

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>REVCO D.S. INC., RETIREMENT INCOME 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>020</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1973</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>020</u>	1c Effective date of plan <u>01/01/1973</u>	
1b Three-digit plan number (PN) ▶	<u>020</u>				
1c Effective date of plan <u>01/01/1973</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>ATTN NANCY G. GERSENY</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>446110</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>446110</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>446110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	NANCY G. GERSENY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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 <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 13595
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	3386
b Retired or separated participants receiving benefits.....	6b	4654
c Other retired or separated participants entitled to future benefits.....	6c	4806
d Subtotal. Add lines 6a , 6b , and 6c	6d	12846
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	551
f Total. Add lines 6d and 6e	6f	13397
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		
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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> 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>REVCO D.S. INC., RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ►	<u>020</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	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>04-1414660</u>	<u>65099</u>	<u>GAC 386 ASSN 0</u>	<u>140</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 750933**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 646024**c** Additions: (1) Contributions deposited during the year **7c(1)** 810739(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 38748(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)** -538▶ **REALIZED CAPITAL LOSSES**(6) Total additions **7c(6)** 848949**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 1494973**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 715270(2) Administration charge made by carrier **7e(2)** 28770(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**(5) Total deductions **7e(5)** 744040**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 750933

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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>REVCO D.S. INC., RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ▶ <u>020</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>357402819</u>
b Actuarial value	2b <u>344727724</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>4951</u> <u>189833237</u>
b For terminated vested participants.....	3b <u>4993</u> <u>85651885</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>2024404</u>
(2) Vested benefits.....	3c(2) <u>54984104</u>
(3) Total active	3c(3) <u>3651</u> <u>57008508</u>
d Total	3d <u>13595</u> <u>332493630</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.96 %</u>
6 Target normal cost.....	6 <u>1253030</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>09/24/2013</u>
<u>BRIAN DIESING HURLEIGH</u>	Signature of actuary	Date
<u>BUCK CONSULTANTS, LLC</u>	Type or print name of actuary	<u>11-06945</u>
<u>500 PLAZA DRIVE</u> <u>SECAUCUS, NJ 07096-1533</u>	Firm name	Most recent enrollment number
	Address of the firm	<u>201-902-2300</u>
		Telephone number (including area code)

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)	3608862	20203093
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	3295549	0
9 Amount remaining (line 7 minus line 8)	313313	20203093
10 Interest on line 9 using prior year's actual return of <u>10.21</u> %	31989	2062736
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		5024666
b Interest on (a) using prior year's effective interest rate of <u>6.24</u> % except as otherwise provided (see instructions)		444373
c Total available at beginning of current plan year to add to prefunding balance		5469039
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)	345302	22265829

Part III Funding Percentages		
14 Funding target attainment percentage	14	96.87 %
15 Adjusted funding target attainment percentage	15	103.67 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	81.01 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/29/2012	4081654	0			
06/27/2012	4081654	0			
09/27/2012	4081654	0			
02/28/2013	4000000	0			
05/31/2013	13500000	0			
08/27/2013	4000000	0			
Totals ►			18(b)	33744962	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	31408324

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 60
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is 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	1253030	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	10377037	7072138	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	8325168	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	345302	1	345303
36 Additional cash requirement (line 34 minus line 35)	36	7979865	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	31408324	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	23428459	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	345303	
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>REVCO D.S. INC., RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ▶ <u>020</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
TEMPLETON

94-3385113

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

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

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

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

BUCK CONSULTANTS, LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 38 99 17 50 27 70	NONE	327426	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

COLUMBIA MGMT INVESTMENT ADVISERS

13-3180631

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 33 52 50 68	NONE	176435	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(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 52 50 51	NONE	105926	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)

JPMORGAN CHASE BANK, N.A.

