Express Scripts Holding Co.
Form 10-K
February 23, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014, OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO .
Commission File Number: 1-35490
EXPRESS SCRIPTS HOLDING COMPANY
(Exact name of registrant as specified in its charter)

Delaware	45-2884094
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Express Way, St. Louis, MO	63121
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (314) 996-0900
Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of each exchange on which registered
Common Stock $0.01 par value	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act:
None
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ¨ No x

The aggregate market value of Registrant's voting stock held by non-affiliates as of June 30, 2014, was $51,583,566,968 based on 744,029,525 shares held on such date by non-affiliates and a closing sale price for the Common Stock on such date of $69.33 as reported on the Nasdaq Global Select Market. Solely for purposes of this computation, the Registrant has assumed that all directors and executive officers of the Registrant are affiliates of the Registrant. The Registrant has no non-voting common equity.

Common stock outstanding as of January 31, 2015:	726,898,000 Shares

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates by reference portions of the definitive proxy statement for the Registrant's 2015 Annual Meeting of Stockholders, which is expected to be filed with the Securities and Exchange Commission not later than 120 days after the registrant's fiscal year ended December 31, 2014.

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Information included in or incorporated by reference in this Annual Report on Form 10-K, other filings with the Securities and Exchange Commission (the "SEC") and our press releases or other public statements, contains or may contain forward-looking statements. Please refer to a discussion of our forward-looking statements and associated risks in "Part I — Item 1 — Business — Forward-Looking Statements and Associated Risks" and "Part I — Item 1A — Risk F in this Annual Report on Form 10-K.

PART I

THE COMPANY

Item 1 — Business

Industry Overview

Prescription drugs play a significant role in healthcare today and constitute the first line of treatment for many medical conditions. For millions of people, prescription drugs provide the hope of improved health and quality of life.

Total medical costs for employers continue to outpace the rate of overall inflation, in particular, the increase in very high cost drugs to treat complex conditions such as cancer, hepatitis and multiple sclerosis. National health expenditures as a percentage of gross domestic product are expected to increase to 19.3% in 2023 from an estimated 17.6% in 2014 according to the Centers for Medicare & Medicaid Services ("CMS"). In response to cost pressures being exerted on health benefit providers such as managed care organizations, health insurers, employers and unions, pharmacy benefit management ("PBM") companies work to develop innovative strategies that make the use of prescription drugs safer and more affordable.

PBM companies combine retail pharmacy claims processing and network management, formulary management, utilization management and home delivery pharmacy services to develop an integrated product offering to manage the prescription drug benefit for payors. Some PBMs also offer specialty medication services that deliver a more effective solution than many retail pharmacies in providing treatments for diseases that rely upon high-cost injectable, infused, oral or inhaled drugs. PBMs have also broadened their service offerings to include compliance programs, outcomes research, drug therapy management programs, sophisticated data analysis and other distribution services.

Company Overview

We are the largest PBM company in the United States, offering a full range of services to our clients, which include managed care organizations, health insurers, third-party administrators, employers, union-sponsored benefit plans, workers' compensation plans and government health programs. We help clients improve healthcare outcomes for their members while helping health benefit providers address access and affordability concerns resulting from rising drug costs. We improve patient outcomes and help control the cost of the drug benefit by:

- providing products and solutions that focus on improving patient outcomes and assist in controlling costs
- evaluating drugs for efficacy, value and price to assist clients in selecting a cost-effective formulary
- offering cost-effective home delivery pharmacy and specialty services that result in cost savings for plan sponsors and better care for members
- leveraging purchasing volume to deliver discounts to health benefit providers
- promoting the use of generics and low-cost brands

We work with clients, manufacturers, pharmacists and physicians to improve members' health outcomes and satisfaction, increase efficiency in drug distribution and manage costs in the pharmacy benefit. We actively advocate on behalf of our clients at the local, state and national levels to ensure access to safe and affordable drugs.

Ineffective prescription-related decisions by patients, caregivers and providers cause adverse clinical and financial results for plan sponsors and their members. Healthier outcomes require better decisions. Express Scripts uniquely applies the combination of behavioral science, clinical specialization and actionable data to improve health decision-making. Express Scripts offers a comprehensive set of solutions to support better choices in four areas: benefit choices, drug choices, pharmacy choices and health choices. Health Decision Science® is the Company's unique approach to understanding and improving the decisions that impact clinical and financial outcomes. Consumerology®, or the advanced application of the behavioral sciences to healthcare, optimizes decision mechanisms and helps make better decisions easier. Our Therapeutic Resource Center® services give patients access to specialist pharmacists and nurses to close gaps in care. By leveraging data from over one billion annual claims, the Company drives actionable data to the point of decision in an effort to enhance safety, effectiveness and affordability.

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Clients who aggressively take advantage of our effective tools and comprehensive set of solutions to manage drug spend have seen reductions in their prescription drug cost trend and improved healthcare outcomes. Greater use of generic drugs and lower-cost brand drugs have resulted in significant reductions in spending for commercially insured consumers and their employers.

We have two business segments based on products and services offered: PBM and Other Business Operations.

Our PBM segment primarily consists of the following products and services:

- clinical solutions to improve health outcomes, such as adherence, case coordination and personalized medicine
- specialized pharmacy care provided in our disease specific Therapeutic Resource Center services
- home delivery pharmacy services
- specialty pharmacy, including the distribution of fertility pharmaceuticals, requiring special handling or packaging
- retail network pharmacy administration
- benefit design consultation
- drug utilization review
- drug formulary management
- a flexible array of Medicare, Medicaid and Health Insurance Marketplace ("Public Exchange") offerings to support clients' benefits
- administration of a group purchasing organization
- consumer health and drug information

Our Other Business Operations segment primarily consists of the following products and services:

- distribution of specialty pharmaceuticals and medical supplies to providers, clinics and hospitals
- consulting services for pharmaceutical manufacturers to collect scientific evidence to guide the safe, effective and affordable use of medicines

Our revenues are generated primarily from the delivery of prescription drugs through our contracted network of retail pharmacies and home delivery of prescription drugs and specialty pharmacy services. Revenues from the delivery of prescription drugs to our members represented 98.4% of revenues in 2014, 98.8% in 2013 and 99.0% in 2012. Revenues from services, such as the fees associated with the administration of retail pharmacy networks contracted by certain clients, medication counseling services and certain specialty distribution services, comprised the remainder of our revenues.

Prescription drugs are dispensed to members of the health plans we serve primarily through networks of retail pharmacies under non-exclusive contracts with us, and through home delivery fulfillment pharmacies, specialty drug pharmacies and fertility pharmacies we operate. More than 69,000 retail pharmacies, which represent over 95% of all United States retail pharmacies, participated in one or more of our networks as of December 31, 2014. The top ten United States retail pharmacy chains represent approximately 60% of the total number of stores in our largest network.

