Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MCKESSON CORPORATION RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1972

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

MCKESSON CORPORATION

ONE POST STREET, 30TH FLOOR
SAN FRANCISCO, CA 94104-5203

2b Employer Identification Number (EIN) 94-3207296

2c Sponsor's telephone number 415-983-8689

2d Business code (see instructions) 424210

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	JERRY WARREN
	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

MCKESSON CORPORATION EMPLOYEES BENEFITS MANAGEMENT COMMITTEE

3b Administrator's EIN: 94-3207296

3c Administrator's telephone number: 415-983-8689

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**	10190
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**	1035
b	Retired or separated participants receiving benefits	**6b**	4523
c	Other retired or separated participants entitled to future benefits	**6c**	3199
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	8757
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	911
f	Total. Add lines **6d** and **6e**	**6f**	9668
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1G 1I 3F 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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
MCKESSON CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
94-3207296

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

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

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2012			
2	Assets:			
	a Market value	2a		275419149
	b Actuarial value	2b		283304555
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	5386	191376767
	b For terminated vested participants	3b	3697	84804546
	c For active participants:			
	(1) Non-vested benefits	3c(1)		877660
	(2) Vested benefits	3c(2)		22290818
	(3) Total active	3c(3)	1116	23168478
	d Total	3d	10199	299349791
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		6.88 %
6	Target normal cost	6		2200000

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary	09/30/2013 Date
SUKHJIT S. BHULLAR Type or print name of actuary	11-07814 Most recent enrollment number
HEWITT ASSOCIATES LLC Firm name	415-486-7000 Telephone number (including area code)
199 FREMONT ST., SUITE 1500 SAN FRANCISCO, CA 94105 Address of the firm	

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

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	3136430	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	2115201	0
9	Amount remaining (line 7 minus line 8)	1021229	0
10	Interest on line 9 using prior year's actual return of -0.28%	-2859	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2651
	b Interest on (a) using prior year's effective interest rate of 6.15% except as otherwise provided (see instructions)		-7
	c Total available at beginning of current plan year to add to prefunding balance		2644
	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)	1018370	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.29 %
15	Adjusted funding target attainment percentage	15	94.29 %
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	84.71 %
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
04/12/2012	2554758				
07/06/2012	2554758				
04/12/2013	3000000				
			Totals ► 18(b)	8109516	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	7733009

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

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

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	61

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**	2200000
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	17063606	3810688
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	6010688

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	1018370	0	1018370

36 Additional cash requirement (line 34 minus line 35)	**36**	4992318
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	7733009

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

a Total (excess, if any, of line 37 over line 36)	**38a**	2740691
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	1018370
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**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan MCKESSON CORPORATION RETIREMENT PLAN	**B** Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MCKESSON CORPORATION	**D** Employer Identification Number (EIN) 94-3207296

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	912798	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BROWN BROTHERS

13-4973745

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	402422	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JP MORGAN 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?
24 27 28 50 51 62	TRUSTEE	323985	Yes [X] No [ ]	Yes [X] No [ ]	20601	Yes [ ] No [X]

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

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

PHILADELPHIA INTERNATIONAL ADVISORS

23-3095938

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52	NONE	203360	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

WESTERN ASSET

95-2705767

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	195503	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

EATON VANCE TRUST COMPANY

20-2074728

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	157706	Yes [ ] No [X]	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)

FISHER INVESTMENTS

20-2489800

(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 31 51 55 68	NONE	112826	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

RAINIER

91-1457076

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 52 68 71	NONE	108536	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

CADENCE CAPITAL MANAGEMENT LLC

04-3244012

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	95321	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

CALLEN ASSOCIATES INC.

94-2192581

(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?
16 50	NONE	54849	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

STATE STREET GLOBAL ADVISORS

04-1867445

(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?
19 28 50 51 52	NONE	13882	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
JP MORGAN CHASE BANK N.A.	99	20601

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JP MORGAN INVESTMENT MANAGEMENT INC 245 PARK AVENUE NEW YORK, NY 10167	REVENUE SHARE ON MUTUAL FUNDS

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
MCKESSON CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MCKESSON CORPORATION

D Employer Identification Number (EIN)
94-3207296

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: COMMINGLED PENSION TRUST FUND

b Name of sponsor of entity listed in (a): JPMORGAN CHASE BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-6038770-001	C	13450000

a Name of MTIA, CCT, PSA, or 103-12 IE: S & P 500 FLAGSHIP NL FUND CM13

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

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)
04-0025081-004	C	66570000

a Name of MTIA, CCT, PSA, or 103-12 IE: WA EMERGING MKT LOC DEBT PORTFOLIO

b Name of sponsor of entity listed in (a): WESTERN ASSET MANAGEMENT COMPANY

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)
20-4251957-001	E	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WA OPP INT INVST GRADE SEC PORT

b Name of sponsor of entity listed in (a): WESTERN ASSET MANAGEMENT COMPANY

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)
04-3399188-001	E	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WA FLOATING RATE HIGH INCOME FD

b Name of sponsor of entity listed in (a): WESTERN ASSET MANAGEMENT COMPANY

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)
20-0219988-001	E	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WA EMERGING MKT CORP CREDIT LLC

b Name of sponsor of entity listed in (a): WESTERN ASSET MANAGEMENT COMPANY

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)
26-1592491-001	E	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WA OPP US DOLLAR HIGH YIELD SEC

b Name of sponsor of entity listed in (a): WESTERN ASSET MANAGEMENT COMPANY

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)
04-3500652-001	E	0

a Name of MTIA, CCT, PSA, or 103-12 IE: WESTERN ASSET US CORE PLUS

b Name of sponsor of entity listed in (a): WESTERN ASSET MANAGEMENT COMPANY

c EIN-PN 95-2705767-001	**d** Entity code E	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 59673000

a Name of MTIA, CCT, PSA, or 103-12 IE: MCK RP EASTON VANCE MERGING MARKETS

b Name of sponsor of entity listed in (a): EASTON VANCE CORPORATION

c EIN-PN 32-0225130-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11925000

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
MCKESSON CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MCKESSON CORPORATION

D Employer Identification Number (EIN)
94-3207296

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1000	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	8973000	17000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	5584000	1384000
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	25000	0
(2) U.S. Government securities	1c(2)	30600000	14778000
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	17852000	5107000
(B) All other	1c(3)(B)	27703000	34532000
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	43000	0
(B) Common	1c(4)(B)	94588000	17994000
(5) Partnership/joint venture interests	1c(5)	36539000	49915000
(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)	43342000	91945000
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)	5552000	59673000
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	10529000	7642000
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	6718000	4262000

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	288049000	287249000
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	11233000	1277000
i Acquisition indebtedness	1i		
j Other liabilities	1j	1029000	940000
k Total liabilities (add all amounts in lines 1g through1j)	1k	12262000	2217000
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	275787000	285032000

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)	5189000	
(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)		5189000
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)	544000	
(C) Corporate debt instruments	2b(1)(C)	1699000	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	154000	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2397000
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	2000	
(B) Common stock	2b(2)(B)	836000	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1000	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		839000
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	351430000	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	345322000	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		6108000
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	9181000	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		9181000

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		10088000
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		5309000
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		39111000
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	25804000	
(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)		25804000
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)	968000	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1693000	
(4) Other	2i(4)	1401000	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		4062000
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		29866000
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		9245000
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) [X] 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 [X] No

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

(1) Name: DELOITTE AND TOUCHE **(2)** EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		100000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MCKESSON CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MCKESSON CORPORATION

D Employer Identification Number (EIN)
94-3207296

Part I Distributions

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

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

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

EIN(s): 94-3207296

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** 304

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

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

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 58% Investment-Grade Debt: 30% High-Yield Debt: 2% Real Estate: 5% Other: 5%

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): OPTION ADJUSTED DURATION

McKesson Corporation Retirement Plan

Financial Statements as of and for the Years Ended December 31, 2012 and 2011, Supplemental Schedules as of and for the Year Ended December 31, 2012, and Independent Auditors' Report

MCKESSON CORPORATION RETIREMENT PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1–2
FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011:	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5–14
SUPPLEMENTAL SCHEDULES AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2012:	15
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Held at End of Year)	16
Form 5500, Schedule H, Part IV, Line 4i — Schedule of Assets (Acquired and Disposed of Within the Year)	17
Form 5500, Schedule H, Part IV, Line 4j — Schedule of Reportable Plan Transactions	18

NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of the
McKesson Corporation Retirement Plan:

We have audited the accompanying financial statements of the McKesson Corporation Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

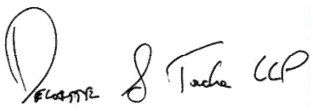
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2012, and the changes therein for the year then ended and its financial status as of December 31, 2011, and the changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets held at end of year, of assets acquired and disposed of within the year, and of reportable plan transactions as of and for the year ended December 31, 2012, as listed in the table of contents, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These schedules are the responsibility of the Plan's management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. Such schedules have been subjected to the auditing procedures applied in our audits of the financial statements and certain additional procedures, including comparing and reconciling such schedules directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, such schedules are fairly stated in all material respects in relation to the financial statements as a whole.



October 2, 2013

MCKESSON CORPORATION RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011
(In thousands)

	2012	2011
ASSETS:		
Investments — at fair value:		
Equity securities:		
Common and preferred stock	$ 17,994	$ 94,631
Equity commingled funds	128,410	67,777
Fixed-income securities:		
Government securities	10,547	11,532
Corporate bonds	19,778	29,545
Mortgage-backed securities	6,195	22,631
Asset-backed securities and other	22,160	19,191
Fixed-income commingled funds	59,673	5,552
Real estate and venture capital funds	13,450	12,103
Total investments	278,207	262,962
Receivables:		
Accrued interest and dividend income	355	746
Receivables for securities sold	1,028	4,838
Employer contribution receivable	17	8,973
Cash and cash equivalents	7,642	10,530
Total assets	287,249	288,049
LIABILITIES:		
Due to McKesson Corporation		645
Payables for securities purchased and other	1,277	11,232
Accrued administrative expenses	940	385
Total liabilities	2,217	12,262
NET ASSETS AVAILABLE FOR BENEFITS	$ 285,032	$ 275,787

See notes to financial statements.

MCKESSON CORPORATION RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2012 AND 2011
(In thousands)

	2012	2011
ADDITIONS:		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments:		
Equity securities:		
Common and preferred stock	$ 5,528	$ (4,243)
Equity commingled funds	16,407	(4,416)
Fixed-income securities:		
Government securities	262	1,702
Corporate bonds	1,884	379
Mortgage-backed securities	463	445
Asset-backed securities and other	738	1,315
Fixed-income commingled funds	3,839	94
Real estate and venture capital funds	1,565	597
Interest and dividends	3,236	4,672
Net investment income	33,922	545
CONTRIBUTIONS — Employer	5,189	8,973
DEDUCTIONS:		
Benefits paid	25,804	23,986
Administrative expenses	4,062	3,262
Total deductions	29,866	27,248
NET INCREASE (DECREASE)	9,245	(17,730)
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	275,787	293,517
End of year	$ 285,032	$ 275,787

See notes to financial statements.

1. PLAN DESCRIPTION

The following description of the McKesson Corporation Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan is a defined benefit pension plan covering full-time and part-time employees as of December 31, 1996 (as defined in the Plan document), of McKesson Corporation (the "Company" or "Plan Sponsor") and its subsidiaries, except those covered by collectively bargained pension plans. JP Morgan Chase Bank serves as the Trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Frozen Status of the Plan — Benefits available under the Plan were frozen effective December 31, 1996. The Plan will continue until all vested benefits under the Plan are paid to the participants. However, no new benefits are earned after December 31, 1996, and the participants cannot lose benefits accumulated as of December 31, 1996, as long as they have completed five years of vesting service with the Company. The Plan also includes frozen liabilities resulting from plan mergers after 1996.

Pension Benefits — Benefits are generally equal to 0.9% of a participant's final average compensation, plus 1.4% of final average compensation in excess of a predetermined level, as defined, and subject to certain limitations and adjustments, for each year of creditable service up to a maximum of 30 years. Final average compensation under the Plan is defined generally as base pay, plus bonuses, commissions, and/or overtime. Both final average compensation and credited service were frozen effective December 31, 1996. Full benefits are available for retirements at the social security normal retirement age, and reduced benefits are available for retired employees at age 55. Terminated employees with a benefit of $1,000 or less receive a mandatory lump-sum payment. Those employees with a benefit exceeding $1,000, but less than $10,000, may elect to receive their benefits as a lump-sum distribution upon retirement or termination. These participants may also elect to receive their benefits as an annuity payable monthly from the date of their retirement. All employees whose benefits have a net present value of $10,000 or greater must receive their benefits as an annuity payable monthly from the date of retirement.

Death Benefits — The Plan provides for the payment of benefits to an employee's surviving spouse or legally dependent children if a participant dies while employed and has at least five years of vested service.

Contributions — The Company made contributions of $5,189 thousand and $8,973 thousand for the 2012 and 2011 Plan years. Contributions represent the required contributions in accordance with ERISA.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of 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 amount of assets, liabilities, and changes therein, 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.

Risks and Uncertainties — The Plan holds various investment securities, including U.S. government securities, government agency debt, corporate debt instruments, asset-backed securities, mortgage-backed securities, and common stock. In addition, the Plan invests in commingled funds, limited partnerships, and real estate funds. Investment securities, in general, are exposed to various risks, including interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investments, it is possible that changes in the values of investments may occur in the near term and such changes could materially differ from the amounts reported in the financial statements.

Investment Valuation and Income Recognition — Investments are stated at fair value. Fair value of a financial instrument is the amount 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. If available, publicly quoted market prices are used to value investments. 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 sold, as well as held during the year.

New Accounting Pronouncements — In December 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-11, *Disclosures about Offsetting Assets and Liabilities*, which amends balance sheet topic 210. The guidance requires an entity to disclose information about offsetting assets and liabilities for derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with specific GAAP criteria or subject to a master netting arrangement or similar agreement. The guidance is effective for reporting periods beginning January 1, 2013. We do not expect the adoption of this guidance to have a material effect on our financial statements.

In December 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP*, which amends topic 820. In 2012, the Plan adopted this new standard which requires additional fair value disclosures. For assets and liabilities categorized as Level 3 and recognized at fair value, the standard requires additional disclosures around the unobservable inputs, as well as the valuation processes used by the entity. The adoption of this standard did not have a significant impact on the Plan's financial statements.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

Administrative Expenses — Administrative expenses of the Plan are paid by the Plan. The amounts due to McKesson Corporation represent certain expenses paid by the Plan Sponsor on behalf of the Plan. The Plan Sponsor will be reimbursed by the Plan for those expenses during the Plan year.

3. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered as of 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. Nonvested benefits represent additional benefits, such as survivorship and disability that the Plan's Sponsor is currently providing. However, these benefits are contingent upon occurrence of a certain event, such as death or disability; hence these are classified as nonvested.

The actuarial present value of accumulated Plan benefits at January 1, 2012 and 2011, was as follows (in thousands):

	2012	2011
Vested benefits:		
Participants currently receiving payments	$ 185,153	$ 176,751
Participants not currently receiving payments	104,746	95,511
Total vested benefits	289,899	272,262
Nonvested benefits	820	856
Total actuarial present value of accumulated Plan benefits	$ 290,719	$ 273,118

Changes in the present value of accumulated plan benefits during the year ended January 1, 2012, were as follows (in thousands):

Actuarial present value of accumulated Plan benefits at January 1, 2011	$ 273,118
Increase (decrease) attributable to:	
Benefits paid	(23,986)
Interest accrual	20,908
Change in actuarial assumptions	18,533
Other	2,146
Net increase	17,601
Total actuarial present value of accumulated Plan benefits at January 1, 2012	$ 290,719

The Other category reflects annual losses resulting from actual Plan experience that are not associated with Plan asset performance.

The actuarial present value of accumulated Plan benefits was determined by the Plan's actuary, using the accrued benefit actuarial cost method. Under this method, actuarial assumptions are used 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. Significant actuarial assumptions used in the valuations as of January 1, 2012 and 2011, include:

	2012	2011
Investment return	6.57 %	6.82 %
Discount rate	7.25 %	8.00 %
Mortality table	2012 statistic mortality table for annuitants and nonannuitants per IRS §1.430(h)(3)-1(e)	2011 statistic mortality table for annuitants and nonannuitants per IRS §1.430(h)(3)-1(e)
Active retirement rates	10% from 55–61 20% from 62–64 50% from 65–69 100% from 70+	10% from 55–61 20% from 62–64 50% from 65–69 100% from 70+
Assumed retirement age for terminated vested participants	62	62

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

4. FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date. When determining fair value, the Plan considers the principal or most advantageous market in which the Plan would transact, and the Plan considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, redemption restrictions, and risk of nonperformance.

In addition to determining fair value, the Plan is required to establish a fair value hierarchy for valuation inputs. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement reported in one of the three levels is determined by the lowest-level input that is significant to the fair value measurement in its entirety. The Plan's policy is to recognize significant transfers between levels at the beginning of the reporting period. For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of Levels 1, 2, or 3.

These levels are:

Level 1 — Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 — Quoted 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; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 — Unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of assets or liabilities.