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 51 25 52 50 62	NONE	99196	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

DIMENSIONAL FUND ADVISORS, LP

30-0447847

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 50 51	NONE	48364	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MELLON CAPITAL MANAGEMENT LLC

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 52 33 57 50	NONE	32552	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: ERNST & YOUNG, LLP	b EIN: 34-6565596
c Position: ACCOUNTANT	
d Address: 200 CLARENDON STREET BOSTON, MA 02116	e Telephone: 617-266-2000

Explanation: TERMINATION DUE TO CONSOLIDATION OF SERVICES

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> 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>REVCO D.S. INC., RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ►	<u>020</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)
--------	--

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

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

c EIN-PN <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>197517790</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: CVS CARMARK DB PLANS MT-FIA

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

c EIN-PN <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>192621619</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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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.	<small>OMB No. 1210-0110</small> 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 REVCO D.S. INC., RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ►	020
C Plan sponsor's name as shown on line 2a of Form 5500 CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS	D Employer Identification Number (EIN) 05-0494040	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	9255036	21500000
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	85	42
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5907660	6750214
	(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)	341878160	390139409
	(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)	646024	750933
	(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	357686965	419140598

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities.....	1j	153334	215404
k Total liabilities (add all amounts in lines 1g through 1j)	1k	153334	215404

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	357533631	418925194
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	33744964	
(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)		33744964
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	38210	
(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)		38210
(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)		50775850
(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		84559024

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	21504943	
(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)		21504943
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)	426622	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1111083	
(4) Other	2i(4)	124813	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1662518
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		23167461

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		61391563
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.).....			
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.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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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>REVCO D.S. INC., RETIREMENT INCOME PLAN</u>	B Three-digit plan number (PN) ▶ <u>020</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	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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-4994650</u> <u>04-1414660</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>116</u>

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

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:

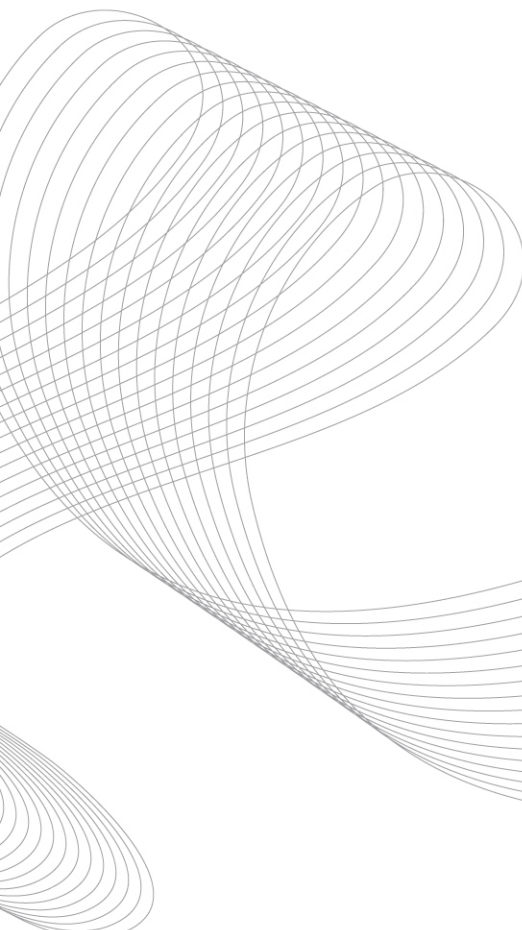
Stock: 47.0% Investment-Grade Debt: 52.0% High-Yield Debt: 1.0% Real Estate: 0.0% Other: 0.0%

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

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

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

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



Report of Independent Auditors and
Financial Statements with
Supplemental Schedules

**Revco D.S., Inc.
Retirement Income 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
Revco D.S., Inc. Retirement Income Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Revco D.S., Inc. Retirement Income 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 matter 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 and custodian, and The John Hancock Life Insurance Company (John Hancock), a custodian, 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 and custodians hold the Plan's investment assets and execute investment transactions. The Plan Administrator has obtained certifications from the trustees as of and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustees 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 trustees. Their report, dated October 12, 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 trustees, 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 trustees, 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
October 9, 2013

FINANCIAL STATEMENTS

REVCO D.S., INC. RETIREMENT INCOME 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)	\$ 192,621,619	\$ 196,449,995
Plan interest in Equities Master Trust (Note 3)	197,517,790	145,428,165
Interest-bearing cash	6,750,214	5,907,660
Investments, at contract value:		
Immediate Participation Guarantee Fund	<u>750,933</u>	<u>646,024</u>
Total investments	397,640,556	348,431,844
Receivables:		
Accrued interest and dividends	42	85
Employer's contribution receivable	<u>21,500,000</u>	<u>9,255,036</u>
Total assets	419,140,598	357,686,965
Liabilities:		
Administrative expenses payable	<u>215,404</u>	<u>153,334</u>
Net assets available for benefits	<u><u>\$ 418,925,194</u></u>	<u><u>\$ 357,533,631</u></u>

