



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

March 15, 2013

Thomas S. Moffatt
CVS Caremark Corporation
tsmoffatt@cvs.com

Re: CVS Caremark Corporation
Incoming letter dated January 14, 2013

Dear Mr. Moffatt:

This is in response to your letters dated January 14, 2013 and February 15, 2013 concerning the shareholder proposal submitted to CVS by the Sisters of St. Francis of Philadelphia, the Missionary Oblates of Mary Immaculate, and Catholic Health East. We also have received a letter from the proponents dated February 12, 2013. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfina/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Ted Yu
Senior Special Counsel

Enclosure

cc: Tom McCaney
Sisters of St. Francis of Philadelphia
tmccaney@osfphila.org

March 15, 2013

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: CVS Caremark Corporation
Incoming letter dated January 14, 2013

The proposal requests that the board authorize the preparation of a report on lobbying contributions and expenditures that contains information specified in the proposal.

We are unable to concur in your view that CVS may exclude the proposal under rule 14a-8(i)(11). In our view, the proposal does not substantially duplicate the proposal submitted to CVS by Clean Yield Asset Management. Accordingly, we do not believe that CVS may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(11).

Sincerely,

Kate Beukenkamp
Attorney-Adviser

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.



CVS/pharmacy

Thomas S. Moffatt

Vice President, Corporate Secretary and Assistant General Counsel

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E: tsmoffatt@cv.com

February 15, 2013

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, NE
Washington, DC 20549
(Via email: shareholderproposals@sec.gov)

Dear Sir or Madam:

On behalf of CVS Caremark Corporation, a Delaware corporation (the “Company” or “CVS Caremark”), I am writing in response to the Sisters of St. Francis of Philadelphia’s (“St. Francis”) letter dated February 12, 2013, a copy of which is attached as Exhibit A. St. Francis’s letter responds to the Company’s no-action request letter dated January 14, 2013 (the “Company’s No-Action Letter Request”), which relates to the shareholder proposal and supporting statement submitted by St. Francis (the “St. Francis Proposal”) for inclusion in the proxy materials that CVS Caremark intends to distribute in connection with its 2013 Annual Meeting of Shareholders (the “2013 Proxy Materials”).

I note that while the submission from St. Francis that included the St. Francis Proposal, as attached to the Company’s No-Action Letter Request, is dated November 29, 2012, the Company first received a copy of the St. Francis Proposal from one of the co-filers, the Missionary Oblates, on December 3, 2012, after it had already received a proposal submitted by Clean Yield Asset Management on November 30, 2012 (the “Clean Yield Proposal”). The Company later received the St. Francis Proposal from St. Francis via email, indicating that it had been delivered to the Company on December 7, 2012. The Clean Yield Proposal will be included in the 2013 Proxy Materials. The No-Action Letter Request seeks to exclude the St. Francis Proposal from the 2013 Proxy Materials on the basis of Rule 14a-8(i)(11).

The Two Proposals are Substantially Duplicative

As discussed in our No-Action Letter Request, the Company believes that it may properly exclude the St. Francis Proposal from its 2013 Proxy Materials under Rule 14a-8(i)(11) because the St. Francis Proposal substantially duplicates the Clean Yield Proposal. The St. Francis Proposal requests disclosure of lobbying payments and policies and procedures. The Clean Yield Proposal requests disclosure of political contributions and policies and procedures. Their similarities include:

- Asking that the Company prepare reports on the payments made in furtherance of its political activities, to be presented to the board and posted on the Company's website;
- The St. Francis Proposal covers contributions (described as lobbying) essentially aimed at legislation or regulation (directly or through a trade association). The Clean Yield Proposal covers contributions (described as political contributions) essentially aimed at a political campaign for a candidate or an election. Both proposals essentially relate to CVS Caremark's corporate expenditures with respect to political activities, including lobbying activities.
- Asking that the report include both direct monetary expenditures made by the Company, as well as indirect means to further political activities such as through payments to trade associations and other organizations; and
- Asking for specific information related to the amount and identity of the recipients of the Company's payments.

Rule 14a-8(i)(11) does not require that the two proposals be identical. Rather, it focuses on whether the proposals are substantially similar so that shareholders would believe that they are duplicative. St. Francis's letter tries to distinguish the two proposals as being focused on different corporate actions, but shareholders would undoubtedly not appreciate the fine or technical distinctions being drawn by the proponent.

As noted above, both proposals essentially relate to CVS Caremark's corporate expenditures with respect to political activities, including lobbying activities. The proponent's letter also attempts to draw a distinction between the two by pointing to the different legislative and regulatory provisions relating to lobbying activities and campaign contributions. However, the existence of different laws governing these activities or the views of third parties are not dispositive in determining whether Rule 14a-8(i)(11) applies to the St. Francis Proposal; instead, the relevant inquiry is whether the St. Francis Proposal and the Clean Yield Proposal share the same principal thrust or principal focus. As discussed in the No-Action Request Letter, the St. Francis Proposal and the Clean Yield Proposal share the same principal thrust or principal focus of corporate expenditures with respect to political activities. Specifically, the St. Francis Proposal and the Clean Yield Proposal both seek reports on how CVS

Caremark expends corporate funds to directly or indirectly influence the political process - either through political contributions to specific candidates or in respect of specific legislative initiatives or lobbying expenditures that influence legislators or legislation.

It is worth noting that the Staff permitted the exclusion of essentially the same proposal from CVS Caremark's 2012 proxy materials. It surely cannot be that the simple addition of a sentence in the Clean Yield Proposal that "payments used for lobbying are not encompassed by this proposal" is enough to cure the overlap and substantial similarity between the proposals.

The Clean Yield supporting statement wants the Company to be "in line with a growing number of leading companies." However, it is worth noting that the three companies listed have publicly available reports that include both political and lobbying expenditures in the same reports. In fact, the same CPA-Zicklin Index of Corporate Political Accountability and Disclosure report which St. Francis's letter refers to as evidencing a distinction between the activities of lobbying and political contributions by not covering lobbying activities states, in ranking the "corporate leaders" in disclosure, that "Merck also set an example for pursuing best practices by voluntarily disclosing its policy priorities for lobbying in and outside the United States." It is difficult for companies in trying to make these disclosures, and the organizations that evaluate these disclosures, to divide and separate political activities into all of its various forms.

The Staff Has Previously Concurred that Similar Proposals May be Excluded

The Staff has taken the view that a proposal requesting disclosure of lobbying payments, policies and procedures substantially duplicates a previously submitted proposal requesting the disclosure of political contributions and expenditures for purposes of Rule 14a-8(i)(11), because such proposals share the same "principal thrust" or "principal focus." As noted above, the Staff has previously permitted the Company to exclude a proposal addressing lobbying expenditures when it first received a proposal seeking disclosure of political contributions and expenditures. *CVS Caremark Corp.* (February 12, 2012). This is consistent with other decisions made by the Staff with respect to similar proposals as the St. Francis Proposal and the Clean Yield Proposal. *See, e.g. AT&T Inc.* (March 1, 2012) (permitting exclusion of a lobbying contributions and expenditures proposal because it was substantially duplicative of a previously submitted political contributions and expenditures proposal); *WellPoint, Inc.* (February 24, 2012) (same); *JP Morgan Chase & Co.* (same); *see also Pfizer Inc.* (January 9, 2013) (explaining that lobbying proposals and political contributions proposals are substantially duplicative for purposes of Rule 14a-8(i)(11)). In *AT&T Inc.*, *WellPoint, Inc.* and *JP Morgan Chase & Co.*, the Staff evaluated lobbying contributions proposals and political contributions proposals virtually identical to the St. Francis Proposal and the Clean Yield Proposal, respectively. In each case, the lobbying contributions proposal was received by those companies after the political contributions

proposal. And in each case, the Staff concurred in the view that the company was permitted to exclude the lobbying contributions proposal because it substantially duplicated the previously submitted political contributions proposal, pursuant to Rule 14a-8(i)(11). The similarities are evident from a brief comparison of the proposals summarized in the chart attached to this letter as Exhibit B.

* * *

For the reasons discussed above, the Company believes it may properly exclude the St. Francis Proposal from its 2013 Proxy Materials under Rule 14a-8. We respectfully request the Staff's concurrence with the Company's view, and we further request confirmation that the Staff will not recommend enforcement action to the Commission if the Company excludes the St. Francis Proposal from its 2013 Proxy Materials.

