective January 2009, the Committee further named an Administrative Subcommittee and an Investment Subcommittee, and delegated certain fiduciary duties to each of these committees. A third-party administrator, Aon Hewitt Associates, processes and maintains the records of participant data. A master trust was established for all CVS defined benefit pension plans and JPMorgan Chase Bank, N.A. (JPMorgan) was contracted to act as the trustee. Administrative expenses are paid by the Plan.

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

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

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

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

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

Income taxes – The Plan has received a favorable determination letter dated November 8, 2011. CVS believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Internal Revenue Code, as amended, and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

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

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

Recent accounting pronouncements – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 requires disclosure of valuation techniques for Level 2 and Level 3 measurements, and for Level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between Level 1 and Level 2 of the fair value hierarchy. The Plan adopted the new disclosure requirements effective January 1, 2012.

Subsequent events – The Plan has evaluated subsequent events through September 26, 2013, which is the date the financial statements were available to be issued.

NOTE 2 – FAIR VALUE MEASUREMENTS

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

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

What follows is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2012 and 2011.

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

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

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

	2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Interest-bearing cash	$ 813,323	$ -	$ -	$ 813,323

	2011			
	Level 1	**Level 2**	**Level 3**	**Total**
Interest-bearing cash	$ 2,370,874	$ -	$ -	$ 2,370,874

NOTE 3 – MASTER TRUST

Effective January 1, 2011, a Master Trust was created for the CVS Caremark Defined Benefit Plans. As part of this Master Trust arrangement, JPMorgan holds certain investments of the Plan in two Master Trust Investment Accounts (MTIAs) 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 MTIAs at December 31, 2012 and 2011, and Plan interest in investment gain of the MTIAs for the years ended December 31, 2012 and 2011 was obtained from information supplied to the Plan Administrator and certified as complete and accurate by JPMorgan.

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

What follows is a description of the valuation methodologies used for assets measured at fair value in the MTIAs.

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

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

Government obligations: Valued based on a compilation of primary observable market information or a broker quote in a non-active market. Observable inputs used to value may include treasury feeds, yield to maturity (YTM), broker feeds and consumer price index (CPI).

Government agency obligations: Valued based on a compilation of primary observable market information or a broker quote in a non-active market. Observable inputs used to value may include to-be-announced forward market (TBA), treasury or floating index benchmarks, spreads to TBA levels, weight average maturity (WAM), prepayment speeds, and cash flows.

Corporate obligations: Valued based on a compilation of primary observable market information or a broker quote in a non-active market. Observable inputs used to value may include benchmark yields, base spreads, YTM, adjustments for corporate actions, and reported trades.

Foreign obligations: Valued using market approach based on bid prices. Observable inputs used to value may include benchmark yields, base spreads, YTM, and adjustments for corporate actions.

Equities Master Trust Investment Account

The Plan's allocated interest in the net assets of the Equities Master Trust Investment Account at December 31, 2012 and 2011 were $30,585,771 (approximately 12%) and $30,810,501 (approximately 14%), respectively.

Investments of the Equities Master Trust Trust Investment Account as of December 31, 2012 and 2011 consist of the following:

	2012	2011
Assets:		
Investments, at fair value:		
Interest-bearing cash	$ 47,264	$ 71,807
Common stocks	84,320,587	72,018,970
Mutual funds	95,084,196	61,061,636
Common/collective trusts	84,979,363	82,719,462
Total investments at fair value	264,431,410	215,871,875
Accrued income	105,983	90,044
Total net assets of the Equities Master Trust Investment Account	$ 264,537,393	$ 215,961,919

Investment gain (loss) of the Equities Master Trust Investment Account for the years ended December 31, 2012 and 2011 are as follow:

	2012	2011
Net appreciation (depreciation) in fair value of investments:		
Common stocks	$ 10,123,063	$ (86,025)
Mutual funds	12,132,277	(4,949,705)
Common/collective trusts	13,119,734	4,171,704
Interest and dividends income	4,704,609	3,346,590
Net investment gain of the Equities Master Trust Investment Account	$ 40,079,683	$ 2,482,564

Investments of the Equities Master Trust Investment Account measured at fair value at December 31, 2012 are as follows:

	Level 1	Level 2	Level 3	Total
Interest-bearing cash	$ 47,264	$ -	$ -	$ 47,264
Common/collective trusts:				
Equity funds	-	84,979,363	-	84,979,363
Total common/ collective trusts	-	84,979,363	-	84,979,363
Mutual funds:				
Equity funds	95,084,196	-	-	95,084,196
Total mutual funds	95,084,196	-	-	95,084,196
Common stocks:				
Basic materials	22,793,225	-	-	22,793,225
Conglomerates	2,460,300	-	-	2,460,300
Consumer goods	5,945,300	-	-	5,945,300
Financial	18,430,893	-	-	18,430,893
Healthcare	7,728,868	-	-	7,728,868
Industrial goods	5,262,587	-	-	5,262,587
Technology	1,435,910	-	-	1,435,910
Utilities	1,926,000	-	-	1,926,000
Services	18,337,504	-	-	18,337,504
Total common stocks	84,320,587	-	-	84,320,587
Total assets at fair value	$ 179,452,047	$ 84,979,363	$ -	$ 264,431,410