The Plan's investments measured at fair value on a recurring basis as of December 31, 2012 and 2011, are summarized below (in thousands):

	Fair Value Measurements at December 31, 2012			
	(Level 1)	(Level 2)	(Level 3)	Total
Equity securities:				
Common stock	$ 17,994	$ -	$ -	$ 17,994
Equity commingled fund — domestic		78,495		78,495
Equity commingled fund — international		49,915		49,915
Total equity commingled funds	-	128,410	-	128,410
Fixed income securities:				
Government bonds		10,547		10,547
Corporate bonds		19,276	502	19,778
Mortgage-backed securities		6,195		6,195
Asset-backed securities and other		21,746	414	22,160
Fixed-income commingled funds		59,673		59,673
Real estate fund			13,450	13,450
Cash and cash equivalents		7,642		7,642
Total	$ 17,994	$ 253,489	$ 14,366	$ 285,849

	Fair Value Measurements at December 31, 2011			
	(Level 1)	(Level 2)	(Level 3)	Total
Equity securities:				
Common stock	$ 94,588	$ -	$ -	$ 94,588
Preferred stock	43			43
Total common and preferred stock	94,631	-	-	94,631
Equity commingled fund — domestic		31,238		31,238
Equity commingled fund — international		36,539		36,539
Total equity commingled funds	-	67,777	-	67,777
Fixed-income securities:				
Government bonds		11,532		11,532
Corporate bonds		29,545		29,545
Mortgage-backed securities		22,631		22,631
Asset-backed securities and other		19,017	174	19,191
Fixed-income commingled funds		5,552		5,552
Real estate fund			12,103	12,103
Cash and cash equivalents		10,530		10,530
Total	$ 94,631	$ 166,584	$ 12,277	$ 273,492

Cash and Cash Equivalents — Cash and cash equivalents consist of a money market fund that maintains daily liquidity and has a constant unit value of $1.00. The fund invests in short-term fixed-income securities and other securities with debt-like characteristics emphasizing short-term maturities and minimal credit risk. The fund has daily net asset values (NAVs) derived from the underlying securities; the fund is classified as a Level 2 investment.

Common and Preferred Stock — This investment class consists of common and preferred shares issued by U.S. and non-U.S. corporations. Common shares are traded actively on exchanges and price quotes are readily available. Preferred shares may not be traded actively. Holdings of common shares are generally classified as Level 1 investments. Preferred shares are classified as Level 1 or Level 2 investments.

Equity Commingled Funds — Domestic — Equity securities consisting of common and preferred stock are held in commingled funds, which have daily NAVs derived from quoted prices for the underlying securities in active markets; these are classified as Level 2 investments.

Equity Commingled Funds — International — The Plan also has an interest in a limited partnership, which invests primarily in publicly traded non-U.S. equity securities. Each limited partner in the fund owns a pro rata share of the underlying securities in the fund. The fund's administrator provides a daily NAV for the fund, which is not publicly quoted. The limited partnership is classified as a Level 2 investment.

Fixed-Income Securities — Government securities consist of bonds and debentures issued by central governments or federal agencies; corporate bonds consist of bonds and debentures issued by corporations; mortgage-backed securities consist of debt obligations secured by a mortgage or pool of

mortgages; and asset-backed securities primarily consist of debt obligations secured by an asset or pool of assets other than mortgages. Inputs to the valuation methodology include quoted prices for similar assets in active markets, and inputs that are observable for the asset, either directly or indirectly, for substantially the full term of the asset. Multiple prices and price types are obtained from pricing vendors whenever possible, which enables cross-provider validations. The Company obtains an understanding of how these prices are derived, including the nature and observability of the inputs used in deriving such prices. Fixed-income securities are classified as Level 2 and level 3 investments.

Fixed-Income Commingled Funds — Certain fixed-income securities are held in commingled funds, which have daily NAVs derived from the underlying securities; these are classified as Level 2 investments.

Real Estate Funds — The value of the real estate fund is reported by the fund manager and is based on a valuation of the underlying properties. The fund's administrator provides a NAV for the fund. Inputs used in the valuation include items, such as cost, discounted future cash flows, independent appraisals, and market-based comparable data. The real estate fund is classified as a Level 3 investment.

A reconciliation of Level 3 Plan assets held during the Plan year ended December 31, 2012 and 2011, is presented as follows (in thousands):

	Corporate Bonds	Asset-Backed Securities and Other	Real Estate and Venture Capital Funds	Total
BALANCE — January 1, 2012	$ -	$ 174	$ 12,103	$ 12,277
Unrealized gain (loss)	(160)	(10)	1,449	1,279
Realized gain (loss)	(1)	18	10	27
Purchases, issuances, and settlements	663	185	(112)	736
Transfer in (out)		47		47
BALANCE — December 31, 2012	$ 502	$ 414	$ 13,450	$ 14,366

	Corporate Bonds	Asset-Backed Securities and Other	Real Estate and Venture Capital Funds	Total
BALANCE — January 1, 2011	$ -	$ -	$ 410	$ 410
Unrealized gain (loss)		37	597	634
Realized gain (loss)		(77)		(77)
Purchases, issuances, and settlements		(906)	11,096	10,190
Transfer in (out)		1,120		1,120
BALANCE — December 31, 2011	$ -	$ 174	$ 12,103	$ 12,277

The Plan's investments in certain entities where the fair value is measured by NAV per share are summarized below as of December 31, 2012 (in thousands):

	Fair Value	Redemption Frequency	Redemption Notice Period
Equity commingled fund — domestic	$ 66,571	As needed	3–5 days
Fixed-income commingled funds	59,673	As needed	3–11 days
Equity commingled fund — international	49,915	As needed	3–4 days
Real estate fund	13,450	As needed	45 days
Cash and cash equivalents	7,642	As needed	1 day
Total	$ 197,251		

5. INVESTMENTS

The following table presents the fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits at December 31, 2012 and 2011 (in thousands):

	2012	2011
State Street S&P 500 Index	$ 66,571	$ 31,238
Western Asset Core Plus, LLC	59,673	
Bartram International Fund	49,915	36,539

6. FEDERAL INCOME TAX STATUS

On March 20, 2008, the Internal Revenue Service issued a favorable determination letter to the Plan indicating that, in its opinion, the terms of the Plan conform to the requirements of Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code"). In addition, the Company and the Plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and that the Plan and related Trust continue to be tax exempt. Therefore no provision for income taxes has been included in the Plan's financial statements. On January 27, 2012, the Plan sponsor requested, in accordance with Revenue Procedure 2011-6, an updated determination letter on the entire Plan, as amended.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in 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 it is no longer subject to income tax examinations for years prior to 2010.

7. PLAN TERMINATION

The Plan may be terminated by the Company's Board of Directors. If the Plan is terminated (partially or fully), the net assets of the Plan will be distributed to participants in order of priority determined in accordance with ERISA and its applicable regulations and with the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC). Generally, the PBGC guarantees most vested normal retirement age benefits, early retirement age benefits, and certain disability and survivor pensions. 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 the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide these benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

8. DERIVATIVE FINANCIAL INSTRUMENTS

The Plan previously entered into derivative contracts in the normal course of its investing activities to achieve overall investment portfolio objectives. The fair values of those contracts previously held were immaterial and included in the statement of net assets available for benefits as of December 31, 2011.

The Plan had derivative contracts with total notional amounts of $16 million at December 31, 2011. Notional amounts are used in the calculation of cash settlements under the contracts and do not quantify risk or represent assets or liabilities of the Plan.

During 2011, the Plan was a party to several futures contracts. Upon entering into a futures contract, the Plan is required to deposit, either in cash or securities, an amount ("initial margin") equal to a certain percentage of the nominal value of the contract. Subsequent payments are then made or received by the Plan, depending on the daily fluctuation in the value of the underlying contract. The Plan had on deposit securities with a value of $146 thousand at December 31, 2011, as performance security on futures contracts.

The Plan did not hold any derivative financial instruments as of December 31, 2012.

9. RELATED-PARTY TRANSACTIONS

Certain funds are managed by JPMorgan Chase, which also serves as trustee of the Plan.

10. SUBSEQUENT EVENTS

For the year ended December 31, 2012, subsequent events were evaluated through October 2, 2013, which is the date that the financial statements were available to be issued.

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SUPPLEMENTAL SCHEDULE

MCKESSON CORPORATION RETIREMENT PLAN
EIN 94-3207296

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012

SEE ATTACHED LISTING

MCKESSON CORPORATION RETIREMENT PLAN
EIN 94-3207296

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN THE YEAR)
YEAR ENDED DECEMBER 31, 2012

SEE ATTACHED LISTING

MCKESSON CORPORATION RETIREMENT PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4j
SCHEDULE OF REPORTABLE PLAN TRANSACTIONS
YEAR ENDED DECEMBER 31, 2012

	Purchases		Sales/Dispositions		
Identity of Issue	**Number**	**Amount**	**Number**	**Amount**	**Gain (Loss)**
J.P. Morgan Prime Premier Shares	733	$ 164,648,906	466	$ 174,838,767	$ -
Western Asset Core Plus, LLC	5	47,419,418	2	4,280,060	78,634
Commitment to Purchase Fund	4	19,000,000	4	19,000,000	
United States Treas Mar 2016	6	11,431,671	8	8,617,999	6,276
United States Treas APR 2015	2	9,499,734	5	7,006,924	10,015

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
NONINTEREST-BEARING CASH			
CASH CASH	1,000,000.000	1,000,000	1,000,000
TOTAL NONINTEREST-BEARING CASH		1,000,000	1,000,000
GENERAL INVESTMENTS			
U.S. GOVERNMENT SECURITIES			
31374CNV4 FEDERAL NATIONAL MORTGAGE ASSOC 5.5% MTG	MONTHLY 5.500% 08/01/2037 492,365.150	542,679	541,124
31402RJV2 FEDERAL NATIONAL MORTGAGE ASSOC 5% MTG B	MONTHLY 5.000% 07/01/2035 892,377.170	970,460	970,844
31416BQA9 FEDERAL NATIONAL MORTGAGE ASSOC 6.50% MT	MONTHLY 6.500% 10/01/2038 282,197.370	309,932	316,699
31418MU34 FEDERAL NATIONAL MORTGAGE ASSOC 6% MTG B	MONTHLY 6.000% 09/01/2037 379,726.260	414,436	418,398
3128NH4L4 FHLMC MORTPASS ARM 01/JUN/2037 1J PN# 1J	MONTHLY FLOATING 06/01/2037 58,582.020	60,163	62,341
3128NKEJ1 FHLMC MORTPASS ARM 01/SEP/2037 1J PN# 1J	MONTHLY FLOATING 09/01/2037 262,193.510	268,666	281,483
3128S4CH8 FHLMC MORTPASS FLT 01/APR/2036 PN# 1Q007	MONTHLY FLOATING 04/01/2036 78,443.150	78,553	83,616
3128QGLN0 FHLMC MORTPASS VAR 01/DEC/2036 PN# 0333	MONTHLY FLOATING 12/01/2036 23,110.950	23,122	24,517
3128NHRU9 FHLMC MORTPASS VAR 01/DEC/2036 1J PN# 1J	MONTHLY FLOATING 12/01/2036 140,222.920	143,290	149,766
3128M6WB0 FHLMCGLD MORTPASS 6% 01/OCT/2038 G0 PN#	MONTHLY 6.000% 10/01/2038 259,865.110	281,020	284,007

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
31411E2N6 FNMA MORTPASS ARM 01/JAN/2037 S1 PN# 906	MONTHLY FLOATING 01/01/2037 59,627.990	59,768	63,993
31403DVS5 FNMA MORTPASS ARM 01/SEP/2036 LB PN# 745	MONTHLY FLOATING 09/01/2036 49,703.910	50,057	53,265
31410FR56 FNMA MORTPASS ARM 01/SEP/2036 WD PN# 888	MONTHLY FLOATING 09/01/2036 67,400.430	68,306	71,943
31418MEC2 FNMA MORTPASS 6.5% 01/AUG/2039 CL PN# AD	MONTHLY 6.500% 08/01/2039 78,725.480	85,934	88,385
31418MPZ9 FNMA MORTPASS 6% 01/JUL/2039 CL PN# AD04	MONTHLY 6.000% 07/01/2039 299,634.620	324,916	329,316
31402CVW9 FNMA MORTPASS 6% 01/MAR/2034 CL PN# 7252	MONTHLY 6.000% 03/01/2034 440,579.920	486,979	491,181
912810FP8 UNITED STATES OF AMER TREAS BONDS 5.375%	SEMI-ANN. 5.375% 02/15/2031 500,000.000	711,464	713,750
912810QW1 UNITED STATES TREAS BDS 3%15/MAY/2042	SEMI-ANN. 3.000% 05/15/2042 525,000.000	540,155	534,844
912810PX0 UNITED STATES TREAS BDS 4.500% 15/MAY/20	SEMI-ANN. 4.500% 05/15/2038 1,500,000.000	2,010,103	1,982,820
912828SP6 UNITED STATES TREAS NTS 0.375%15/APR/201	SEMI-ANN. 0.375% 04/15/2015 2,500,000.000	2,502,823	2,504,500
912828RX0 UNITED STATES TREAS NTS 0.875%31/DEC/201	SEMI-ANN. 0.875% 12/31/2016 1,000,000.000	1,013,828	1,013,750
912828QA1 UNITED STATES TREAS NTS 02.250% 31/MAR/2	SEMI-ANN. 2.250% 03/31/2016 2,650,000.000	2,813,672	2,807,967
912828TY6 UNITED STATES TREAS NTS 1.625%15/NOV/202	SEMI-ANN. 1.625% 11/15/2022 1,000,000.000	982,305	989,060
TOTAL U.S. GOVERNMENT SECURITIES		14,742,631	14,777,568

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
CORPORATE DEBT INSTRUMENTS: PREFERRED			
05522RAS7 BA CREDIT CARD TRUST 5.2% MTG BDS 15/JUN RATINGS: AAA AAA	MONTHLY 5.170% 06/15/2019 485,000.000	466,036	567,741
06051GEA3 BANK OF AMERICA CORP 6.5% BDS 01/AUG/201 RATINGS: A2 A	SEMI-ANN. 6.500% 08/01/2016 258,000.000	270,286	297,928
140420MV9 CAPITAL ONE BANK 8.8% NTS 15/JUL/2019 US RATINGS: A3 BBB	SEMI-ANN. 8.800% 07/15/2019 345,000.000	435,440	467,165
161571DA9 CHASE ISSUANCE TRUST 2008-11 A 5.400% 15 RATINGS: AAA AAA	MONTHLY 5.400% 07/15/2015 25,000.000	24,999	25,677
161571BT0 CHASE ISSUANCE TST 5.23% NTS 15/APR/2019 RATINGS: AAA AAA	MONTHLY 5.230% 04/15/2019 700,000.000	672,766	823,920
17305EEE1 CITIBANK CREDIT CARD ISSUANCE TRUST RATINGS: AAA AAA	SEMI-ANN. 5.350% 02/07/2020 600,000.000	637,266	724,141
172967CY5 CITIGROUP INC 4.7% BDS 29/MAY/2015 USD10 RATINGS: A3 A	SEMI-ANN. 4.700% 05/29/2015 225,000.000	236,806	242,330
200339CG2 COMERICA BANK NTS 21/NOV/2016 USD1000 RATINGS: A2 A-	SEMI-ANN. 5.750% 11/21/2016 235,000.000	249,426	271,900
12669GUX7 CWMBS INC 12669GUX7 25/MAR/2035 RATINGS: A3 CCC	MONTHLY FLOATING 03/25/2035 61,879.900	61,808	47,631
24736TAA5 DELTA AIRLINES 2009 1A 7.75% 17/JUN/2021 RATINGS: BAA2 A-	SEMI-ANN. 7.750% 06/17/2021 38,347.420	41,032	43,908
299808AD7 EVEREST 5.4% NTS 15/OCT/2014 USD1000 RATINGS: A3 A-	SEMI-ANN. 5.400% 10/15/2014 150,000.000	152,126	158,331
31677AAA2 FIFTH THIRD BANK 4.75% 01/FEB/2015 RATINGS: A3 BBB	SEMI-ANN. 4.750% 02/01/2015 280,000.000	283,109	300,328
38141EA58 GOLDMAN SACHS GROUP INC 5.375% 15/MAR/20 RATINGS: A1 A	SEMI-ANN. 5.375% 03/15/2020 240,000.000	241,526	275,047
46625HGY0 JP MORGAN CHASE & 6% SNR 15/JAN/2018 USD RATINGS: AA3 A+	SEMI-ANN. 6.000% 01/15/2018 226,000.000	233,608	270,565
49306CAH4 KEY BK N A MEDIUM TERM SUB BK RATINGS: A3 BBB+	SEMI-ANN. 5.800% 07/01/2014 225,000.000	235,976	241,011

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
59156RAR9 METLIFE INC 6.817% DEB 15/AUG/2018 USD10 RATINGS: A3 A-	SEMI-ANN. 6.817% 08/15/2018 225,000.000	265,258	283,448
959802AB5 WESTERN UNION COMPANY (THE) 5.93% NTS 01 RATINGS: A3 A-	SEMI-ANN. 5.930% 10/01/2016 60,000.000	66,152	65,920
TOTAL CORPORATE DEBT INSTRUMENTS: PREFERRED		4,573,617	5,106,989
CORPORATE DEBT INSTRUMENTS: ALL OTHER			
00287YAF6 ABBVIE 2% BDS 06/NOV/2018 USD1000 144A	SEMI-ANN. 2.000% 11/06/2018 515,000.000	512,286	521,654
00105HEJ1 AFC TRUST 00-2 1A VARIABLE 25/JUN/2030 RATINGS: B3 BB+	MONTHLY FLOATING 06/25/2030 10,931.090	10,938	6,851
008686AA5 AHOLD LEASE USA INC 7.82% PASS THRU CERT RATINGS: BAA3 BBB-	SEMI-ANN. 7.820% 01/02/2020 257,266.720	292,703	292,962
017175AC4 ALLEGHANY CORP 4.95% BDS 27/JUN/2022 USD	SEMI-ANN. 4.950% 06/27/2022 305,000.000	305,990	334,082
02005AAN8 ALLY MASTER OWNER TRUST MTG BDS 15/AUG/2	MONTHLY FLOATING 08/15/2017 425,000.000	426,621	432,069
02005ACW6 ALLY MASTER OWNER TRUST 1.54% BDS 16/SEP	MONTHLY 1.540% 09/15/2019 100,000.000	99,971	100,356
02005AAF5 ALLY MASTER OWNER TRUST 4.25% MTG BDS 15	MONTHLY 4.250% 04/15/2017 450,000.000	493,225	484,704
020564AA8 ALPEK SAB DE CV 4.5% BDS 20/NOV/2022 USD	SEMI-ANN. 4.500% 11/20/2022 350,000.000	348,996	364,875
00163MAK0 AMB PPTY L P GTD NT 6.625% 01/DEC/2019 RATINGS: BAA1 BBB	SEMI-ANN. 6.625% 12/01/2019 60,000.000	63,458	71,492
00163MAL8 AMB PROPERTY LP 4.5% BDS 15/AUG/2017 USD	SEMI-ANN. 4.500% 08/15/2017 210,000.000	208,497	229,005
029912BD3 AMERICAN TOWER CORP 4.5% NTS 15/JAN/2018	SEMI-ANN. 4.500% 01/15/2018 220,000.000	220,156	241,166
029912BE1 AMERICAN TOWER CORP 5.9% BDS 01/NOV/2021	SEMI-ANN. 5.900% 11/01/2021 200,000.000	199,716	238,754