Respectfully yours,

Tom Moffatt
Vice President, Corporate Secretary &
Asst. General Counsel – Corporate
Services

cc: Mr. Thomas McCaney (Sisters of St. Francis of
Philadelphia, Missionary Oblates of Mary
Immaculate and Catholic Health East)
Ms. Ning Chiu (Davis Polk & Wardwell)

Exhibit A
(see attached)

EXHIBIT A



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

February 12, 2013

VIA EMAIL (shareholderproposals@sec.gov)

Securities and Exchange Commission

Division of Corporation Finance

Office of Chief Counsel

100 F Street, NE

Washington, DC 20549

Re: Shareholder proposal of Sisters of Saint Francis of Philadelphia and co-filers; request by CVS Caremark for no-action determination

Dear Sir/Madam:

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the Sisters of Saint Francis of Philadelphia, the Missionary Oblates of Mary Immaculate and Catholic Health East (together, the "Proponents") submitted to CVS Caremark Corporation ("CVS Caremark" or the "Company") a shareholder proposal (the "Lobbying Proposal") asking CVS Caremark to provide an annual report disclosing its policies and procedures relating to lobbying as well as certain information regarding payments used for lobbying.

In a letter dated January 14, 2013 (the "No-Action Request"), CVS Caremark stated that it intends to omit the Proposal from its proxy materials being prepared for the 2013 annual meeting of shareholders. CVS Caremark claims that it can exclude the Proposal pursuant to Rule 14a-8(i)(11), as substantially duplicative of an earlier-received proposal that will be included in the Company's proxy statement. CVS Caremark has not met its burden of showing that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(11), and the Proponents respectfully ask that the Division deny its request for no-action relief.

The Lobbying Proposal

The Lobbying Proposal states:

"Resolved, the stockholders of CVS Caremark Corporation ("CVS") request the Board authorize the preparation of a report, updated annually, disclosing:

1. **Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications. (emphasis added)**
2. **Payments by CVS used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.**
3. **CVS's membership in and payments to any tax-exempt organization that writes and endorses model legislation.**
4. **Description of the decision making process and oversight by management and the Board for making payments described in sections 2 and 3 above.**

For purposes of this proposal, a 'grassroots lobbying communication' is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. 'Indirect lobbying' is lobbying engaged in by a trade association or other organization of which the bank is a member.

Both 'direct and indirect' lobbying and 'grassroots lobbying communications' include efforts at the local, state and federal levels. Neither 'lobbying' nor 'grassroots lobbying communications' include efforts to participate or intervene in any political campaign or to influence the general public or any segment thereof with respect to an election or referendum. (emphasis added)

The report shall be presented to the Audit Committee or other relevant oversight committee of the Board and posted on the company's website."

The Lobbying Proposal Does Not Substantially Duplicate the Clean Yield Proposal Because The Clear Language of Each Proposal Makes Clear That its Coverage Does Not Include the Subject of the Other Proposal

CVS Caremark contends that the Lobbying Proposal substantially duplicates an earlier-received proposal submitted by Clean Yield Asset Management (the "Clean Yield Proposal") that will be included in the Company's proxy statement. The Clean Yield Proposal seeks disclosure of:

- **policies and procedures related to "contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public or any segment thereof, with respect to an election or referendum"; and**
- **particular contributions and expenditures of the kind described above (emphasis added)**

The Clean Yield Proposal affirmatively states that “[p]ayments used for lobbying are not encompassed by this proposal.” (emphasis added)¹

Read together, the Lobbying Proposal and the Clean Yield Proposal make explicit that there is no subject-matter overlap between them. The Lobbying Proposal specifically carves out policies, procedures and payments of exactly the type covered by the Clean Yield Proposal—those used to participate or intervene in any political campaign or to influence the general public with respect to an election or referendum. The Clean Yield Proposal, for its part, states unambiguously that it does not ask for disclosure of any kind related to lobbying.

CVS Caremark tries to sidestep this unambiguous language by claiming that the Clean Yield Proposal would nonetheless “in substance and in practice” call for a report that would cover lobbying. Its sole specific argument in support of this claim is that non-deductible trade association spending may encompass both lobbying and campaign-related spending because both types of spending are classified as non-deductible under section 162(e) of the Internal Revenue Code.

But neither proposal asks for disclosure of payments made to trade association and used for all non-deductible purposes (i.e., both lobbying and campaign-related spending). Instead, each proposal asks for reporting of non-deductible trade association expenditures only to the extent such expenditures are made in support of the activity that is the topic of the proposal. In other words, the Lobbying Proposal seeks disclosure of amounts paid to trade associations for lobbying activities—“Indirect lobbying” is lobbying engaged in by a trade association”—while the Clean Yield Proposal asks for disclosure of amounts paid to trade associations and used for campaign-related spending.

CVS Caremark claims that nondeductible expenses under IRC Section 162(e) are “treated without distinction under the IRC.” But the structure of IRC Section 162(e) disproves this claim by distinguishing between lobbying and campaign-related spending. Section 162(e)(1), which contains the general non-deductibility rule, includes separate subsections for payments made in connection with “influencing legislation” (i.e., lobbying (see 26 U.S.C. section 162(e)(1)(A)) and those made in connection with “participation in, or intervention in, any political campaign on behalf of (or in opposition to) any candidate for public office” (i.e., campaign-related spending (see 26 U.S.C. section 162(e)(1)(B))). Thus, section 162(e)(1) itself distinguishes between lobbying and campaign-related spending.

¹ The Proponents object to CVS Caremark’s characterization of this language as “self-serving.” Although the Proponents believe that previous versions of proposals separately addressing campaign-related political spending and lobbying clearly delineated their non-overlapping coverage, the Proponents added the language to which CVS Caremark refers in order to provide greater clarity to both the Company’s stockholders and the Company. That is surely a worthy goal.

The fact that trade associations must report on Form 990 whether they engage in "political campaign activities" undermines CVS's claim that trade association non-deductible spending is inherently indivisible. (2012 Instructions for Form 990, at 12 (available at <http://www.irs.gov/pub/irs-pdf/i990.pdf>); see also 2012 Form 990, Part IV Line 3 (available at <http://www.irs.gov/pub/irs-pdf/f990.pdf>) ("Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office?") Political campaign activities are defined as "activities that support or oppose candidates for elective federal, state, or local public office." (*Id.* at 63) That language closely tracks the language of the Clean Yield Proposal. Organizations that check "yes" must complete Schedule C, which requires them to disclose the amounts spent on political campaign activities. (See 2012 Schedule C, "Political Campaign and Lobbying Activities" (available at <http://www.irs.gov/pub/irs-pdf/f990sc.pdf>))

Similarly, trade associations may be legally required to register as lobbyists and report amounts spent on lobbying, which necessitates identification of "lobbying contacts" and lobbying activities" as well as classification of payments made for such activities.

CVS Caremark holds up a trade association advertisement that both addresses an issue and identifies an officeholder as an example of an activity that might qualify as both lobbying and campaign-related spending. CVS Caremark does not point to any real-life example of such an advertisement. In any event, the trade association would need to decide whether that advertisement should be classified as "political campaign activity" for Form 990 purposes and whether it constituted grassroots lobbying under applicable lobbying disclosure regimes. In the event that the trade association concluded that the advertisement satisfied both definitions, it would be disclosable under both the Clean Yield Proposal and the Lobbying Proposal. Such minor potential overlap is dwarfed by the vast amount of each proposal's coverage that is non-overlapping, defeating a conclusion that the proposals are substantially duplicative.

Also, nothing in the supporting statements supports CVS Caremark's argument that the proposals overlap. The Lobbying Proposal's supporting statement speaks exclusively to lobbying and efforts to influence legislation and regulation. Nowhere does the Clean Yield Proposal's supporting statement refer to lobbying or activities that involve influencing legislation or regulation. The CPA-Zicklin Index of Corporate Political Accountability and Disclosure, referenced in the supporting statement, evaluates companies based solely on their campaign-related spending disclosure; lobbying disclosure is excluded from the CPA-Zicklin analysis. (See *The 2012 CPA-Zicklin Index of Corporate Political Accountability and Disclosure*, at 12 (stating that Merck's disclosure of policy priorities for lobbying "fell outside the scope of this review"), 13-14 (listing types of payments analyzed) (available at <http://politicalaccountability.net/index.php?ht=a/GetDocumentAction/i/6903>))

CVS Caremark's other arguments for finding overlap are equally specious. The fact that both proposals ask for disclosure of payment amounts and recipients does not render them substantially duplicative, since the payments for which disclosure is sought are different. Likewise, that both proposals seek information on decision making processes and board oversight carries no weight in light of the differing subject matters. Under CVS Caremark's reasoning, a proposal asking for disclosure of board oversight of climate change risk and one seeking disclosure regarding board oversight of senior executive compensation could be deemed substantially duplicative. Such a result would not be consistent with the purpose of the substantial duplication exclusion.