Express Scripts, Inc. ("ESI") was incorporated in Missouri in September 1986, and was reincorporated in Delaware in March 1992. Aristotle Holding, Inc. was incorporated in Delaware on July 15, 2011. On April 2, 2012, ESI consummated a merger (the "Merger") with Medco Health Solutions, Inc. ("Medco") and both ESI and Medco became wholly-owned subsidiaries of Aristotle Holding, Inc. Aristotle Holding, Inc. was renamed Express Scripts Holding Company (the "Company" or "Express Scripts") concurrently with the consummation of the Merger. "We," "our" or "us" refer to Express Scripts Holding Company and its subsidiaries. The consolidated financial statements (and other data, such as claims volume) reflect the results of operations and financial position of ESI for all periods prior to April 1, 2012. References to amounts for periods after the closing of the Merger on April 2, 2012 relate to Express Scripts.

Our principal executive offices are located at One Express Way, Saint Louis, Missouri, 63121. Our telephone number is 314.996.0900 and our website is www.express-scripts.com. Information included on our website is not part of this annual report.

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Products and Services

Pharmacy Benefit Management Services

Overview. Our core PBM services involve management of outpatient prescription drug utilization to drive high quality, cost-effective pharmaceutical care. We consult with our clients to assist in the selection of plan design features that balance clients' requirements for cost control with member choice and convenience. We focus our solutions to enable better decisions in four important and interrelated areas: benefit choices, drug choices, pharmacy choices and health choices. As a result of these solutions, we believe we deliver healthier outcomes, higher member satisfaction and a more affordable prescription drug benefit. During 2014, 97.5% of our revenue was derived from our PBM operations, compared to 97.8% and 97.4% during 2013 and 2012, respectively.

Clinical Solutions. We offer innovative clinical programs to drive better health outcomes at lower cost. Our physician connectivity program facilitates well-informed prescribing by delivering benefit and formulary evaluation and medication history, both electronically and in real-time, as physicians write prescriptions. RationalMed® evaluates medical, pharmacy and laboratory data to detect critical patient health and safety issues which are then addressed through timely notification to physicians, pharmacies, patients and case managers. ScreenRx® uses proprietary predictive models to detect patients at risk for nonadherence and proactively addresses the problem through interventions tailored specifically for that patient. ExpressAlliance® offers patient care coordination services that enable client-authorized healthcare professionals to share a common view of a patient's health record and coordinate patient outreach and counseling. Personalized medicine programs combine the latest advances in pharmacogenomics testing with patient and physician outreach to help providers understand which drugs or dosages work best for individual patients, empowering them to make more informed and cost-effective decisions that improve patient care and safety.

Specialized Pharmacy Care. At the center of Express Scripts' condition-specific approach to care are Therapeutic Resource Center services, pharmacy practices that specialize in caring for members with the most complex and costly conditions, including cardiovascular disease, diabetes, cancer, HIV, asthma, depression and other rare and specialty conditions. Therapeutic Resource Center services are designed to optimize the safe and appropriate dispensing of therapeutic agents, minimize waste and improve clinical and financial outcomes.

Home Delivery Pharmacy Services. We dispense prescription drugs from our six high-volume automated dispensing home delivery pharmacies and one non-automated dispensing home delivery pharmacy. In addition to the order processing that occurs at these home delivery pharmacies, we operate several non-dispensing order processing facilities and patient contact centers. We also maintain one non-dispensing home delivery fulfillment pharmacy for business continuity purposes. Our pharmacies provide patients with convenient access to maintenance medications and enable us to manage our clients' drug costs through operating efficiencies and economies of scale as well as provide greater safety and accuracy. Through our home delivery pharmacies, we are directly involved with the prescriber and patient and, as a result, research shows we are generally able to achieve a higher level of generic substitutions, therapeutic interventions and better adherence than can be achieved through the retail pharmacy networks.

Specialty Pharmacy Services. Specialty medications are used primarily for the treatment of complex diseases. These medications are broadly characterized to include those with frequent dosing adjustments, intensive clinical monitoring, the need for patient training, specialized product administration requirements and/or those limited to specialty pharmacy networks by manufacturers. Through a unique combination of assets and capabilities, Express Scripts provides an enhanced level of care and therapy management for patients taking specialty medications, increased visibility and improved outcomes for payors, as well as custom programs for biopharmaceutical manufacturers.

Our subsidiaries Accredo Health Group and CuraScript Specialty Pharmacy (which is currently in the process of being rebranded), collectively referred to as "Accredo®," are focused on dispensing injectable, infused, oral or inhaled drugs that require a higher level of clinical services and support compared to what typically is available from traditional pharmacies. Accredo is able to achieve healthier outcomes and reduced waste through a disease-centric organization, specialty trained clinicians, a nationwide footprint, a network of employed and contracted in-home nursing services, reimbursement and patient assistance programs, and bio-pharma services.

Our subsidiary Freedom Fertility ("FreedomFP") is the nation's leading specialty pharmacy focused on the needs of fertility patients and providers. Through FreedomFP we provide insurance assistance and patient education and support.

Specialty Benefit Management is our next-generation approach to managing total specialty drug spend and enhancing patient care. By integrating medical benefit management, pharmacy benefit management and our pharmacy and distribution services, we do even more to control the cost of specialty drugs and make healthcare more affordable and accessible. Approximately half of all client specialty drug spend is processed on the medical benefit, with the other half

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processing through the prescription drug benefit. We provide our clients a toolset designed to manage total specialty spend regardless of which benefit the drug is processed through. Our capabilities include guaranteeing savings through medical benefit management services, ensuring the safe and appropriate use of high-cost specialty drugs, redirecting patients and medications to the lowest-cost and most appropriate channel, verifying claims are paid at the contracted rate, improving opportunities to achieve rebates and, where clinically appropriate, moving drug coverage from medical to pharmacy benefit and to lower-cost sites of care.

Retail Network Pharmacy Administration. We contract with retail pharmacies to provide prescription drugs to members of the pharmacy benefit plans we manage. In the United States, Puerto Rico and the Virgin Islands, we negotiate with pharmacies to discount the prices at which they provide drugs to members and manage national and regional networks that are responsive to client preferences related to cost containment, convenience of access for members and network performance. We also manage networks of pharmacies customized for or under direct contract with specific clients. In addition, we have contracted pharmacy provider networks to comply with CMS access requirements for the Medicare Part D Prescription Drug Program ("Medicare Part D").

All retail pharmacies in our pharmacy networks communicate with us online and in real time to process prescription drug claims. When a member of a plan presents his or her identification card at a network pharmacy, the network pharmacist sends certain specified member, prescriber and prescription information in an industry-standard format through our systems, which process the claim and send a response back to the pharmacy with relevant information to process the script.