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
03064AAD6 AMERICREDIT AUTO RECEIVABLES TRUST 2009-	MONTHLY 9.790% 04/15/2014 229,418.050	262,038	233,769
03064MAD0 AMERICREDIT AUTO RECEIVABLES TRUST 2011-	MONTHLY 2.190% 02/08/2016 450,000.000	449,898	456,093
03938LAM6 ARCELORMITTAL SA 10.1% BDS 01/JUN/2019 U RATINGS: BAA3 BBB	SEMI-ANN. 9.850% 06/01/2019 94,000.000	112,356	112,741
05253JAA9 AUSTRALIA & NEW ZEALAND BANK GROUP 1.875	SEMI-ANN. 1.875% 10/06/2017 440,000.000	438,117	448,584
05377RBB9 AVIS BUDGET CAR RENTAL 2.1% MTG BDS 20/M	MONTHLY 2.100% 03/20/2019 1,085,000.000	1,084,516	1,106,797
06739GBP3 BARCLAYS BANK PLC 5.14% NTS 14/OCT/2020	SEMI-ANN. 5.140% 10/14/2020 305,000.000	290,745	318,569
05490AAC7 BB-UBS TRUST 2012-TFT B VARIABLE 07/JUN/	MONTHLY FLOATING 06/07/2030 700,000.000	702,434	697,026
120568AV2 BUNGE LTD FINANCE CORP 3.2% BDS 15/JUN/2	SEMI-ANN. 3.200% 06/15/2017 305,000.000	304,414	318,307
126802CB1 CABELAS CREDIT CARD MASTER NOTE TRUST 20	MONTHLY FLOATING 02/18/2020 540,000.000	540,000	544,088
14313JAF8 CARMAX AUTO OWNER TRUST 2012-2 C 2.080%	MONTHLY 2.080% 03/15/2018 380,000.000	379,899	387,738
14366UAA0 CARNOW AUTO RECV 2012-1 2.09% BDS 15/AUG	MONTHLY 2.090% 01/15/2015 43,877.190	43,877	43,894
165182AX4 CHESAPEAKE FDG LLC 2011-2A A FRN 07/APR/	MONTHLY FLOATING 04/07/2024 670,000.000	670,000	678,476
17121DAE9 CHRYSLER FINANCIAL AUTO SECURITIZATION T	MONTHLY 2.000% 01/08/2014 250,000.000	249,980	250,533
126650BP4 CVS CAREMARK CORP 6.036% BDS 10/DEC/2028 RATINGS: BAA2 BBB+	MONTHLY 6.036% 12/10/2028 319,669.490	322,642	373,780
126650BQ2 CVS CAREMARK CORP 6.943% BDS 10/JAN/2030 RATINGS: BAA2 BBB+	MONTHLY 6.943% 01/10/2030 226,231.500	231,605	284,769
233851AJ3 DAIMLER FINANCE NA LLC 2.3% BDS 09/JAN/2	SEMI-ANN. 2.300% 01/09/2015 345,000.000	344,565	353,297

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
249030AA5 DENTSPLY INTL INC NEW SR NT FLT 13 15/AU	QUARTERLY FLOATING 08/15/2013 100,000.000	100,000	100,552
25389JAJ5 DIGITAL REALTY TRUST LP 5.25% NTS 15/MAR	SEMI-ANN. 5.250% 03/15/2021 75,000.000	76,796	83,009
23329PAA8 DNB NOR BANK ASA 3.2% BDS 03/APR/2017 US	SEMI-ANN. 3.200% 04/03/2017 360,000.000	361,291	383,422
258258AA0 DORIC NIMROD AIR FINANCE ALPHA LTD 5.125	SEMI-ANN. 5.125% 11/30/2024 200,000.000	200,000	209,000
29082AAA5 EMBRAER SA 5.15% BDS 15/JUN/2022 USD1000	SEMI-ANN. 5.150% 06/15/2022 320,000.000	321,531	350,400
292506AA0 ENCANA CORP 5.8% BDS 01/MAY/2014 USD1000 RATINGS: BAA2 BBB+	SEMI-ANN. 5.800% 05/01/2014 150,000.000	161,882	159,449
292505AG9 ENCANA CORP 6.5% 01/FEB/2038 RATINGS: BAA2 BBB+	SEMI-ANN. 6.500% 02/01/2038 150,000.000	149,972	187,613
29266RAC2 ENERGIZER HLDGS IN 4.7% NTS 24/MAY/2022	SEMI-ANN. 4.700% 05/24/2022 265,000.000	264,247	283,767
29372EAP3 ENTERPRISE FINANCIAL SERVICES CORP 1.14%	MONTHLY 1.140% 11/20/2017 410,000.000	409,963	412,165
29372EAG3 ENTERPRISE FLEET FINANCING LLC 2011-3 A-	MONTHLY 1.620% 05/20/2017 260,382.320	260,380	262,206
29372EAT5 ENTERPRISE FLEET FINANCING LLC 2012-2 A-	MONTHLY 0.930% 04/20/2018 320,000.000	319,998	320,200
301655AA4 EXETER AUTOMOBILE RECEIVABLES TRUST 2012	MONTHLY 2.020% 08/15/2016 253,154.130	253,153	255,017
301658AA8 EXETER AUTOMOBILE RECEIVABLES TRUST 2012	MONTHLY 1.300% 06/15/2017 278,323.820	278,296	279,191
30212PAH8 EXPEDIA INC 5.95% SR NT 15/AUG/2020 USD1	SEMI-ANN. 5.950% 08/15/2020 415,000.000	415,861	461,729
30217AAA1 EXPERIAN FINANCE PLC 2.375% BDS 15/JUN/2	SEMI-ANN. 2.375% 06/15/2017 305,000.000	304,730	310,289
303901AS1 FAIRFAX FINANCIAL HLDGS 5.8% NTS 15/MAY/	SEMI-ANN. 5.800% 05/15/2021 584,000.000	571,721	603,646

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
34529RAF8 FORD CREDIT AUTO OWNER TRUST 2011-B C 2.	MONTHLY 2.540% 05/15/2017 210,000.000	209,987	218,737
34528QBR4 FORD CREDIT FLOORPLAN MASTER OWNER TRUST	MONTHLY 2.860% 01/15/2019 390,000.000	389,878	403,998
34528QAU8 FORD CREDIT FLOORPLAN MASTER OWNER 1.5%	MONTHLY 1.500% 09/15/2015 325,000.000	324,941	327,248
36159LBN5 GE DEALER FLOORPLAN MASTER NT TRUST VAR	MONTHLY FLOATING 07/20/2016 430,000.000	430,000	432,314
379308AA7 GLITNIR BANKI HF VAR BDS 15/JUN/2016 USD RATINGS: C N/R	SEMI-ANN. 0.000% 06/15/2016 100,000.000	100,000	125
37930EAC0 GLITNIR BANKI HF 6.33% NTS 28/JUL/2011 U RATINGS: C N/R	SEMI-ANN. 6.330% 07/28/2011 110,000.000	110,000	29,975
37930JAE5 GLITNIR BANKI HF 6.375% NTS 25/SEP/2012 RATINGS: N/R	SEMI-ANN. 6.375% 09/25/2012 100,000.000	99,776	27,250
37952UAA1 GLOBAL SC FIN II SRL 2012-1 ABSNTS 19/JU	MONTHLY 4.110% 07/19/2027 584,583.350	584,467	610,839
38239FAE9 GOODMAN FUNDING PTY LTD 6% BDS 22/MAR/20	SEMI-ANN. 6.000% 03/22/2022 185,000.000	183,931	207,280
36192HAG9 GS MORTGAGE SECURITIES CORP	MONTHLY 4.049% 04/10/2034 410,000.000	416,119	445,318
36192EAA9 GTP CELLULAR SITES LLC 3.721% 15/MAR/204	MONTHLY 3.721% 03/15/2042 545,000.000	546,815	558,002
40414LAA7 HCP INC 6.7% SNR NTS 30/JAN/2018 USD1000 RATINGS: BAA3 BBB	SEMI-ANN. 6.700% 01/30/2018 255,000.000	287,124	307,553
42217KAY2 HEALTH CARE REIT 4.125% BDS 01/APR/2019	SEMI-ANN. 4.125% 04/01/2019 440,000.000	443,029	473,334
404225AE4 HLSS SERVICER ADVANCE RECEIVABLES TRUST	MONTHLY 1.990% 10/15/2045 170,000.000	169,992	172,444
40428HPG1 HSBC USA INC 2.375% BDS 13/FEB/2015 USD1	SEMI-ANN. 2.375% 02/13/2015 215,000.000	214,542	221,155
44890BAE6 HYUNDAI AUTO RECEIVABLES TRUST 2011-A B	MONTHLY 2.450% 04/15/2016 375,000.000	374,938	386,693

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
45669JAC9	INDYMAC INDX MORTGAGE LOAN TRUST MTG PAS RATINGS: VMG3 CC	MONTHLY FLOATING 08/25/2037 166,730.670	106,713	127,994
45665QAF0	INFINITY PROPERTY & CASUALTY CORP 5% BDS	SEMI-ANN. 5.000% 09/19/2022 130,000.000	130,000	135,621
449786AR3	ING BANK NV 2% BDS 25/SEP/2015 USD1000 1	SEMI-ANN. 2.000% 09/25/2015 315,000.000	314,090	317,331
460146CA9	INTERNATIONAL PAPER CO 7.95% BDS 15/JUN/ RATINGS: BAA3 BBB	SEMI-ANN. 7.950% 06/15/2018 170,000.000	203,764	219,781
462590HW3	IOWA STUDENT LN LQ 0% MUN BD 25/JUN/2042	QUARTERLY FLOATING 06/25/2042 404,072.350	381,398	410,723
46616VAA8	JGWPT XXV LLC 2012-1 A 4.210% 16/FEB/206	MONTHLY 4.210% 02/16/2065 264,186.080	264,127	276,197
46616YAA2	JGWPT XXVI LLC 2012-2 A 3.840% 15/OCT/20	MONTHLY 3.840% 10/15/2059 268,418.060	268,327	273,272
48020QAA5	JONES LANG LASALLE INC 4.4% BDS 15/NOV/2	SEMI-ANN. 4.400% 11/15/2022 120,000.000	121,406	122,586
46637EAC7	JP MORGAN CHASE COMMERCIAL MORTGAGE SECU	MONTHLY 3.363% 11/16/2028 110,000.000	110,550	118,599
48632HAA5	KAUPTHING BANK 7.125% BDS 19/MAY/2016 US RATINGS: C N/R	SEMI-ANN. 7.125% 05/19/2016 370,000.000	368,046	4
48632FAE1	KAUPTHING BK HF MTN SR BK 144A FR RATINGS: C	SEMI-ANN. 7.625% 02/28/2015 260,000.000	217,740	63,700
50065WAC0	KOREA NATIONAL OIL 4.2% BDS 03/APR/2017	SEMI-ANN. 3.125% 04/03/2017 310,000.000	313,228	325,221
52177DAC3	LEAF RECEIVABLES FUNDING 8 LLC 2012-1 A-	MONTHLY 1.250% 10/15/2016 260,000.000	259,573	259,610
524ESC7M6	LEH.BROS.HOLD.INC. 6.75% BDS 28/DEC/2017	SEMI-ANN. 6.750% 12/28/2017 270,000.000	248,414	27
524ESCR36	LEHMAN BROS HLDGS INC 6.5% NTS 19/JUL/20	SEMI-ANN. 6.500% 07/19/2017 110,000.000	102,000	11
524ESCXA3	LEHMAN BROS.INC. 5.857% BDS 31/DEC/2049	SEMI-ANN. 5.857% 12/31/2049 70,000.000	67,361	7

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
55259PAD8	MARSHALL & ILSLEY BANK RATINGS: BAA1 BBB-	SEMI-ANN. 5.000% 01/17/2017 95,000.000	96,900	105,124
57645WAA8	MASTR ADJUSTABLE RATE MORTGAGE TRUST 200 RATINGS: VMG1 CCC	MONTHLY FLOATING 11/25/2035 123,704.190	101,942	67,363
59020U5U5	MERRILL LYNCH MORTGAGE INVESTORS TRUST 2 RATINGS: B3 CCC	MONTHLY FLOATING 03/25/2036 234,897.310	234,998	160,004
55314QAE7	MMAF EQUIPMENT FINANCE LLC 2012-A A-5 1.	MONTHLY 1.980% 06/10/2032 600,000.000	599,861	608,435
61205PAK5	MONTANA HIGHER EDUCATION STUDENT ASSISTA	MONTHLY FLOATING 05/20/2030 380,000.000	374,905	389,215
615369AB1	MOODYS CORP 4.5% SNR NTS 01/SEP/2022 USD	SEMI-ANN. 4.500% 09/01/2022 255,000.000	254,520	272,633
61754VAE1	MORGAN STANLEY MORTGAGE LOAN TRUST 2007- RATINGS: VMG1 CCC	MONTHLY FLOATING 06/25/2037 139,308.990	140,462	75,020
61747WAF6	MORGAN STANLEY 5.75% NTS 25/JAN/2021 USD	SEMI-ANN. 5.750% 01/25/2021 279,000.000	282,864	318,629
63254AAC2	NATIONAL AUSTRALIA BANK 1.6% BDS 07/AUG/	SEMI-ANN. 1.600% 08/07/2015 520,000.000	519,667	527,810
637417AE6	NATIONAL RETAIL PROPERTIES INC 3.8% BDS	SEMI-ANN. 3.800% 10/15/2022 200,000.000	198,114	203,092
644617AB8	NEW HAMPSHIRE HIGHER ED LN CORP	QUARTERLY FLOATING 10/25/2025 270,000.000	263,229	273,648
658262GE4	NORTH CAROLINA STATE EDUCATION AUTHORITY	MONTHLY FLOATING 07/25/2039 314,858.770	314,121	317,941
68245JAB6	ONEBEACON US HLGS INC 4.6% BDS 09/NOV/20	SEMI-ANN. 4.600% 11/09/2022 300,000.000	299,643	308,460
68268NAB9	ONEOK PARTNERS LP 6.15% NTS 01/OCT/2016 RATINGS: BAA2 BBB	SEMI-ANN. 6.150% 10/01/2016 200,000.000	206,689	232,814
74164MAA6	PRIMERICA INC 4.75% BDS 15/JUL/2022 USD1	SEMI-ANN. 4.750% 07/15/2022 300,000.000	302,766	328,491
74978BAA6	RAAC SER 2007 RP3 TR VAR MTG BDS 25/OCT/ RATINGS: VMG3 CCC	MONTHLY FLOATING 10/25/2046 106,555.840	66,331	67,422

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
759351AJ8 REINSURANCE GROUP OF AMERICA 5% NTS 01/J	SEMI-ANN. 5.000% 06/01/2021 250,000.000	248,878	275,275
760985SD4 RESIDENTIAL ASSET MTG PRODS VAR DUE 25/F RATINGS: B2 CC	MONTHLY FLOATING 02/25/2033 10,200.030	10,216	7,884
80282DAD4 SANTANDER DRIVE AUTO RECEIVABLE TRUST 20	MONTHLY 2.430% 05/15/2017 475,000.000	474,867	485,856
80282RAD3 SANTANDER DRIVE AUTO RECEIVABLE TRUST 20	MONTHLY 2.660% 01/15/2016 440,000.000	439,911	449,620
78403DAC4 SBA TOWER TRUST 2.933% BDS 15/DEC/2042 U	MONTHLY 2.933% 12/15/2042 340,000.000	340,000	353,849
816851AF6 SEMPRA ENERGY 6.0% DUE 01/FEB/2013 RATINGS: BAA1 BBB+	SEMI-ANN. 6.000% 02/01/2013 130,000.000	132,284	130,556
78447DAF5 SMART SERIES 06/JUN/2012% ABS 14/MAR/201	MONTHLY 2.060% 03/14/2018 600,000.000	599,864	616,168
78446NAG2 SMART SERIES 2011 FR A/BKD 14/AUG/2017 U	MONTHLY FLOATING 08/14/2017 190,000.000	190,000	193,901
86960BAB8 SVENSKA HANDELSBKN 2.875% BDS 04/APR/201	SEMI-ANN. 2.875% 04/04/2017 280,000.000	279,742	295,848
87020PAA5 SWEDBANK AB 2.125% SNR MTN 29/SEP/2017 U	SEMI-ANN. 2.125% 09/29/2017 315,000.000	314,524	321,848
872162AK8 TAL ADVANTAGE IV LLC 2012-1 SECD N 3.860	MONTHLY 3.860% 05/20/2027 574,416.690	574,196	593,173
89346DAF4 TRANSALTA CORP 4.5% BDS 15/NOV/2022 USD2	SEMI-ANN. 4.500% 11/15/2022 315,000.000	309,538	319,344
893830AT6 TRANSOCEAN INC 6.80% 15/MAR/2038 RATINGS: BAA2 BBB+	SEMI-ANN. 6.800% 03/15/2038 373,000.000	382,608	456,615
89678DAA3 TRITON CONTAINER FINANCE LLC 2012-1A A 4	MONTHLY 4.210% 05/14/2027 433,166.690	433,113	450,451
90269PAA9 UBS-BAMLL TRUST 2012-WRM A 3.663% 10/JUN	MONTHLY 3.663% 06/10/2030 330,000.000	336,578	352,700
90919UAA2 UNISON GROUND LEASE FDG 2010-1-2 C 2010	MONTHLY 5.349% 04/15/2040 275,000.000	294,745	299,328