REVCO D.S., INC. RETIREMENT INCOME 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	\$ -	\$ 40,823
Net realized and unrealized appreciation in fair value of investments	38,210	9,192
Plan interest in net gain of master trusts	<u>50,775,850</u>	<u>27,538,320</u>
	50,814,060	27,588,335
Employer's contributions	<u>33,744,964</u>	<u>19,141,687</u>
Total additions	<u>84,559,024</u>	<u>46,730,022</u>
Deductions from net assets attributed to:		
Administrative expenses	1,662,518	1,392,142
Benefits paid to participants	<u>21,504,943</u>	<u>20,480,642</u>
Total deductions	<u>23,167,461</u>	<u>21,872,784</u>
Increase in net assets available for benefits	61,391,563	24,857,238
Net assets available for benefits:		
Beginning of year	<u>357,533,631</u>	<u>332,676,393</u>
End of year	<u>\$ 418,925,194</u>	<u>\$ 357,533,631</u>

See accompanying notes to financial statements.

NOTE 1 – THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

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

The Plan is a non-contributory defined benefit pension plan covering former eligible employees of Revco D.S., Inc. (Revco). During July 1994, Revco acquired Hook-SupeRx, Inc. (HSI), and effective June 4, 1995, the HSI Retirement Plan's assets and liabilities were transferred to the Plan. During 1997, Revco was acquired by CVS Corporation and the Plan is now sponsored by CVS Caremark Corporation (CVS). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

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

2. **Pension benefits** – Effective June 1, 1997, the Plan was frozen, and effective September 20, 1997, the Plan was amended to freeze benefit accruals with respect to service and salary earned.

The Plan provides normal retirement benefits based on a percentage of average earnings for the last five years of employment. The normal retirement benefits, including social security benefits, range from 50% to 81% as a percentage of average earnings, depending on the amount of average earnings, and is reduced in cases of early retirement (before age 65) or retirement prior to completion of 30 years of credited service. Retirees receiving benefits prior to June 1, 1981, and vested participants terminated prior to June 1, 1981, receive benefits in accordance with the then effective benefit formula. Death benefits are provided at 50% of applicable pension benefits to spouses of participants who are vested.

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

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

The Plan provides that benefits vest to participants based on years of service as follows: less than five years of credited service, 0%; five or more years of credited service, 100%.

REVC O D.S., INC. RETIREMENT INCOME PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

3. **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, Mercer, 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 and custodian. The Plan has also contracted with The John Hancock Life Insurance Company (John Hancock) to act as a custodian. Administrative expenses are paid by the Plan.
4. **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.
5. **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.
6. **Investment valuation and income recognition** – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 2 for discussion of fair value measurements.

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

For the Immediate Participation Guarantee Fund, the investment is valued at accumulated cash contributions plus interest credited to the Plan's contract, less any withdrawals (contract value). Contract value approximates fair value.

7. **Income taxes** – The Plan has received a favorable determination letter dated April 26, 2012. 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.

8. **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.

9. **Recent accounting pronouncements** – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04)*. ASU 2011-04 requires disclosure of valuation techniques for Level 2 and Level 3 measurements, and for Level 3 measurements requires disclosure of valuation processes used by the reporting entity and quantitative information about significant unobservable inputs. ASU 2011-04 removes the requirement for nonpublic companies to disclose information about transfers between Level 1 and Level 2 of the fair value hierarchy. The Plan adopted the new disclosure requirements effective January 1, 2012.
10. **Subsequent events** – The Plan has evaluated subsequent events through October 9, 2013, which is the date the financial statements were available to be issued. See Note 9.
11. **Reclassifications** – Certain reclassifications were made in the 2011 financial statements to conform to the 2012 presentation. See Note 9.

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.

REVCO D.S., INC. RETIREMENT INCOME PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Level 2 - Inputs to the valuation methodology include:

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

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

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

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

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

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

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

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

	2012			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 6,750,214	\$ -	\$ -	\$ 6,750,214
Total assets at fair value	<u>\$ 6,750,214</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,750,214</u>

REVCO D.S., INC. RETIREMENT INCOME PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

	2011			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 5,907,660	\$ -	\$ -	\$ 5,907,660
Total assets at fair value	<u>\$ 5,907,660</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,907,660</u>

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.