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

	Level 1	Level 2	Level 3	Total
Interest-bearing cash	$ 71,807	$ -	$ -	$ 71,807
Common/collective trusts:				
Fixed income funds	-	775	-	775
Equity funds	-	82,718,687	-	82,718,687
Total common/ collective trusts	-	82,719,462	-	82,719,462
Mutual fund:				
Equity funds	61,061,636	-	-	61,061,636
Total mutual funds	61,061,636	-	-	61,061,636
Common stocks:				
Basic materials	16,293,463	-	-	16,293,463
Conglomerates	2,192,700	-	-	2,192,700
Consumer goods	7,169,055	-	-	7,169,055
Financial	13,418,802	-	-	13,418,802
Healthcare	8,152,750	-	-	8,152,750
Industrial goods	6,162,130	-	-	6,162,130
Technology	1,489,930	-	-	1,489,930
Utilities	2,131,200	-	-	2,131,200
Services	15,008,940	-	-	15,008,940
Total common stocks	72,018,970	-	-	72,018,970
Total assets at fair value	$ 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 net asset value per share (or its equivalent) as of December 31, 2012:

The Equities Master Trust 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 JPMorgan) based on the unit value determined as of the valuation date. Unit value is generally determined on a daily basis. All investors in the Fund have a proportionate undivided interest in the net assets of the Fund.

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

The common/collective trust funds have daily redemption frequency and a daily redemption notice period.

Fixed Income Master Trust Investment Account

The Plan's allocated interest in the net assets of the Fixed Income Master Trust Investment Account at December 31, 2012 and 2011 was $29,381,171 (approximately 11%) and $19,331,263 (approximately 8%), respectively.

Investments of the Fixed Income Master Trust Investment Account as of December 31, 2012 and 2011 consist of the following:

	2012	2011
Assets:		
Investments, at fair value:		
Interest-bearing cash	$ 442,367	$ 23
U.S. government obligations	69,086,636	-
Government agency obligations	33,376,990	-
Corporate obligations	1,717,108	-
Foreign obligations	1,320,254	-
Mutual funds	149,242,284	236,309,146
Total investments at fair value	255,185,639	236,309,169
Accrued income	688,226	3
Total net assets of the Fixed Income Master Trust Investment Account	$ 255,873,865	$ 236,309,172

Investment gain of the Fixed Income Master Trust Investment Account for the years ended December 31, 2012 and 2011 are as follow:

	2012	2011
Net appreciation in fair value of investments:		
Mutual funds	$ 17,299,064	$ 28,926,435
U.S. government obligations	(1,534,382)	-
Government agency obligations	22,552	-
Corporate obligations	(3,923)	-
Foreign obligations	20,254	-
Interest income	12,138,721	10,297,686
Net investment gain of the Fixed Income Master Trust Investment Account	$ 27,942,286	$ 39,224,121

Investments of the Fixed Income Master Trust Investment Account measured at fair value at December 31, 2012 are as follows:

	Level 1	Level 2	Level 3	Total
Interest-bearing cash	$ 442,367	$ -	$ -	$ 442,367
Mutual funds:				
Fixed income funds	-	149,242,284	-	149,242,284
Total mutual funds	-	149,242,284	-	149,242,284
Bonds:				
U.S. government obligations	-	69,086,636	-	69,086,636
Government agency obligations	-	33,376,990	-	33,376,990
Corporate obligations	-	1,717,108	-	1,717,108
Foreign obligations	-	1,320,254	-	1,320,254
Total bonds	-	105,500,988	-	105,500,988
Total assets at fair value	$ 442,367	$ 254,743,272	$ -	$ 255,185,639

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

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

The following sets forth additional disclosures for the fair value measurement of significant investments in certain entities that calculate net asset value per share (or its equivalent) as of December 31, 2012:

The PIMCO Long Duration Total Return Portfolio – A separate account fixed income portfolio that seeks exposure predominantly to high-quality and longer-duration fixed income securities. Duration, i.e. sensitivity to interest rates, will typically be managed to remain within a +/- 2 year band around its Barclay's Long-Term U.S. Government/Credit benchmark. A variety of strategies are employed to maximize return potential and manage overall portfolio risk, including investment across a wide variety of sectors and fixed-income issuers.