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
909439AC5 UNITED AUTO CREDIT SECURITIZATION TRUST	MONTHLY	1.100%	03/16/2015 150,000.000	149,987	150,046
90345WAD6 US AIRWAYS GROUP INC 4.625% BDS 03/DEC/2	SEMI-ANN.	4.625%	12/03/2026 250,000.000	250,000	254,375
92276MBA2 VENTAS REALTY LTD 2% SR NT 15/FEB/2018 U	SEMI-ANN.	2.000%	02/15/2018 130,000.000	129,661	130,085
92345YAC0 VERISK ANALYTICS I 4.125% BDS 12/SEP/202	SEMI-ANN.	4.125%	09/12/2022 115,000.000	114,088	117,758
939653AM3 WASHINGTON REAL ESTATE INVEST TRUST 3.95	SEMI-ANN.	3.950%	10/15/2022 105,000.000	104,410	107,291
94707VAB6 WEATHERFORD INTL LTD 6.75% 15/SEP/2040	SEMI-ANN.	6.750%	09/15/2040 240,000.000	253,224	272,158
94974BFE5 WELLS FARGO & CO 1.5% BDS 01/JUL/2015 US	SEMI-ANN.	1.500%	07/01/2015 600,000.000	598,824	610,338
959802AR0 WESTERN UNION COMPANY (THE) 2.875% BDS 1	SEMI-ANN.	2.875%	12/10/2017 355,000.000	353,255	351,752
96041XAC0 WESTLAKE AUTOMOBILE RECEIVABLES TRUST 20	MONTHLY	1.030%	03/15/2016 370,000.000	369,997	370,392
96950FAB0 WILLIAMS PARTNERS L.P. 3.8% NTS 15/FEB/2	SEMI-ANN.	3.800%	02/15/2015 235,000.000	249,410	248,487
TOTAL CORPORATE DEBT INSTRUMENTS: ALL OTHER				34,612,670	34,532,233
COMMON					
003654100 ABIOMED INC COM STK USD0.01			2,493.000	54,568	33,556
004239109 ACADIA REALTY TRUST SHS BEN INT USD0.001			4,220.000	75,136	105,838
00826A109 AFFYMAX INC COM STK USD0.001			2,000.000	46,652	38,000
G01767105 ALKERMES PLC USD0.01			6,030.000	114,054	111,676

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
01748X102	ALLEGIANT TRAVEL COM STK USD0.001	1,000.000	53,442	73,410
023586100	AMERCO COM USD0.25	286.000	34,789	36,268
03232P405	AMSURG CORP COM STK NPV	4,690.000	111,430	140,747
035290105	ANIXTER INTERNATIONAL INC COM STK USD1	1,485.000	45,746	95,010
03600T104	ANNIES INC USD0.001	2,450.000	98,426	81,904
04351G101	ASCENA RETAIL GROUP INC USD0.05	6,070.000	109,060	112,234
045327103	ASPEN TECHNOLOGY INC COM STK USD0.10	4,300.000	71,186	118,852
05334D107	AUXILIUM PHARMACEUTICALS INC COM STK USD	3,320.000	67,590	61,520
05379B107	AVISTA CORP COM STK NPV	2,445.000	51,491	58,949
06647F102	BANKRATE INC DEL USD0.01	6,584.000	124,688	81,971
073685109	BEACON ROOFING SUPPLY INC COM STK USD0.0	2,420.000	46,724	80,538
090572207	BIO RAD LABORATORIES INC CLASS'A'COM STK	700.000	25,041	73,535
09063H107	BIOMED REALTY TRUST INC COM STK USD0.01	4,650.000	89,148	89,885
09069N108	BIOSCRIP INC COM STK USD0.0001	8,770.000	63,140	94,453
09578R103	BLUE NILE INC COM STK USD0.001	1,316.000	49,037	50,666
100557107	BOSTON BEER CO INC CLASS'A'COM STK USD0.	1,000.000	108,027	134,450

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
109641100 BRINKER INTERNATIONAL COM STK USD0.10	3,290.000	81,620	101,957
11133B409 BROADSOFT INC USD0.01	3,020.000	102,373	109,717
126804301 CABELAS INC COM STK USD0.01	3,040.000	71,958	126,920
14057J101 CAPITOL FEDERAL FINANCIAL INC USD0.01	3,550.000	41,790	41,500
14161H108 CARDTRONICS INC COM STK USD0.0001	3,800.000	94,374	90,212
171484108 CHURCHILL DOWNS INC COM STK NPV	1,860.000	109,931	123,597
12561W105 CLECO CORP COM STK USD2	1,085.000	29,171	43,411
18683K101 CLIFFS NATURAL RESOURCES INC COM STK USD	1,440.000	50,619	55,526
19247A100 COHEN & STEERS INC COM STK USD0.01	3,090.000	105,239	94,152
195872106 COLONIAL PROPERTIES TRUST COM STK USD0.0	5,175.000	87,718	110,590
204166102 COMMVAULT SYSTEMS INC COM STK USD0.01	1,180.000	61,701	82,258
206016107 CONCEPTUS INC COM STK USD0.003	5,240.000	72,545	110,092
216831107 COOPER TIRE & RUBBER CO COM STK USD1	4,130.000	70,687	104,737
21988R102 CORPORATE EXECUTIVE BOARD CO COM STK USD	1,439.000	54,927	68,295
22002T108 CORPORATE OFFICE PROPERTIES TRUST COM ST	1,915.000	80,757	47,837
22160N109 COSTAR GROUP INC COM STK USD0.01	1,260.000	91,416	112,606

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
229678107 CUBIST PHARMACEUTI COM USD0.001	2,500.000	64,589	105,150
23251P102 CYBERONICS INC COM STK USD0.01	1,490.000	56,027	78,270
232820100 CYTEC INDUSTRIES INC COM STK USD0.01	1,330.000	49,119	91,544
235825205 DANA HOLDING CORP USD0.01	6,230.000	98,518	97,250
237266101 DARLING INTL INC COM USD0.01	7,175.000	123,716	115,087
242309102 DEALERTRACK TECHNOLOGIES INC	3,970.000	93,343	114,018
24802N109 DEMAND MEDIA INC USD0.0001	8,188.000	74,809	76,067
23324T107 DFC GLOBAL CORP USD0.001	1,431.000	26,437	26,488
254543101 DIODES INC COM STK USD0.66 2/3	4,710.000	94,667	81,719
25754A201 DOMINOS PIZZA INC COM STK USD0.01	4,340.000	145,616	189,007
262037104 DRIL QUIP INC COM STK USD0.01	2,740.000	181,707	200,157
26613Q106 DUPONT FABROS TECHNOLOGY COM STK USD1	4,565.000	117,053	110,290
26969P108 EAGLE MATERIALS INC COM STK USD0.01	1,630.000	57,599	95,355
27579R104 EAST WEST BANCORP INC USD0.001	5,660.000	84,297	121,633
28140H104 EDUCATION REALTY TRUST INC COM STK USD0.	8,300.000	85,576	88,312
28660G106 ELIZABETH ARDEN INC COM STK USD0.01	1,980.000	57,403	89,120

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
29084Q100 EMCOR GROUP COM STK USD0.01	2,615.000	69,946	90,505
G10082140 ENERGY XXI(BERMUDA) USD0.005	3,080.000	94,054	99,145
29362U104 ENTEGRIS INC COM STK USD0.01	10,296.000	96,321	94,517
29414B104 EPAM SYSTEMS INC USD0.001	4,569.000	85,922	82,699
303726103 FAIRCHILD SEMICONDUCTOR INTL INC	9,205.000	82,488	132,552
30241L109 FEI CO COM STK NPV	2,960.000	70,717	164,162
316645100 FIFTH & PACIFIC COS INC USD1	8,885.000	109,450	110,618
31787A507 FINISAR CORP USD0.001	8,135.000	122,572	132,601
31847R102 FIRST AMERICAN FINANCIAL CORP USD0.00001	3,865.000	72,617	93,108
320867104 FIRST MIDWEST BANCORP COM STK USD0.01	4,435.000	64,276	55,526
337915102 FIRSTMERIT CORP COM STK NPV	6,415.000	108,445	91,029
349853101 FORWARD AIR CORPORATION COM STK USD0.01	3,030.000	101,609	106,080
351793104 FRANCESCA'S HLDGS CORP USD0.01	3,530.000	107,945	91,639
371532102 GENESCO INC COM STK USD1	3,245.000	190,041	178,475
37253A103 GENTHERM INC NPV	8,853.000	127,897	117,745
37637Q105 GLACIER BANCORP COM STK USD0.01	5,355.000	104,993	78,772

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
38526M106 GRAND CANYON EDUCATION INC USD0.01	3,979.000	96,877	93,387
395259104 GREENHILL & CO INC COM STK USD0.01	3,295.000	179,532	171,307
405217100 HAIN CELESTIAL GROUP INC COM STK USD0.01	1,670.000	56,112	90,547
421906108 HEALTHCARE SERVICES GROUP INC COM STK US	4,400.000	93,880	102,212
422806109 HEICO CORP USD0.01	1,252.000	51,305	56,040
423452101 HELMERICH & PAYNE INC COM STK USD0.10	1,785.000	27,378	99,978
427093109 HERCULES OFFSHORE INC COM STK NPV	19,330.000	92,771	119,459
40418F108 HFF INC COM STK USD0.01 CLASS 'A'	4,362.000	51,803	64,994
431475102 HILL-ROM HOLDINGS INC COM STK NPV	4,775.000	138,739	136,088
404251100 HNI CORP COM	2,981.000	86,311	89,609
440543106 HORNBECK OFFSHORE SERVICES INC COM STK U	2,750.000	85,730	94,435
44930G107 ICU MEDICAL INC COM STK USD0.10	1,290.000	51,870	78,600
451107106 IDACORP INC COM STK NPV	1,470.000	46,509	63,725
45256B101 IMPAX LABORATORIES INC COM STK USD0.01	5,250.000	114,346	107,573
457187102 INGREDION INC USD0.01	2,335.000	68,630	150,444
457985208 INTEGRA LIFESCIENCES HLDGS CORP COM STK	3,090.000	139,004	120,417

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
46113M108	INTERVAL LEISURE GROUP INC USD0.01	5,060.000	93,102	98,113
46123D205	INVENSENSE INC USD0.001	9,367.000	120,871	104,067
45071R109	IXIA INC COM STK NPV	6,649.000	105,087	112,900
47102X105	JANUS CAPITAL GROUP INC COM STK USD0.01	15,675.000	128,804	133,551
471109108	JARDEN CORP COM STK NPV	2,425.000	50,633	125,373
G50871105	JAZZ PHARMACEUTICALS PLC USD0.0001	1,810.000	89,410	96,292
48123V102	J2 GLOBAL INC USD0.001	3,108.000	95,536	95,043
485170302	KANSAS CITY SOUTHERN COM STK USD0.01	1,125.000	29,906	93,915
50015Q100	KODIAK OIL & GAS CORP COM NPV	11,810.000	88,765	104,519
518415104	LATTICE SEMICONDUCTOR CORP COM STK USD0.	24,330.000	142,631	97,077
52186N106	LEAPFROG ENTERPRISES INC CLASS'A'COM STK	11,330.000	100,993	97,778
53635B107	LIQUIDITY SERVICES INC COM STK USD0.001	2,360.000	91,225	96,430
536797103	LITHIA MOTORS INC CLASS'A'COM STK NPV	2,670.000	53,532	99,911
554489104	MACK CALI REALTY CORP COM STK USD0.01	3,125.000	86,553	81,594
580037109	MCDERMOTT INTERNATIONAL INC COM STK USD1	6,920.000	80,754	76,258
584045108	MEDASSETS USD0.01	5,608.000	98,750	94,046

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
584688105 MEDICINES CO COM STK USD0.001	3,560.000	67,172	85,333
587118100 MENS WEARHOUSE INC COM STK USD0.01	6,648.000	176,079	207,152
587200106 MENTOR GRAPHICS CORP COM STK NPV	8,230.000	110,296	140,075
589433101 MEREDITH CORP COM STK USD1	2,425.000	86,715	83,541
594972408 MICROSTRATEGY INC.	710.000	85,596	66,300
59522J103 MID-AMERICA APARTMENT COMMUNITIES COM ST	1,505.000	80,757	97,449
553530106 MSC INDUSTRIAL DIRECT CO CLASS'A'COM STK	1,180.000	20,952	88,948
624756102 MUELLER INDUSTRIES INC COM STK USD0.01	3,620.000	141,677	181,109
625453105 MULTIMEDIA GAMES HLDG CO INC COM STK USD	6,499.000	101,000	95,600
62886E108 NCR CORP COM STK USD0.01	6,415.000	104,201	163,454
64111Q104 NETGEAR INC COM STK USD0.001	3,325.000	128,312	131,072
667655104 NORTHWEST NATURAL GAS CO COM STK USD3.16	700.000	30,908	30,940
670704105 NUVASIVE INC COM STK USD0.001	2,850.000	66,288	44,061
675232102 OCEANEERING INTERNATIONAL INC COM STK US	1,535.000	17,706	82,568
68213N109 OMNICELL INC COM STK NPV	4,660.000	68,607	69,294
682128103 OMNIVISION TECHNOLOGIES INC COM STK USD0	11,895.000	200,144	167,482

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
682159108	ON ASSIGNMENT COM STK USD0.01	4,864.000	93,115	98,642
68401H104	OPTIMER PHARMACEUTICALS INC NPV	10,320.000	118,983	93,396
68554V108	ORASURE TECHNOLOGIES INC COM STK NPV	14,805.000	128,215	106,300
N6748L102	ORTHOFIX INTL NV COM STK USD0.10	2,585.000	112,649	101,668
691497309	OXFORD INDUSTRIES INC COM STK USD1	2,224.000	110,567	103,105
699462107	PAREXEL INTERNATIONAL CORP COM STK USD0.	7,295.000	175,106	215,859
705573103	PEGASYSTEMS INC COM STK USD0.01	4,420.000	98,163	100,246
720279108	PIER 1 IMPORTS INC COM STK USD1	3,915.000	47,261	78,300
72346Q104	PINNACLE FINANCIAL PARTNERS COM STK USD1	4,803.000	81,522	90,489
729132100	PLEXUS CORP COM STK USD0.01	2,395.000	51,028	61,791
69344F106	PMC SIERRA INC COM STK USD0.001	21,790.000	150,010	113,526
73278L105	POOL CORP COM STK USD0.001	5,906.000	178,909	249,942
74112D101	PRESTIGE BRANDS HLDGS INC COM STK USD0.0	10,490.000	144,445	210,115
741511109	PRICESMART INC COM STK USD0.0001	1,460.000	119,148	112,493
74164F103	PRIMORIS SERVICES CORP COM STK NPV	6,070.000	86,994	91,293
742962103	PRIVATEBANCORP INC COM STK NPV	6,800.000	100,094	104,176

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
743674103	PROTECTIVE LIFE CORP COM STK USD0.50	4,490.000	115,470	128,324
743713109	PROTO LABS INC USD0.001	1,435.000	45,778	56,568
74838J101	QUIDEL CORP VTG COM STK USD0.001	5,880.000	100,400	109,780
758750103	REGAL BELOIT CORP COM STK USD0.01	1,140.000	47,374	80,336
783764103	RYLAND GROUP INC COM STK USD1	5,135.000	127,095	187,428
79377W108	SAKS INC COM STK USD0.10	11,790.000	133,126	123,913
79546E104	SALLY BEAUTY HOLDINGS INC COM STK USD0.0	6,510.000	42,618	153,441
810186106	SCOTTS MIRACLE-GRO CO CLASS'A'COM STK NP	1,750.000	39,580	77,088
81721M109	SENIOR HOUSING PROPERTIES TRUST SHS OF B	INTEREST USD0.01 3,670.000	78,241	86,759
829226109	SINCLAIR BROADCAST GROUP INC CLASS'A'COM	USD0.01 8,866.000	95,020	111,889
830566105	SKECHERS USA INC CLASS'A'COM STK USD0.00	5,217.000	108,153	96,515
835898107	SOTHEBYS INC CLASS'A'LIM.V COM STK USD0.	2,600.000	82,921	87,412
83616T108	SOURCEFIRE INC COM STK USD0.001	2,570.000	122,067	121,355
84610H108	SOVRAN SELF STORAGE INC COM STK USD0.01	3,340.000	165,946	207,414
848577102	SPIRIT AIRLINES INC USD0.0001	4,176.000	72,197	73,999
859152100	STERIS CORP COM STK NPV	6,435.000	193,936	223,488

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
860630102 STIFEL FINANCIAL CORP COM STK USD0.15	4,160.000	131,083	132,995
86074Q102 STILLWATER MINING CO COM STK USD0.01	7,175.000	84,198	91,697
866674104 SUN COMMUNITIES INC COM STK USD0.01	2,490.000	111,838	99,326
869099101 SUSQUEHANNA BANCHARE COM STK USD2	8,325.000	84,616	87,246
869233106 SUSSER HLDGS CORP NPV	2,630.000	99,484	90,709
78486Q101 SVB FINANCIAL GROUP COM STK USD0.001	4,320.000	179,423	241,790
87162H103 SYNTEL INC COM STK NPV	1,870.000	107,863	100,213
874054109 TAKE TWO INTERACTIVE SOFTWARE INC COM ST	2,193.000	34,167	24,145
87817A107 TEAM HEALTH HLDGS INC USD0.01	1,670.000	48,288	48,046
878237106 TECH DATA CORP COM STK USD0.0015	2,235.000	78,786	101,760
879360105 TELEDYNE TECHNOLOGIES INC COM STK USD0.0	1,290.000	30,143	83,940
88224Q107 TEXAS CAPITAL BANCSHARES INC COM STK USD	2,810.000	110,145	125,944
882681109 TEXAS ROADHOUSE COM STK CL'A' USD0.001	5,730.000	102,948	96,264
88362T103 THERMON GROUP HLDGS USD0.001	4,120.000	96,765	92,824
891092108 TORO CO COM STK USD1	1,900.000	16,989	81,662
89469A104 TREEHOUSE FOODS INC COM STK USD0.01	1,875.000	100,391	97,744