REVCO D.S., INC. RETIREMENT INCOME 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 \$197,517,790 (approximately 75%) and \$145,428,165 (approximately 67%), 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 investment 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 follows:

	<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 Trusts Investment Account	<u><u>\$ 40,079,683</u></u>	<u><u>\$ 2,482,564</u></u>

REVCO D.S., INC. RETIREMENT INCOME 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:

	2012			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 47,264	\$ -	\$ -	\$ 47,264
Common/collective trusts:				
Equity funds	-	84,979,363	-	84,979,363
Total common/ collective trusts	-	84,979,363	-	84,979,363
Mutual funds:				
Equity funds	95,084,196	-	-	95,084,196
Total mutual funds	95,084,196	-	-	95,084,196
Common stocks:				
Basic materials	22,793,225	-	-	22,793,225
Conglomerates	2,460,300	-	-	2,460,300
Consumer goods	5,945,300	-	-	5,945,300
Financial	18,430,893	-	-	18,430,893
Healthcare	7,728,868	-	-	7,728,868
Industrial goods	5,262,587	-	-	5,262,587
Technology	1,435,910	-	-	1,435,910
Utilities	1,926,000	-	-	1,926,000
Services	18,337,504	-	-	18,337,504
Total common stocks	84,320,587	-	-	84,320,587
Total assets at fair value	\$ 179,452,047	\$ 84,979,363	\$ -	\$ 264,431,410

REVCO D.S., INC. RETIREMENT INCOME 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 fund:				
Equity funds	61,061,636	-	-	61,061,636
Total mutual funds	61,061,636	-	-	61,061,636
Common stocks:				
Basic materials	16,293,463	-	-	16,293,463
Conglomerates	2,192,700	-	-	2,192,700
Consumer goods	7,169,055	-	-	7,169,055
Financial	13,418,802	-	-	13,418,802
Healthcare	8,152,750	-	-	8,152,750
Industrial goods	6,162,130	-	-	6,162,130
Technology	1,489,930	-	-	1,489,930
Utilities	2,131,200	-	-	2,131,200
Services	15,008,940	-	-	15,008,940
Total common stocks	72,018,970	-	-	72,018,970
Total assets at fair value	<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.

REVCO D.S., INC. RETIREMENT INCOME 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 do not have significant restrictions on redemptions. None of the common/collective trust funds have redemption restrictions in excess of 30 days.

Fixed Income Master Trust Investment Account

The Plan's allocated interest in the net assets of the Fixed Income Master Trust Investment Account at December 31, 2012 and 2011 was \$192,621,619 (approximately 75%) and \$196,449,995 (approximately 83%), 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 fund	149,242,284	236,309,146
	<hr/>	<hr/>
Total investments at fair value	255,185,639	236,309,169
	<hr/>	<hr/>
Accrued income	688,226	3
	<hr/>	<hr/>
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>

REVCO D.S., INC. RETIREMENT INCOME 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>

REVCO D.S., INC. RETIREMENT INCOME 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 and John Hancock. 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.

REVCO D.S., INC. RETIREMENT INCOME PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

Accumulated Plan benefits are presented “beginning of year” based on the Actuarial Valuation Report obtained for Plan year January 1, 2012 – December 31, 2012. In prior years, these benefits have been presented “end of year.” This change has been made to provide consistent presentation for all CVS Defined Benefit Plans participating in the Master Trust (Note 3).

The actuarial present value of accumulated Plan benefits is determined by the Plan’s actuary, Buck Consultants, 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:	Projected Unit Credit Method
Investment rate of return:	7.25%
Mortality assumption:	IRS Regulation 1.430(h)(3)-1, applied on a fully generation basis using Scale AA
Retirement age:	Age 65 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	\$ 183,889,518
Terminated vested participants	85,020,532
Active participants	<u>55,932,691</u>
	324,842,741

Nonvested benefits	<u>1,603,738</u>
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Total actuarial present value of accumulated Plan benefits	<u><u>\$ 326,446,479</u></u>
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REVCO D.S., INC. RETIREMENT INCOME 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	\$ 313,024,080
Increase (decrease) during the year attributable to:	
Interest	21,939,666
Benefit payments	(21,186,691)
Assumption change (1)	10,316,127
Other changes	<u>2,353,297</u>
Actuarial present value of accumulated Plan benefits, end of year	<u>\$ 326,446,479</u>

(1) Assumption change includes a change in the mortality assumption from UP94 Projected to 2002 to the table prescribed under IRS Regulation 1.430(h)(3)-1, applied on fully generational basis using scale AA.