Benefit Design Consultation. We consult with our clients on how best to structure and leverage the pharmacy benefit to meet their objectives for affordable benefits, providing access to needed care while eliminating waste. We support our clients in determining the scope and conditions of coverage and offering incentives for members and their providers. We adopt programs that drive safer, more effective and more affordable use of prescription drugs.

Drug Utilization Review. Our electronic claims processing system enables us to implement sophisticated intervention programs to manage prescription drug utilization. The system can alert the pharmacist to drug safety concerns, generic substitution and therapeutic intervention opportunities, as well as formulary adherence issues, and can also administer prior authorization, step therapy protocol programs and drug quantity management at the time a claim is submitted for processing. Our claims processing system also generates a database of drug utilization information that can be accessed at the time a prescription is dispensed, on a retrospective basis to analyze utilization trends and prescribing patterns for more intensive management of the drug benefit, and on a prospective basis to help support pharmacists in drug therapy management decisions.

Drug Formulary Management. Formularies are lists of drugs to which benefit design is applied. In combination with the benefit design, the formulary may be used to communicate plan preferences and to determine whether a particular drug is covered. If covered, the formulary will determine to what extent it is covered. Our formulary management services support clients in choosing and maintaining formularies that best meet plan objectives for access, safety and affordability. Further, our formulary management services assist patients and physicians in choosing clinically appropriate, cost-effective drugs for a given condition, formulary and plan design.

We administer many different formularies on behalf of our clients, including standard formularies developed and offered by Express Scripts and custom formularies for which we play a more limited role. The majority of our clients select standard formularies, governed by our National Pharmacy & Therapeutics ("P&T") Committee, a panel composed of independent physicians and pharmacists in active clinical practice, representing a variety of specialties and practice settings and typically with major academic affiliations. Most clients choose formularies designed to be used with financial incentives, such as three-tier co-payments, which drive preferential selection of plan-preferred generics and branded drugs over their non-formulary alternatives. Some clients select closed formularies, in which coverage is available only for those drugs listed on the formulary.

Express Scripts' standard formularies are governed by decisions of the National P&T Committee. In developing these formularies, the foremost consideration is the safety and effectiveness of the drugs being evaluated in relation to available alternatives. In making formulary recommendations, the P&T Committee considers the drug's safety and efficacy, without any information on or consideration of the cost of the drug, including any discount or rebate arrangement we might negotiate with the manufacturer. This process is designed to ensure the clinical

recommendation is not affected by our financial arrangements. We fully comply with the P&T Committee's clinical recommendations regarding drugs that must be included or excluded from the formulary based on their assessment of safety and efficacy. Where the National P&T Committee is indifferent as to whether a particular drug must be included or excluded from the formulary, the drugs are evaluated on an economic basis in relation to alternatives to determine the optimal composition of the formulary.

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Our formulary management also includes formulary compliance services. Through these formulary compliance services, we alert patients, physicians and pharmacies to opportunities to use formulary-preferred generics and branded medications that are clinically appropriate and more cost-effective given the formulary and plan design. We always defer to the prescribing physician as to the appropriateness of the formulary-preferred alternatives for his or her patient.

Medicare, Medicaid and Public Exchange Offerings. We support our clients by providing several Medicare program options: the Retiree Drug Subsidy ("RDS") program, which is offered by CMS to reimburse municipalities, unions and private employers for a portion of their eligible expenses for retiree prescription drug benefits; the Employer-Sponsored Group Waiver Plan ("EGWP"), a group-enrolled Medicare Part D option for employers and labor groups; and the "PBM inside" service that offers drug-only and integrated medical and Medicare drug benefits to a number of Medicare plan sponsors. As a PBM supporting health plans, we provide prescription adjudication services in addition to a suite of required programmatic offerings such as a Medication Therapy Management program, an Explanation of Benefits for members using prescription services and a variety of member communications related to their prescription benefit. We also offer an individual prescription drug plan to beneficiaries in all 34 Medicare regions across the United States, as well as Puerto Rico.

Our revenues include premiums associated with our risk-based Medicare Part D Prescription Drug Plan ("PDP") products offerings. The products involve underwriting the benefit, charging enrollees applicable premiums, providing covered prescription drugs and administering the benefit as filed with CMS. Two of our insurance company subsidiaries have been operating under contracts with CMS since 2006 and one since 2007. We provide two Medicare Part D PDP options for beneficiaries, a "standard Medicare Part D" benefit plan as mandated by statute and, for an additional premium, a benefit plan with enhanced coverage that exceeds the standard Medicare Part D benefit plan. We also offer numerous customized benefit plan designs to employer group retiree plans under the Medicare Part D prescription drug benefit.

Our member website supports pre-enrollment and post-enrollment activities on behalf of our Medicare Part D programs serving multiple clients. Prospective Medicare Part D participants and their caregivers can use the pre-enrollment site's Plan Compare tool to accurately project costs for all of their medications. The post-enrollment site allows members who have signed up to receive a Medicare Part D benefit from either Express Scripts or one of our clients to securely manage all aspects of their prescription program.

We support health plans serving Medicaid populations by offering a pharmacy drug benefit. This business is driven by state requirements and we earn revenues based on transaction-related activity. Common services include transitioning members' access to drugs as plan offerings change, generation of data to the state through encounter files and coordination of benefits between states and other payors. Medicaid populations are expected to grow in states choosing to expand Medicaid eligibility.

We also support health plans serving the insured Public Exchange members, which is a population expected to grow with the continuing implementation of the Patient Protection and Affordable Care Act ("Affordable Care Act"). This business is driven by both federal and state requirements and we earn revenues based on transaction-related activity. We offer pharmacy benefit solutions that can be leveraged in plan design to align with any exchange strategy to achieve desired cost and clinical objectives.

Administration of a Group Purchasing Organization. We operate a group purchasing organization ("GPO") that provides various administrative services to participants in the GPO. Services provided include coordination, negotiation and management of contracts for group participants to purchase generic pharmaceuticals and related goods and services from pharmaceutical manufacturers and suppliers, as well as providing strategic analysis and advice regarding pharmacy procurement contracts for the purchase and sale of goods and services.

Consumer Health and Drug Information. Express Scripts empowers member decision-making through online and mobile tools that help guide members in making informed drug, pharmacy and health choices.

Express Scripts' digital solutions provide easy access and clear, simple functionality. The Express Scripts Member Website (www.express-scripts.com) and mobile app are designed to help keep members' medication information instantly available on their computers or mobile devices. When members use self-service tools, it typically results in lower administrative costs, better drug therapy adherence, reduced waste and fewer doctor visits, leading to savings

for both clients and members. Information included on our website and mobile app are not part of this annual report.