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
89674K103 TRIQUINT SEMI CONDUCTOR INC COM STK USD0	16,920.000	92,119	81,893
896818101 TRIUMPH GROUP INC COM STK USD0.001	1,315.000	78,055	85,870
91879Q109 VAIL RESORTS INC COM STK USD0.01	2,080.000	117,070	112,507
922417100 VEECO FEI INCCOM USD0.01	4,400.000	137,453	129,888
92857F107 VOCERA COMMUNICATIONS INC USD0.0003	1,443.000	36,014	36,219
929566107 WABASH NATIONAL CORP COM STK USD0.01	11,310.000	110,260	101,451
930059100 WADDELL & REED FINL INC CL A	4,435.000	123,458	154,427
94733A104 WEB.COM GROUP INC	6,510.000	83,460	96,348
947890109 WEBSTER FINANCIAL CORP COM STK USD0.01	4,135.000	102,048	84,974
957090103 WESTAMERICA BANCORP COM STK NPV	2,160.000	92,478	91,994
98235T107 WRIGHT MEDICAL GROUP INC COM STK USD0.01	4,275.000	93,353	89,732
TOTAL COMMON		15,838,751	17,994,214
PARTNERSHIP/JOINT VENTURE INTERESTS			
069997526 BARTRAM INTERNATIONAL FUND	3,947,365.730	45,712,577	49,914,611
TOTAL PARTNERSHIP/JOINT VENTURE INTERESTS		45,712,577	49,914,611

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
VALUE OF INTEREST IN COMMON/COLLECTIVE TRUSTS			
89599L244 JPMCB STRATEGIC PROPERTY FUND	7,164.750	11,397,885	13,449,579
857997977 STATE STR S&P 500 INDEX	215,549.870	51,776,858	66,570,637
TOTAL VALUE OF INTEREST IN COMMON/COLLECTIVE TRUSTS		63,174,743	80,020,216
VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES			
277997888 EATON VANCE PARAMETRIC STRUCTURED FUND	1,103,056.500	10,137,089	11,924,703
928991843 JPMORGAN PRIME MMKT - PREMIER SHR FUND 3	MONTHLY VARIABLE 12/31/2049 7,636,873.290	7,636,873	7,636,873
950990127 WESTERN ASSET US CORE PLUS, LLC	3,521,367.000	56,396,485	59,673,085
TOTAL VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES		74,170,448	79,234,661
GENERAL INVESTMENTS - OTHER			
STATE AND MUNICIPAL SECURITIES			
13063A5G5 CALIFORNIA STATE 7.55% BDS 01/APR/2039 U	SEMI-ANN. 7.550% 04/01/2039 210,000.000	275,978	302,778
167501XC4 CHICAGO ILL BRD ED RFDG-SER 1999A FGIC-N	SEMI-ANN. 0.000% 12/01/2027 545,000.000	181,594	284,425
167505NH5 CHICAGO ILL BRD ED TAXABLE-DEDICATED-D-B	SEMI-ANN. 6.519% 12/01/2040 325,000.000	325,000	373,412
167505KH8 CHICAGO ILLINOIS BOARD EDUCATION 6.138%	SEMI-ANN. 6.138% 12/01/2039 115,000.000	121,972	129,627
2511295D0 DETROIT MICH CITY SCH DIST TAXABLE-B-BUI	SEMI-ANN. 7.747% 05/01/2039 525,000.000	563,415	675,570

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
37970RAB4	GLOUCESTER CNTY VA INDL DEV AUTH SOLID W	SEMI-ANN. FLOATING 09/01/2038 225,000.000	235,062	237,922
452152HU8	ILLINOIS ST FOR ISSUES DTD PRIOR TO 01/1	SEMI-ANN. 5.877% 03/01/2019 450,000.000	508,567	518,009
452152FK2	ILLINOIS ST FOR ISSUES DTD PRIOR TO 01/1	SEMI-ANN. 5.547% 04/01/2019 95,000.000	104,609	107,310
645918ZB2	NEW JERSEY ECONOMIC DEV AUTH REV TAXABLE	SEMI-ANN. 3.169% 09/01/2014 400,000.000	400,000	409,628
717883LV2	PHILADELPHIA PA SCH DIST TAXABLE-SER A-Q	SEMI-ANN. 5.995% 09/01/2030 345,000.000	345,000	385,444
840555CZ7	SOUTH TEXAS HIGHER ED AUTH INC STUDENT L	QUARTERLY FLOATING 10/01/2024 275,000.000	265,915	278,765
842475F75	SOUTHERN CALIF PUB PWR AUTH PWR PROJ REV	SEMI-ANN. 5.943% 07/01/2040 280,000.000	280,000	335,829
917546HX4	UTAH ST BRD REGENTS STUDENT LN REV RFDG	QUARTERLY FLOATING 05/01/2029 220,000.000	214,234	222,092
	TOTAL STATE AND MUNICIPAL SECURITIES		3,821,347	4,260,810
OTHER SECURITIES				
LEHESCR	LEHMAN ESCROW RECEIPT	24,609.380	0	5,414
	TOTAL OTHER SECURITIES		0	5,414
	TOTAL GENERAL INVESTMENTS - OTHER		3,821,347	4,266,224
	TOTAL GENERAL INVESTMENTS		256,646,783	285,846,716

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
OTHER LIABILITIES			
OVERDRAFTS			
CASH CASH	(1,000,000.000)	(1,000,000)	(1,000,000)
TOTAL OVERDRAFTS		(1,000,000)	(1,000,000)
TOTAL PAYABLES FOR SECURITIES PURCHASED		(1,276,479)	(1,276,479)
TOTAL OTHER LIABILITIES		(2,276,479)	(2,276,479)

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
ALL OTHER INTEREST BEARING CASH					
EUR COLL ECU COLLATERAL ACCOUNT			24,864.500	(33,094)	31,796
TOTAL ALL OTHER INTEREST BEARING CASH				(33,094)	31,796
CORPORATE DEBT INSTRUMENTS					
001055AJ1 AFLAC INC 4% BDS 15/FEB/2022 USD1000	SEMI-ANN.	4.000% 02/15/2022	145,000.000	(144,703)	153,391
03512TAC5 ANGLOGOLD ASHANTI HLDGS PLC 5.125% NTS 0	SEMI-ANN.	5.125% 08/01/2022	125,000.000	(124,248)	127,733
04044TAJ5 ARISTOTLE HOLDING INC 3.9% BDS 15/FEB/20	SEMI-ANN.	3.900% 02/15/2022	140,000.000	(136,986)	143,882
084423AS1 BERKLEY(W.R.)CORP 4.625% BDS 15/MAR/2022	SEMI-ANN.	4.625% 03/15/2022	65,000.000	(64,753)	69,516
055921AB6 BMC SOFTWARE INC 4.25% SNR 15/FEB/2022 U	SEMI-ANN.	4.250% 02/15/2022	75,000.000	(74,601)	76,118
23367BB CHESAPEAKE ENERGY CORP; 16516FAB5	SEMI-ANN.	0.000% 12/02/2017	50,000.000	(48,500)	50,505
172967FT3 CITIGROUP INC 4.5% BDS 14/JAN/2022 USD10	SEMI-ANN.	4.500% 01/14/2022	220,000.000	(222,143)	243,248
21686CAD2 COOPERATIEVE CENTRALE RAIFFEIS SR NT 3.3	SEMI-ANN.	3.375% 01/19/2017	50,000.000	(50,064)	51,261
22546QAC1 CREDIT SUISSE NEW YORK 5.3% BDS 13/AUG/2	SEMI-ANN.	5.300% 08/13/2019	60,000.000	(64,903)	67,795
404280AN9 HSBC HOLDINGS PLC 4% BDS 30/MAR/2022 USD	SEMI-ANN.	4.000% 03/30/2022	310,000.000	(307,979)	331,300
460690BF6 INTERPUBLIC GROUP COS 10% NTS 15/JUL/201	SEMI-ANN.	10.000% 07/15/2017	20,000.000	(22,875)	22,975
46637TAA8 JP MORGAN CHASE COMM MTG SECS CORP 3.905	MONTHLY	3.905% 05/07/2030	460,000.000	(466,897)	487,672

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
500472AF2 KONINKLIJKE PHILIPS ELECTRONICS NV 3.75%	SEMI-ANN. 3.750% 03/15/2022 150,000.000	(149,318)	159,057
53079EAW4 LIBERTY MUTUAL GROUP 4.95% BDS 01/MAY/20	SEMI-ANN. 4.950% 05/01/2022 110,000.000	(109,658)	109,500
571748AS1 MARSH & MCLENNAN COS INC 2.3% BDS 01/APR	SEMI-ANN. 2.300% 04/01/2017 160,000.000	(159,846)	163,652
59284BAB4 MEXICHEM SAB DE CV 4.875% BDS 19/SEP/202	SEMI-ANN. 4.875% 09/19/2022 200,000.000	(198,052)	210,750
60871RAD2 MOLSON COORS BREWING CO 5% BDS 01/MAY/20	SEMI-ANN. 5.000% 05/01/2042 75,000.000	(74,861)	77,393
626717AD4 MURPHY OIL CORP 4% BDS 01/JUN/2022 USD10	SEMI-ANN. 4.000% 06/01/2022 535,000.000	(533,886)	551,787
651229AL0 NEWELL RUBBERMAID INC 2% BDS 15/JUN/2015	SEMI-ANN. 2.000% 06/15/2015 85,000.000	(84,730)	85,611
718546AA2 PHILLIPS 66 GTD SR NT 144A 01/APR/2022	SEMI-ANN. 4.300% 04/01/2022 30,000.000	(29,929)	30,448
69352PAD5 PPL CAPITAL FUNDING TST 4.2% BDS 15/JUN/	SEMI-ANN. 4.200% 06/15/2022 230,000.000	(229,236)	238,160
78573AAC4 SABMILLER HLDGS INC 4.95% NTS 15/JAN/204	SEMI-ANN. 4.950% 01/15/2042 225,000.000	(223,504)	233,208
845467AF6 SOUTHWESTERN ENERGY CO 4.1% BDS 15/MAR/2	SEMI-ANN. 4.100% 03/15/2022 290,000.000	(289,643)	298,889
88156VAA6 TERWIN MORTGAGE TRUST 2006-10 A-1 VARIAB	MONTHLY FLOATING 10/25/2037	0	50
94707VAC4 WEATHERFORD INTL L 4.5% BDS 15/APR/2022	SEMI-ANN. 4.500% 04/15/2022 290,000.000	(289,580)	292,900
TOTAL CORPORATE DEBT INSTRUMENTS		(4,100,893)	4,276,801

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
COMMON			
003881307 ACACIA RESEARCH CORP COM STK USD0.001(AC	TECHNOLOGIES) 2,380.000	(99,585)	75,650
03027X100 AMERICAN TOWER CORPORATION	1,280.000	(46,546)	81,171
030420103 AMERICAN WATER WORKS CO INC NPV	4,740.000	(158,776)	160,069
031100100 AMETEK INC COM STK USD0.01	4,460.000	(213,371)	219,575
075896100 BED BATH AND BEYOND COM STK USD0.01	7,035.000	(435,132)	504,689
124830100 CBL & ASSOCIATES PROPERTIES INC COM STK	5,350.000	(97,013)	114,768
156700106 CENTURYLINK INC	8,057.000	(300,911)	312,295
163893209 CHEMTURA CORP USD0.01	6,230.000	(89,081)	123,470
17275R102 CISCO SYSTEMS INC COM STK USD0.001	20,060.000	(398,633)	338,995
205862402 COMVERSE TECHNOLOGY INC COM STK USD0.10	313.000	0	1,966
247916208 DENBURY RESOURCES INC COM STK USD0.001	15,890.000	(312,407)	245,899
29275Y102 ENERSYS COM USD0.01	2,870.000	(97,247)	103,341
G3157S106 ENSCO PLC COM USD0.10 'A'	3,550.000	(189,255)	157,315
30219G108 EXPRESS SCRIPTS HLDG CO USD0.01	2,570.000	(102,305)	141,277
31428X106 FEDEX CORP COM STK USD0.10	3,950.000	(366,250)	351,989

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
345370860 FORD MOTOR CO USD0.01	19,325.000	(242,309)	202,982
35952W103 FUEL SYSTEMS SOLUTIONS INC COM STK USD0.	21,500.000	(406,636)	335,273
375558103 GILEAD SCIENCES INC COM STK USD0.001	6,314.000	(313,248)	317,878
413160102 HARMONIC INC COM STK USD0.001	16,800.000	(102,496)	71,810
436440101 HOLOGIC INC COM STK USD0.01	8,590.000	(182,315)	149,595
438516106 HONEYWELL INTERNATIONAL INC COM STK USD1	3,123.000	(188,483)	180,092
458743101 INTERLINE BRANDS INC COM STK USD0.01	4,940.000	(102,303)	123,765
470355207 JAMES RIVER COAL TERMINAL CO COM STK USD	14,290.000	(98,783)	45,787
46612J507 JDS UNIPHASE CORP COM STK USD0.008	16,130.000	(210,840)	164,105
48562P103 KAPSTONE PAPER & PACKAGING CORP COM STK	4,630.000	(81,644)	87,627
55027E102 LUMINEX CORP(DEL) COM STK USD0.001	3,710.000	(79,438)	75,184
N53745100 LYONDELLBASELL INDUSTRIES NV USD0.01 A	3,670.000	(146,196)	145,056
560879108 MAKO SURGICAL CORP NPV	1,340.000	(52,486)	33,952
565849106 MARATHON OIL CORP COM STK USD1	4,730.000	(163,953)	116,789
57722W106 MATTRESS FIRM HLDG CORP USD0.001	3,120.000	(118,888)	87,113
59001K100 MERITOR INC	8,880.000	(70,502)	58,245

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
611740101 MONSTER BEVERAGE CORP USD0.005	6,270.000	(186,180)	439,013
636274300 NATIONAL GRID ADR EACH REPR 5 ORD	4,670.000	(235,553)	246,929
65339F101 NEXTERA ENERGY INC USD0.01	3,898.000	(243,185)	253,893
655664100 NORDSTROM INC COM STK NPV	5,210.000	(267,614)	265,378
670100205 NOVO-NORDISK AS ADR EACH REPR 1 CLS'B'	1,650.000	(233,109)	231,228
67103H107 O REILLY AUTOMOTIVE INC USD0.01	2,660.000	(229,045)	258,257
67086E303 OCZ TECHNOLOGY GROUP INC COM	11,580.000	(99,118)	58,760
693718108 PACCAR INC COM STK USD1	4,221.000	(188,359)	164,138
718546104 PHILLIPS 66 USD0.01	3,060.000	(82,136)	95,001
723787107 PIONEER NATURAL RESOURCES CO COM STK USD	3,310.000	(359,848)	328,941
74005P104 PRAXAIR INC COM STK USD0.01	2,140.000	(233,581)	233,689
74144T108 PRICE T ROWE GROUP INC COM STK USD0.20	3,120.000	(201,070)	180,570
74733T105 QLIK TECHNOLOGIES INC USD0.0001	6,170.000	(156,710)	125,236
754730109 RAYMOND JAMES FINANCIAL INC COM STK USD0	2,360.000	(85,286)	79,055
7591EP100 REGIONS FINANCIAL CORP (NEW) COM STK USD	34,623.000	(206,996)	218,845
772739207 ROCK-TENN CO CLASS'A'COM STK USD0.01	1,910.000	(121,761)	119,700

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
G7665A101 ROWAN COMPANIES PLC SHS CL A	6,400.000	(225,384)	220,272
779382100 ROWAN COS INC COM STK USD0.125	4,300.000	(151,430)	147,420
831756101 SMITH & WESSON HLDGS CORP COM STK USD0.0	12,420.000	(95,762)	122,872
85375C101 STANDARD PACIFIC CORP COM STK USD0.01	18,680.000	(84,252)	127,975
855244109 STARBUCKS CORP COM STK NPV	4,770.000	(257,986)	267,541
88076W103 TERADATA CORP DEL COM	3,490.000	(226,778)	243,751
888706108 TIVO INC COM STK USD0.001	9,330.000	(110,902)	95,730
89531P105 TREX COMPANY COM STK USD0.01	2,670.000	(78,631)	77,171
89785X101 TRUEBLUE INC COM STK NPV	6,840.000	(109,796)	93,925
90341W108 US AIRWAYS GROUP INC	13,300.000	(99,101)	142,706
934390402 WARNACO GROUP INC CLS'A'COM STK USD0.01	1,475.000	(79,350)	105,095
94946T106 WELLCARE HEALTH PLANS INC COM STK USD0.0	780.000	(44,394)	47,389
983134107 WYNN RESORTS COM STK USD0.01	1,530.000	(195,549)	159,975
98954A107 ZILLOW INC USD0.0001	2,550.000	(107,377)	67,741
TOTAL COMMON		(10,463,278)	10,345,918