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 and John Hancock 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.

NOTE 9 – SUBSEQUENT EVENT

Effective January 1, 2013, CVS adopted a second plan to spin off the terminated vested and retired participants of the Plan. The new plan, the Revco D.S., Inc. Retirement Income Plan for Former Employees, has the same provisions as the Plan. Assets of approximately \$320,000,000 transferred from the Plan on July 25, 2013 as a result. As of the audit report date, the impact on the Plan obligations has not been determined yet.

SUPPLEMENTAL SCHEDULES
REQUIRED BY THE DEPARTMENT OF LABOR

REVCO D.S., INC. RETIREMENT INCOME 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: 020
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	\$ 6,750,214	\$ 6,750,214
*	John Hancock Mutual Life Insurance Company - Immediate Participation Guarantee Fund	Insurance Contract	<u>750,933</u>	<u>750,933</u>
		Total	<u>\$ 7,501,147</u>	<u>\$ 7,501,147</u>
* Party-in-interest				

REVCO D.S., INC. RETIREMENT INCOME 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: 020
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	Market Fund	\$ 45,441,364	\$ -	\$ -	\$ -	\$ 45,441,364	\$ 45,441,364	\$ -
JPMorgan Liquid Assets Money Market Fund	Market Fund	-	44,598,806	-	-	44,598,806	44,598,806	-

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

Line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit	No.	Avg. Benefit
Under 25	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A
25 to 29	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A
30 to 34	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A
35 to 39	0	N/A	142	297	78	337	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A
40 to 44	0	N/A	208	630	252	1,095	76	1,377	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A	0	N/A
45 to 49	0	N/A	150	496	203	1,542	229	2,751	71	3,025	1	N/A	0	N/A	0	N/A	0	N/A	0	N/A
50 to 54	0	N/A	135	501	161	1,614	197	3,412	236	3,890	64	3,191	1	N/A	0	N/A	0	N/A	0	N/A
55 to 59	0	N/A	138	594	150	1,307	114	2,814	211	4,672	168	5,106	28	5,758	0	N/A	0	N/A	0	N/A
60 to 64	0	N/A	91	641	105	1,376	83	2,796	106	4,735	121	8,233	72	10,126	6	N/A	0	N/A	0	N/A
65 to 69	0	N/A	11	N/A	14	N/A	11	N/A	5	N/A	4	N/A	3	N/A	2	N/A	0	N/A	0	N/A
70 & up	0	N/A	2	N/A	0	N/A	0	N/A	0	N/A	1	N/A	0	N/A	1	N/A	0	N/A	0	N/A

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

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

Prescribed Funding Assumptions and Methods

Interest rates

Current Year:	Segment Rates with four month lookback:	
	First Segment Rate	2.06%
	Second Segment Rate	5.25%
	Third Segment Rate	6.32%

In accordance with MAP-21, 5.54%, 6.85% and 7.52%, respectively for minimum funding and benefit restrictions but not maximum tax-deductible purposes.

Effective Interest Rate	6.96%
-------------------------	-------

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

Mortality

Mortality tables for non-disabled participants mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

For minimum required and maximum contribution purposes:

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

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

Non-Prescribed Funding Assumptions and Methods

Salary increase assumption

None

Expenses

Plan expenses expected to be paid in the current Plan Year are estimated based on the prior 2 year average of expenses paid from the Trust (excluding PBGC premiums), plus the current year PBGC premium.

Current Year: Expected plan expenses of \$1,253,030 were added to the Target Normal Cost.

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

Frequency of optional payment forms

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

Marital percentage

100% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

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

Non-Prescribed Funding Assumptions and Methods (continued)

Retirement rates

Rates of retirement – Normal retirement is age 65.