Other Business Operations Services

Overview. Through our Other Business Operations segment, we operate two additional brands that service the patient through multiple paths. Our subsidiary CuraScript Specialty Distribution distributes specialty pharmaceuticals and medications to treat rare and orphan diseases directly to providers, clinics and hospitals in the United States. It also operates

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Matrix GPO, which is uniquely positioned to support the needs of its membership. Our subsidiary United BioSource ("UBC") provides consulting services for pharmaceutical manufacturers to collect scientific evidence to guide the safe, effective and affordable use of medicines. During 2014, 2.5% of our revenue was derived from Other Business Operations services, compared to 2.2% and 2.6% during 2013 and 2012, respectively.

Provider Services. CuraScript Specialty Distribution is a specialty distributor of pharmaceuticals and medical supplies directly to healthcare providers for office or clinic administration. Through our CuraScript Specialty Distribution business we provide distribution services primarily to office and clinic-based physicians treating chronic disease patients who regularly order costly pharmaceuticals. We provide competitive pricing on pharmaceuticals and medical supplies. Headquartered in Lake Mary, Florida, CuraScript Specialty Distribution operates three distribution centers and ships most products overnight within the United States as well as providing distribution capabilities to Puerto Rico and Guam. CuraScript Specialty Distribution is a contracted supplier with most major group purchasing organizations and leverages our distribution platform to operate as a third-party logistics provider for pharmaceuticals.

Payor Services. We provide a comprehensive case management approach to manage care by fully integrating pre-certification, case management and discharge planning services for patients. We assist with eligibility review, prior authorization coordination, re-pricing, utilization management, monitoring and reporting.

Segment Information

We report segments on the basis of products and services offered and have determined we have two reportable segments: PBM and Other Business Operations. Our integrated PBM services include clinical solutions to improve health outcomes, specialized pharmacy care, home delivery pharmacy services, specialty pharmacy services, fertility services to providers and patients, retail network pharmacy administration, benefit design consultation, drug utilization review, drug formulary management, Medicare, Medicaid and Public Exchange offerings, administration of a group purchasing organization and consumer health and drug information. Through our Other Business Operations segment, we provide distribution services of pharmaceuticals and medical supplies to providers, clinics and hospitals and provide consulting services for pharmaceutical manufacturers to collect scientific evidence to guide the safe, effective and affordable use of medicines. During 2014, we reorganized our business related primarily to pharmaceutical and biotechnology client patient access programs, including patient assistance programs, reimbursement, alternate funding and compliance services, from our PBM segment into our Other Business Operations segment. See Note 13 - Segment information for further description of our segments.

Suppliers

We maintain inventory of brand name and generic pharmaceuticals in our home delivery pharmacies and biopharmaceutical products, including pharmaceuticals for the treatment of rare or chronic diseases, in our specialty pharmacies and distribution centers to meet the needs of our patients. If a drug is not in our inventory, we can generally obtain it from a supplier within one business day. We purchase pharmaceuticals either directly from manufacturers or through authorized wholesalers. Generic pharmaceuticals are generally purchased directly from manufacturers.

Clients

We are a provider of PBM services to managed care organizations, health insurers, third-party administrators, employers, union-sponsored benefit plans, workers' compensation plans and government health programs. We also provide specialty services to managed care organizations, health insurers, third-party administrators, employers, union-sponsored benefit plans, government health programs, office-based oncologists, renal dialysis clinics, ambulatory surgery centers, primary care physicians, retina specialists and others.

Express Scripts provides pharmacy network services and home delivery and specialty pharmacy services to the United States Department of Defense ("DoD"). The DoD's TRICARE Pharmacy Program is the military healthcare program serving active-duty service members, National Guard and Reserve members, and retirees, as well as their dependents. Under the contract, we provide online claims adjudication, home delivery services, specialty pharmacy clinical services, claims processing and contact center support and other services critical to managing pharmacy trend.

In December 2009, ESI completed the purchase of 100% of the shares and equity interests of certain subsidiaries of Anthem (formerly known as WellPoint) that provide pharmacy benefit management services ("NextRx"). In conjunction with the purchase, ESI entered into a 10-year contract under which we provide pharmacy benefits management

services to members of the affiliated health plans of Anthem. Subsequent to this acquisition, we integrated NextRx's PBM clients into our existing systems and operations.

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In July 2011, Medco announced its pharmacy benefit services agreement with UnitedHealth Group would not be renewed; although we continued to provide service under an agreement which expired on December 31, 2012. A transition agreement was in place throughout 2013, during which time patients moved in tranches off of the Medco platform.

Refer to Note 13 - Segment information for a description of client concentration.

Medicare Prescription Drug Coverage

The Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "MMA") created the federal Voluntary Prescription Drug Benefit Program under "Part D" of the Social Security Act. We support clients by providing several Medicare Part D program options: the RDS program, which is offered by CMS to reimburse municipalities, unions and private employers for a portion of their eligible expenses for retiree prescription drug benefits; an EGWP offering, the "PBM inside" service that offers drug-only and integrated medical and Medicare Part D drug benefits to a number of Medicare Part D sponsors and our own risk-based Medicare Part D PDP offerings.

Mergers and Acquisitions

On April 2, 2012, ESI consummated the Merger with Medco and both ESI and Medco became wholly-owned subsidiaries of Express Scripts. The consolidated financial statements (and other data, such as claims volume) reflect the results of operations and financial position of ESI for all periods prior to April 1, 2012. References to amounts for periods after the closing of the Merger on April 2, 2012 relate to Express Scripts.

See Note 3 - Changes in business for further description of our merger and acquisition activity.

We regularly review potential acquisitions and affiliation opportunities. We believe available cash resources, bank financing or the issuance of debt or equity could be used to finance future acquisitions or affiliations. There can be no assurance we will make new acquisitions or establish new affiliations in 2015 or thereafter (see "Part II — Item 7 — Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Acquisitions and Related Transactions").

Company Operations

General. As of December 31, 2014, our United States PBM segment operated six high-volume automated dispensing home delivery pharmacies, one non-automated dispensing home delivery pharmacy, several non-dispensing order processing centers, numerous patient contact centers, specialty drug pharmacies and fertility pharmacies, and one non-dispensing home delivery pharmacy maintained for business continuity purposes.

We provide a full range of integrated PBM services to insurers, third-party administrators, plan sponsors and the public sector at our Canadian facilities. These services facilitate better health decisions and lower costs and include health claims adjudication and processing services, benefit-design consultation, drug-utilization review, formulary management and medical and drug data analysis services. In addition, we provide an active home delivery service in Canada which dispenses maintenance prescription medications from four regional dispensing pharmacy locations.

