

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>CAREMARK INTERNATIONAL INC. PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>022</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/30/1992</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>022</u>	1c Effective date of plan <u>11/30/1992</u>	
1b Three-digit plan number (PN) ▶	<u>022</u>				
1c Effective date of plan <u>11/30/1992</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS</u> <u>ONE CVS DRIVE,</u> <u>WOONSOCKET, RI 02895</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>05-0494040</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>401-770-3604</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541600</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>05-0494040</u>	2c Sponsor's telephone number <u>401-770-3604</u>	2d Business code (see instructions) <u>541600</u>	
2b Employer Identification Number (EIN) <u>05-0494040</u>					
2c Sponsor's telephone number <u>401-770-3604</u>					
2d Business code (see instructions) <u>541600</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/04/2013 Date	NANCY GERSENY 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 ☒ 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: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1949
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	431
b Retired or separated participants receiving benefits.....	6b	396
c Other retired or separated participants entitled to future benefits.....	6c	1078
d Subtotal. Add lines 6a , 6b , and 6c	6d	1905
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	38
f Total. Add lines 6d and 6e	6f	1943
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) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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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 <u>CAREMARK INTERNATIONAL INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>022</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS</u>	D Employer Identification Number (EIN) <u>05-0494040</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>63631019</u>
b	Actuarial value 2b <u>62857093</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>372</u> <u>21073267</u>
b	For terminated vested participants..... 3b <u>1121</u> <u>32596655</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>148027</u>
(2)	Vested benefits..... 3c(2) <u>4164135</u>
(3)	Total active 3c(3) <u>461</u> <u>4312162</u>
d	Total 3d <u>1954</u> <u>57982084</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>7.06 %</u>
6	Target normal cost..... 6 <u>430000</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>09/23/2013</u>
Signature of actuary	Date
<u>RICK L. POPP</u>	<u>11-05532</u>
Type or print name of actuary	Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>	<u>847-295-5000</u>
Firm name	Telephone number (including area code)
<u>4 OVERLOOK POINT</u> <u>LINCOLNSHIRE, IL 60069</u>	
Address of the firm	

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

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	4561534
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	1356081
9	Amount remaining (line 7 minus line 8)	0	3205453
10	Interest on line 9 using prior year's actual return of <u>5.48</u> %	0	175659
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		1795758
	b Interest on (a) using prior year's effective interest rate of <u>6.35</u> % except as otherwise provided (see instructions)		102232
	c Total available at beginning of current plan year to add to prefunding balance		1897990
	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	3381112

Part III Funding Percentages			
14	Funding target attainment percentage	14	102.57 %
15	Adjusted funding target attainment percentage	15	108.40 %
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	82.31 %
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	1500000				
05/31/2013	1500000				
08/27/2013	1500000				
			Totals ►	18(b)	4500000
				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	4112470
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ 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
0		0
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 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	430000	
b Excess assets, if applicable, but not greater than line 31a	31b	430000	
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	1143768	1143768
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	4112470	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	4112470	
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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>CAREMARK INTERNATIONAL INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>022</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS</u>	D Employer Identification Number (EIN) <u>05-0494040</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 50	NONE	288120	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COLUMBIA MGMT INV ADVISORY

13-3180631

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52 68	NONE	55750	Yes ☒ No ☐	Yes ☒ No ☐	0	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	50531	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

PIMCO

33-0239892

(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	46523	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

JPMORGAN 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	16844	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(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 ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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	12446	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DIMENSIONAL FUND ADVISORS

30-0447847

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52	NONE	12319	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

MELLON CAPITAL MANAGEMENT CORP

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52 57	NONE	5669	Yes ☒ No ☐	Yes ☒ No ☐	0	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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CAREMARK INTERNATIONAL INC. PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>022</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS</u>	D Employer Identification Number (EIN) <u>05-0494040</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: 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 <u>61-1617506-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>36433831</u>
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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 <u>61-1617506-002</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>33871075</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan CAREMARK INTERNATIONAL INC. PENSION PLAN	B Three-digit plan number (PN) ►	022
C Plan sponsor's name as shown on line 2a of Form 5500 CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS	D Employer Identification Number (EIN) 05-0494040	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1500000	3000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	10	20
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2068276	1264531
(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)	60251165	70304906
(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)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	63819451	74569457

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	144066	87317
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	144066	87317

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	63675385	74482140
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4500000	
(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)		4500000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	51	
(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)		51

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

(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)		9398741
(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		13898792

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2462823	
(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)		2462823
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)	333161	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	170792	
(4) Other	2i(4)	125261	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		629214
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3092037

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		10806755
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: 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:

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.).....