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

Age	Annual Rate of Withdrawl		
	Salaried	Hourly	Early Retirement
20	.140	.180	--
25	.140	.180	--
30	.100	.150	--
35	.080	.140	--
40	.070	.120	--
45	.060	.100	--
50	.050	.080	--
55	.025	.040	0.14
56	.020	.032	0.11
57	.015	.024	0.09
58	.010	.016	0.14
59	.005	.008	0.12
60	.000	.000	0.12
61	.000	.000	0.15
62	.000	.000	0.16
63	.000	.000	0.17
64	.000	.000	0.50
65	.000	.000	1.00

Asset valuation method

The Actuarial Value of Assets is Market Value as of the valuation date, including discounted receivable contributions, reduced by 2/3 and 1/3 of the of the gain/(loss) in each of the prior years, respectively. The gain/(loss) for each period is determined as the actual return on Market Value during the period less the expected return on Market Value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of Market Value, including discounted receivable contributions.

The expected return on plan assets is 7.25% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2011 measurement period:	6.57%
2010 measurement period:	6.82%

REVCO D.S., INC. RETIREMENT INCOME 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: 020
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	Market Fund	\$ 45,441,364	\$ -	\$ -	\$ -	\$ 45,441,364	\$ 45,441,364	\$ -
JPMorgan Liquid Assets Money Market Fund	Market Fund	-	44,598,806	-	-	44,598,806	44,598,806	-

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 REVCO D.S., INC. RETIREMENT INCOME PLAN	B Three-digit plan number (PN) ►	<u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF CVS CAREMARK CORPORATION HR RETIREMENT BENEFITS	D Employer Identification Number (EIN) 05-0494040	

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500
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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		357402819
b Actuarial value	2b		344727724
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	4951	189833237
b For terminated vested participants.....	3b	4993	85651885
c For active participants:			
(1) Non-vested benefits	3c(1)		2024404
(2) Vested benefits	3c(2)		54984104
(3) Total active.....	3c(3)	3651	57008508
d Total.....	3d	13595	332493630
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5		6.96%
6 Target normal cost	6		1253030

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

SIGN HERE	 Signature of actuary	<u>9/24/2013</u> Date
BRIAN DIESING HURLEIGH Type or print name of actuary		1106945 Most recent enrollment number
BUCK CONSULTANTS, LLC Firm name		201-902-2300 Telephone number (including area code)
500 PLAZA DRIVE SECAUCUS NJ 07096-1533 Address of the firm		

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

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

REVCO D.S. INC. RETIREMENT INCOME PLAN
EIN 05-0494040/PN 020
Schedule SB, Other – Statement of Actuarial Opinion

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, increases or decreases expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions or applicable law. Because of limited scope, Buck performed no analysis of the potential range of such future differences.

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

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

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

Effective Date

February 1, 1968.

Plan Year

January 1 to December 31.

Employer

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

Participation

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

- (a) Employee has attained age 20-1/2.
- (b) Employee has six months of service.
- (c) Employee is not a member of a collective bargaining unit, unless the collective bargaining unit has provided specifically for coverage under this plan.

Effective as of June 1, 1997, participation under the Plan was frozen, and effective as of September 20, 1997, the Plan was further amended to freeze benefit accruals.

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

Benefit Eligibility

Normal Retirement Benefits

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

Early Retirement Benefits

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

Deferred Vested Benefits

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

Retirement Benefits

Normal Retirement

Basic Formula (Revco Plan)

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

REVCO D.S. INC. RETIREMENT INCOME PLAN
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Schedule SB, Part V - Summary of Plan Provisions

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

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

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

Minimum Accrued Benefits

A monthly amount equal to \$6.00 times credited service.

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

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

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

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

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

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

Normal Retirement

Basic Formula (Standard Plan)

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

REVCO D.S. INC. RETIREMENT INCOME PLAN
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Schedule SB, Part V - Summary of Plan Provisions

- a. The monthly benefit accrued under the provisions of the plan in effect for the period of employment ending on April 27, 1976.
- b. for years of credited service beginning after April 27, 1976, the sum of i., ii., iii. and iv. below:
 - i. 1.25% of compensation up to Social Security Wage Based for each year of credited service completed after April 27, 1976 and before January 1, 1980,
 - ii. 1.75% of compensation in excess of Social Security Wage Base for each year of credited service completed after April 27, 1976 and prior to January 1, 1980, and
 - iii. 1.75% of compensation up to Social Security Wage Base for each year of credited service completed after December 31, 1979 and prior to January 1, 1989, and
 - iv. 2.50% of compensation in excess of Social Security Wage Base for each year of credited service completed after December 31, 1979 and prior to January 1, 1989.
- c. 1.85% of compensation for each year of credited service after 1988 and prior to 1993 for participants not covered by the Labor Agreement, and prior to August 31, 1993 for participants covered by the Labor Agreement.