Sales and Marketing. Our sales team markets and sells PBM solutions and is supported by client service representatives, clinical pharmacy managers, and benefit analysis consultants. This team works with clients to make prescription drug use safer and more affordable. In addition, sales personnel dedicated to our Other Business Operations segment use direct marketing to generate new customers and solidify existing customer relationships.

Supply Chain. Our supply chain pharmacy contracting and strategy group is responsible for contracting and administering our pharmacy networks. Pharmacies must meet certain qualifications, including the requirement that all applicable state credentialing and/or licensing requirements are being maintained, to participate in our retail pharmacy networks. Pharmacies can contact our pharmacy help desk toll free or access our online pharmacy portal 24 hours a day, 7 days a week, for information and assistance in filling prescriptions for our clients' members. In addition, our Fraud, Waste & Abuse Services team audits pharmacies in our retail pharmacy networks to determine compliance with the terms of their contracts.

Clinical Support. Our staff of highly trained healthcare professionals provides clinical support for our PBM services. Our healthcare professionals conduct safety reviews and provide counseling for members with clinical needs in more than a dozen specialties, including oncology, diabetes care and cardiovascular disease.

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Our clinical solutions staff of pharmacists and physicians provides clinical development and operational support for our PBM services. These healthcare professionals are responsible for a wide range of activities that help make the use of prescription drugs safer and more affordable, including identifying emerging medication-related safety issues and notifying physicians, clients, and patients (as appropriate); providing drug information services; formulary management; development of utilization management, safety (concurrent and retrospective drug utilization review) and other clinical interventions; and/or contacting physicians, pharmacists or patients.

Our research & analytics team conducts timely, rigorous and objective research that supports evidence-based pharmacy benefit management and evaluates the clinical, economic and member impact of pharmacy benefits. The formation of predictive models and other analytical tools supports the development and improvement of our products and services. The team also produces the Express Scripts Drug Trend Report which examines trends in pharmaceutical utilization and cost, as well as the factors triggering those trends, including behaviors that result in wasteful spending in the pharmacy benefit.

Information Technology. Our information technology department supports our pharmacy claims processing systems, our specialty pharmacy systems and other management information systems essential to our operations. As we complete the integration process from the Merger, administrative systems will continue to be migrated towards a consolidated IT platform.

Uninterrupted point-of-sale electronic retail pharmacy claims processing is a significant operational requirement for us. Claims for our PBM segment are processed in the United States through systems managed and operated domestically by internal resources and an outsourced vendor. Canadian claims are processed through systems maintained and operated by IBM in Canada and managed by us. We believe we have substantial capacity for growth in our United States and Canadian claims processing facilities.

Specialty pharmacy operations are supported by multiple pharmacy systems managed and operated internally.

We leverage outsourced vendor services to provide certain disaster recovery services for systems located at our data centers. For systems not covered by a third-party vendor arrangement, such as our specialty pharmacy data centers, our corporate disaster recovery organization manages internal recovery services.

Competition

There are a number of other PBMs in the United States with which we compete. Some of these are independent PBMs, such as Catamaran and MedImpact. Others are owned by managed care organizations such as Aetna Inc., CIGNA Corporation, Humana, OptumRx (owned by UnitedHealth Group) and Prime Therapeutics (owned by a collection of Blue Cross Blue Shield Plans). Some are owned by retail pharmacies, such as CVS Caremark (owned by CVS). Wal-Mart Stores, Inc. engages in certain activities competitive with PBMs. We also compete against adjudicators, such as Argus. With the emergence of alternative benefit models through Private Exchanges, the competitive landscape also includes brokers, health plans and consultants. Some of these competitors may have greater financial, marketing and technological resources than we. In addition, new market entrants may increase competitiveness as barriers to entry are relatively low. We believe the primary competitive factors in the industry include the ability to contract with retail pharmacies to ensure our retail pharmacy networks meet the needs of our clients and their members, the ability to negotiate discounts on prescription drugs with drug manufacturers, the ability to navigate the complexities of governmental reimbursed business, including Medicare, Medicaid and the Public Exchanges, the ability to manage cost and quality of specialty drugs, the ability to utilize the information we obtain about drug utilization patterns and consumer behavior to reduce costs for our clients and members, and the level of service we provide.

Government Regulation and Compliance

Many aspects of our businesses are regulated by federal and state laws, rules and regulations. Accordingly, we maintain a comprehensive compliance program and we believe we operate our business in substantial compliance with all existing legal requirements material to the operation of our businesses. There are, however, significant uncertainties involving the application of various legal requirements, the violation of which could result in, among other things, sanctions. See “Part I — Item 1A — Risk Factors” for additional detail.

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Pharmacy Benefit Management Regulation Generally. Certain federal and state laws and regulations affect or may affect aspects of our PBM business. Among the laws and regulations that may impact our business are the following:
Federal Healthcare Reform. In March 2010, the federal government enacted the Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 ("Health Reform Laws"). The Health Reform Laws include numerous changes to many aspects of the United States healthcare system, including, but not limited to, additional enforcement mechanisms and rules related to healthcare fraud and abuse enforcement activities, health plan coverage mandates, additional rules and obligations for health insurance providers, certain PBM transparency requirements related to the new healthcare insurance exchanges and expanded healthcare coverage for more Americans. While long-term impacts remain unclear with respect to the implementation of certain components of the Health Reform Laws and related regulatory guidance, the Health Reform Laws impact our business in a variety of ways. Known impacts include, but are not limited to, an increase in utilization of the pharmacy benefit by a newly enrolled population with an unknown risk profile, additional compliance obligations stemming from increased state and federal government involvement in the healthcare marketplace, shifting claims liability from plan sponsors to third-party administrators for certain women's preventive benefits, increased data reporting obligations to support health plan issuers and insurers operating in the healthcare exchanges, the impact of general market reforms prohibiting the use of many factors traditionally used to establish premiums and adjustments implemented by health plan sponsors and health insurance providers in response to availability of new insurance products and other marketplace changes arising in connection with the Health Reform Laws.
Medicare Part D. We participate in various ways in the federal Medicare Part D program created under MMA, and its implementing regulations and sub-regulatory program guidance (the "Medicare Part D Rules") issued by CMS. Through our licensed insurance subsidiaries (i.e., Express Scripts Insurance Company ("ESIC"), Medco Containment Life Insurance Company and Medco Containment Insurance Company of New York), we sponsor Medicare Part D PDPs offering Medicare prescription drug coverage and services to Medicare Part D beneficiaries. We also, through our core PBM business, provide Medicare Part D-related products and services to other Medicare Part D PDP sponsors, Medicare Advantage Prescription Drug Plans and other employers and clients offering Medicare Part D benefits to Medicare Part D eligible beneficiaries.
Medicare Part B and Medicaid. We participate in the Medicare Part B program, which covers certain costs for services provided by Medicare participating physicians and suppliers and durable medical equipment. We also participate in many state Medicaid programs directly or indirectly through our clients who are Medicaid managed care contractors. We also perform certain Medicaid subrogation services for clients, which are regulated by federal and state laws.
Anti-Kickback Laws. Subject to certain exceptions and "safe harbors," the federal anti-kickback statute generally prohibits, among other things, knowingly and willfully paying or offering any payment or other remuneration to induce a person to purchase, lease, order or arrange for (or recommend purchasing, leasing or ordering) items (including prescription drugs) or services reimbursable in whole or in part under Medicare, Medicaid or another federal healthcare program. Several states also have similar laws, some of which apply similar anti-kickback prohibitions to items or services reimbursable by non-governmental payors. Sanctions for violating these federal and state anti-kickback laws may include criminal and civil fines and exclusion from participation in the federal and state healthcare programs.
The federal anti-kickback statute has been interpreted broadly by courts, the Office of Inspector General ("OIG") within the Department of Health and Human Services ("HHS"), and administrative bodies. Because of the federal statute's broad scope, federal regulations establish certain "safe harbors" from liability. A practice that does not fall within a safe harbor is not necessarily unlawful, but may be subject to scrutiny and challenge. Anti-kickback laws have been cited as a partial basis, along with state consumer protection laws described below, for investigations and multi-state settlements relating to financial incentives provided by drug manufacturers to pharmacies in connection with "product conversion" programs.
There are other anti-kickback laws that may be applicable, such as the Public Contracts Anti-kickback Act, the ERISA Health Plan Anti-kickback Statute and various other state anti-kickback restrictions.
Federal Civil Monetary Penalties Law. The federal civil monetary penalty statute provides for civil monetary penalties against any person who gives something of value to a Medicare or Medicaid program beneficiary the person knows or