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR					COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
RIGHTS, WARRANTS AND SUBSCRIPTIONS							
72147K991 PILGRIMS PRIDE CORP NEW RTS 29/FEB/2012				14,740.000		0	0
721997989 PILGRIMS PRIDE CORP RTS 29/FEB/2012				14,740.000		0	0
TOTAL RIGHTS, WARRANTS AND SUBSCRIPTIONS						0	0
PURCHASED OPTIONS							
000056MK CREDIT DEFAULT SWAP INDEX OP	1.00	PUT	SCTY	EX 06/20/2012 946,000.000	1	(5,203)	10,595
000046MK CREDIT DEFAULT SWAP INDEX OP	97.00	PUT	SCTY	EX 06/20/2012 499,800.000	1	(19,492)	20,892
000048MK CREDIT DEFAULT SWAP INDEX OP	97.00	PUT	SCTY	EX 06/20/2012 333,200.000	1	(12,528)	14,692
99#LAABU9 P/CALL USA TREAS BDS 147.000	147.00	CALL	SCTY 40988D6	EX 03/23/2012 3.000	100000	(3,947)	0
99#LAAB6R P/CALL USA TREAS NTS FU 130.	130.00	CALL	SCTY 40988D6	EX 05/25/2012 5.000	100000	(3,532)	6,206
99#LAABSB P/CALL USA TREAS NTS FU 135.	135.00	CALL	SCTY 40988D6	EX 01/27/2012 4.000	100000	(76)	50
99#LAABT4 P/CALL USA TREAS NTS FU 136.	136.00	CALL	SCTY 40988D6	EX 05/25/2012 3.000	100000	(713)	0
99#LAACFQ P/CALL USA TREAS NTS FU 136.	136.00	CALL	SCTY 4098846	EX 08/24/2012 1.000	100000	(128)	262
99#LAABZV P/PUT EURO DOLLAR 1 YR 97.25	97.25	PUT	SCTY 40988D6	EX 12/14/2012 7.000	250000	(1,223)	552
99#LAABY7 P/PUT EURO DOLLAR 1 YR 98.00	98.00	PUT	SCTY 4098846	EX 12/14/2012 9.000	250000	(2,129)	646
99#LAACDV P/PUT EURO DOLLAR 1 YR 98.25	98.25	PUT	SCTY 40988D6	EX 12/14/2012 4.000	250000	(3,213)	1,987

IDENTITY OF ISSUE, BORROWER, LESSOR		DESCRIPTION OF INVESTMENT SHARES / PAR				COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
99#LAABZ3 P/PUT EURO DOLLAR 1 YR 98.75	98.75	PUT	SCTY 40988D6 EX 12/14/2012 19.000	250000		(11,162)	5,163
99#LAABXB P/PUT EURO DOLLAR 1 YR 99.00	99.00	PUT	SCTY 4098846 EX 06/15/2012 3.000	250000		(460)	460
99#LAABVJ P/PUT EURO DOLLAR 1 YR 99.37	99.37	PUT	SCTY 40988D6 EX 02/10/2012 9.000	250000		(479)	0
99#LAACFD P/PUT EURO DOLLAR 2YR 99.000	99.00	PUT	SCTY 40988D6 EX 06/15/2012 7.000	250000		(623)	152
99#LAABT2 P/PUT USA TREAS NTS FU 126.0	126.00	PUT	SCTY 40988D6 EX 05/25/2012 3.000	100000		(1,041)	1,631
99#LAABQ4 P/PUT USA TREAS NTS FU 128.0	128.00	PUT	SCTY 40988D6 EX 01/27/2012 6.000	100000		(301)	0
99#LAABSA P/PUT USA TREAS NTS FU 128.0	128.00	PUT	SCTY 40988D6 EX 01/26/2012 3.000	100000		(385)	0
99#LAABXR P/PUT USA TREAS NTS FU 128.0	128.00	PUT	SCTY 4098846 EX 02/24/2012 6.000	100000		(348)	0
99#LAACAU P/PUT USA TREAS NTS FU 129.0	129.00	PUT	SCTY 40988D6 EX 04/20/2012 4.000	100000		(388)	0
99#LAABV7 P/PUT USA TREAS NTS FU 130.0	130.00	PUT	SCTY 40988D6 EX 03/23/2012 3.000	100000		(1,135)	2,193
99#LAACCO P/PUT USA TREAS NTS FU 131.0	131.00	PUT	SCTY 40988D6 EX 05/25/2012 2.000	100000		(475)	0
TOTAL PURCHASED OPTIONS						(68,980)	65,481
OTHER SECURITIES							
000049MK CREDIT DEFAULT SWAP, CMBX - CDSCMBX		CMBX.NA.AAA.3.@0.08 65,000.000		%USD	13/DEC/2049	0	0
000050MK CREDIT DEFAULT SWAP, CMBX - CDSCMBX		CMBX.NA.AAA.2.@0.07 111,000.000		%USD	15/MAR/2049	0	0
000051MK CREDIT DEFAULT SWAP, CMBX - CDSCMBX		CMBX.NA.AAA.Oc@0.1 155,000.000		%USD	12/OCT/2052	0	0

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
000054MK	CREDIT DEFAULT SWAP, CMBX - CDSCMBX	CMBX.NA.AAA.4.@0.35 20,000.000	%USD	17/FEB/2051	0	0
000059MK	CREDIT DEFAULT SWAP, CMBX - CDSCMBX	CMBX.NA.AAA.1.@0.1 50,000.000	%USD	12/OCT/2052	0	0
000055MK	CREDIT INDEX SWAP - CDI	CDX.NA.IG.18-V@1 511,000.000	%USD	20/JUN/2017	0	0
000052MK	INTEREST RATE SWAP - IRS	2.1035 /LIBOR 0.0 580,000.000	USD	27/Jan/2022	0	0
000053MK	INTEREST RATE SWAP - IRS	2.09679/LIBOR 0.0 890,000.000	USD	27/Jan/2022	0	0
	TOTAL OTHER SECURITIES				0	0
	FUTURES CONTRACTS					
OEM2COM	EURO-BOBL FUTURE JUN12 07/JUN/2012 (OEM2	EXPIRES 06/07/2012 6.000	SIZE	100,000	0	(2,973)
OEH2COM	EURO-BOBL FUTURE MAR12 08/MAR/2012(OEH2)	EXPIRES 03/08/2012 6.000	SIZE	100,000	0	5,301
USM2COM	US LONG BOND (CBT) JUN12 FUTURE 20/JUN/2	EXPIRES 06/20/2012 9.000	SIZE	100,000	0	47,238
WNM2COM	US ULTRA BOND (CBT FUTURE JUN12 20/JUN/2	EXPIRES 06/20/2012 10.000	SIZE	100,000	0	79,849
TYM2COM	US 10YR NOTE FUT JUN12 20/JUN/2012 (TYM2	EXPIRES 06/20/2012 2.000	SIZE	100,000	0	(732)
TYM2COS	US 10YR NOTE FUT JUN12 20/JUN/2012 (TYM2	EXPIRES 06/20/2012 45.000	SIZE	100,000	0	(48,941)
TYH2COS	US 10YR NOTE FUT MAR12 21/MAR/2012 (TYH2	EXPIRES 03/21/2012 25.000	SIZE	100,000	0	(17,678)
TUM2COS	US 2YR NOTE (CBT) FUTURE JUN12 29/JUN/20	EXPIRES 06/29/2012 11.000	SIZE	200,000	0	(1,603)
FVM2COS	US 5YR NOTE (CBT) FUTURE JUN12 29/JUN/2	EXPIRES 06/29/2012 39.000	SIZE	100,000	0	(13,324)

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR					COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
FVH2COM US 5YR NOTE (CBT) FUTURE MAR12 30/MAR/20	EXPIRES 03/30/2012 2.000			SIZE	100,000	0	(21)
TOTAL FUTURES CONTRACTS						0	47,117
WRITTEN OPTIONS							
000057MK CREDIT DEFAULT SWAP INDEX OP .90	CALL SCTY 946,000.000		EX 06/20/2012		1	1,183	(142)
000058MK CREDIT DEFAULT SWAP INDEX OP 1.25	PUT SCTY 946,000.000		EX 06/20/2012		1	1,892	(3,311)
000045MK CREDIT DEFAULT SWAP INDEX OP 92.00	PUT SCTY 999,600.000		EX 06/20/2012		1	20,592	(12,445)
000047MK CREDIT DEFAULT SWAP INDEX OP 92.00	PUT SCTY 666,400.000		EX 06/20/2012		1	13,261	(9,380)
99#SAAFQX \/PUT EURO DOLLAR 1 YR 98.25 98.25	PUT SCTY 19.000	40988D6	EX 12/14/2012		250000	5,613	(2,199)
99#SAAGV2 W/CALL USA TREAS BDS 148.000 148.00	CALL SCTY 2.000	4098846	EX 06/22/2012		100000	2,087	(3,069)
99#SAAFFJ W/CALL USA TREAS BDS 149.000 149.00	CALL SCTY 3.000	4098846	EX 03/23/2012		100000	2,522	(57)
99#SAAGWN W/CALL USA TREAS BDS 150.000 150.00	CALL SCTY 2.000	40988D6	EX 06/22/2012		100000	2,306	(1,788)
99#SAAF7Y W/CALL USA TREAS NTS FU 131. 131.50	CALL SCTY 10.000	40988D6	EX 05/25/2012		100000	3,093	(5,557)
99#SAAF7Z W/CALL USA TREAS NTS FU 131. 131.50	CALL SCTY 10.000	40988D6	EX 05/25/2013		100000	3,093	(3,093)
99#SAAFEY W/CALL USA TREAS NTS FU 135. 135.00	CALL SCTY 3.000	40988D6	EX 03/23/2012		100000	506	(150)
99#SAAFPR W/PUT EURO DOLLAR 1 YR 97.50 97.50	PUT SCTY 6.000	40988D6	EX 12/14/2012		250000	731	(245)
99#SAAGO8 W/PUT EURO DOLLAR 1 YR 97.75 97.75	PUT SCTY 8.000	40988D6	EX 12/14/2012		250000	3,374	(2,026)

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR					COST OF ACQUISITION	PROCEEDS FROM DISPOSITION
99#SAAFRO W/PUT EURO DOLLAR 1 YR 98.25	98.25	PUT	SCTY 40988D6	EX 12/24/2012	250000	1,190	(1,190)
			3.000				
99#SAAFII W/PUT EURO DOLLAR 1 YR 98.75	98.75	PUT	SCTY 4098846	EX 06/15/2012	250000	215	(197)
			3.000				
99#SAAFCD W/PUT EURO DOLLAR 1 YR 99.25	99.25	PUT	SCTY 40988D6	EX 02/10/2012	250000	83	0
			9.000				
99#SAAFFK W/PUT USA TREAS BDS 136.0000	136.00	PUT	SCTY 4098846	EX 03/23/2012	100000	1,303	(57)
			3.000				
99#SAAGV3 W/PUT USA TREAS BDS 141.0000	141.00	PUT	SCTY 4098846	EX 06/22/2012	100000	994	(538)
			2.000				
99#SAAF73 W/PUT USA TREAS NTS FU 126.0	126.00	PUT	SCTY 40988D6	EX 05/25/2012	100000	1,631	(947)
			3.000				
99#SAAF7D W/PUT USA TREAS NTS FU 126.5	126.50	PUT	SCTY 40988D6	EX 04/20/2012	100000	1,937	(1,344)
			5.000				
99#SAAGFE W/PUT USA TREAS NTS FU 128.0	128.00	PUT	SCTY 40988D6	EX 04/20/2012	100000	112	0
			4.000				
99#SAAFE0 W/PUT USA TREAS NTS FU 129.0	129.00	PUT	SCTY 40988D6	EX 03/23/2012	100000	647	(1,322)
			3.000				
TOTAL WRITTEN OPTIONS						68,362	(49,057)
SECURITIES SOLD SHORT							
EUR COLL ECU COLLATERAL ACCOUNT						15	(16)
			11.650				
TOTAL SECURITIES SOLD SHORT						15	(16)
TOTAL GENERAL INVESTMENTS						(14,597,868)	14,718,041

State Street Global Advisors

Form 5500 Schedule C Client Reporting

Client Name : McKesson Corporation
Plan Year End Date : 3/31/2013
Service Provider (Payee) Name and EIN : State Street Global Advisors : 04-1867445
Service Provider Relationship : Investment Manager

Plan ID	Plan Name	Plan EIN	Fund Code	Fund Name	Form 5500 Compensation Type	SSgA Description	Suggested Service Code	Compensation Paid or Formula Used	Payor
24995	McKesson Corporation Profit Sharing Investment Plan	94-3207296	CME9	U.S. Bond Indx SL SF CL I (CME9)	Direct Compensation	Investment Management Fees	51	$59,153	Plan
					Eligible Indirect Compensation	Custodial Fees	19	0.0200%	Fund
						Securities Lending Income	99	$32,672	State Street
			CMM3	S&P 500 (R) Indx NL SF CL A (CMM3)	Direct Compensation	Investment Management Fees	51	$72,454	Plan
					Eligible Indirect Compensation	"Soft Dollar" Commissions***	68	$232	Various Brokers
						Custodial Fees	19	0.0025%	Fund
			FC7V	** SSgA Cash Collateral Pool(s)	Eligible Indirect Compensation	Investment Management Fees	52	0.0175%	Fund

Direct Compensation Summary

Plan ID	Plan Name	Plan EIN	SSgA Description	Suggested Service Code	Compensation Paid
24995	McKesson Corporation Profit Sharing Investment Plan	94-3207296	Investment Management Fees	51	$131,607
Total					**$131,607**

Non Monetary Compensation (See attached list if Compensation Paid is greater than $0)

SSgA Description	Suggested Service Code	Compensation Paid	Payor
Gifts, Meals and Entertainment	56	N/A	SSgA

SSGA FORM 5500 SCHEDULE C DISCLOSURES

THIS DISCLOSURE DOCUMENT IS NOT, AND SHALL NOT BE DEEMED TO CONSTITUTE, ANY TYPE OF ADVICE, INCLUDING, BUT NOT LIMITED TO, LEGAL, TAX OR ACCOUNTING ADVICE, TO PENSION PLANS SUBJECT TO FORM 5500 SCHEDULE C REPORTING OBLIGATIONS REGARDING COMPLIANCE WITH ERISA REPORTING REQUIREMENTS AND IS ONLY INTENDED TO FURNISH INFORMATION TO SUCH PLANS TO ASSIST THEM IN COMPLYING WITH THEIR FORM 5500 SCHEDULE C REPORTING OBLIGATIONS.

REGARDING SUGGESTED SERVICE CODES: Suggested service codes have been provided for some items, but the Plan Administrator should determine the appropriate service codes to be used for each type of compensation.

1. The information contained in the attached report pertains to SSgA's services to the plan. The report does not reflect or discuss any of the other business areas of State Street Bank and Trust Company or any of its affiliates. If you have additional relationships with other business areas of State Street Bank and Trust Company, you may receive separate reporting from each of those business areas.

2. For eligible indirect compensation items, SSgA has sought to include the reporting elements required to satisfy the written disclosure requirement in the attached report. SSgA may have previously provided certain of these disclosures separately during the plan year. The attached report contains information based on the participant's plan year

3. The reported amount of non-monetary compensation pertaining to gifts and entertainment includes amounts for SSgA employees and the plan sponsor's employees. The report does not include amounts for other plan-related vendors or service providers.

4. The amounts presented in the report include compensation earned by SSgA, net of any amounts that SSgA received from the plan that were provided as compensation to external service providers. The amounts received are inclusive of the compensation recorded by SSgA on behalf of State Street Bank and Trust Company and its affiliates.

** If a fund participated in an agency securities lending program sponsored by State Street Bank and Trust Company for the purpose of lending securities, SSgA has disclosed the total management fee, and any applicable custody fee, (in bps) charged in the collateral pool. The report does not include information regarding the amount of the management fee, and any applicable custody fee, applicable to each individual ERISA plan investing in the collateral pool.

***SSgA employs a standard negotiated commission schedule for specific types of trades entered into on behalf of its client accounts. SSgA also participates in Commission Sharing Agreements ("CSAs") with certain broker-dealers. SSgA receives not only proprietary research from broker-dealers, but also third party services pursuant to the CSAs. All such CSA soft dollar arrangements are implemented consistent with Section 28(e) of the Securities Exchange Act of 1934. The reported "soft dollar commissions" amount reflects a participant's pro rata portion of the applicable Fund's entire commission paid from the CSA credit pools. The pro rata portion is based on the participant's average month-end market value, as a percentage of the total Fund, for the 12 months ending for the participant's plan year end.

Please note that State Street Bank and Trust Company and its affiliates have made a good faith effort to make any necessary recordkeeping and information system changes required for the Form 5500 Schedule C reporting in a timely fashion. The information provided in this report reflects these good faith efforts. The changes to Schedule C of Form 5500 are still relatively new and there continues to be considerable uncertainty about the reporting requirements. Despite these good faith efforts, it is possible that the necessary recordkeeping and information systems changes to capture and report all of the new information required for Schedule C have not been completed.