NOTE 4 – RELATED PARTY TRANSACTIONS

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

NOTE 5 – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits represent the estimated future periodic payments, including lump sum distributions, under the Plan's provisions that are attributable to services rendered by employees through the valuation date. Accumulated Plan benefits include benefits expected to be paid to:

a) retired or terminated employees or their beneficiaries,

b) beneficiaries of employees who have died, and

c) present employees or their beneficiaries.

Benefits under the Plan are based on years of service and benefit credit rates. The accumulated Plan benefits for active employees are based on years of service and benefit credit rates on the date at which the benefit information is presented (valuation date). Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated Plan benefits is determined by the Plan's actuary, Aon Hewitt Associates, and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2012 (beginning of the Plan year) are as follows:

Actuarial cost method:	Standard Unit Credit Cost Method
Interest rate:	7.25%
Mortality rates:	2012 Static Mortality Table for annuitants and non-annuitants
Retirement age:	Age 65 for terminated participants, varying ages assuming 100% retirement at age 70 for active participants

The actuarial present value of accumulated Plan benefits as of January 1, 2012 is as follows:

Actuarial present value of accumulated Plan benefits:	
Plan benefits:	
Vested benefits:	
Participants currently receiving payments	$ 16,595,853
Other participants	31,528,373
	48,124,226
Nonvested benefits	1,126,960
Total actuarial present value of accumulated Plan benefits	$ 49,251,186

The change in the actuarial present value of accumulated Plan benefits as of January 1, 2012 is as follows:

Actuarial present value of Plan benefits, beginning of year	$ 45,381,061
Increase (decrease) during the year attributable to:	
Interest accumulation	3,233,310
Benefit payments	(1,595,275)
Assumption changes (1)	1,429,700
Other changes (2)	802,390
Actuarial present value of accumulated Plan benefits, end of year	$ 49,251,186

(1) Assumption changes include a change in the mortality assumption from the 2011 static mortality table for annuitants and non-annuitants to the 2012 static mortality table for annuitants and non-annuitants.

(2) Other changes represent the normal operation of the Plan. They consist primarily of the increase due to ongoing benefit accruals, if any, and those items of Plan experience that are not associated with Plan asset performance.

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

NOTE 6 – FUNDING POLICY

The Company's funding policy is to make annual contributions at least equal to the minimum funding requirements of ERISA. This funding standard is such that, based on certain assumptions, annual contributions will provide adequate funding to meet benefit claims as they come due. CVS has met these minimum funding requirements in 2012 and 2011.

NOTE 7 – CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2012 and 2011, and net appreciation, interest, and dividends for the years ended December 31, 2012 and 2011, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by JPMorgan in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

NOTE 8 – PLAN TERMINATION OR MODIFICATION

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

- To retired employees receiving benefits and participants having reached the normal retirement date as of the beginning of the three year period ending on the termination date based on the provisions of the Plan in effect five years prior to the termination date
- To provide all other income guaranteed by Title IV of ERISA
- To provide all other nonforfeitable benefits under the Plan
- To provide all other benefits under the Plan

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

SUPPLEMENTAL SCHEDULES

REQUIRED BY THE DEPARTMENT OF LABOR

_____

ADVANCEPCS RETIREMENT PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Plan sponsor: CVS Caremark Corporation
Employer identification number: 05-0494040
Plan number: 023
Schedule H, Line 4(i)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	$ 813,323	$ 813,323

* Party-in-interest

Plan sponsor: CVS Caremark Corporation
Employer identification number: 05-0494040
Plan number: 023
Schedule H, Line 4(j)

Identity of party involved	Description of assets (include interest rate and maturity in case of a loan)	Purchase price	Selling price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Series of transactions in excess of 5% of Plan assets								
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	$ -	$ 6,288,995	$ -	$ -	$ 6,288,995	$ 6,288,995	$ -
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	4,731,448	-	-	-	4,731,448	4,731,448	-

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

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan

The AdvancePCS Retirement Plan

B Three-digit plan number (PN) ▶ 023

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

CVS Caremark Corporation

D Employer Identification Number (EIN)

05-0494040

E Type of plan: [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 2012

2 Assets:

a Market value	2a	53,492,302
b Actuarial value	2b	52,684,726

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	289	17,080,842
b For terminated vested participants	3b	1,198	18,396,332
c For active participants:			
(1) Non-vested benefits	3c(1)		1,139,071
(2) Vested benefits	3c(2)		12,898,052
(3) Total active	3c(3)	721	14,037,123
d Total	3d	2,208	49,514,297

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	7.12 %
6 Target normal cost	6	415,000

Statement by Enrolled Actuary

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

SIGN HERE Rick L. Popp RP

Signature of actuary

09/23/2013

Date

Rick L. Popp

Type or print name of actuary

11-05532

Most recent enrollment number

Hewitt Associates LLC

Firm name

(847) 295-5000

Telephone number (including area code)