should know is likely to influence the beneficiary's selection of a particular provider for Medicare or Medicaid items or services. Under this law, our wholly-owned home delivery, specialty pharmacies, infusion pharmacies and home health providers are restricted from offering certain items of value to influence a Medicare or Medicaid patient's use of services. The Health Reform Laws also include several new civil monetary provisions, such as penalties for the failure to report and return a known overpayment and failure to grant timely access to the OIG under certain circumstances.

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Prompt Pay Laws. Under Medicare Part D and certain state laws, some of which also govern the Public Exchanges, PBMs and many of our health plan clients, we may be obligated to pay retail pharmacy providers within established time periods that may be shorter than existing contracted terms and/or via electronic transfer instead of by check. Changes that require faster payment may have a negative impact on our cash flow from operations.

False Claims Act and Related Criminal Provisions. The federal False Claims Act (the "False Claims Act") imposes civil penalties for knowingly making or causing to be made false claims or false records or statements with respect to governmental programs, such as Medicare and Medicaid, in order to obtain reimbursement or failure to return overpayments. Private individuals may bring qui tam or "whistle blower" suits against providers under the False Claims Act, which authorizes the payment of a portion of any recovery to the individual bringing suit. The Health Reform Laws also amended the federal anti-kickback laws to state any claim submitted to a federal or state healthcare program which violates the anti-kickback law is also a false claim under the False Claims Act. The False Claims Act generally provides for the imposition of civil penalties and for treble damages, resulting in the possibility of substantial financial penalties. Criminal statutes similar to the False Claims Act provide that if a corporation is convicted of presenting a claim or making a statement it knows to be false, fictitious or fraudulent to any federal agency it may be fined. Conviction under these statutes may also result in exclusion from participation in federal and state healthcare programs. Some states have also enacted laws similar to the False Claims Act which may include criminal penalties, substantial fines and treble damages.

Government Procurement Regulations. As described above, we have a contract with the DoD, which subjects us to all of the applicable Federal Acquisition Regulations ("FAR") and Department of Defense FAR Supplement which govern federal government contracts. Further, there are other federal and state laws applicable to our DoD arrangement and other clients that may be subject to government procurement regulations. In addition, certain of our clients participate as contracting carriers in the Federal Employees Health Benefits Program which is administered by the Office of Personnel Management and contains various PBM standards, including PBM transparency standards.

Antitrust. The antitrust laws generally prohibit competitors from fixing prices, dividing markets and boycotting competitors, regardless of the size or market power of the companies involved. Further, antitrust laws generally prohibit other conduct found to restrain competition unreasonably, such as certain attempts to tie or bundle services together and certain exclusive dealing arrangements.

ERISA Regulation. The Employee Retirement Income Security Act of 1974 ("ERISA") regulates certain aspects of employee pension and health benefit plans, including self-funded corporate health plans with respect to which we have agreements to provide PBM services. We believe the conduct of our business is not generally subject to the fiduciary obligations of ERISA. However, there can be no assurance the United States Department of Labor (the "DOL"), which is the agency that enforces ERISA, would not assert the fiduciary obligations imposed by ERISA apply to certain aspects of our operations or that courts would not reach such a ruling in private ERISA litigation.

In addition to its fiduciary provisions, federal law related to ERISA health plans imposes civil and criminal liability on service providers to health plans and certain other persons if certain forms of illegal remuneration are made or received. These provisions of ERISA are similar, but not identical, to the healthcare anti-kickback statutes described above, although ERISA lacks the statutory and regulatory "safe harbor" exceptions incorporated into the healthcare statutes. Like the healthcare anti-kickback laws, the corresponding provisions of ERISA are broadly written and their application to particular cases is often uncertain.

Employee benefit plans subject to ERISA are subject to certain rules, published by the DOL, relating to annual Form 5500 reporting obligations. The rules include certain reporting requirements for direct and indirect compensation received by plan service providers such as PBMs. However, in February 2010, the DOL issued two frequently asked questions that provide discount and rebate revenue paid to PBMs by drug manufacturers generally need not be reported on a plan's Form 5500 as indirect compensation. Also, self-funded plans which are part of Section 125 "cafeteria plans" are currently exempt from such compensation disclosure.

In December 2010, the DOL held a public hearing regarding the disclosure obligations of service providers to welfare plans under section 408(b)(2) of ERISA. At this time, we are unable to predict whether regulations will be issued, the form of any such regulations or the possible impact of any such changes on our business practices.

State Fiduciary Legislation. Statutes have been introduced in several states that purport to declare a PBM is a fiduciary with respect to its clients. We believe the fiduciary obligations such statutes would impose would be similar, but not identical, to the scope of fiduciary obligations under ERISA. To date only two jurisdictions—Maine and the District of Columbia—have enacted such a statute. Our trade association, Pharmaceutical Care Management Association ("PCMA"), filed suits in federal courts in Maine and the District of Columbia alleging, among other things, the statutes are preempted by ERISA with respect to welfare plans subject to ERISA. In 2011, Maine's fiduciary law was repealed, although the United States Court

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of Appeals for the First Circuit previously held the law not preempted by ERISA. In the District of Columbia case, the court granted in part PCMA's motion for summary judgment finding the District of Columbia law was preempted by ERISA and that decision was affirmed by the United States Court of Appeals for the D.C. Circuit. Widespread enactment of such statutes (if not preempted by ERISA) could have a material adverse effect upon our financial condition, results of operations and cash flows.