The language of the Lobbying Proposal and Clean Yield Proposal unambiguously defines the coverage of each proposal. The only possible overlap between the two proposals—a single type of trade association activity spanning the definitions of campaign-related spending and lobbying—is hypothetical and, if it were to occur, would still constitute a very small portion of the activity covered by each of the proposals. Accordingly, the Proponents urge that CVS Caremark has not met its burden of showing that it is entitled to exclude the Lobbying Proposal in reliance on Rule 14a-8(i)(11).

* * * *

We appreciate the opportunity to be of assistance in this matter. If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,



Tom McCaney
Associate Director, Corporate Social Responsibility

cc: Thomas S. Moffatt
Vice President, Corporate Secretary and Assistant General Counsel
CVS Caremark Corp.
tsmoffatt@cv.com

Sr. Kathleen Coll, SSJ
Catholic Health East

Rev. Seamus Finn, OMI
Missionary Oblates of Mary Immaculate

Exhibit B
(see attached)

EXHIBIT B

Comparison of Lobbying Proposals

The St. Francis Proposal	<i>WellPoint, Inc.</i> – The Subject Proposal	<i>AT&T, Inc.</i> – The Subject Proposal	<i>JP Morgan Chase & Co.</i> – The Subject Proposal
Resolved, the stockholders of CVS Caremark Corporation (“CVS”) request the Board authorize the preparation of a report, updated annually, disclosing:	Resolved: Shareholders of WellPoint, Inc. (“WellPoint” or the “Company”) request that the Board of Directors (the “Board”) authorize the preparation of a report, updated annually, disclosing:	Resolved, shareholders of AT&T request the Board authorize the preparation of a report, updated annually, disclosing:	Resolved, the shareholders of JP Morgan Chase request that the Board authorize the preparation of a report, updated annually, disclosing:
1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.	1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on the Company’s behalf by trade organizations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.	1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.	1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company’s behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.
2. Payments by CVS used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.	2. A listing of payments (both direct and indirect, including payments to trade organizations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.	2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.	2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.

<p>3. CVS's membership in and payments to any tax-exempt organization that writes and endorses model legislation.</p>	<p>3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.</p>	<p>3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.</p>	<p>3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.</p>
<p>4. Description of the decision making process and oversight by the management and Board for making payments described in sections 2 and 3 above.</p>	<p>4. Description of the decision making process and oversight by the management and Board for (a) direct and indirect lobbying contribution or expenditure; and (b) payment for grassroots lobbying expenditure.</p>	<p>4. Description of the decision making process and oversight by the management and Board for</p> <ul style="list-style-type: none"> a. direct and indirect lobbying contribution or expenditure; and b. payment for grassroots lobbying expenditure. 	<p>4. Description of the decision making process and oversight by the management and Board for</p> <ul style="list-style-type: none"> a. direct and indirect lobbying contribution or expenditure; and b. payment for grassroots lobbying expenditure.
<p>For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation.</p>	<p>For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation.</p>	<p>For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation.</p>	<p>For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation.</p>

<p>Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.</p>	<p>Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.</p>	<p>Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.</p>	<p>Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels.</p>
<p>The report shall be presented to the Audit Committee or other relevant oversight committees of the Board and posted on the company’s website.</p>	<p>The report shall be presented to the Audit Committee or other relevant oversight committee of the Board and posted on the Company’s website.</p>	<p>The report shall be presented to the Audit Committee or other relevant oversight committees of the Board and posted on the company’s website.</p>	<p>The report shall be presented to the Audit Committee or other relevant oversight committees of the Board and posted on the company’s website.</p>

EXHIBIT B (cont.)

Comparison of Political Contributions Proposals

The Clean Yield Proposal	<i>WellPoint, Inc.</i> – The Prior Proposal	<i>AT&T, Inc.</i> – The Prior Proposal	<i>JP Morgan Chase & Co.</i> – The Prior Proposal
Resolved, that the shareholders of CVS Caremark (“Company”) hereby request that the Company provide a report, updated semiannually, disclosing its:	Resolved, that the shareholders of WellPoint, Inc. (“Company”) hereby request that the Company provide a report, updated semiannually, disclosing the Company’s:	Resolved, that the shareholders of AT&T (“Company”) hereby request that the Company provide a report, updated semiannually, disclosing the Company’s:	Resolved, that the shareholders of JPMorgan Chase (“Company”) hereby request that the Company provide a report, updated semiannually, disclosing the Company’s:
1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public or any segment thereof, with respect to an election or referendum.	1. Policies and procedures for political contributions and expenditures (both direct and indirect) made with corporate funds.	1. Policies and procedures for political contributions and expenditures (both direct and indirect) made with corporate funds.	1. Policies and procedures for political contributions and expenditures (both direct and indirect) made with corporate funds.

<p>2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:</p> <p>a. The identity of the recipient as well as the amount paid to each; and</p> <p>b. The title(s) of the person(s) in the Company responsible for decision-making.</p>	<p>2. Monetary and non-monetary contributions and expenditures (direct and indirect) used to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, and used in any attempt to influence the general public, or segments thereof, with respect to elections or referenda. The report shall include:</p> <p>a. An accounting through an itemized report that includes the identity of the recipient as well as the amount paid to each recipient of the Company's funds that are used for political contributions or expenditures as described above; and</p> <p>b. The title(s) of the person(s) in the Company responsible for decision(s) to make the political contributions or expenditures.</p>	<p>2. Monetary and non-monetary contributions and expenditures (direct and indirect) used to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, and used in any attempt to influence the general public, or segments thereof, with respect to elections or referenda. The report shall include:</p> <p>a. An accounting through an itemized report that includes the identity of the recipient as well as the amount paid to each recipient of the Company's funds that are used for political contributions or expenditures as described above; and</p> <p>b. The title(s) of the person(s) in the Company responsible for decision(s) to make the political contributions or expenditures.</p>	<p>2. Monetary and non-monetary contributions and expenditures (direct and indirect) used to participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, and used in any attempt to influence the general public, or segments thereof, with respect to elections or referenda. The report shall include:</p> <p>a. An accounting through an itemized report that includes the identity of the recipient as well as the amount paid to each recipient of the Company's funds that are used for political contributions or expenditures as described above; and</p> <p>b. The title(s) of the person(s) in the Company responsible for decision(s) to make the political contributions or expenditures.</p>
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<p>The report shall be presented to the board of directors or relevant board committee and posted on the Company's website.</p>	<p>The report shall be presented to the board of directors or relevant board oversight committee and posted on the Company's website.</p>	<p>The report shall be presented to the board of directors or relevant board oversight committee and posted on the Company's website.</p>	<p>The report shall be presented to the board of directors or relevant board oversight committee and posted on the Company's website.</p>
<p>Payments used for lobbying are not encompassed by this proposal.</p>			



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

February 12, 2013

VIA EMAIL (shareholderproposals@sec.gov)

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, NE
Washington, DC 20549

Re: Shareholder proposal of Sisters of Saint Francis of Philadelphia and co-filers; request by CVS Caremark for no-action determination

Dear Sir/Madam:

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the Sisters of Saint Francis of Philadelphia, the Missionary Oblates of Mary Immaculate and Catholic Health East (together, the "Proponents") submitted to CVS Caremark Corporation ("CVS Caremark" or the "Company") a shareholder proposal (the "Lobbying Proposal") asking CVS Caremark to provide an annual report disclosing its policies and procedures relating to lobbying as well as certain information regarding payments used for lobbying.

In a letter dated January 14, 2013 (the "No-Action Request"), CVS Caremark stated that it intends to omit the Proposal from its proxy materials being prepared for the 2013 annual meeting of shareholders. CVS Caremark claims that it can exclude the Proposal pursuant to Rule 14a-8(i)(11), as substantially duplicative of an earlier-received proposal that will be included in the Company's proxy statement. CVS Caremark has not met its burden of showing that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(11), and the Proponents respectfully ask that the Division deny its request for no-action relief.