4 Overlook Point

Lincolnshire IL 60069

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 Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	3,426,310
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	1,133,937
9	Amount remaining (line 7 minus line 8)	0	2,292,373
10	Interest on line 9 using prior year's actual return of 6.16 %	0	141,210
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2,056,123
	b Interest on (a) using prior year's effective interest rate of 6.38 % except as otherwise provided (see instructions)		128,686
	c Total available at beginning of current plan year to add to prefunding balance		2,184,809
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2,433,583

Part III Funding Percentages

14	Funding target attainment percentage	14	101.48 %
15	Adjusted funding target attainment percentage	15	106.40 %
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	81.00 %
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
11/29/2012	1,800,000				
05/31/2013	1,200,000				
08/27/2013	1,800,000				
			Totals ▶ 18(b)	4,800,000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4,386,773

20 Quarterly contributions and liquidity shortfalls:

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

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

c If line 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:	
5.54 %	6.85 %	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	65

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

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment		☒ Yes ☐ No
27 If the plan is subject to 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	415,000
b Excess assets, if applicable, but not greater than line 31a	31b	415,000

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	912,270	912,270

36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	4,386,773
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	4,386,773
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
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 an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
November 29, 2012	$ 1,800,000	7.12%	333	$ 1,690,811
May 31, 2013	1,200,000	7.12%	516	1,089,102
August 27, 2013	1,800,000	7.12%	604	1,606,860
Total Contribution	$ 4,800,000			$ 4,386,773

Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

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

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21.
1st Segment Rate	5.54%.
2nd Segment Rate	6.85%.
3rd Segment Rate	7.52%.
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor.
1st Segment Rate	2.06%.
2nd Segment Rate	5.25%.
3rd Segment Rate	6.32%.
Optional Payment Form Election Percentage	For the Current Plan, 35% of participants are assumed to elect life annuity, 35% are assumed to elect 25% joint and survivor annuity, and 30% are assumed to elect 50% joint and survivor annuity. For the Prior Plan, 50% of participants are assumed to elect life annuity and 50% are assumed to elect 50% joint and survivor annuity.
Retirement age	
Active participants	See Table 1.
Terminated vested participants	65.
Mortality rates	
Healthy and disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Withdrawal rates	See Table 2.
Disability rates	None.
Decrement timing	Middle of year decrements, with 100% retirement occurring at beginning of year.
Surviving spouse benefit	It is assumed that 85% of males and 85% of females have an eligible spouse, and that males are three years older than their spouses.

Benefit limits	Projected benefits are limited by the current IRC section 415 maximum benefit of $200,000.
Valuation of plan assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected return on assets	
2010 plan year	7.25%, limited to 6.82%.
2011 plan year	7.25%, limited to 6.57%.
Trust expenses included in target normal cost	Prior year administrative expenses rounded to the nearest $5,000.
Actuarial method	Standard unit credit cost method.
Valuation date	January 1, 2012.

Table 1

Retirement Rates

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

Table 2

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	The Plan was amended and restated effective January 1, 2006. The original plan was effective January 1, 1995. Most recent amendment (3rd) effective January 1, 2008. Effective July 1, 2001, a participant's Plan benefit was frozen and will not increase unless on July 1, 2001, a participant is grandfathered. A grandfathered participant is a participant who, as of July 1, 2001, has completed at least five benefit years of service and whose sum of age and benefit years of service equals or exceeds sixty. Participants who are not grandfathered can grow into vested status if they are not vested in the Plan as of July 1, 2001. Benefits for all nongrandfathered participants will be based on pensionable Earnings and benefit years of service as of June 30, 2001. Effective December 31, 2005, pension benefits for grandfathered participants were frozen. The Plan is now frozen for all participants.
Participation	A person employed by and receiving regular compensation from the Company, who is at least 21 years of age and has at least one Year of Service. The following people are excluded from eligibility: Temporary employees, seasonal employees, interns, people employed on other than a regular basis, independent contractors, leased employees, collectively-bargained employees unless there is a collectively-bargained agreement making the Plan applicable to such members. Effective on and after July 1, 2001, there will be no new participants in the Plan.

Normal Retirement

Eligibility

Current Plan	Age 65.
Prior Plan	Social Security Normal Retirement Age.
Benefit	The sum of (1) the prior plan benefit (increased by using the current plan average final earnings definition if it produces a greater benefit than using the prior plan average final earnings definition) plus (2) current plan benefit.