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.).....

	Yes	No	Amount
4a		X	
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.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan CAREMARK INTERNATIONAL INC. PENSION PLAN		B Three-digit plan number (PN) ▶ 022
C Plan sponsor's name as shown on line 2a of Form 5500 CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS		D Employer Identification Number (EIN) 05-0494040
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		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 0
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☒ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2012 v. 120126		

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

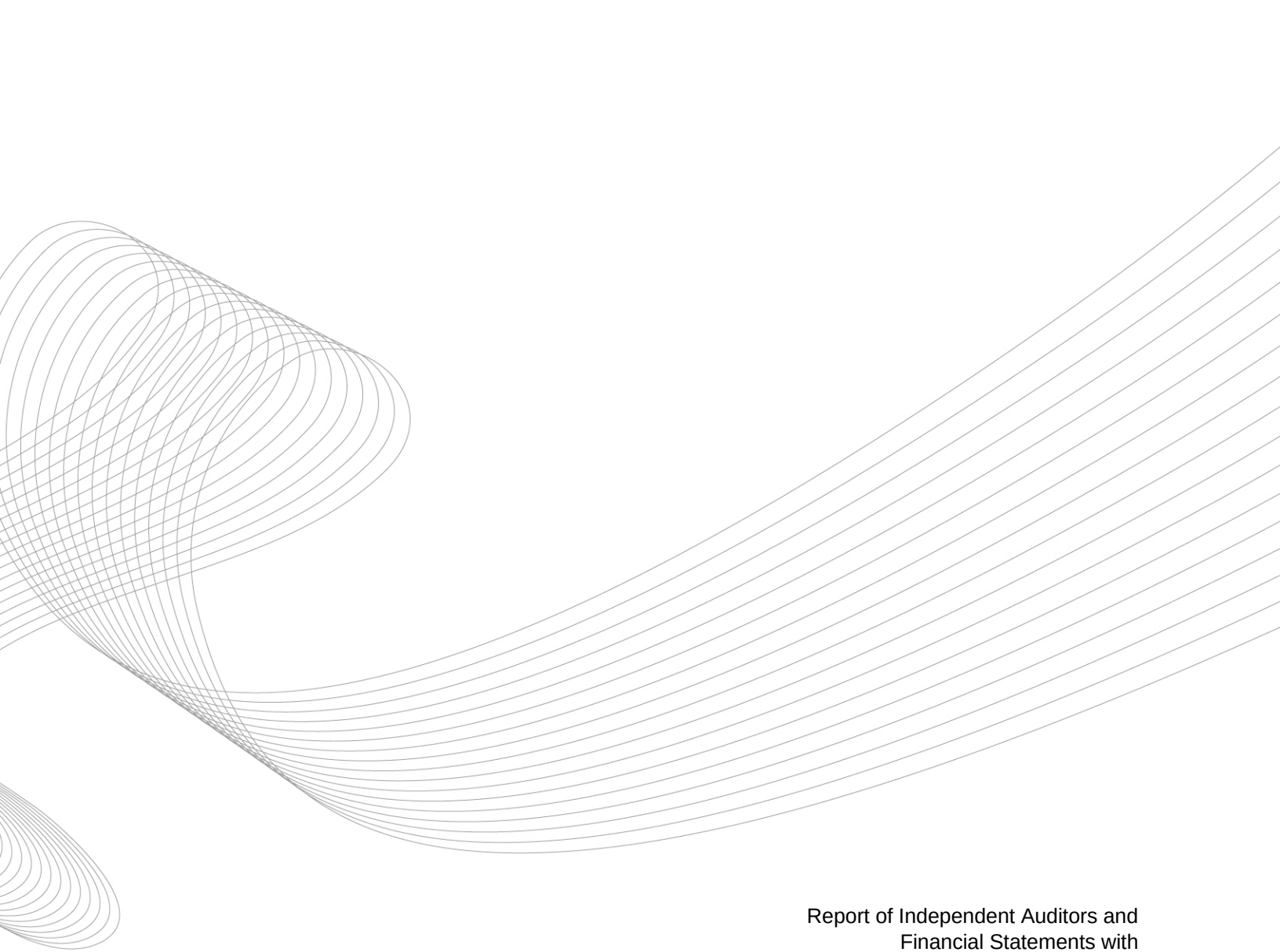
- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding 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

Caremark International, Inc.
Pension Plan

December 31, 2012 and 2011

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

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REPORT OF INDEPENDENT AUDITORS

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Caremark International, Inc. Pension 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 a 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.