The Lobbying Proposal

The Lobbying Proposal states:

"Resolved, the stockholders of CVS Caremark Corporation ("CVS") request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing **lobbying, both direct and indirect, and grassroots lobbying communications.** (emphasis added)
2. Payments by CVS used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. CVS's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by management and the Board for making payments described in sections 2 and 3 above.

For purposes of this proposal, a 'grassroots lobbying communication' is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. 'Indirect lobbying' is lobbying engaged in by a trade association or other organization of which the bank is a member.

Both 'direct and indirect' lobbying and 'grassroots lobbying communications' include efforts at the local, state and federal levels. Neither 'lobbying' nor 'grassroots lobbying communications' include efforts to **participate or intervene in any political campaign or to influence the general public or any segment thereof with respect to an election or referendum.** (emphasis added)

The report shall be presented to the Audit Committee or other relevant oversight committee of the Board and posted on the company's website."

The Lobbying Proposal Does Not Substantially Duplicate the Clean Yield Proposal Because The Clear Language of Each Proposal Makes Clear That its Coverage Does Not Include the Subject of the Other Proposal

CVS Caremark contends that the Lobbying Proposal substantially duplicates an earlier-received proposal submitted by Clean Yield Asset Management (the "Clean Yield Proposal") that will be included in the Company's proxy statement. The Clean Yield Proposal seeks disclosure of:

- policies and procedures related to "contributions and expenditures (direct or indirect) to (a) **participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public or any segment thereof, with respect to an election or referendum**"; and
- particular contributions and expenditures of the kind described above (emphasis added)

The Clean Yield Proposal affirmatively states that “[p]ayments used for **lobbying** are not encompassed by this proposal.” (emphasis added)¹

Read together, the Lobbying Proposal and the Clean Yield Proposal make explicit that there is no subject-matter overlap between them. The Lobbying Proposal specifically carves out policies, procedures and payments of exactly the type covered by the Clean Yield Proposal—those used to participate or intervene in any political campaign or to influence the general public with respect to an election or referendum. The Clean Yield Proposal, for its part, states unambiguously that it does not ask for disclosure of any kind related to lobbying.

CVS Caremark tries to sidestep this unambiguous language by claiming that the Clean Yield Proposal would nonetheless “in substance and in practice” call for a report that would cover lobbying. Its sole specific argument in support of this claim is that non-deductible trade association spending may encompass both lobbying and campaign-related spending because both types of spending are classified as non-deductible under section 162(e) of the Internal Revenue Code.

But neither proposal asks for disclosure of payments made to trade association and used for all non-deductible purposes (i.e., both lobbying and campaign-related spending). Instead, each proposal asks for reporting of non-deductible trade association expenditures only to the extent such expenditures are made in support of the activity that is the topic of the proposal. In other words, the Lobbying Proposal seeks disclosure of amounts paid to trade associations for lobbying activities—“‘Indirect lobbying’ is lobbying engaged in by a trade association”—while the Clean Yield Proposal asks for disclosure of amounts paid to trade associations and used for campaign-related spending.

CVS Caremark claims that nondeductible expenses under IRC Section 162(e) are “treated without distinction under the IRC.” But the structure of IRC Section 162(e) disproves this claim by distinguishing between lobbying and campaign-related spending. Section 162(e)(1), which contains the general non-deductibility rule, includes separate subsections for payments made in connection with “influencing legislation” (i.e., lobbying (see 26 U.S.C. section 162(e)(1)(A)) and those made in connection with “participation in, or intervention in, any political campaign on behalf of (or in opposition to) any candidate for public office” (i.e., campaign-related spending (see 26 U.S.C. section 162(e)(1)(B))). Thus, section 162(e)(1) itself distinguishes between lobbying and campaign-related spending.

¹ The Proponents object to CVS Caremark’s characterization of this language as “self-serving.” Although the Proponents believe that previous versions of proposals separately addressing campaign-related political spending and lobbying clearly delineated their non-overlapping coverage, the Proponents added the language to which CVS Caremark refers in order to provide greater clarity to both the Company’s stockholders and the Company. That is surely a worthy goal.

The fact that trade associations must report on Form 990 whether they engage in “political campaign activities” undermines CVS’s claim that trade association non-deductible spending is inherently indivisible. (2012 Instructions for Form 990, at 12 (available at <http://www.irs.gov/pub/irs-pdf/i990.pdf>); see also 2012 Form 990, Part IV Line 3 (available at <http://www.irs.gov/pub/irs-pdf/f990.pdf>)(“Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office?”) Political campaign activities are defined as “activities that support or oppose candidates for elective federal, state, or local public office.” (*Id.* at 63) That language closely tracks the language of the Clean Yield Proposal. Organizations that check “yes” must complete Schedule C, which requires them to disclose the amounts spent on political campaign activities. (See 2012 Schedule C, “Political Campaign and Lobbying Activities” (available at <http://www.irs.gov/pub/irs-pdf/f990sc.pdf>))

Similarly, trade associations may be legally required to register as lobbyists and report amounts spent on lobbying, which necessitates identification of “lobbying contacts” and lobbying activities” as well as classification of payments made for such activities.

CVS Caremark holds up a trade association advertisement that both addresses an issue and identifies an officeholder as an example of an activity that might qualify as both lobbying and campaign-related spending. CVS Caremark does not point to any real-life example of such an advertisement. In any event, the trade association would need to decide whether that advertisement should be classified as “political campaign activity” for Form 990 purposes and whether it constituted grassroots lobbying under applicable lobbying disclosure regimes. In the event that the trade association concluded that the advertisement satisfied both definitions, it would be disclosable under both the Clean Yield Proposal and the Lobbying Proposal. Such minor potential overlap is dwarfed by the vast amount of each proposal’s coverage that is non-overlapping, defeating a conclusion that the proposals are substantially duplicative.

Also, nothing in the supporting statements supports CVS Caremark’s argument that the proposals overlap. The Lobbying Proposal’s supporting statement speaks exclusively to lobbying and efforts to influence legislation and regulation. Nowhere does the Clean Yield Proposal’s supporting statement refer to lobbying or activities that involve influencing legislation or regulation. The CPA-Zicklin Index of Corporate Political Accountability and Disclosure, referenced in the supporting statement, evaluates companies based solely on their campaign-related spending disclosure; lobbying disclosure is excluded from the CPA-Zicklin analysis. (See *The 2012 CPA-Zicklin Index of Corporate Political Accountability and Disclosure*, at 12 (stating that Merck’s disclosure of policy priorities for lobbying “fell outside the scope of this review”), 13-14 (listing types of payments analyzed) (available at <http://politicalaccountability.net/index.php?ht=a/GetDocumentAction/i/6903>))

CVS Caremark's other arguments for finding overlap are equally specious. The fact that both proposals ask for disclosure of payment amounts and recipients does not render them substantially duplicative, since the payments for which disclosure is sought are different. Likewise, that both proposals seek information on decision making processes and board oversight carries no weight in light of the differing subject matters. Under CVS Caremark's reasoning, a proposal asking for disclosure of board oversight of climate change risk and one seeking disclosure regarding board oversight of senior executive compensation could be deemed substantially duplicative. Such a result would not be consistent with the purpose of the substantial duplication exclusion.

The language of the Lobbying Proposal and Clean Yield Proposal unambiguously defines the coverage of each proposal. The only possible overlap between the two proposals—a single type of trade association activity spanning the definitions of campaign-related spending and lobbying—is hypothetical and, if it were to occur, would still constitute a very small portion of the activity covered by each of the proposals. Accordingly, the Proponents urge that CVS Caremark has not met its burden of showing that it is entitled to exclude the Lobbying Proposal in reliance on Rule 14a-8(i)(11).