Consumer Protection Laws. Most states have consumer protection laws that have been the basis for investigations and multi-state settlements relating to financial incentives provided by drug manufacturers to retail pharmacies in connection with drug switching programs. Such statutes have also been cited as the basis for claims against PBMs either in civil litigation or pursuant to investigations by state Attorneys General.

Network Access Legislation. A majority of states now have some form of legislation affecting our ability, or our clients' ability, to limit access to a pharmacy provider network or remove a provider from the network. Such legislation may require us or our clients to admit any retail pharmacy willing to meet the plan's price and other terms for network participation ("any willing provider" legislation) or may provide that a provider may not be removed from a network except in compliance with certain procedures ("due process" legislation). We have not been materially affected by these statutes.

Certain states have enacted legislation prohibiting certain PBM clients from imposing additional co-payments, deductibles, limitation on benefits, or other conditions ("Conditions") on covered individuals utilizing a retail pharmacy when the same Conditions are not otherwise imposed on covered individuals utilizing home delivery pharmacies. However, the legislation requires the retail pharmacy agree to the same reimbursement amounts and terms and conditions as are imposed on the home delivery pharmacies. An increase in the number of prescriptions filled at retail pharmacies may have a negative impact on the amount of prescriptions filled through home delivery. It is anticipated additional states will consider similar legislation and we cannot predict which states will adopt such legislation or what effect it will have, if any.

Legislation Affecting Plan Design. Some states have enacted legislation that prohibits managed care plan sponsors from implementing certain restrictive benefit plan design features, and many states have introduced legislation to regulate various aspects of managed care plans, including provisions relating to the pharmacy benefit. For example, some states, under so-called "freedom of choice" legislation, provide members of the plan may not be required to use network providers, but must instead be provided with benefits even if they choose to use non-network providers. Other states have enacted legislation purporting to prohibit health plans from offering members financial incentives for use of home delivery pharmacies. Medicare and some states have issued guidance and regulations which limit our ability to fill or refill prescriptions electronically submitted by a physician to our home delivery pharmacy without first obtaining consent from the patient. Such restrictions generate additional costs and limit our ability to maximize efficiencies which could otherwise be gained through the electronic prescription and automatic refill processes. Legislation has been introduced in some states to prohibit or restrict therapeutic intervention, or to require coverage of all FDA approved drugs. Other states mandate coverage of certain benefits or conditions, and require health plan coverage of specific drugs if deemed medically necessary by the prescribing physician. States are also standardizing the process for, and restricting the use of, utilization management rules and shortening the time frames within which prescription drug prior authorization determinations must be made. Such legislation does not generally apply to us directly, but may apply to certain of our clients, such as managed care organizations and health insurers. If such legislation were to become widely adopted and broad in scope, it could have the effect of limiting the economic benefits achievable through pharmacy benefit management.

Legislation and Regulation Affecting Drug Prices. Some states have adopted so-called "most favored nation" legislation providing a pharmacy participating in the state Medicaid program must give the state the best price the pharmacy makes available to any third-party plan. Such legislation may adversely affect our ability to negotiate discounts in the future from network pharmacies.

In the past two years, states have also started to enact statutes regulating the use of Maximum Allowable Cost ("MAC") pricing. These statutes, referred to as "MAC Transparency Laws," generally require PBMs to disclose specific information related to MAC pricing to pharmacies and provide certain appeal rights for pharmacies. MAC Transparency Laws also restrict the application of MAC and may require operational changes to maintain compliance

with the law. These laws have the potential to negatively impact Express Scripts in a number of ways, including, but not limited to, increasing administrative burden and decreasing flexibility in setting and managing MAC pricing. As more states adopt MAC Transparency Laws, the impact of these laws may continue to grow.

The federal Medicaid rebate program requires participating drug manufacturers to provide rebates on all drugs reimbursed through state Medicaid programs, including through Medicaid managed care organizations. Manufacturers of brand name products must provide a rebate equivalent to the greater of (a) 23.1% of the average manufacturer price ("AMP") paid by retail community pharmacies or by wholesalers for certain innovator drugs distributed to retail community pharmacies, or (b) the difference between AMP and the "best price" available to essentially any customer other than the Medicaid program and

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certain other government programs, with certain exceptions. We negotiate rebates with drug manufacturers and, in certain circumstances, sell services to drug manufacturers. Investigations have been commenced by certain governmental entities which call into question whether a drug's "best price" was properly calculated and reported with respect to rebates paid by the manufacturers to the Medicaid programs. We are not responsible for such calculations, reports or payments. There can be no assurance, however, that our ability to negotiate rebates with, or sell services to, drug manufacturers will not be materially adversely affected by such investigations or regulations in the future.

Regulation of Financial Risk Plans. Fee-for-service prescription drug plans generally are not subject to financial regulation by the states. However, if a PBM offers to provide prescription drug coverage on a capitated basis or otherwise accepts material financial risk in providing the benefit, various state and federal laws may regulate the PBM or its subsidiaries. Such laws may require, among other things, that the party at risk establish reserves or otherwise demonstrate financial responsibility. Laws that may apply in such cases include, for example, insurance laws, managed care organization laws and limited prepaid health service plan laws. These may apply, for example, to our subsidiaries (i.e., ESIC, Medco Containment Life Insurance Company and Medco Containment Insurance Company of New York) and other subsidiary insurance businesses which sponsor risk-based Medicare Part D PDPs or commercial "wrap" EGWP products pursuant to contracts with CMS. ESIC, Medco Containment Life Insurance Company and Medco Containment Insurance Company of New York are required to be licensed insurance companies, and are, therefore, regulated by various state departments of insurance. As such, to maintain licensure as an insurance company, these licensed subsidiaries are required to adhere to state insurance requirements related to, for example, enterprise risk management, beneficiary protections, asset management and financial reserves.