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 the 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 4(i) – Schedule of Assets (Held at End of Year) and Schedule H, Line 4(j) – Schedule of Reportable Transactions as of and for the 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

CAREMARK INTERNATIONAL, INC. PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value:		
Plan interest in Fixed Income Master Trust (Note 3)	\$ 33,871,075	\$ 20,527,912
Plan interest in Equities Master Trust (Note 3)	36,433,831	39,723,253
Interest-bearing cash	<u>1,264,531</u>	<u>2,068,276</u>
Total investments	71,569,437	62,319,441
Receivables:		
Accrued interest and dividends	20	10
Employer contributions receivable	<u>3,000,000</u>	<u>1,500,000</u>
Total assets	74,569,457	63,819,451
Liabilities:		
Administrative expenses payable	<u>87,317</u>	<u>144,066</u>
Net assets available for benefits	<u><u>\$ 74,482,140</u></u>	<u><u>\$ 63,675,385</u></u>

CAREMARK INTERNATIONAL, INC. PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Dividends and interest	\$ 51	\$ 5,686
Net realized and unrealized appreciation in fair value of investments	-	139,528
Plan interest in net gain of master trusts	<u>9,398,741</u>	<u>3,230,522</u>
	9,398,792	3,375,736
Employer's contributions	<u>4,500,000</u>	<u>3,000,000</u>
Total additions	<u>13,898,792</u>	<u>6,375,736</u>
Deductions from net assets attributed to:		
Administrative expenses	629,214	554,125
Benefits paid to participants	<u>2,462,823</u>	<u>1,927,683</u>
Total deductions	<u>3,092,037</u>	<u>2,481,808</u>
Increase in net assets available for benefits	10,806,755	3,893,928
Net assets available for benefits:		
Beginning of year	<u>63,675,385</u>	<u>59,781,457</u>
End of year	<u>\$ 74,482,140</u>	<u>\$ 63,675,385</u>

See accompanying notes to financial statements.

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 – THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General – The following description of the Caremark International, Inc. Pension Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a non-contributory defined benefit pension plan covering all eligible employees of Caremark International, L.L.C., formerly known as Caremark International, Inc. Caremark International, L.L.C. is a subsidiary of Caremark Rx, L.L.C. (the Company). Effective March 22, 2007, the Company merged with CVS Corporation. Effective September 24, 2008, sponsorship of the Plan transferred from Caremark International, L.L.C. to CVS Caremark Corporation (CVS). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

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

Early retirement benefits are payable to participants whose years of service plus age upon retirement equal at least 65. Participants become 100% vested in their accrued benefits after completing five years of service or, if earlier, after attaining normal retirement age. Employees receive the value of their benefits as a straight-life annuity payable monthly from retirement or, if married, receive their benefits as a reduced 50% or 75% joint and survivor annuity. Death benefits are paid to spouses of employees if the participant has completed five years of service prior to death.

Effective February 28, 1997, the Plan was frozen. In no event shall any individual's accrued benefit under the Plan be greater than his accrued benefit under the Plan as of February 28, 1997. No new employees are eligible to enter the Plan. All active participants as of February 28, 1997 became fully vested. Any inactive participants who subsequently return to work prior to attaining the age of 65 will have pension benefit payments discontinued during the period of reemployment and will have all vesting service and benefit service at the time of previous termination of employment reinstated. An inactive participant who subsequently resumes employment after attaining the age of 65 will have pension benefit payments discontinued during their period of reemployment. The participant must be employed at least 40 hours per month and will continue to accrue further benefits based on the previous election form of payment. Furthermore, a participant who continued employment after attaining the age of 65 will not begin benefit payments during the period of continued employment. The participant will continue to accrue further benefits under the Plan.

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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. Benefits withdrawals and distributions are recorded when paid.