* * * *

We appreciate the opportunity to be of assistance in this matter. If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,



Tom McCaney
Associate Director, Corporate Social Responsibility

cc: Thomas S. Moffatt
Vice President, Corporate Secretary and Assistant General Counsel
CVS Caremark Corp.
tsmoffatt@cvs.com

Sr. Kathleen Coll, SSJ
Catholic Health East

Rev. Seamus Finn, OMI
Missionary Oblates of Mary Immaculate

Thomas S. Moffatt**Vice President, Corporate Secretary and Assistant General Counsel**

One CVS Drive
Woonsocket, Rhode Island 02895
T: 401.770.5409
F: 401.216.3758
E: tsmoffatt@cv.com

January 14, 2013

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, NE
Washington, DC 20549
(Via email: shareholderproposals@sec.gov)

Dear Sir or Madam:

On behalf of CVS Caremark Corporation, a Delaware corporation (the “Company” or “CVS Caremark”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, I am filing this letter with respect to the shareholder proposal and supporting statement submitted by the Sisters of St. Francis of Philadelphia (“St. Francis”) by letter dated November 29, 2012 and received in December 2012 (the “St. Francis Proposal”) for inclusion in the proxy materials that CVS Caremark intends to distribute in connection with its 2013 Annual Meeting of Shareholders (the “2013 Proxy Materials”). The Missionary Oblates of Mary Immaculate and Catholic Health East (together with St. Francis, the “Proponents”) have co-filed the St. Francis Proposal. A copy of the St. Francis Proposal and all related correspondence with the Proponents are attached as Exhibit A. I hereby request confirmation that the staff of the Office of Chief Counsel (the “Staff”) will not recommend any enforcement action if, in reliance on Rule 14a-8, CVS Caremark omits the St. Francis Proposal from its 2013 Proxy Materials.

Pursuant to Rule 14a-8(j), this letter is being filed with the Commission no later than 80 days before CVS Caremark files its definitive 2013 Proxy Materials. Pursuant to Staff Legal Bulletin No. 14D (CF), *Shareholder Proposals* (Nov. 7, 2008), question C, we have submitted this letter to the Commission via email to shareholderproposals@sec.gov.

Pursuant to Rule 14a-8(j), a copy of this submission is being sent simultaneously to the Proponents as notification of the Company’s intention to omit the St. Francis Proposal from its 2013 Proxy Materials. This letter constitutes the Company’s statement of the reasons that it deems the omission of the St. Francis Proposal to be proper.

St. Francis Proposal

The St. Francis Proposal states:

Resolved, the stockholders of CVS Caremark Corporation (“CVS”) request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by CVS used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. CVS’s membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by management and the Board for making payments described in sections 2 and 3 above.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. “Indirect lobbying” is lobbying engaged in by a trade association or other organization of which the bank [sic] is a member.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the local, state and federal levels. Neither “lobbying” nor “grassroots lobbying communications” include efforts to participate or intervene in any political campaign or to influence the general public or any segment thereof with respect to an election or referendum.

The report shall be presented to the Audit Committee or other relevant oversight committees of the Board and posted on the company’s website.

Clean Yield Proposal

CVS Caremark received a shareholder proposal submitted by Clean Yield Asset Management on November 30, 2012 (the “Clean Yield Proposal” and, together with the St. Francis Proposal, the “Proposals”), prior to the time that the Company received the St. Francis Proposal. The Clean Yield Proposal states:

Resolved, that the shareholders of CVS Caremark (“Company”) hereby request that the Company provide a report, updated semiannually, disclosing its:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:
 - a. The identity of the recipient as well as the amount paid to each; and
 - b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company’s website.

Payments used for lobbying are not encompassed by this proposal.

A copy of the Clean Yield Proposal and all related correspondence with Clean Yield Asset Management are attached as Exhibit B.

Statement of Reasons to Exclude

The Company believes that the St. Francis Proposal may be properly excluded from the 2013 Proxy Materials under Rule 14a-8(i)(11) because it is substantially duplicative of the Clean Yield Proposal, which was submitted prior to the submission of the St. Francis Proposal and will be included in our 2013 Proxy Materials.

The Securities and Exchange Commission has explained that Rule 14a-8(i)(11) was adopted, in part, to eliminate the possibility that shareholders would have to consider two or more substantially identical proposals submitted by proponents acting independently of each other. *See Securities Exchange Act Release No. 34-12598* (July 7, 1976). The Staff has repeatedly allowed a shareholder proposal to be excluded on the basis of Rule 14a-8(i)(11) where both it and a previously submitted shareholder proposal request disclosure of the political contributions made by the registrant. *See, e.g., FedEx Corp.* (July 21, 2011) (proposal requesting that the company annually disclose in its proxy statement its policies on electioneering, political contributions and communications, projected expenditures on such activities during the forthcoming year, and a list of electioneering contributions made during the prior year substantially duplicates an earlier proposal requesting disclosure of its policy and procedures for political contributions, the amount paid to and the identity of recipients of the company's political contributions, and the titles of people in the company who participated in the decision to make political contributions); *Ford Motor Co.* (Feb. 15, 2011) (proposal requesting a semi-annual release of a report on the company website disclosing the company's policies and procedures for political contributions and expenditures as well as actual amounts of political contributions substantially duplicates an earlier proposal requesting disclosure of the amount of corporate dollars being spent for political purposes and the political causes seeking to be promoted by management in the use of such political contribution funds); and *General Motors Corp.* (Apr. 5, 2007) (proposal requesting a report disclosing company policies and procedures for political contributions and expenditures substantially duplicates an earlier proposal requesting publication of a detailed statement of each contribution made within the prior year with respect to a political campaign, party, referendum or initiative, or other attempts to influence legislation). These letters illustrate that shareholder proposals do not have to be identical in order for Rule 14a-8(i)(11) to apply. They can differ in terms of the breadth and scope of the subject matter as long as their principal thrust and focus is substantially similar.

Moreover, the Staff has consistently allowed a shareholder proposal to be excluded on the basis of substantial duplication under Rule 14a-8(i)(11) where it requests disclosure focused on lobbying expenditures and a previously submitted shareholder proposal requests disclosure focused on political contributions, including for the Company. *CVS Caremark Corp.* (February 12, 2012) (proposal requesting that the Company annually disclose company policy and procedures on lobbying contributions, a listing of payments used for lobbying, membership in and payments to any tax-exempt organizations that endorses legislation, and a description of the decision-making process and oversight by the management and board for lobbying expenditures substantially duplicates prior proposal requesting a report on contributions and expenditures to participate in political campaigns); *Occidental Petroleum Corp.* (proposal requesting that the company annually disclose company policies and procedures for lobbying contributions substantially duplicates a proposal requesting

disclosure on procedures used to approve “political expenditures” and an accounting of the company’s direct and indirect expenditures aimed at “affecting political races”). These no-action letters recognize that the broad nature of the proposals seeking information on corporate spending for political purposes means there is no clear distinction between lobbying and political expenditures and, in practice, there is substantial overlap.

Both the St. Francis Proposal and the Clean Yield Proposal are substantially similar to the two proposals that the Company received last year in their scope and purpose. The main difference from the political contributions proposal received last year is that the Clean Yield Proposal now contains a self-serving, concluding, one-line sentence that “payments used for lobbying are not encompassed by this proposal.” This sentence appears to be an attempt to distinguish the two proposals, in light of the no-action letter received by CVS Caremark last year. However, as shown in more detail below, the Proposals taken as a whole with their supporting statements substantially overlap. And, in any event, the distinction between expenditures made for political purposes and those for lobbying purposes is decidedly unclear, especially as both relate to payments to external parties in relation to the political process (political campaigns, legislative or regulatory changes, and the like).

While each Proposal contains different wording, the principal thrust and focus is substantially the same:

- Both Proposals request that the Company prepare reports on policies regarding political contributions and lobbying expenditures to be presented to the board or board committee and posted on the Company’s website. The Clean Yield Proposal seeks a report on “monetary and non-monetary contributions and expenditures (direct and indirect) used to...participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.” Notwithstanding the sentence in the proposal that “payments used for lobbying are not encompassed,” this broad statement would in substance and in practice call for a report that would cover the request in the St. Francis Proposal to disclose payments used for lobbying and is therefore duplicative.
- Both Proposals ask that the Company report on contributions, payments and other expenditures made directly by the Company or indirectly through other means, namely through trade associations, to influence the political process. The Supporting Statement for the Clean Yield Proposal clearly references the inclusion of trade associations and “social welfare” organizations under U.S. Internal Revenue Code (“IRC”) Section 501(c), which would be the same groups as the “tax-exempt organization that writes and endorses model legislation” referred to in the St. Francis Proposal resolution.

- Both Proposals seek disclosure of the amount and identity of the recipient of such contributions and expenditures; and
- Both Proposals also ask that the reports contain a discussion about corporate decision-making and board oversight with respect to these contributions and expenditures.