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

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

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

A Name of plan

Mckesson Corporation Retirement Plan

B Three-digit plan number (PN) ▶ 001

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

Mckesson Corporation

D Employer Identification Number (EIN)

94-3207296

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

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

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2012

2 Assets:

a Market value	2a	275,419,149
b Actuarial value	2b	283,304,555

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	5,386	191,376,767
b For terminated vested participants	3b	3,697	84,804,546
c For active participants:			
(1) Non-vested benefits	3c(1)		877,660
(2) Vested benefits	3c(2)		22,290,818
(3) Total active	3c(3)	1,116	23,168,478
d Total	3d	10,199	299,349,791

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	6.88 %
6 Target normal cost	6	2,200,000

Statement by Enrolled Actuary

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

SIGN HERE

Sukhjit Bhullar SB

Signature of actuary

09/30/2013

Date

Sukhjit S. Bhullar

Type or print name of actuary

11-07814

Most recent enrollment number

Hewitt Associates LLC

Firm name

(415) 486-7000

Telephone number (including area code)

199 Fremont St., Suite 1500

San Francisco CA 94105

Address of the firm

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

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	3,136,430	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	2,115,201	0
9	Amount remaining (line 7 minus line 8)	1,021,229	0
10	Interest on line 9 using prior year's actual return of (0.28) %	(2,859)	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2,651
	b Interest on (a) using prior year's effective interest rate of 6.15 % except as otherwise provided (see instructions)		(7)
	c Total available at beginning of current plan year to add to prefunding balance		2,644
	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)	1,018,370	0

Part III Funding Percentages

14	Funding target attainment percentage	14	94.29 %
15	Adjusted funding target attainment percentage	15	94.29 %
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	84.71 %
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
04/12/2012	2,554,758				
07/06/2012	2,554,758				
04/12/2013	3,000,000				
			Totals ▶ 18(b)	8,109,516	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	7,733,009

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

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

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	61

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**	2,200,000
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	17,063,606	3,810,688
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	6,010,688

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	1,018,370	0	1,018,370

36 Additional cash requirement (line 34 minus line 35)	**36**	4,992,318
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	7,733,009

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

a Total (excess, if any, of line 37 over line 36)	**38a**	2,740,691
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	1,018,370
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**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
April 12, 2012	$ 2,554,758	6.88%	102	$ 2,507,822
July 6, 2012	2,554,758	6.88%	187	2,469,368
April 12, 2013	3,000,000	6.88%	467	2,755,819
Total Contribution	$ 8,109,516			$ 7,733,009

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

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

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

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	10.00%	1.0000	5.55
56.5	10.00%	0.9000	5.09
57.5	10.00%	0.8100	4.66
58.5	10.00%	0.7290	4.26
59.5	10.00%	0.6561	3.90
60.5	10.00%	0.5905	3.57
61.5	10.00%	0.5314	3.27
62.5	20.00%	0.4783	5.98
63.5	20.00%	0.3826	4.86
64.5	20.00%	0.3061	3.95
65.5	50.00%	0.2449	8.02
66.5	50.00%	0.1224	4.07
67.5	50.00%	0.0612	2.07
68.5	50.00%	0.0306	1.05
69.5	50.00%	0.0153	0.53
70	100.00%	0.0077	0.54
		Weighted Average	61.37

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Optional Payment Form Election Percentage	McKesson and NDCHealth: 100% Life Annuity Moore Medical: 50% elect Lump Sum and 50% elect 50% Joint and Survivor
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above for lump sums
Optional Payment Form Conversion Mortality	Current 417(e) table for lump sums
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 62
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Tables 2-3
Disability Rates	See Table 4

Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of $200,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected Return on Assets	
2010 Plan Year	6.82%
2011 Plan Year	6.57%
Trust Expenses Included in Target Normal Cost	$2,200,000. Based on prior years' administrative expenses and McKesson's best estimate of expenses for the current year, including PBGC premiums
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2012

Table 1

Retirement Rates

Age	Rate
55	10.00%
56	10.00%
57	10.00%
58	10.00%
59	10.00%
60	10.00%
61	10.00%
62	20.00%
63	20.00%
64	20.00%
65	50.00%
66	50.00%
67	50.00%
68	50.00%
69	50.00%
70+	100.00%

Table 2—Page 1 of 2

Withdrawal Rates - Exempt

	Years of Service		
Age	**0-1**	**2**	**3+**
15	25.00%	20.00%	13.20%
16	25.00%	20.00%	13.20%
17	25.00%	20.00%	13.20%
18	25.00%	20.00%	13.20%
19	25.00%	20.00%	13.20%
20	25.00%	20.00%	13.20%
21	25.00%	20.00%	13.20%
22	25.00%	20.00%	13.20%
23	25.00%	20.00%	13.20%
24	25.00%	20.00%	13.20%
25	25.00%	20.00%	13.20%
26	25.00%	20.00%	13.00%
27	25.00%	20.00%	12.80%
28	25.00%	20.00%	12.40%
29	25.00%	20.00%	12.00%
30	25.00%	20.00%	11.60%
31	25.00%	20.00%	11.20%
32	25.00%	20.00%	10.80%
33	25.00%	20.00%	10.40%
34	25.00%	20.00%	10.00%
35	25.00%	20.00%	9.60%
36	25.00%	20.00%	9.20%
37	25.00%	20.00%	8.80%
38	25.00%	20.00%	8.60%
39	25.00%	20.00%	8.40%
40	25.00%	20.00%	8.20%
41	24.00%	19.00%	8.00%
42	23.00%	18.00%	7.80%
43	22.00%	17.00%	7.60%
44	21.00%	16.00%	7.40%

Table 2—Page 2 of 2

Withdrawal Rates - Exempt

	Years of Service		
Age	**0-1**	**2**	**3+**
45	20.00%	15.00%	7.20%
46	20.00%	15.00%	7.00%
47	20.00%	15.00%	6.80%
48	20.00%	15.00%	6.60%
49	20.00%	15.00%	6.40%
50	20.00%	15.00%	6.40%
51	20.00%	15.00%	6.00%
52	20.00%	15.00%	5.60%
53	20.00%	15.00%	5.20%
54	20.00%	15.00%	4.80%
55+	20.00%	15.00%	4.40%

Table 3—Page 1 of 2

Withdrawal Rates – Non-Exempt

	Years of Service		
Age	**0-1**	**2**	**3+**
15	25.00%	20.00%	0.00%
16	25.00%	20.00%	0.00%
17	25.00%	20.00%	0.00%
18	25.00%	20.00%	16.40%
19	25.00%	20.00%	16.40%
20	25.00%	20.00%	16.40%
21	25.00%	20.00%	16.40%
22	25.00%	20.00%	16.40%
23	25.00%	20.00%	16.40%
24	25.00%	20.00%	16.40%
25	25.00%	20.00%	16.40%
26	25.00%	20.00%	16.00%
27	25.00%	20.00%	15.60%
28	25.00%	20.00%	15.20%
29	25.00%	20.00%	14.80%
30	25.00%	20.00%	14.40%
31	25.00%	20.00%	14.00%
32	25.00%	20.00%	13.60%
33	25.00%	20.00%	13.20%
34	25.00%	20.00%	12.80%
35	25.00%	20.00%	12.40%
36	25.00%	20.00%	12.00%
37	25.00%	20.00%	11.60%
38	25.00%	20.00%	11.20%
39	25.00%	20.00%	10.80%
40	25.00%	20.00%	10.40%
41	24.00%	19.00%	10.00%
42	23.00%	18.00%	9.60%
43	22.00%	17.00%	9.20%
44	21.00%	16.00%	8.80%

Table 3—Page 2 of 2

Withdrawal Rates - Non-Exempt

	Years of Service		
Age	**0-1**	**2**	**3+**
45	20.00%	15.00%	8.40%
46	20.00%	15.00%	8.00%
47	20.00%	15.00%	7.60%
48	20.00%	15.00%	7.20%
49	20.00%	15.00%	6.80%
50	20.00%	15.00%	6.40%
51	20.00%	15.00%	6.00%
52	20.00%	15.00%	5.60%
53	20.00%	15.00%	5.20%
54	20.00%	15.00%	4.80%
55+	20.00%	15.00%	4.40%

Table 4

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.10%	0.10%	45	0.50%	0.66%
16	0.10%	0.10%	46	0.50%	0.66%
17	0.10%	0.10%	47	0.50%	0.66%
18	0.10%	0.10%	48	0.50%	0.66%
19	0.10%	0.10%	49	0.50%	0.66%
20	0.10%	0.10%	50	1.00%	0.88%
21	0.10%	0.10%	51	1.00%	0.88%
22	0.10%	0.10%	52	1.00%	0.88%
23	0.10%	0.10%	53	1.00%	0.88%
24	0.10%	0.10%	54	1.00%	0.88%
25	0.10%	0.10%	55	1.62%	1.26%
26	0.10%	0.10%	56	1.62%	1.26%
27	0.10%	0.10%	57	1.62%	1.26%
28	0.10%	0.10%	58	1.62%	1.26%
29	0.10%	0.10%	59	1.62%	1.26%
30	0.10%	0.15%	60+	2.15%	1.33%
31	0.10%	0.15%			
32	0.10%	0.15%			
33	0.10%	0.15%			
34	0.10%	0.15%			
35	0.18%	0.30%			
36	0.18%	0.30%			
37	0.18%	0.30%			
38	0.18%	0.30%			
39	0.18%	0.30%			
40	0.24%	0.42%			
41	0.24%	0.42%			
42	0.24%	0.42%			
43	0.24%	0.42%			
44	0.24%	0.42%			

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	January 1, 1972. Amended and restated as of January 1, 2008. Plan most recently amended (Amendment No. 1) effective January 1, 2010.
Eligibility	Regular employees not covered by a union who attained age 21 and completed one year of service plan hired prior to December 31, 1996 (the Freeze Date). Includes Armor All employees for service prior to the sale of Armor All, effective December 31, 1996. Includes Ephrata employees for service prior to the Sale of Ephrata Diamond Spring Water Company, effective December 31, 2003. Includes former participants in the Moore Medical Corporation Plan as of December 31, 2006 and former participants in the NDCHealth Plan as of December 31, 2007.
Normal Retirement	
Eligibility	Termination of employment on or after the Normal Retirement Date.
Benefit	Monthly Retirement Allowance determined as of Normal Retirement Date. Benefits are frozen as of the Freeze Date.
Early Retirement	
Eligibility	Attainment of age 55 and the completion of 10 years of service (5 years for Moore Medical and 15 years for NDCHealth).
Benefit	The monthly early retirement benefit is calculated as the normal retirement benefit, reduced by multiplying the following factors: 1. 0.3% for each month between age 65 and Normal Retirement Date, subtracted from 100%, and further multiplied by 2. 0.3% for each month that early retirement precedes age 65, subtracted from 100%. Ephrata reduction: 0.5% for each month for the first 5 years and 0.25% for each month for the next 5 years that early retirement precedes normal retirement.

	Moore Medical reduction: 1/15 for each of the first 5 years and 1/30 for each of the next 5 years that early retirement precedes normal retirement. NDCHealth reduction: 5/9 of 1% for each of the first 60 months and 5/18 of 1% for the next 60 months. The offset benefit is also reduced actuarially for each additional month retirement precedes Social Security Retirement Age.
Deferred Vested Benefit	
Eligibility	Termination with five years of service.
Benefit	The amount of the deferred vested benefit equals the Accrued Pension payable at Normal Retirement Date, or reduced by multiplying the following factors: 1. 0.3% for each month between age 65 and Normal Retirement Date, subtracted from 100%, and further multiplied by 2. 0.5% for each month between the date payments commence and age 65, subtracted from 100%. Reductions for former Ephrata, Moore Medical and NDCHealth participants are the same as for Early Retirement.
Late Retirement	
Eligibility	Any time after eligibility for normal retirement.
Benefit	McKesson and NDCHealth:The monthly Late Retirement benefit is calculated as the normal retirement benefit, using credited service and final average earnings as of the earlier of the late retirement date and the Freeze Date. Moore Medical: Actuarial Equivalent increase.
Disability	
Eligibility	Attainment of age 35 or after completing 5 years of service. Moore Medical participants: Total and Permanent Disability for 6 consecutive months. NDCHealth

participants: Rate of 40 (age plus service), eligible for LTD plan, and Total and Permanent Disability for 12 consecutive months.

Benefit

If eligible for Social Security Disability, the benefit is determined in the same manner as the Monthly Pension Benefit with the following exceptions: creditable service continues to accrue to the earlier of the Freeze Date and normal retirement age; earnings for final average pay during disability will be computed by using the annual rate at the time of disability; covered compensation is determined at the earlier of the Freeze Date and the time of disability.

If not eligible for Social Security Disability, then no benefit is earned during disability. Vesting service, however, continues to accrue.

Moore Medical participants: Monthly pension benefit for life with 10 years certain.

NDCHealth participants: Credited service cease accrual. However, earnings are projected level forward to age 65 from the amount earned in the year-preceding disablement.

Preretirement Spouse Benefit

Eligibility

Death while eligible for deferred vested, early, normal, or late retirement benefits, with a surviving spouse.

Ephrata participants: death regardless of existence of a surviving spouse.

Benefit

Monthly preretirement spouse benefit shall be determined as follows:

1. For a participant who dies after age 50 with ten years of service, age 65 with five years of service, or ten years of service and age plus service of 60 or more at the date of death, the spouse receives a benefit equal to 50% of the amount that would have been payable to the participant as a single life annuity, determined as if the first day of the month following his death were his Normal Retirement Date.

2. For a participant with age plus service at date of death equals 51 or more, with 10 or more years of service, and not eligible for (1) above, the spouse receives the benefit described in (1), reduced 10% multiplied by the amount by which the sum of age plus service is less than 60.

3. For vested participants not eligible for any of the above benefits, the spouse receives a benefit equals 50% of the accrued pension, reduced to a 50% contingent annuity basis, and reduced for early retirement at age 55, payable commencing on the date the participant would have attained age 55, had he survived.

Ephrata, Moore Medical and NDCHealth preretirement survivor benefit shall be the amount payable as a survivor annuity under the joint and 50% survivor annuity provisions if the participant had terminated on the date of death, retired at the earliest retirement age, and then died.

Normal Form of Payment	
Married Participants	50% joint and survivor annuity.
Unmarried Participants	Life annuity. Moore Medical participants: Life annuity with 10 years certain.
Optional Form of Payment	100%, 75%, 66-2/3%, or 50% joint and survivor annuity, a level income annuity, or (for married participant) a life annuity; lump sum (up to $10,000). Ephrata Optional Forms also include a Life Annuity with 5 year and 10 year certain periods and lump sums less than $10,000, but exclude the level income annuity. Moore Medical Optional Forms include 15, 10 or 5 year certain and life annuities and also a lump sum payment option. NDCHealth Optional Forms also include 10 year certain and life a lump sum payment option (up to $5,000) but excludes the level income annuity and the 66-2/3% joint and survivor annuity.
Definitions	
Plan Year	January 1 to December 31.
Service	All continuous employment, (back to original date of hire for acquisitions) determined under the elapsed time method.
Creditable Service	Full year for Plan Year participant is credited with 2000 or more hours of service. Partial years equal to ratio of hours of service credited in Plan Year 2000. Creditable service was frozen on the Freeze Date.
Covered Compensation	The 35-year average of Social Security wage bases ending in the year Social Security Retirement Age is attained.
Compensation	Compensation includes scheduled base pay, bonuses, overtime pay, and commissions paid during the calendar year. Effective January 1, 1994, compensation cannot exceed $150,000, as indexed. For participants whose

	earnings exceeded this amount prior to 1994, there is a minimum benefit equal to the December 31, 1993 accrued benefit plus the formula benefit for service after January 1, 1994.
Final Average Pay	(1) Average monthly compensation of the five consecutive years out of the last fifteen years when compensation were highest. If an employee worked for less than five years, the average of compensation during the period of employment is used. (2) Final average pay was frozen on the Freeze Date.
Normal Retirement Date	First of the month coinciding with or next following the Social Security Retirement Age with five years of service. First of the month following age 65 for Ephrata and Moore Medical and NDCHealth.
Retirement Allowance	0.9% of Final Average Pay up to Covered Compensation plus 1.4% of Final Average Pay over Covered Compensation, times Creditable Service up to 30 years. Not less than the benefit accrued to December 31, 1989 under the prior formula.
Monthly Ephrata Pension Benefit	Sum of 1% of Average Monthly Compensation for each year of Service. Benefit accruals were frozen as of April 15, 1999. Effective April 15, 1999, all participants are 100% vested in their accrued benefit.
Monthly Moore Medical Pension Benefit	1.25% of Average Annual Compensation plus 0.6% of Average Annual Compensation in excess of Covered Compensation per year of Credited Service, to a maximum of 25 years. Calculated at the earlier of separation from service or the Freeze Date.
Contributions	All contributions are made by the company, employee contributions are not required.
Actuarial Equivalent	Factors listed in Appendix 1 for joint and survivor annuities. For other forms, based on the 1994 Group Annuity Reserving Table in IRS Revenue Ruling 2001-62 and the annual rate of interest on 30 year Treasury securities for the third month preceding the month of determination.

Monthly NDCHealth Pension Benefit	1.65% of Final Average Earnings (FAE) per year of Credited Service (up to 35 Years) less 0.75% of the participant's Integration Level per year of Credited Service (up to 35 years) reduced by 5/9 of 1% for each month retirement precedes the participant's Social Security Normal Retirement age. The amount above is based on Credited Service at July 31, 1998, FAE and Integration Level at December 31, 1998 and multiplied by the ratio of FAE at June 1, 2003 to FAE at December 31, 1998.
Freeze Date	December 31, 1996; April 15, 1999 for Ephrata; April 1, 2004 for Moore Medical; July 31, 1998 for NDCHealth.
Changes	Effective December 31, 2006, the Moore Medical Corporation Defined Benefit Pension Plan was merged into the McKesson Corporation Retirement Plan. Effective December 31, 2007, the NDC Health Corporation Employees' Retirement Plan was merged into the Retirement Plan.
Integration Level (NDCHealth)	The lesser of the three-year final average FICA Compensation (highest consecutive three calendar years) and Covered Compensation determined as of the date of termination. Frozen as of December 31, 1998. (1) NDCHealth: Total compensation actually paid during a calendar year plus 401(k) contributions and Section 125 deferrals limited by the IRC Section 401(a)(17) limit for purposes of determining retirement benefit. Compensation after June 30, 2003 is not considered. (2) NDCHealth: Average of the highest five consecutive annual earnings during the last ten years preceding termination (or December 31, 1998 if earlier).