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

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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 No. 2011-04). ASU No. 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 No. 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;

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

- 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 and 2011:

2012				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 1,264,531	\$ -	\$ -	\$ 1,264,531
2011				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 2,068,276	\$ -	\$ -	\$ 2,068,276

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.

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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 \$36,433,831 (approximately 14%) and \$39,723,253 (approximately 18%), respectively.

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

	<u>2012</u>	<u>2011</u>
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	<u>84,979,363</u>	<u>82,719,462</u>
Total investments at fair value	264,431,410	215,871,875
Accrued income	<u>105,983</u>	<u>90,044</u>
Total net assets of the Equities Master Trust Investment Account	<u><u>\$ 264,537,393</u></u>	<u><u>215,961,919</u></u>

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

	<u>2012</u>	<u>2011</u>
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	<u>4,704,609</u>	<u>3,346,590</u>
Net investment gain of the Equities Master Trust Investment Account	<u><u>\$ 40,079,683</u></u>	<u><u>\$ 2,482,564</u></u>

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Interest-bearing cash	<u>\$ 47,264</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 47,264</u>
Common/collective trusts:				
Equity funds	<u>-</u>	<u>84,979,363</u>	<u>-</u>	<u>84,979,363</u>
Total common/ collective trusts	<u>-</u>	<u>84,979,363</u>	<u>-</u>	<u>84,979,363</u>
Mutual funds:				
Equity funds	<u>95,084,196</u>	<u>-</u>	<u>-</u>	<u>95,084,196</u>
Total mutual funds	<u>95,084,196</u>	<u>-</u>	<u>-</u>	<u>95,084,196</u>
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	<u>18,337,504</u>	<u>-</u>	<u>-</u>	<u>18,337,504</u>
Total common stocks	<u>84,320,587</u>	<u>-</u>	<u>-</u>	<u>84,320,587</u>
Total assets at fair value	<u>\$ 179,452,047</u>	<u>\$ 84,979,363</u>	<u>\$ -</u>	<u>\$ 264,431,410</u>

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Interest-bearing cash	\$ 71,807	\$ -	\$ -	\$ 71,807
Common/collective trusts:				
Fixed income funds	-	775	-	775
Equity funds	-	82,718,687	-	82,718,687
Total common/ collective trusts	-	82,719,462	-	82,719,462
Mutual funds:				
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	<u>\$ 133,152,413</u>	<u>\$ 82,719,462</u>	<u>\$ -</u>	<u>\$ 215,871,875</u>

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.

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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 were \$33,871,075 (approximately 13%) and \$20,527,912 (approximately 9%), respectively.

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

	<u>2012</u>	<u>2011</u>
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	<u>149,242,284</u>	<u>236,309,146</u>
Total investments at fair value	255,185,639	236,309,169
Accrued income	<u>688,226</u>	<u>3</u>
Total net assets of the Fixed Income Master Trust Investment Account	<u><u>\$ 255,873,865</u></u>	<u><u>\$ 236,309,172</u></u>

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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

	<u>2012</u>	<u>2011</u>
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	<u>12,138,721</u>	<u>10,297,686</u>
Net investment gain of the Fixed Income Master Trust Investment Account	<u>\$ 27,942,286</u>	<u>\$ 39,224,121</u>

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
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	<u>\$ 442,367</u>	<u>\$ 254,743,272</u>	<u>\$ -</u>	<u>\$ 255,185,639</u>

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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

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

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.

CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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:

Vested benefits:

Participants currently receiving payments	\$ 20,471,852
Other participants	<u>36,652,420</u>

57,124,272

Nonvested benefits	<u>146,997</u>
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Total actuarial present value of accumulated Plan benefits	<u><u>\$ 57,271,269</u></u>
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CAREMARK INTERNATIONAL, INC. PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

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	\$ 53,548,151
Increase (decrease) during the year attributable to:	
Interest accumulation	3,813,585
Benefit payments	(1,927,683)
Assumption changes (1)	1,670,543
Other changes (2)	<u>166,673</u>
Actuarial present value of accumulated Plan benefits, end of year	<u>\$ 57,271,269</u>

(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 its Committee and subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

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

Certain benefits under the Plan are insured by the Pension Benefit Guarantee Corporation (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

CAREMARK INTERNATIONAL, INC. PENSION 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: 022
Schedule H, Line 4(i)

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	\$ 1,264,531	<u>\$ 1,264,531</u>