1. Prior plan benefit—a single life annuity equal to the greater of:

    a. (0.900% of average final earnings up to covered compensation plus 1.400% of average final earnings above covered compensation) times benefit years of service under prior plan (maximum 30 years)

    b. $48 times maximum time benefit years of service under prior plan (maximum 30 years)

2. The current plan benefit—A single life annuity equal to the greater of:

    a. 1.155% times average final earnings times benefit years of service under current plan

    b. [(1.500% times average final earnings) – (1.430% times primary Social Security benefit)] times benefit years of service under current plan (maximum of 35 years)

Early Retirement

Eligibility

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

Benefit

Current Plan	Benefit computed as for normal retirement but reduced if payable before age 62 or the age at which 90 points (sum of employee's age and benefit years of service) would be obtained. The reduction for early retirement shall be 0.250% for each month by which the employee is under the first to occur of age 62 or the age at which 90 points (sum of employee's age and benefit years of service) would be obtained. If the employee is less than age 56 at time of commencement, the primary Social Security benefit offset shall further be reduced for each month commencement precedes age 56 by 0.009% for each of the first 12 months plus 0.006% for each of the next 12 months plus 0.004% for each additional month thereafter.
Prior Plan	Benefit computed as for normal retirement and reduced 0.30% for each month commencement precedes the prior plan normal retirement age.
Supplement	In addition to the early retirement benefit, an employee that retires prior to age 62 and after the sum of each employee's age and benefit years of service equals 90 shall be entitled to an early retirement supplement. The supplement is the lesser of $150 per month or the amount by which $1,250 per month is greater than the employee's early retirement benefit. In no event shall the Supplement exceed the employee's primary Social Security benefit. The supplement shall cease at the earlier of the retired employee's death or attainment of age 62.

Disability Benefit

Eligibility

Current Plan	One year of service.
Prior Plan	Attainment of age 35 or five years of service. Employee must incur total and permanent disability and receive disability benefits under the Social Security Act.

Benefit

Current Plan	Benefit payable at the sooner to occur of 80 points (sum of employee's age and benefit years of service) and age 65. Employee continues to accrue service under the plan until this benefit is payable.
Prior Plan	Annual amount of benefit as determined on November 22, 1994, payable at normal retirement age.

Deferred Service Benefit

Eligibility	Employee's service is terminated for any reason other than retirement, disability, or death after the employee has completed at least five years of service.

Benefit

Current Plan	A single life annuity in the amount of 1.155% times average final earnings times benefit years of service under the current plan. The participant can either choose to receive this benefit unreduced at age 65 or beginning when the sum of the participant's age and years of service and years that have elapsed after termination of service equals 80. If the participant chooses to commence their deferred service benefit prior to age 65, the benefit will be reduced to the actuarial equivalent of the amount payable at age 65.
Prior Plan	Benefit computed as for normal retirement. The service component projects service to age 65 and then prorates by actual benefit years of service. The benefit is further reduced by 0.300% for each month the employee's age 65 date precedes their Social Security normal retirement age. The benefit is then further reduced by 0.500% for each month the actual commencement date precedes the employee's age 65 date.

Survivor Death Benefit

Eligibility	An employee's spouse is entitled to a survivor's benefit if the employee dies while: (a) Active employee with at least five years of service; (b) Retired employee; or (c) Deferred benefit employee.
Commencement	The spouse of an employee (who meets the above stated eligibility rules) or retired employee may elect to receive benefits beginning in any month following the month in which such employee or retired employee dies. The spouse of a deferred benefit employee may elect to begin receiving benefits beginning when the deferred benefit employee would have reached 80 points if such employee had survived.
Benefit	The benefit shall be equal to 50% of the retirement benefit or deferred service benefit accrued by the employee, retired employee, or deferred benefit employee at the date of his death. The benefit is reduced by 2% for each year by which the spouse is more than ten years younger than the employee, retired employee, or deferred benefit employee, but in no case shall the benefit be reduced by more than 20%.

Dependent Child Survivor Benefit

Eligibility

A dependent child of an employee or retired employee who at the time of such employee's death:

(a) is unmarried;

(b) is the natural child, legally adopted child, or stepchild of such employee;

(c) has not attained age 23; and

(d) either resides in such employee's household or receives at least one-half of his support from such.

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

(a) has at least five years of service and reached 65 points (excluding periods of disability); or

(b) has at least fifteen years of service (excluding periods of disability).

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

Commencement

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

Benefit

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

Forms of Benefit Payment

Current Plan

Form I	A Single Life Annuity. This is the normal form of benefit payment for unmarried participants.
Form II	A Joint & Survivor Annuity. The participant's benefit amount is reduced to take into account: (a) Cost of providing 25% of the amount payable during the joint lives of the retired employee and his spouse to such spouse after the retired employee's death and after the spouse attains age 62, in the case of a retired employee who does not commence receiving benefits prior to his 80 point date; or (b) Entire cost of providing a benefit to the spouse after the employee's death in the case of a deferred benefit employee or retired employee who elects to commence receiving benefits prior to his 80-point date. The spouse's benefit is equal to 50% of the employee's benefit. This is the normal form of benefit payment for married participants.
Form III	A joint and survivor annuity identical to Form II except the retired employee's benefit is not reduced from the amount payable under Form I and beginning with the month following the month in which the spouse attains age 62 the monthly payment to such spouse shall decrease to 25% of the amount payable during the joint lives of the retired employee and such spouse. Form III is not available to deferred benefit Eeployees.
Form IV	A 75% Joint & Survivor Annuity.