In short, the mere assertion that “[p]ayments used for lobbying are not encompassed by this proposal” does not alter the fact that there is substantial overlap in substance and in practice between the types of payments, subject matter and report sought in each proposal.

More specifically, both Proposals seek information regarding “nondeductible expenses” under IRC Section 162(e). Under IRC Section 162(e), payments made to a trade association that are used to influence legislation, intervene in a political campaign, influence the general public (i.e., indirect grassroots lobbying) or directly communicate with a covered executive branch official to influence officials actions (i.e., direct lobbying) are considered nondeductible lobbying and political expenditures. These varying types of political expenditures are treated without distinction under the IRC out of the recognition that many forms of political expenditure serve the dual purposes of lobbying and campaign intervention. For example, advertisements specifically identifying an officeholder that speaks often about a particular issue serve the dual purpose of lobbying and campaign intervention such that the advertisement is treated as a nondeductible expenditure under IRC Section 162(e). When CVS Caremark makes a contribution to a trade association, although the trade association is obligated to inform the Company what portion of the contribution constitutes a “nondeductible expense”, the Company typically has no way to distinguish what portion of the “nondeductible expense” is allocated towards “lobbying”, as opposed to other forms of political activity.

Likewise, though the St. Francis Proposal states that “neither ‘lobbying’ nor ‘grassroots lobbying communications’ include efforts to participate or intervene in any election or to influence the general public or any segment thereof with respect to an election or referendum,” specific expenditures for such activities usually cannot be isolated from other political expenditures made by the Company. At a fundamental level, the two proposals both seek the same, duplicative information regarding nondeductible expenses under IRC Section 162(e), which covers all of the expenditures highlighted in both proposals.

Furthermore, in the supporting statements, both Proposals discuss the perceived need for information about contributions to tax-exempt organizations that may be used for political means, information which the Proposals state are not readily available from public sources, and also highlight their support for “transparency” in requesting the disclosures. If the Company were to include both Proposals in its 2013 Proxy Materials, shareholders would

rightfully question what, if any, substantive differences exist between the Proposals and wonder why they are being asked to consider substantially similar proposals. Rule 14a-8(i)(11) was intended to eliminate precisely this type of shareholder confusion.

As discussed above, the Staff has consistently held that a shareholder proposal requesting disclosure of a company's lobbying expenditures is substantially duplicative of a shareholder proposal previously received by that company which requests disclosure of its "political expenditures." *Citigroup Inc.* (Jan. 28, 2011) (a lobbying disclosure proposal similar to the St. Francis Proposal substantially duplicates a proposal almost identical to the Clean Yield Proposal). The foregoing analysis is consistent with the Staff's determinations in those prior letters.

* * *

The Company respectfully requests the Staff's concurrence with its decision to omit the St. Francis Proposal from the 2013 Proxy Materials and further requests confirmation that the Staff will not recommend any enforcement action. Please call the undersigned at (401) 770-5409 if you should have any questions or need additional information or as soon as a Staff response is available.

Respectfully yours,



Tom Moffatt
Vice President, Corporate Secretary &
Asst. General Counsel – Corporate Services

Attachment

cc w/ att: Mr. Thomas McCaney (Sisters of St. Francis of Philadelphia,
Missionary Oblates of Mary Immaculate and Catholic Health East)
Ms. Ning Chiu (Davis Polk & Wardwell)

EXHIBIT A

(attached)



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

November 29, 2012

Larry J. Merlo
President and CEO
CVS Caremark Corporation
One CVS Drive
Woonsocket, RI 02895

Dear Mr. Merlo:

Peace and all good! The Sisters of St. Francis of Philadelphia have been shareholders in CVS Caremark for several years. Corporate lobbying expenditures allows companies to exert a great deal of influence on our country's political process. Disclosure of these expenditures is vital to the reputation of our company.

The Sisters of St. Francis of Philadelphia are therefore submitting the enclosed shareholder resolution, "Lobbying Expenditures Disclosure". I submit it for inclusion in the 2013 proxy statement for consideration and action by the next stockholders meeting in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the annual stockholders meeting to move the resolution as required by SEC rules. We hope that the company will meet with the proponents of this resolution. Please note that the contact person for this resolution will be: Tom McCaney, Associate Director, Corporate Social Responsibility. Contact information: tmccaney@osfphila.org or 610-558-7764.

As verification that we are beneficial owners of common stock in CVS Caremark, I enclose a letter from Northern Trust Company, our portfolio custodian/record holder attesting to the fact. It is our intention to keep these shares in our portfolio through the 2013 shareholder meeting.

Respectfully yours,

Tom McCaney
Associate Director, Corporate Social Responsibility

Enclosures
cc: Julie Wokaty, ICCR

Whereas, we rely on the information provided by our company to evaluate goals and objectives, and we, therefore, have a strong interest in full disclosure of our company's lobbying to assess whether our company's lobbying is consistent with its expressed goals and in the best interests of stockholders and long-term value.

Resolved, the stockholders of CVS Caremark Corporation ("CVS") request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by CVS used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. CVS's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by management and the Board for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which the bank is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels. Neither "lobbying" nor "grassroots lobbying communications" include efforts to participate or intervene in any political campaign or to influence the general public or any segment thereof with respect to an election or referendum.

The report shall be presented to the Audit Committee or other relevant oversight committees of the Board and posted on the company's website.

Supporting Statement

As stockholders, we encourage transparency and accountability in the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly. Absent a system of accountability, company assets could be used for objectives contrary to CVS's long-term interests.

CVS is a member of the Chamber of Commerce. The Chamber of Commerce has been characterized as "by far the most muscular business lobby group in Washington" ("Chamber of Secrets," *Economist*, April 21, 2012) and has spent over \$300 million on lobbying since 2010. CVS does not disclose its individual trade association payments or the portions used for lobbying on its website, and it is unclear whether the aggregate amount of dues disclosed includes all payments made to trade associations.

CVS spent over \$18.5 million in 2010 and 2011 on direct federal lobbying activities, according to disclosure reports (*Senate Records*). These figures do not include lobbying expenditures to influence legislation in states. CVS lobbies at the state level with at least 241 lobbyists in 40 states between 2003 and 2011 (National Institute on Money in State Politics).

The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60603
(312) 630-6000



Northern Trust

November 29, 2012

To Whom It May Concern:

This letter will confirm that the Sisters of St. Francis of Philadelphia hold at least \$2,000 worth of CVS Caremark Corporation. These shares have been held for more than one year and will be held at the time of your next annual meeting.

The Northern Trust Company serves as custodian/record holder for the Sisters of St. Francis of Philadelphia. The above mentioned shares are registered in the nominee name of the Northern Trust Company.

This letter will further verify that Sister Nora M. Nash and/or Thomas McCaney are representatives of the Sisters of St. Francis of Philadelphia and are authorized to act on their behalf.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Matthew Pomatto'. The signature is fluid and cursive, with a large initial 'M' and a long, sweeping tail.

Matthew Pomatto
Vice President

Page 12 redacted for the following reason:

FISMA & OMB Memorandum M-07-16

FAX TRANSMISSION COVER SHEET

Missionary Oblates of Mary Immaculate
Provincial Offices
391 Michigan Ave NE
Washington, DC 20017-1516
Fax: 202 529 4572

Date: 12/03/2012

TO: Thomas Moffatt
Corporate Secretary CVS Corporation

FROM: Rev: Seamus Finn, OMI

RE: Co-file Stockholder Resolution

You should receive 4 pages, including this cover sheet. If you do not receive all pages please call 202 529 4505



Missionary Oblates of Mary Immaculate
Justice, Peace and Integrity of Creation office
391 Michigan Avenue NE, Washington DC 20017
Tel: 202 529 4505 Fax 202 529 4572

November 28, 2012

Larry J. Merlo
President and CEO
CVS Caremark Corporation
One CVS Drive
Woonsocket, RI 02895

Dear Mr. Merlo:

The Missionary Oblates of Mary Immaculate are a religious order in the Roman Catholic tradition with over 4,000 members and missionaries in more than 60 countries throughout the world. We are members of the Interfaith Center on Corporate Responsibility a coalition of 275 faith-based institutional investors - denominations, orders, pension funds, healthcare corporations, foundations, publishing companies and dioceses - whose combined assets exceed \$110 billion.

We are the beneficial owners of 3,500 shares of CVS. Verification of our ownership of this stock is enclosed. We plan to hold these shares at least until the annual meeting.