* Party-in-interest

CAREMARK INTERNATIONAL, INC. PENSION PLAN
SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
December 31, 2012

Plan sponsor: CVS Caremark Corporation
Employer identification number: 05-0494040
Plan number: 022
Schedule H, Line 4(j)

<u>Identity of party involved</u>	<u>Description of assets (include interest rate and maturity in case of a loan)</u>	<u>Purchase price</u>	<u>Selling price</u>	<u>Lease rental</u>	<u>Expense incurred with transaction</u>	<u>Cost of asset</u>	<u>Current value of asset on transaction date</u>	<u>Net gain or (loss)</u>
Series of transactions in excess of 5% of Plan assets:								
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	\$ 5,389,272	\$ -	\$ -	\$ -	\$ 5,389,272	\$ 5,389,272	\$ -
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	-	6,193,018	-	-	6,193,018	6,193,018	-

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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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 <u>Caremark International Inc. Pension Plan</u>	B Three-digit plan number (PN) ► <u>022</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CVS Caremark Corporation</u>	D Employer Identification Number (EIN) <u>05-0494040</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>			
2 Assets:			
a Market value	2a		63,631,019
b Actuarial value	2b		62,857,093
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	372	21,073,267
b For terminated vested participants.....	3b	1,121	32,596,655
c For active participants:			
(1) Non-vested benefits	3c(1)		148,027
(2) Vested benefits	3c(2)		4,164,135
(3) Total active.....	3c(3)	461	4,312,162
d Total.....	3d	1,954	57,982,084
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		7.06 %
6 Target normal cost	6		430,000

Statement by Enrolled Actuary

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

SIGN HERE	<u>Rick L. Popp RP</u> Signature of actuary	<u>09/23/2013</u> Date
	<u>Rick L. Popp</u> Type or print name of actuary	<u>11-05532</u> Most recent enrollment number
	<u>Hewitt Associates LLC</u> Firm name	<u>(847) 295-5000</u> Telephone number (including area code)
	<u>4 Overlook Point</u> <u>Lincolnshire</u> Address of the firm	
	<u>IL 60069</u>	

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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

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	4,561,534
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	1,356,081
9	Amount remaining (line 7 minus line 8)	0	3,205,453
10	Interest on line 9 using prior year's actual return of <u>5.48</u> %	0	175,659
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		1,795,758
	b Interest on (a) using prior year's effective interest rate of <u>6.35</u> % except as otherwise provided (see instructions)		102,232
	c Total available at beginning of current plan year to add to prefunding balance		1,897,990
	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	3,381,112

Part III Funding Percentages	
14 Funding target attainment percentage	14 102.57 %
15 Adjusted funding target attainment percentage	15 108.40 %
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 82.31 %
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	1,500,000				
05/31/2013	1,500,000				
08/27/2013	1,500,000				
Totals ▶			18(b)	4,500,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required 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 4,112,470
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ 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: 5.54 %	2nd segment: 6.85 %	3rd segment: 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	430,000	
b Excess assets, if applicable, but not greater than line 31a	31b	430,000	
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	1,143,768	1,143,768
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	4,112,470	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	4,112,470
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
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

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	\$ 1,500,000	7.06%	333	\$ 1,409,728
May 31, 2013	1,500,000	7.06%	516	1,362,454
August 27, 2013	<u>1,500,000</u>	7.06%	604	<u>1,340,288</u>
Total Contribution	\$ 4,500,000			\$ 4,112,470

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Caremark International Inc. Pension Plan
 EIN: 05-0494040 PN: 022

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

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	65% of participants assumed to elect life annuity and 35% assumed to elect 50% joint and survivor annuity.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65.
Mortality Rates	
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.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

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.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Table 1

Retirement Rates

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Caremark International Inc. Pension Plan
 EIN: 05-0494040 PN: 022

Table 2

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Schedule SB, Part V—Summary of Plan Provisions

History of the Plan

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

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

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

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

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

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

Clorazil and Orthopedic Services participants were granted immediate vesting.