Forms of Benefit Payment

Prior Plan

Form I	A Single Life Annuity. This is the normal form of benefit payable for unmarried participants.
Form II	A 50% Joint & Survivor Annuity. The retired employee received 90% of what he would have received under Form I, if the age difference between him and his spouse is less than five years. The spouse receives 50% of the amount the employee received after his death.
Form III	A 100% Joint & Survivor Annuity. The retired employee receives 80% of what he would have received under Form I, if the age difference between him and his spouse is less than five years. The spouse receives 100% of the amount the employee received after his death.
Form IV	A 75% Joint & Survivor Annuity.
Payment of Small Amounts	If the present value of the retired employee or deferred benefit employee's benefit under both the current plan and prior plan formula is less than $1,000, such benefit shall be paid in a lump sum. If the present value of the benefit payable to a beneficiary is less than $5,000, the beneficiary may elect payment as a lump sum. If the present value of the retired employee or deferred benefit employee's benefit under the current plan and prior plan formula is at least $1,000 but the prior plan benefit is less than $7,000, the employee has the option, with spousal consent, to receive a lump sum payment instead of a monthly annuity payment of the prior plan benefit.
Annual Benefit Limitation	The benefits are adjusted to comply with Section 415 limitations on annual amounts.

Definitions

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

Definitions

Primary Social Security Benefit	In the case of an eligible employee who retires or dies on or after age 62, the monthly Social Security benefit to which such employee is entitled at time or retirement or death; or in the case of an eligible employee who retires or dies before age 62, the monthly Social Security benefit to which such Employee would be entitled at age 62, assuming the employee did not receive any income after retirement or death which would be treated as wages for purposes of calculating the Social Security benefit.
Actuarial Equivalent	For other than lump sum calculations: 1971 Group Annuity Mortality Table, weighted 85% male and 15% female, and 7% interest. For lump sum calculations: IRC Section 417(e) mortality table for 2012 and interest based on 3-segment yield curve.

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34				19						
35-39				46	15					
40-44				50	50	10				
45-49				69	65	23	11	1		
50-54				32	62	27	10	4		
55-59				41	40	22	12	8	2	
60-64				27	27	7	4	2	2	
65-69				7	11	4				
70+				5	5		1			

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Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
November 29, 2012	$ 1,800,000	7.12%	333	$ 1,690,811
May 31, 2013	1,200,000	7.12%	516	1,089,102
August 27, 2013	1,800,000	7.12%	604	1,606,860
Total Contribution	$ 4,800,000			$ 4,386,773

Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
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Schedule SB, line 22—Description of Weighted Average Retirement Age

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21.
1st Segment Rate	5.54%.
2nd Segment Rate	6.85%.
3rd Segment Rate	7.52%.
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor.
1st Segment Rate	2.06%.
2nd Segment Rate	5.25%.
3rd Segment Rate	6.32%.
Optional Payment Form Election Percentage	For the Current Plan, 35% of participants are assumed to elect life annuity, 35% are assumed to elect 25% joint and survivor annuity, and 30% are assumed to elect 50% joint and survivor annuity. For the Prior Plan, 50% of participants are assumed to elect life annuity and 50% are assumed to elect 50% joint and survivor annuity.
Retirement age	
Active participants	See Table 1.
Terminated vested participants	65.
Mortality rates	
Healthy and disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Withdrawal rates	See Table 2.
Disability rates	None.
Decrement timing	Middle of year decrements, with 100% retirement occurring at beginning of year.
Surviving spouse benefit	It is assumed that 85% of males and 85% of females have an eligible spouse, and that males are three years older than their spouses.

Benefit limits	Projected benefits are limited by the current IRC section 415 maximum benefit of $200,000.
Valuation of plan assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected return on assets	
2010 plan year	7.25%, limited to 6.82%.
2011 plan year	7.25%, limited to 6.57%.
Trust expenses included in target normal cost	Prior year administrative expenses rounded to the nearest $5,000.
Actuarial method	Standard unit credit cost method.
Valuation date	January 1, 2012.