I am writing you on behalf of the Missionary Oblates of Mary Immaculate to co-file the stockholder resolution on a Report on the Lobbying Expenditures Disclosure.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with the Sisters of Saint Francis of Philadelphia. I submit it for inclusion in the proxy statement for consideration and action by the shareholders at the 2013 annual meeting in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules.

We hope that the company will be willing to dialogue with the filers about this proposal. Please note that the contact person for this resolution/proposal will be Tom McCaney, Associate Director, Corporate Responsibility who can be reached at (610) 558 7764 or email tmccaney@osfphila.org

If agreement is reached, Tom McCaney, as spokesperson for the primary filer, is authorized to withdraw the resolution on our behalf. If you have any questions on this, please do not hesitate to contact me.

Sincerely,

Rev. Séamus P. Finn, OMI, Director
Justice, Peace and Integrity of Creation Office
Missionary Oblates of Mary Immaculate

Whereas, we rely on the information provided by our company to evaluate goals and objectives, and we, therefore, have a strong interest in full disclosure of our company's lobbying to assess whether our company's lobbying is consistent with its expressed goals and in the best interests of stockholders and long-term value.

Resolved, the stockholders of CVS Caremark Corporation ("CVS") request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by CVS used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. CVS's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by management and the Board for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which the bank is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels. Neither "lobbying" nor "grassroots lobbying communications" include efforts to participate or intervene in any political campaign or to influence the general public or any segment thereof with respect to an election or referendum.

The report shall be presented to the Audit Committee or other relevant oversight committees of the Board and posted on the company's website.

Supporting Statement

As stockholders, we encourage transparency and accountability in the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly. Absent a system of accountability, company assets could be used for objectives contrary to CVS's long-term interests.

CVS is a member of the Chamber of Commerce. The Chamber of Commerce has been characterized as "by far the most muscular business lobby group in Washington" ("Chamber of Secrets," *Economist*, April 21, 2012) and has spent over \$300 million on lobbying since 2010. CVS does not disclose its individual trade association payments or the portions used for lobbying on its website, and it is unclear whether the aggregate amount of dues disclosed includes all payments made to trade associations.

CVS spent over \$18.5 million in 2010 and 2011 on direct federal lobbying activities, according to disclosure reports (*Senate Records*). These figures do not include lobbying expenditures to influence legislation in states. CVS lobbies at the state level with at least 241 lobbyists in 40 states between 2003 and 2011 (National Institute on Money in State Politics).

 **M&T Investment Group**

MaT Bank, MD1-MP33, 1800 Washington Blvd, P.O. Box 1596, Baltimore, MD 21203-1596
410 545 2719 TOLLFREE 866 848 0383 FAX 410 545 2762

November 28, 2012

Rev. Seamus P. Finn
Missionary Oblates of Mary Immaculate
Justice and Peace Office - United States Province
391 Michigan Avenue, NE
Washington, DC 20017-1516

Dear Father Finn:

The United States Province of Missionary Oblates of Mary Immaculate owns 3,500 shares of CVS and has owned these shares for at least one year. These shares are held in nominee name in the M & T Banks' account at the Depository Trust Company (0990)

Please don't hesitate to call me with any questions.

Very truly yours,



S Bernadette Greaver
Assistant Vice President
Custody Administration



CATHOLIC HEALTH EAST

Treasury MS 222
3805 West Chester Pike, Ste. 100
Newtown Square, PA 19073-2329
kcoll@che.org
610-355-2035 fax 610-355-2050

November 30, 2012

Thomas Moffat
Vice President and Corporate Secretary
CVS Caremark Corporation
One CVS Drive
Woonsocket, RI 02895

RE: Shareholder Proposal for 2013 Annual Meeting

Dear Mr. Moffat:

Catholic Health East, one of the largest Catholic health care systems in the U.S. is a long-term, faith-based shareowner of CVS Caremark Corporation. Catholic Health East seeks to reflect its Mission and Core Values while looking for social, environmental as well as financial accountability in its investments.

Catholic Health East is interested in full disclosure of our company's lobbying to assess whether our company's lobbying is consistent with its expressed goals and in the best interest of stockholders and long-term value. Therefore, Catholic Health East is co-filing the enclosed resolution with the primary filer, The Sisters of St. Francis, Philadelphia represented by Thomas Mc Caney. We authorize the representative of The Sisters of St. Francis, Philadelphia to withdraw the resolution on our behalf when appropriate.

The enclosed resolution is for consideration and action by the shareholders at the next meeting. I hereby submit it for inclusion in the proxy statement in accordance with Rule 14 a-8 of the general rules and regulations of the Security and Exchange Act of 1934.

Catholic Health East is beneficial owner of at least \$2,000 worth of CVS Caremark Corporation stock. We have held these shares continuously for more than one year and will continue to hold at least \$2,000 of stock until after the 2013 shareholder meeting. The verification of our ownership position will be provided by our custodian, BNY Mellon and will follow under separate cover.

Catholic Health East remains open for productive dialogue which could lead to a withdrawal of the resolution. Thank you for your attention to this matter.

Sincerely,


Sister Kathleen Coll, SSJ
Administrator, Shareholder Advocacy

Enclosure

cc: Thomas Mc Caney, Sisters of St. Francis, Philadelphia
The Interfaith Center on Corporate Responsibility

RECEIVED
DEC 03 2012
LEGAL DEPT.

Whereas, we rely on the information provided by our company to evaluate goals and objectives, and we, therefore, have a strong interest in full disclosure of our company's lobbying to assess whether our company's lobbying is consistent with its expressed goals and in the best interests of stockholders and long-term value.

Resolved, the stockholders of CVS Caremark Corporation ("CVS") request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by CVS used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. CVS's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by management and the Board for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which the bank is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels. Neither "lobbying" nor "grassroots lobbying communications" include efforts to participate or intervene in any political campaign or to influence the general public or any segment thereof with respect to an election or referendum.

The report shall be presented to the Audit Committee or other relevant oversight committees of the Board and posted on the company's website.

Supporting Statement

As stockholders, we encourage transparency and accountability in the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly. Absent a system of accountability, company assets could be used for objectives contrary to CVS's long-term interests.

CVS is a member of the Chamber of Commerce. The Chamber of Commerce has been characterized as "by far the most muscular business lobby group in Washington" ("Chamber of Secrets," *Economist*, April 21, 2012) and has spent over \$300 million on lobbying since 2010. CVS does not disclose its individual trade association payments or the portions used for lobbying on its website, and it is unclear whether the aggregate amount of dues disclosed includes all payments made to trade associations.

CVS spent over \$18.5 million in 2010 and 2011 on direct federal lobbying activities, according to disclosure reports (*Senate Records*). These figures do not include lobbying expenditures to influence legislation in states. CVS lobbies at the state level with at least 241 lobbyists in 40 states between 2003 and 2011 (National Institute on Money in State Politics).



THE BANK OF NEW YORK MELLON

December 3, 2012

Thomas Moffat
VP and Corporate Secretary
CVS Caremark Corporation
One CVS Drive
Woonsocket, RI 02895

RECEIVED
DEC 04 2012
LEGAL DEPT.

To Whom It May Concern:

Please be advised that The Bank of New York Mellon/Mellon Trust of New England, National Association (Depository Trust Company Participant ID 954) held 175 shares of CVS CAREMARK CORP (cusip 126650100) for our client and beneficial owner, Catholic Health East, as of November 30, 2012.

Of the 175 shares currently held in our custody, 175 shares have been continuously held for over one year by our client:

Catholic Health East
3805 West Chester Pike
Newtown Square, PA 19073

Please feel free to contact me if you have any questions. Thank you.

Sincerely,

Jennifer L. May
Vice President, BNY Mellon Asset Servicing

Phone: (412) 234-3902
Email: Jennifer.l.may@bnymellon.com

EXHIBIT B

(attached)

Moffatt, Thomas S.

From: Shelley Alpern [shelley@cleanyield.com]
Sent: Friday, November 30, 2012 5:10 PM
To: aplankowsky@cvs.com
Cc: Moffatt, Thomas S.
Attachments: CVS filing letter - 11.30.12.docx; CVS resolution 2013 .doc

Mr. Plankowsky:

Please find attached a shareholder proposal submission for the 2013 proxy statement, and a transmittal letter. The proposal concerns political contributions transparency, and we hope it leads to a constructive discussion between the shareholders and CVS. Could you kindly acknowledge receipt of this resolution at this email address.