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

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

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

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Effective Date	Spin-off from the Baxter Pension Plan as of November 30, 1992. Plan amended and restated effective January 1, 2010.
Participation	January 1 or July 1 after attainment of age 21 and completion of one year of service for employees employed at or transferred from a division which participates in the Plan. No new participants enter the Plan after February 28, 1997.
Plan Status	Frozen effective February 28, 1997.
Normal Retirement Eligibility	Age 65.
Benefit	Equal to the greater of the Accrued Benefit, Minimum Benefit, and Merger Accrued Benefit.
Accrued Benefit	<p>Accrued Benefit is frozen as of February 28, 1997. Accrued Benefit payable as a life annuity at age 65 equals (a) minus (b), the difference multiplied by (c):</p> <ol style="list-style-type: none">1. 1.75% of Average Monthly Compensation, multiplied by Benefit Service projected to age 65.2. 1.75% of Benefit Service projected to age 65, (not to exceed 60%), multiplied by Primary Social Security Benefit.3. The ratio (not to exceed one) of current Benefit Service over Benefit Service projected to age 65. <p>Certain participants have frozen minimum accrued benefits from prior plans. The Accrued Benefit cannot be less than the accrued benefit as of December 31, 1988, calculated using unlimited compensation, and the accrued benefit as of December 31, 1993, calculated using compensation limits in effect at that time.</p>
Minimum Benefit	\$10 times Benefit Service.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Normal Retirement

Merger Accrued Benefit

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

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

Early Retirement

Eligibility

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

Benefit

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Deferred Vested Retirement
Eligibility

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

Benefit

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

Preretirement Death Benefit
Eligibility

Any vested employee.

Benefit

Married Participants

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

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

Single Participants

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

Normal Form of Payment
Single Participants

Life annuity.

Married Participants

Reduced 50% joint and survivor annuity.

Optional Payment Forms

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

Payment of Small Amounts

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

Annual Benefit Limitations

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Definitions

Years of Service	Each plan year in which an employee earns 1,000 hours of service.
Benefit Service	Benefit Service includes years of service earned subsequent to participation in the plan. If a participant enters the plan on July 1, hours of service throughout that calendar year are included. Benefit Service was frozen on February 28, 1997.
Compensation	Compensation is 401 CARE/Pension Compensation and consists of salary, bonus, commissions, severance pay, before- tax 401(k) contributions, and flexible benefit plan contributions. Only compensation prior to February 28, 1997 is considered in the calculation of benefits.
Average Monthly Compensation	Average Monthly Compensation is the average of the highest five calendar years of compensation during the 10 years of participation immediately preceding retirement or termination, including the calendar year of first participation and excluding the last partial year of participation. In no case will averaging periods end after February 28, 1997. If less than five years of participation have been completed, the average of complete plan years of participation is used.
Primary Social Security Benefit	The estimated monthly amount of Primary Social Security benefit payable at age 65 in accordance with the law in effect on date of termination, assuming a 6% salary scale in years prior to termination and level future compensation to age 65. Social Security benefits were frozen as of February 28, 1997.
Actuarial Equivalent	<p>For other than lump sum calculations: 1971 Group Annuity Mortality Table, weighted 75% male and 25% female, and 10% interest.</p> <p>For lump sum calculations: IRC section 417(e) mortality table for 2011 and interest based on 3-segment yield curve.</p>

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

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. 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
 Caremark International Inc. Pension Plan
 EIN: 05-0494040 PN: 022

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

Attained Age	Number of Participants Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34										
35-39		1			16					
40-44					67	9				
45-49		1			86	30	2			
50-54				1	58	37	2	1		
55-59					42	32	2	2	2	
60-64					28	23				
65-69					9	5				
70+					2	2		1		

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Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

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	\$ 1,500,000	7.06%	333	\$ 1,409,728
May 31, 2013	1,500,000	7.06%	516	1,362,454
August 27, 2013	<u>1,500,000</u>	7.06%	604	<u>1,340,288</u>
Total Contribution	\$ 4,500,000			\$ 4,112,470

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Caremark International Inc. Pension Plan
 EIN: 05-0494040 PN: 022

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

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	65% of participants assumed to elect life annuity and 35% assumed to elect 50% joint and survivor annuity.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65.
Mortality Rates	
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.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

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.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Table 1

Retirement Rates

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
 Caremark International Inc. Pension Plan
 EIN: 05-0494040 PN: 022

Table 2

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Schedule SB, Part V—Summary of Plan Provisions

History of the Plan

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

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

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

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

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

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

Clorazil and Orthopedic Services participants were granted immediate vesting.