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

Early Retirement Benefits

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

For participants of the former Standard Drug Company Employees' Retirement Plan, a monthly benefit equal to the normal retirement allowance reduced for early commencement by 5/9 of 1% for each of the first 60 months and 5/18 of 1% for each of the next 60 months by which the commencement of the early retirement benefit precedes normal retirement date.

Deferred Vested Benefits

Monthly benefit is equal to the accrued normal retirement benefit, multiplied by an early retirement adjustment factor if payable before age 65, but not payable before age 55.

Normal Form of Annuity

For unmarried participants, the normal form of annuity is a life annuity; and for married participants, a reduced 50% joint and survivor annuity which is actuarially equivalent to the life annuity.

Preretirement Spouse Benefit

Eligibility

Active or former participants who are vested.

Benefit

Automatic benefit is equal to 50% of the accrued monthly benefit at the time of death. The benefit is deferred to when the participant would have been eligible for early retirement and is multiplied by the appropriate early retirement adjustment factor, and the adjustment factor for election of 50% spouse's coverage.

REVCO D.S. INC. RETIREMENT INCOME PLAN
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Schedule SB, Part V - Summary of Plan Provisions

Prior Plan Cash Values

Amount

An amount listed by the Plan.

Interest Credited

Interest is credited at a rate of 3% per annum prior to June 1, 1976 and 5% per annum thereafter.

Death or Termination Refund

If the participant is not survived by a spouse or if he is not eligible for a spouse benefit, the beneficiary will receive a refund of the vested account balance with interest to date of death reduced by any benefits paid.

Definitions (Revco Plan)

Vesting Service

Service is credited in any year in which the member has not incurred a break in service and is measured from the first date the employee performs an hour of service. Special rules apply to breaks in service.

Credited Service

Credited service is after age 20-1/2 and 6 months.

Monthly Earnings

A participant's basic earnings during the calendar year, including overtime payments, commissions and bonuses.

Average Monthly Earnings

The average of an employee's monthly earnings in effect for the last 5 consecutive calendar years prior to termination

Social Security Benefit

Estimates are based on the Social Security Act in effect on June 1 of the plan year in which the participant retired, and the amount of primary old age insurance as described below:

For retirements at or after age 65—the estimated amount payable at retirement.

For early retirement, before age 65—the estimated amount payable at age 65, determined assuming earnings continue to age 65 at the same rate as upon termination.

For deferred vested retirements—the estimated amount payable at age 65, determined assuming earnings continue to age 65 at the same rate as upon termination.

Definitions (Standard Plan)

Credited Service

The total number of Plan Years, ending after April 27, 1976, during which the Employee has at least 1000 Hours of Service.

Compensation

For plan years before January 1, 1989, compensation is the total earnings for the calendar year immediately preceding the year of credited service. For plan years after 1988 and prior to 1994, compensation is the total earnings in the year of credited service.

REVCO D.S., INC. RETIREMENT INCOME PLAN
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: 020
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	\$ 6,750,214	\$ 6,750,214
*	John Hancock Mutual Life Insurance Company - Immediate Participation Guarantee Fund	Insurance Contract	<u>750,933</u>	<u>750,933</u>
		Total	<u>\$ 7,501,147</u>	<u>\$ 7,501,147</u>
* Party-in-interest				

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

Type of Base	Date Established	Remaining Installments	Shortfall Amortization Installment	Present Value of Remaining Installments as of January 1, 2012
Shortfall	January 1, 2008	3	\$ 7,913,753	\$ 22,516,840
Shortfall	January 1, 2009	4	(411,758)	(1,521,827)
Shortfall	January 1, 2010	5	4,213,526	18,968,953
Shortfall	January 1, 2011	6	3,316,479	17,311,768
Shortfall	January 1, 2012	7	<u>(7,959,862)</u>	<u>(46,898,697)</u>
	Total		\$ 7,072,138	\$ 10,377,037

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

The expected plan expense was updated from \$1,294,615 to \$1,253,030 and was added to the Target Normal Cost.