Regards,

Shelley Alpern
Director of Social Research & Advocacy
Clean Yield Asset Management
c: (617) 970-8944

This is not an investment recommendation or a solicitation to become a client of the firm. Unless indicated, these views are the author's and may differ from those of the firm or others in the firm. We do not represent this is accurate or complete and we may not update this. Past performance is not indicative of future returns. You may contact me for additional information and important disclosures. You should be judicious when using email to request or authorize the investment in any security or instrument, or to effect any other transactions. We cannot guarantee that any such requests received via email will be processed in a timely manner. This communication is solely for the addressee(s) and may contain confidential information. We do not waive confidentiality by mistransmission. Clean Yield Group monitors and stores both incoming and outgoing electronic correspondence.



November 30, 2012

Zenon P. Lankowsky
Corporate Secretary
CVS Corporation
One CVS Drive
Woonsocket, RI 02895

Dear Mr. Lankowsky:

Clean Yield Asset Management ("Clean Yield") is an investment firm based in Norwich, VT specializing in socially responsible asset management.

I am hereby authorized to notify you of our intention to file the enclosed shareholder resolution with CVS Corporation on behalf of our client, the Edith Gideon Irrevocable Trust ("the Trust"). Clean Yield submits this shareholder proposal for inclusion in the 2013 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, the Trust holds more than \$2,000 of CVS common stock, acquired more than one year prior to today's date and held continuously for that time. The Trust will remain invested in this position continuously through the date of the 2013 annual meeting. We will submit verification of the position separately, as well as a letter from Michael Rozyne, a Trustee of the account, authorizing Clean Yield to undertake this filing on its behalf. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

Please direct any written communications to me at the address below or to shelley@cleanyield.com. Please also confirm receipt of this letter via email.

Sincerely,

Shelley Alpern
Director of Social Research and Advocacy
Clean Yield Asset Management
6 Curtis Street
Salem, MA 01970

Cc: Thomas Moffatt, Assistant Secretary, CVS Corporation

Enclosures

Resolved, that the shareholders of **CVS Caremark** ("Company") hereby request that the Company provide a report, updated semiannually, disclosing its:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:
 - a. The identity of the recipient as well as the amount paid to each; and
 - b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company's website.

Payments used for lobbying are not encompassed by this proposal.

Stockholder Supporting Statement

As long-term shareholders of CVS Caremark, we support transparency and accountability in corporate spending on political activities. Disclosure is in the best interest of the company and its shareholders. Gaps in transparency and accountability may expose the company to reputational and business risks that could threaten long-term shareholder value.

CVS Caremark contributed at least \$2.45 million in corporate funds since the 2002 election cycle. (CQ: <http://moneyline.cq.com> and National Institute on Money in State Politics: <http://www.followthemoney.org>)

We note that our Company currently discloses some aggregate amounts of state-level contributions and trade association dues on its website. We believe this is deficient because the Company does not disclose:

- Identities of state-level recipients and amounts given to each;
- Amounts of dues paid to each of the named trade associations that were used for political purposes;
- Any non-dues, special assessment payments given to trade associations, including those that may not have already been named, for political purposes; and
- Any payments to 501(c)4 "social welfare" organizations and super PACs.

Indeed, the Company **scored just 39 out of 100** in the *2012 CPA-Zicklin Index of Corporate Political Accountability and Disclosure*, placing it near the bottom of a ranking of the 200 largest U.S. companies.

Relying on publicly available data does not provide a complete picture of the Company's political spending. Information on a company's political involvement through trade associations and 501(c)4 groups cannot be obtained by shareholders unless the company discloses it. In some cases, even management does not know how trade associations use their company's money politically.

The proposal asks the Company to disclose all of its political spending, including payments to trade associations and other tax exempt organizations used for political purposes. This would bring our Company in line with a growing number of leading companies, including Exelon, Merck and Microsoft that support political disclosure and accountability and present this information on their websites.

The Company's Board and its shareholders need comprehensive disclosure to be able to fully evaluate the political use of corporate assets. We urge your support for this critical governance reform.

Moffatt, Thomas S.

From: Moffatt, Thomas S.
Sent: Friday, November 30, 2012 5:30 PM
To: 'Shelley Alpern'
Subject: RE:

Dear Ms. Alpern:

I have received your proposal. Please note that I am now the Corporate Secretary of CVS Caremark Corporation. Mr. Lankowsky retired at the end of last year.

Please forward proof of CVS Caremark stock ownership for the proponent.

Tom Moffatt

Tom Moffatt | CVS Caremark | Vice President, Corporate Secretary & Asst. General Counsel - Corporate Services | phone: 401-770-5409 | fax: 401-216-3758 | One CVS Drive, Woonsocket, RI 02895 | thomas.moffatt@cvscaremark.com

CONFIDENTIALITY NOTICE: This communication and any attachments may contain confidential and/or privileged information for the use of the designated recipients named above. If you are not the intended recipient, you are hereby notified that you have received this communication in error and that any review, disclosure, dissemination, distribution or copying of it or its contents is prohibited. If you have received this communication in error, please notify the sender immediately by telephone and destroy all copies of this communication and any attachments.

-----Original Message-----

From: Shelley Alpern [<mailto:shelley@cleanyield.com>]
Sent: Friday, November 30, 2012 5:10 PM
To: aplankowsky@cvscaremark.com
Cc: Moffatt, Thomas S.
Subject:

Mr. Plankowsky:

Please find attached a shareholder proposal submission for the 2013 proxy statement, and a transmittal letter. The proposal concerns political contributions transparency, and we hope it leads to a constructive discussion between the shareholders and CVS. Could you kindly acknowledge receipt of this resolution at this email address.

Regards,

Shelley Alpern
Director of Social Research & Advocacy
Clean Yield Asset Management
c: (617) 970-8944

This is not an investment recommendation or a solicitation to become a client of the firm. Unless indicated, these views are the author's and may differ from those of the firm or others in the firm. We do not represent this is accurate or complete and we may not update this. Past performance is not indicative of future returns. You may contact me for additional information and important disclosures. You should be judicious when using email

Moffatt, Thomas S.

From: Shelley Alpern [shelley@cleanyield.com]
Sent: Friday, December 07, 2012 10:05 AM
To: Moffatt, Thomas S.
Subject: Clean Yield shareholder proposal - client authorization to proceed
Attachments: MX-2600N_20121203_142408.pdf; ATT00001.htm

For your records. We will provide verification of ownership shortly.

Sent from my iPad

Begin forwarded message:

From: Valerie Martin <valerie@cleanyield.com>
Date: December 3, 2012, 1:56:24 PM EST
To: Rick Hausman <rick@cleanyield.com>, Shelley Alpern <shelley@cleanyield.com>
Subject: MX-2600N_20121203_142408;
Reply-To: Valerie Martin <valerie@cleanyield.com>

MX-2600N_20121203_142408;

November 30, 2012

Ms. Shelley Alpern
Director of Research & Advocacy
Clean Yield Asset Management
Fax: (802) 526-2528

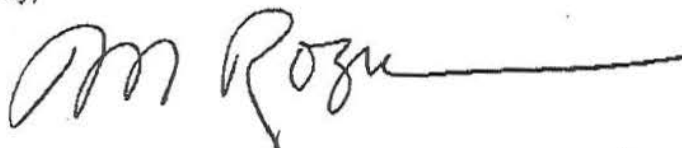
Dear Ms. Alpern:

I am trustee of the Edith Gideon Irrevocable Trust ("the Trust," which holds assets in the Clean Yield account delineated "M Rozyne and I Ziver TTEE") and am fully authorized to act on behalf of the trust. I hereby authorize Clean Yield Asset Management to file a shareholder resolution regarding political spending on behalf of the Trust at CVS Caremark Corporation.

The Trust is the beneficial owner of more than \$2,000 worth of common stock that it has held continuously for more than a year, and which it will hold the stock through the date of CVS Caremark Corporation's annual meeting in 2013.

I specifically give Clean Yield Asset Management full authority to deal with any and all aspects of the aforementioned shareholder resolution. I understand that my name may appear on the corporation's proxy statement as the filer of the aforementioned resolution.

Sincerely,

A handwritten signature in black ink that reads "M Rozyne" followed by a long horizontal line extending to the right.

Michael Rozyne
Trustee

Edith Gideon Irrevocable Trust