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

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there

are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

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

Number of Participants and Average Annual Accrued Benefit

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29			1							
30-34			2	2						
35-39			2	7	25 $833					
40-44			3	9	71 $983	27 $2,208	1			
45-49			5	11	89 $1,152	70 $2,388	44 $3,551	6		
50-54			5	10	82 $1,433	84 $2,769	65 $4,383	40 $5,115	5	
55-59			2	7	60 $1,453	56 $3,590	53 $4,882	34 $6,810	34 $6,427	1
60-64			2	6	31 $2,141	26 $3,960	31 $5,769	23 $7,446	18	15
65-69			2	2	8	7	11	8	1	8
70+						2	1		1	

N-1,116

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	$41,858,721	January 1, 2011	6	$8,019,029
Shortfall	-$24,795,115	January 1, 2012	7	-$4,208,341

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
April 12, 2012	$ 2,554,758	6.88%	102	$ 2,507,822
July 6, 2012	2,554,758	6.88%	187	2,469,368
April 12, 2013	3,000,000	6.88%	467	2,755,819
Total Contribution	$ 8,109,516			$ 7,733,009

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

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

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

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	10.00%	1.0000	5.55
56.5	10.00%	0.9000	5.09
57.5	10.00%	0.8100	4.66
58.5	10.00%	0.7290	4.26
59.5	10.00%	0.6561	3.90
60.5	10.00%	0.5905	3.57
61.5	10.00%	0.5314	3.27
62.5	20.00%	0.4783	5.98
63.5	20.00%	0.3826	4.86
64.5	20.00%	0.3061	3.95
65.5	50.00%	0.2449	8.02
66.5	50.00%	0.1224	4.07
67.5	50.00%	0.0612	2.07
68.5	50.00%	0.0306	1.05
69.5	50.00%	0.0153	0.53
70	100.00%	0.0077	0.54
		Weighted Average	61.37

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

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

Number of Participants and Average Annual Accrued Benefit

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29			1							
30-34			2	2						
35-39			2	7	25 $833					
40-44			3	9	71 $983	27 $2,208	1			
45-49			5	11	89 $1,152	70 $2,388	44 $3,551	6		
50-54			5	10	82 $1,433	84 $2,769	65 $4,383	40 $5,115	5	
55-59			2	7	60 $1,453	56 $3,590	53 $4,882	34 $6,810	34 $6,427	1
60-64			2	6	31 $2,141	26 $3,960	31 $5,769	23 $7,446	18	15
65-69			2	2	8	7	11	8	1	8
70+						2	1		1	

N-1,116

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	$41,858,721	January 1, 2011	6	$8,019,029
Shortfall	-$24,795,115	January 1, 2012	7	-$4,208,341

Schedule SB Attachment (Form 5500)—2012 Plan Year
McKesson Corporation Retirement Plan
EIN: 94-3207296 PN: 001

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2011), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2011), without regard to the MAP-21 interest rate corridor
1st Segment Rate	2.06%
2nd Segment Rate	5.25%
3rd Segment Rate	6.32%
Optional Payment Form Election Percentage	McKesson and NDCHealth: 100% Life Annuity Moore Medical: 50% elect Lump Sum and 50% elect 50% Joint and Survivor
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above for lump sums
Optional Payment Form Conversion Mortality	Current 417(e) table for lump sums
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 62
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Tables 2-3
Disability Rates	See Table 4

Decrement Timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of $200,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected Return on Assets	
2010 Plan Year	6.82%
2011 Plan Year	6.57%
Trust Expenses Included in Target Normal Cost	$2,200,000. Based on prior years' administrative expenses and McKesson's best estimate of expenses for the current year, including PBGC premiums
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2012

Table 1

Retirement Rates

Age	Rate
55	10.00%
56	10.00%
57	10.00%
58	10.00%
59	10.00%
60	10.00%
61	10.00%
62	20.00%
63	20.00%
64	20.00%
65	50.00%
66	50.00%
67	50.00%
68	50.00%
69	50.00%
70+	100.00%

Table 2—Page 1 of 2

Withdrawal Rates - Exempt

	Years of Service		
Age	**0-1**	**2**	**3+**
15	25.00%	20.00%	13.20%
16	25.00%	20.00%	13.20%
17	25.00%	20.00%	13.20%
18	25.00%	20.00%	13.20%
19	25.00%	20.00%	13.20%
20	25.00%	20.00%	13.20%
21	25.00%	20.00%	13.20%
22	25.00%	20.00%	13.20%
23	25.00%	20.00%	13.20%
24	25.00%	20.00%	13.20%
25	25.00%	20.00%	13.20%
26	25.00%	20.00%	13.00%
27	25.00%	20.00%	12.80%
28	25.00%	20.00%	12.40%
29	25.00%	20.00%	12.00%
30	25.00%	20.00%	11.60%
31	25.00%	20.00%	11.20%
32	25.00%	20.00%	10.80%
33	25.00%	20.00%	10.40%
34	25.00%	20.00%	10.00%
35	25.00%	20.00%	9.60%
36	25.00%	20.00%	9.20%
37	25.00%	20.00%	8.80%
38	25.00%	20.00%	8.60%
39	25.00%	20.00%	8.40%
40	25.00%	20.00%	8.20%
41	24.00%	19.00%	8.00%
42	23.00%	18.00%	7.80%
43	22.00%	17.00%	7.60%
44	21.00%	16.00%	7.40%

Table 2—Page 2 of 2

Withdrawal Rates - Exempt

	Years of Service		
Age	**0-1**	**2**	**3+**
45	20.00%	15.00%	7.20%
46	20.00%	15.00%	7.00%
47	20.00%	15.00%	6.80%
48	20.00%	15.00%	6.60%
49	20.00%	15.00%	6.40%
50	20.00%	15.00%	6.40%
51	20.00%	15.00%	6.00%
52	20.00%	15.00%	5.60%
53	20.00%	15.00%	5.20%
54	20.00%	15.00%	4.80%
55+	20.00%	15.00%	4.40%

Table 3—Page 1 of 2

Withdrawal Rates – Non-Exempt

	Years of Service		
Age	**0-1**	**2**	**3+**
15	25.00%	20.00%	0.00%
16	25.00%	20.00%	0.00%
17	25.00%	20.00%	0.00%
18	25.00%	20.00%	16.40%
19	25.00%	20.00%	16.40%
20	25.00%	20.00%	16.40%
21	25.00%	20.00%	16.40%
22	25.00%	20.00%	16.40%
23	25.00%	20.00%	16.40%
24	25.00%	20.00%	16.40%
25	25.00%	20.00%	16.40%
26	25.00%	20.00%	16.00%
27	25.00%	20.00%	15.60%
28	25.00%	20.00%	15.20%
29	25.00%	20.00%	14.80%
30	25.00%	20.00%	14.40%
31	25.00%	20.00%	14.00%
32	25.00%	20.00%	13.60%
33	25.00%	20.00%	13.20%
34	25.00%	20.00%	12.80%
35	25.00%	20.00%	12.40%
36	25.00%	20.00%	12.00%
37	25.00%	20.00%	11.60%
38	25.00%	20.00%	11.20%
39	25.00%	20.00%	10.80%
40	25.00%	20.00%	10.40%
41	24.00%	19.00%	10.00%
42	23.00%	18.00%	9.60%
43	22.00%	17.00%	9.20%
44	21.00%	16.00%	8.80%

Table 3—Page 2 of 2

Withdrawal Rates - Non-Exempt

	Years of Service		
Age	**0-1**	**2**	**3+**
45	20.00%	15.00%	8.40%
46	20.00%	15.00%	8.00%
47	20.00%	15.00%	7.60%
48	20.00%	15.00%	7.20%
49	20.00%	15.00%	6.80%
50	20.00%	15.00%	6.40%
51	20.00%	15.00%	6.00%
52	20.00%	15.00%	5.60%
53	20.00%	15.00%	5.20%
54	20.00%	15.00%	4.80%
55+	20.00%	15.00%	4.40%

Table 4

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.10%	0.10%	45	0.50%	0.66%
16	0.10%	0.10%	46	0.50%	0.66%
17	0.10%	0.10%	47	0.50%	0.66%
18	0.10%	0.10%	48	0.50%	0.66%
19	0.10%	0.10%	49	0.50%	0.66%
20	0.10%	0.10%	50	1.00%	0.88%
21	0.10%	0.10%	51	1.00%	0.88%
22	0.10%	0.10%	52	1.00%	0.88%
23	0.10%	0.10%	53	1.00%	0.88%
24	0.10%	0.10%	54	1.00%	0.88%
25	0.10%	0.10%	55	1.62%	1.26%
26	0.10%	0.10%	56	1.62%	1.26%
27	0.10%	0.10%	57	1.62%	1.26%
28	0.10%	0.10%	58	1.62%	1.26%
29	0.10%	0.10%	59	1.62%	1.26%
30	0.10%	0.15%	60+	2.15%	1.33%
31	0.10%	0.15%			
32	0.10%	0.15%			
33	0.10%	0.15%			
34	0.10%	0.15%			
35	0.18%	0.30%			
36	0.18%	0.30%			
37	0.18%	0.30%			
38	0.18%	0.30%			
39	0.18%	0.30%			
40	0.24%	0.42%			
41	0.24%	0.42%			
42	0.24%	0.42%			
43	0.24%	0.42%			
44	0.24%	0.42%			

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	January 1, 1972. Amended and restated as of January 1, 2008. Plan most recently amended (Amendment No. 1) effective January 1, 2010.
Eligibility	Regular employees not covered by a union who attained age 21 and completed one year of service plan hired prior to December 31, 1996 (the Freeze Date). Includes Armor All employees for service prior to the sale of Armor All, effective December 31, 1996. Includes Ephrata employees for service prior to the Sale of Ephrata Diamond Spring Water Company, effective December 31, 2003. Includes former participants in the Moore Medical Corporation Plan as of December 31, 2006 and former participants in the NDCHealth Plan as of December 31, 2007.
Normal Retirement	
Eligibility	Termination of employment on or after the Normal Retirement Date.
Benefit	Monthly Retirement Allowance determined as of Normal Retirement Date. Benefits are frozen as of the Freeze Date.
Early Retirement	
Eligibility	Attainment of age 55 and the completion of 10 years of service (5 years for Moore Medical and 15 years for NDCHealth).
Benefit	The monthly early retirement benefit is calculated as the normal retirement benefit, reduced by multiplying the following factors: 1. 0.3% for each month between age 65 and Normal Retirement Date, subtracted from 100%, and further multiplied by 2. 0.3% for each month that early retirement precedes age 65, subtracted from 100%. Ephrata reduction: 0.5% for each month for the first 5 years and 0.25% for each month for the next 5 years that early retirement precedes normal retirement.

	Moore Medical reduction: 1/15 for each of the first 5 years and 1/30 for each of the next 5 years that early retirement precedes normal retirement. NDCHealth reduction: 5/9 of 1% for each of the first 60 months and 5/18 of 1% for the next 60 months. The offset benefit is also reduced actuarially for each additional month retirement precedes Social Security Retirement Age.
Deferred Vested Benefit	
Eligibility	Termination with five years of service.
Benefit	The amount of the deferred vested benefit equals the Accrued Pension payable at Normal Retirement Date, or reduced by multiplying the following factors: 1. 0.3% for each month between age 65 and Normal Retirement Date, subtracted from 100%, and further multiplied by 2. 0.5% for each month between the date payments commence and age 65, subtracted from 100%. Reductions for former Ephrata, Moore Medical and NDCHealth participants are the same as for Early Retirement.
Late Retirement	
Eligibility	Any time after eligibility for normal retirement.
Benefit	McKesson and NDCHealth:The monthly Late Retirement benefit is calculated as the normal retirement benefit, using credited service and final average earnings as of the earlier of the late retirement date and the Freeze Date. Moore Medical: Actuarial Equivalent increase.
Disability	
Eligibility	Attainment of age 35 or after completing 5 years of service. Moore Medical participants: Total and Permanent Disability for 6 consecutive months. NDCHealth

participants: Rate of 40 (age plus service), eligible for LTD plan, and Total and Permanent Disability for 12 consecutive months.

Benefit

If eligible for Social Security Disability, the benefit is determined in the same manner as the Monthly Pension Benefit with the following exceptions: creditable service continues to accrue to the earlier of the Freeze Date and normal retirement age; earnings for final average pay during disability will be computed by using the annual rate at the time of disability; covered compensation is determined at the earlier of the Freeze Date and the time of disability.

If not eligible for Social Security Disability, then no benefit is earned during disability. Vesting service, however, continues to accrue.

Moore Medical participants: Monthly pension benefit for life with 10 years certain.

NDCHealth participants: Credited service cease accrual. However, earnings are projected level forward to age 65 from the amount earned in the year-preceding disablement.

Preretirement Spouse Benefit

Eligibility

Death while eligible for deferred vested, early, normal, or late retirement benefits, with a surviving spouse.

Ephrata participants: death regardless of existence of a surviving spouse.

Benefit

Monthly preretirement spouse benefit shall be determined as follows:

1. For a participant who dies after age 50 with ten years of service, age 65 with five years of service, or ten years of service and age plus service of 60 or more at the date of death, the spouse receives a benefit equal to 50% of the amount that would have been payable to the participant as a single life annuity, determined as if the first day of the month following his death were his Normal Retirement Date.

2. For a participant with age plus service at date of death equals 51 or more, with 10 or more years of service, and not eligible for (1) above, the spouse receives the benefit described in (1), reduced 10% multiplied by the amount by which the sum of age plus service is less than 60.

3. For vested participants not eligible for any of the above benefits, the spouse receives a benefit equals 50% of the accrued pension, reduced to a 50% contingent annuity basis, and reduced for early retirement at age 55, payable commencing on the date the participant would have attained age 55, had he survived.

Ephrata, Moore Medical and NDCHealth preretirement survivor benefit shall be the amount payable as a survivor annuity under the joint and 50% survivor annuity provisions if the participant had terminated on the date of death, retired at the earliest retirement age, and then died.

Normal Form of Payment	
Married Participants	50% joint and survivor annuity.
Unmarried Participants	Life annuity. Moore Medical participants: Life annuity with 10 years certain.
Optional Form of Payment	100%, 75%, 66-2/3%, or 50% joint and survivor annuity, a level income annuity, or (for married participant) a life annuity; lump sum (up to $10,000). Ephrata Optional Forms also include a Life Annuity with 5 year and 10 year certain periods and lump sums less than $10,000, but exclude the level income annuity. Moore Medical Optional Forms include 15, 10 or 5 year certain and life annuities and also a lump sum payment option. NDCHealth Optional Forms also include 10 year certain and life a lump sum payment option (up to $5,000) but excludes the level income annuity and the 66-2/3% joint and survivor annuity.
Definitions	
Plan Year	January 1 to December 31.
Service	All continuous employment, (back to original date of hire for acquisitions) determined under the elapsed time method.
Creditable Service	Full year for Plan Year participant is credited with 2000 or more hours of service. Partial years equal to ratio of hours of service credited in Plan Year 2000. Creditable service was frozen on the Freeze Date.
Covered Compensation	The 35-year average of Social Security wage bases ending in the year Social Security Retirement Age is attained.
Compensation	Compensation includes scheduled base pay, bonuses, overtime pay, and commissions paid during the calendar year. Effective January 1, 1994, compensation cannot exceed $150,000, as indexed. For participants whose

	earnings exceeded this amount prior to 1994, there is a minimum benefit equal to the December 31, 1993 accrued benefit plus the formula benefit for service after January 1, 1994.
Final Average Pay	(1) Average monthly compensation of the five consecutive years out of the last fifteen years when compensation were highest. If an employee worked for less than five years, the average of compensation during the period of employment is used. (2) Final average pay was frozen on the Freeze Date.
Normal Retirement Date	First of the month coinciding with or next following the Social Security Retirement Age with five years of service. First of the month following age 65 for Ephrata and Moore Medical and NDCHealth.
Retirement Allowance	0.9% of Final Average Pay up to Covered Compensation plus 1.4% of Final Average Pay over Covered Compensation, times Creditable Service up to 30 years. Not less than the benefit accrued to December 31, 1989 under the prior formula.
Monthly Ephrata Pension Benefit	Sum of 1% of Average Monthly Compensation for each year of Service. Benefit accruals were frozen as of April 15, 1999. Effective April 15, 1999, all participants are 100% vested in their accrued benefit.
Monthly Moore Medical Pension Benefit	1.25% of Average Annual Compensation plus 0.6% of Average Annual Compensation in excess of Covered Compensation per year of Credited Service, to a maximum of 25 years. Calculated at the earlier of separation from service or the Freeze Date.
Contributions	All contributions are made by the company, employee contributions are not required.
Actuarial Equivalent	Factors listed in Appendix 1 for joint and survivor annuities. For other forms, based on the 1994 Group Annuity Reserving Table in IRS Revenue Ruling 2001-62 and the annual rate of interest on 30 year Treasury securities for the third month preceding the month of determination.

Monthly NDCHealth Pension Benefit	1.65% of Final Average Earnings (FAE) per year of Credited Service (up to 35 Years) less 0.75% of the participant's Integration Level per year of Credited Service (up to 35 years) reduced by 5/9 of 1% for each month retirement precedes the participant's Social Security Normal Retirement age. The amount above is based on Credited Service at July 31, 1998, FAE and Integration Level at December 31, 1998 and multiplied by the ratio of FAE at June 1, 2003 to FAE at December 31, 1998.
Freeze Date	December 31, 1996; April 15, 1999 for Ephrata; April 1, 2004 for Moore Medical; July 31, 1998 for NDCHealth.
Changes	Effective December 31, 2006, the Moore Medical Corporation Defined Benefit Pension Plan was merged into the McKesson Corporation Retirement Plan. Effective December 31, 2007, the NDC Health Corporation Employees' Retirement Plan was merged into the Retirement Plan.
Integration Level (NDCHealth)	The lesser of the three-year final average FICA Compensation (highest consecutive three calendar years) and Covered Compensation determined as of the date of termination. Frozen as of December 31, 1998. (1) NDCHealth: Total compensation actually paid during a calendar year plus 401(k) contributions and Section 125 deferrals limited by the IRC Section 401(a)(17) limit for purposes of determining retirement benefit. Compensation after June 30, 2003 is not considered. (2) NDCHealth: Average of the highest five consecutive annual earnings during the last ten years preceding termination (or December 31, 1998 if earlier).

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

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there

are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

MCKESSON CORPORATION RETIREMENT PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4j
SCHEDULE OF REPORTABLE PLAN TRANSACTIONS
YEAR ENDED DECEMBER 31, 2012

	Purchases		Sales/Dispositions		
Identity of Issue	**Number**	**Amount**	**Number**	**Amount**	**Gain (Loss)**
J.P. Morgan Prime Premier Shares	733	$ 164,648,906	466	$ 174,838,767	$ -
Western Asset Core Plus, LLC	5	47,419,418	2	4,280,060	78,634
Commitment to Purchase Fund	4	19,000,000	4	19,000,000	
United States Treas Mar 2016	6	11,431,671	8	8,617,999	6,276
United States Treas APR 2015	2	9,499,734	5	7,006,924	10,015