Table 1

Retirement Rates

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

Table 2

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
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Schedule SB, Part V—Summary of Plan Provisions

Effective Date	The Plan was amended and restated effective January 1, 2006. The original plan was effective January 1, 1995. Most recent amendment (3rd) effective January 1, 2008. Effective July 1, 2001, a participant's Plan benefit was frozen and will not increase unless on July 1, 2001, a participant is grandfathered. A grandfathered participant is a participant who, as of July 1, 2001, has completed at least five benefit years of service and whose sum of age and benefit years of service equals or exceeds sixty. Participants who are not grandfathered can grow into vested status if they are not vested in the Plan as of July 1, 2001. Benefits for all nongrandfathered participants will be based on pensionable Earnings and benefit years of service as of June 30, 2001. Effective December 31, 2005, pension benefits for grandfathered participants were frozen. The Plan is now frozen for all participants.
Participation	A person employed by and receiving regular compensation from the Company, who is at least 21 years of age and has at least one Year of Service. The following people are excluded from eligibility: Temporary employees, seasonal employees, interns, people employed on other than a regular basis, independent contractors, leased employees, collectively-bargained employees unless there is a collectively-bargained agreement making the Plan applicable to such members. Effective on and after July 1, 2001, there will be no new participants in the Plan.

Normal Retirement

Eligibility

Current Plan	Age 65.
Prior Plan	Social Security Normal Retirement Age.
Benefit	The sum of (1) the prior plan benefit (increased by using the current plan average final earnings definition if it produces a greater benefit than using the prior plan average final earnings definition) plus (2) current plan benefit.

1. Prior plan benefit—a single life annuity equal to the greater of:

    a. (0.900% of average final earnings up to covered compensation plus 1.400% of average final earnings above covered compensation) times benefit years of service under prior plan (maximum 30 years)

    b. $48 times maximum time benefit years of service under prior plan (maximum 30 years)

2. The current plan benefit—A single life annuity equal to the greater of:

    a. 1.155% times average final earnings times benefit years of service under current plan

    b. [(1.500% times average final earnings) – (1.430% times primary Social Security benefit)] times benefit years of service under current plan (maximum of 35 years)

Early Retirement

Eligibility

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

Benefit

Current Plan	Benefit computed as for normal retirement but reduced if payable before age 62 or the age at which 90 points (sum of employee's age and benefit years of service) would be obtained. The reduction for early retirement shall be 0.250% for each month by which the employee is under the first to occur of age 62 or the age at which 90 points (sum of employee's age and benefit years of service) would be obtained. If the employee is less than age 56 at time of commencement, the primary Social Security benefit offset shall further be reduced for each month commencement precedes age 56 by 0.009% for each of the first 12 months plus 0.006% for each of the next 12 months plus 0.004% for each additional month thereafter.
Prior Plan	Benefit computed as for normal retirement and reduced 0.30% for each month commencement precedes the prior plan normal retirement age.
Supplement	In addition to the early retirement benefit, an employee that retires prior to age 62 and after the sum of each employee's age and benefit years of service equals 90 shall be entitled to an early retirement supplement. The supplement is the lesser of $150 per month or the amount by which $1,250 per month is greater than the employee's early retirement benefit. In no event shall the Supplement exceed the employee's primary Social Security benefit. The supplement shall cease at the earlier of the retired employee's death or attainment of age 62.

Disability Benefit

Eligibility

Current Plan	One year of service.
Prior Plan	Attainment of age 35 or five years of service. Employee must incur total and permanent disability and receive disability benefits under the Social Security Act.

Benefit

Current Plan	Benefit payable at the sooner to occur of 80 points (sum of employee's age and benefit years of service) and age 65. Employee continues to accrue service under the plan until this benefit is payable.
Prior Plan	Annual amount of benefit as determined on November 22, 1994, payable at normal retirement age.

Deferred Service Benefit

Eligibility	Employee's service is terminated for any reason other than retirement, disability, or death after the employee has completed at least five years of service.

Benefit

Current Plan	A single life annuity in the amount of 1.155% times average final earnings times benefit years of service under the current plan. The participant can either choose to receive this benefit unreduced at age 65 or beginning when the sum of the participant's age and years of service and years that have elapsed after termination of service equals 80. If the participant chooses to commence their deferred service benefit prior to age 65, the benefit will be reduced to the actuarial equivalent of the amount payable at age 65.
Prior Plan	Benefit computed as for normal retirement. The service component projects service to age 65 and then prorates by actual benefit years of service. The benefit is further reduced by 0.300% for each month the employee's age 65 date precedes their Social Security normal retirement age. The benefit is then further reduced by 0.500% for each month the actual commencement date precedes the employee's age 65 date.

Survivor Death Benefit

Eligibility	An employee's spouse is entitled to a survivor's benefit if the employee dies while: (a) Active employee with at least five years of service; (b) Retired employee; or (c) Deferred benefit employee.
Commencement	The spouse of an employee (who meets the above stated eligibility rules) or retired employee may elect to receive benefits beginning in any month following the month in which such employee or retired employee dies. The spouse of a deferred benefit employee may elect to begin receiving benefits beginning when the deferred benefit employee would have reached 80 points if such employee had survived.
Benefit	The benefit shall be equal to 50% of the retirement benefit or deferred service benefit accrued by the employee, retired employee, or deferred benefit employee at the date of his death. The benefit is reduced by 2% for each year by which the spouse is more than ten years younger than the employee, retired employee, or deferred benefit employee, but in no case shall the benefit be reduced by more than 20%.