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

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

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

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Effective Date	Spin-off from the Baxter Pension Plan as of November 30, 1992. Plan amended and restated effective January 1, 2010.
Participation	January 1 or July 1 after attainment of age 21 and completion of one year of service for employees employed at or transferred from a division which participates in the Plan. No new participants enter the Plan after February 28, 1997.
Plan Status	Frozen effective February 28, 1997.
Normal Retirement Eligibility	Age 65.
Benefit	Equal to the greater of the Accrued Benefit, Minimum Benefit, and Merger Accrued Benefit.
Accrued Benefit	<p>Accrued Benefit is frozen as of February 28, 1997. Accrued Benefit payable as a life annuity at age 65 equals (a) minus (b), the difference multiplied by (c):</p> <ol style="list-style-type: none">1. 1.75% of Average Monthly Compensation, multiplied by Benefit Service projected to age 65.2. 1.75% of Benefit Service projected to age 65, (not to exceed 60%), multiplied by Primary Social Security Benefit.3. The ratio (not to exceed one) of current Benefit Service over Benefit Service projected to age 65. <p>Certain participants have frozen minimum accrued benefits from prior plans. The Accrued Benefit cannot be less than the accrued benefit as of December 31, 1988, calculated using unlimited compensation, and the accrued benefit as of December 31, 1993, calculated using compensation limits in effect at that time.</p>
Minimum Benefit	\$10 times Benefit Service.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Normal Retirement

Merger Accrued Benefit

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

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

Early Retirement

Eligibility

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

Benefit

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

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Deferred Vested Retirement
Eligibility

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

Benefit

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

Preretirement Death Benefit
Eligibility

Any vested employee.

Benefit

Married Participants

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

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

Single Participants

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

Normal Form of Payment
Single Participants

Life annuity.

Married Participants

Reduced 50% joint and survivor annuity.

Optional Payment Forms

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

Payment of Small Amounts

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

Annual Benefit Limitations

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
Caremark International Inc. Pension Plan
EIN: 05-0494040 PN: 022

Definitions

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Average Monthly Compensation	Average Monthly Compensation is the average of the highest five calendar years of compensation during the 10 years of participation immediately preceding retirement or termination, including the calendar year of first participation and excluding the last partial year of participation. In no case will averaging periods end after February 28, 1997. If less than five years of participation have been completed, the average of complete plan years of participation is used.
Primary Social Security Benefit	The estimated monthly amount of Primary Social Security benefit payable at age 65 in accordance with the law in effect on date of termination, assuming a 6% salary scale in years prior to termination and level future compensation to age 65. Social Security benefits were frozen as of February 28, 1997.
Actuarial Equivalent	<p>For other than lump sum calculations: 1971 Group Annuity Mortality Table, weighted 75% male and 25% female, and 10% interest.</p> <p>For lump sum calculations: IRC section 417(e) mortality table for 2011 and interest based on 3-segment yield curve.</p>

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

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 EIN: 05-0494040 PN: 022

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

Attained Age	Number of Participants Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34										
35-39		1			16					
40-44					67	9				
45-49		1			86	30	2			
50-54				1	58	37	2	1		
55-59					42	32	2	2	2	
60-64					28	23				
65-69					9	5				
70+					2	2		1		

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CAREMARK INTERNATIONAL, INC. PENSION 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: 022
Schedule H, Line 4(i)

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	\$ 1,264,531	<u>\$ 1,264,531</u>

* Party-in-interest

CAREMARK INTERNATIONAL, INC. PENSION PLAN
SCHEDULE H, LINE 4(j) – SCHEDULE OF REPORTABLE TRANSACTIONS
December 31, 2012

Plan sponsor: CVS Caremark Corporation
Employer identification number: 05-0494040
Plan number: 022
Schedule H, Line 4(j)

<u>Identity of party involved</u>	<u>Description of assets (include interest rate and maturity in case of a loan)</u>	<u>Purchase price</u>	<u>Selling price</u>	<u>Lease rental</u>	<u>Expense incurred with transaction</u>	<u>Cost of asset</u>	<u>Current value of asset on transaction date</u>	<u>Net gain or (loss)</u>
Series of transactions in excess of 5% of Plan assets:								
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	\$ 5,389,272	\$ -	\$ -	\$ -	\$ 5,389,272	\$ 5,389,272	\$ -
JPMorgan Liquid Assets Money Market Fund	Interest-Bearing Cash	-	6,193,018	-	-	6,193,018	6,193,018	-