Dependent Child Survivor Benefit

Eligibility

A dependent child of an employee or retired employee who at the time of such employee's death:

(a) is unmarried;

(b) is the natural child, legally adopted child, or stepchild of such employee;

(c) has not attained age 23; and

(d) either resides in such employee's household or receives at least one-half of his support from such.

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

(a) has at least five years of service and reached 65 points (excluding periods of disability); or

(b) has at least fifteen years of service (excluding periods of disability).

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

Commencement

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

Benefit

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

Forms of Benefit Payment

Current Plan

Form I	A Single Life Annuity. This is the normal form of benefit payment for unmarried participants.
Form II	A Joint & Survivor Annuity. The participant's benefit amount is reduced to take into account: (a) Cost of providing 25% of the amount payable during the joint lives of the retired employee and his spouse to such spouse after the retired employee's death and after the spouse attains age 62, in the case of a retired employee who does not commence receiving benefits prior to his 80 point date; or (b) Entire cost of providing a benefit to the spouse after the employee's death in the case of a deferred benefit employee or retired employee who elects to commence receiving benefits prior to his 80-point date. The spouse's benefit is equal to 50% of the employee's benefit. This is the normal form of benefit payment for married participants.
Form III	A joint and survivor annuity identical to Form II except the retired employee's benefit is not reduced from the amount payable under Form I and beginning with the month following the month in which the spouse attains age 62 the monthly payment to such spouse shall decrease to 25% of the amount payable during the joint lives of the retired employee and such spouse. Form III is not available to deferred benefit Eeployees.
Form IV	A 75% Joint & Survivor Annuity.

Forms of Benefit Payment

Prior Plan

Form I	A Single Life Annuity. This is the normal form of benefit payable for unmarried participants.
Form II	A 50% Joint & Survivor Annuity. The retired employee received 90% of what he would have received under Form I, if the age difference between him and his spouse is less than five years. The spouse receives 50% of the amount the employee received after his death.
Form III	A 100% Joint & Survivor Annuity. The retired employee receives 80% of what he would have received under Form I, if the age difference between him and his spouse is less than five years. The spouse receives 100% of the amount the employee received after his death.
Form IV	A 75% Joint & Survivor Annuity.
Payment of Small Amounts	If the present value of the retired employee or deferred benefit employee's benefit under both the current plan and prior plan formula is less than $1,000, such benefit shall be paid in a lump sum. If the present value of the benefit payable to a beneficiary is less than $5,000, the beneficiary may elect payment as a lump sum. If the present value of the retired employee or deferred benefit employee's benefit under the current plan and prior plan formula is at least $1,000 but the prior plan benefit is less than $7,000, the employee has the option, with spousal consent, to receive a lump sum payment instead of a monthly annuity payment of the prior plan benefit.
Annual Benefit Limitation	The benefits are adjusted to comply with Section 415 limitations on annual amounts.

Definitions

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

Definitions

Primary Social Security Benefit	In the case of an eligible employee who retires or dies on or after age 62, the monthly Social Security benefit to which such employee is entitled at time or retirement or death; or in the case of an eligible employee who retires or dies before age 62, the monthly Social Security benefit to which such Employee would be entitled at age 62, assuming the employee did not receive any income after retirement or death which would be treated as wages for purposes of calculating the Social Security benefit.
Actuarial Equivalent	For other than lump sum calculations: 1971 Group Annuity Mortality Table, weighted 85% male and 15% female, and 7% interest. For lump sum calculations: IRC Section 417(e) mortality table for 2012 and interest based on 3-segment yield curve.

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
AdvancePCS Retirement Plan
EIN: 05-0494040 PN: 023

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34				19						
35-39				46	15					
40-44				50	50	10				
45-49				69	65	23	11	1		
50-54				32	62	27	10	4		
55-59				41	40	22	12	8	2	
60-64				27	27	7	4	2	2	
65-69				7	11	4				
70+				5	5		1			

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ADVANCEPCS RETIREMENT PLAN
SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

Plan sponsor: CVS Caremark Corporation
Employer identification number: 05-0494040
Plan number: 023
Schedule H, Line 4(i)

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	$ 813,323	$ 813,323

* Party-in-interest

Plan sponsor: CVS Caremark Corporation
Employer identification number: 05-0494040
Plan number: 023
Schedule H, Line 4(j)

Identity of party involved	Description of assets (include interest rate and maturity in case of a loan)	Purchase price	Selling price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Series of transactions in excess of 5% of Plan assets								
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	$ -	$ 6,288,995	$ -	$ -	$ 6,288,995	$ 6,288,995	$ -
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	4,731,448	-	-	-	4,731,448	4,731,448	-