Pharmacy Regulation. Our home delivery, specialty and infusion pharmacies are licensed to do business as a pharmacy in the state in which they are located. Most of the states into which we deliver pharmaceuticals have laws that require out-of-state home delivery pharmacies to register with, or be licensed by, the board of pharmacy or similar regulatory body in the state. These states generally permit the pharmacy to follow the laws of the state in which the home delivery service is located, although some states require compliance with certain laws in that state. We believe we have registered each of our pharmacies in every state in which such registration is required and we comply in all material respects with all required laws and regulations. In addition, our pharmacists and nurses are licensed in those states where we believe their activity requires it. Our various pharmacy facilities also maintain certain Medicare and state Medicaid provider numbers as pharmacies providing services under these programs. Participation in these programs requires our pharmacies to comply with the applicable Medicare and Medicaid provider rules and regulations, and exposes the pharmacies to various changes the federal and state governments may impose regarding reimbursement methodologies and amounts to be paid to participating providers under these programs. In addition, several of our pharmacy facilities are participating providers under Medicare Part D and, as a condition to becoming a participating provider under Medicare Part D, the pharmacies are required to adhere to certain requirements applicable to the Medicare Part D program.

Other statutes and regulations affect our home delivery, specialty and infusion pharmacy operations, including the federal and state anti-kickback laws and the federal civil monetary penalty law described above. Federal and state statutes and regulations govern the labeling, packaging, advertising and adulteration of prescription drugs and the dispensing of controlled substances. The Federal Trade Commission requires mail order sellers of goods generally to engage in truthful advertising, to stock a reasonable supply of the product to be sold, to fill mail orders within thirty days and to provide clients with refunds when appropriate. The United States Postal Service also has significant statutory authority to restrict the delivery of drugs and medicines through the mail.

Other Licensure Laws. Many states have licensure or registration laws governing PBMs and certain types of managed care organizations and insurance companies, including, but not limited to, preferred provider organizations, third-party administrators and companies that provide utilization review services. The scope of these laws differs from state to state, and the application of such laws to the activities of PBMs and insurance companies is often unclear. We have registered under such laws in those states in which we have concluded such registration is required either due to our various PBM services or the activities of our licensed insurance subsidiaries. Moreover, we have received full accreditation for URAC Pharmacy Benefit Management version 2.0 Standards, which includes quality standards for drug utilization management. In addition, accreditation agencies' requirements for managed care organizations such as

the National Committee on Quality Assurance and Medicare Part D regulations for Medicare Part D PDP and Medicare Advantage Prescription Drug Plans may affect the services we provide to such organizations.

Legislation regulating PBM activities in a comprehensive manner has been and continues to be considered in a number of states. In the past, certain organizations, such as the National Association of Insurance Commissioners ("NAIC"), an organization of state insurance regulators, have considered proposals to regulate PBMs and/or certain PBM activities, such as formulary development and utilization management. While the actions of the NAIC would not have the force of law, they may influence states to adopt model legislation that such organizations promulgate. Certain states have adopted PBM registration and/or disclosure laws and we have registered under such laws and are complying with applicable disclosure requirements. In

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addition to registration laws, some states have adopted legislation mandating disclosure of various aspects of our financial practices, including those concerning pharmaceutical company revenue, as well as prescribing processes for prescription switching programs and client and provider audit terms. Other states are considering similar legislation, and as more states consider these bills it will be difficult to manage the distinct requirements of each.

FDA Regulations. The Health Reform Laws allow a regulatory approval pathway for biosimilars (alternatively known as generics) for biological products and provide an innovator biological product will be granted 12 years of exclusivity. At this time, we are unable to fully evaluate the impact of the changes to biosimilars to our business.

Our clinical research activities are also subject to a number of complex and stringent regulations affecting the biotechnology and pharmaceutical industries. We offer services relating to conduct of clinical trials and the preparation of marketing applications and are required to comply with applicable regulatory requirements governing, among other things, the design, conduct, performance, monitoring, auditing, recording, analysis and reporting of these trials. In the United States, the Food and Drug Administration ("FDA") governs these activities pursuant to the agency's Good Clinical Practice regulations.

HIPAA and Other Data Privacy and Security Legislation. Many of our activities involve the receipt or use of confidential health and other personal information. In addition, we use aggregated and anonymized data for our own research and analysis purposes and, in some cases, provide access to such data to pharmaceutical manufacturers and third-party data aggregators. Various federal and state laws, including the Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), regulate and restrict the use, disclosure and security of certain personal information, including health information, and new legislation is proposed from time to time in various states.

We are required to comply with certain aspects of the privacy, security and transaction standard regulations under HIPAA. The privacy regulations included as part of HIPAA impose restrictions on the use and disclosure of individually identifiable health information by certain entities. The HIPAA security regulations relate access to and disclosure of protected health information when it is maintained or transmitted electronically. Other HIPAA requirements relate to electronic transaction standards and code sets for processing of pharmacy claims. As part of the American Recovery and Reinvestment Act signed into law in February 2009, Congress adopted the Health Information Technology for Economic and Clinical Health Act ("HITECH"). In January 2013, HHS announced a new rule to strengthen the privacy and security protections established under HIPAA, the final Omnibus Rule (the "Omnibus Rule"). The Omnibus Rule enhances patients' privacy protections, provides patients new rights with respect to their health information and strengthens the government's ability to enforce the law. The changes expand many of the privacy and security requirements to business associates, such as contractors and subcontractors. Business associates may also be liable for increased penalties for noncompliance. The Omnibus Rule significantly changes the breach notification requirements provided by HITECH. Furthermore, the Omnibus Rule sets new limits on how information is used and disclosed for marketing and fundraising purposes, and prohibits the sale of a patient's health information without his or her permission. As with many other companies subject to HIPAA, the Omnibus Rule may have significant operational and legal consequences for our business.

We believe we are in compliance in all material respects with HIPAA and other state privacy laws. To date, no patient privacy laws have been adopted that materially impact our ability to provide PBM and pharmacy services, but there can be no assurance federal or state governments will not enact legislation, impose restrictions or adopt interpretations of existing laws that could have a material adverse effect on our business and financial results.

Other Business Operations Services. Many of the laws and regulations cited above with respect to our PBM activities also apply with respect to our various Other Business Operations services. Of particular relevance are the federal and state anti-kickback laws, state pharmacy regulations and HIPAA, which are described above. In addition, as a condition to conducting our wholesale business, we must maintain various permits and licenses with the appropriate state and federal agencies and we are subject to various wholesale distributor laws that regulate the conduct of wholesale distributors, including, but not limited to, maintaining pedigree papers in certain instances.

Service Marks and Trademarks

We, and our subsidiaries, have registered certain service marks including "EXPRESS SCRIPTS®," "MEDCO®," "ACCREDO®," "CONSUMEROLOGY®," "UBC®," "MY RX CHOICES®," "RATIONALMED®," "SCREENRX®," "EXPRESS ALLIANCE®," "EXPRESS SCRIPTS MEDICARE®," "EXPRESS ADVANTAGE NETWORK®," "HEALTH DECISION

SCIENCE®" and "THERAPEUTIC RESOURCE CENTER®" with the United States Patent and Trademark Office. Our rights to these marks will continue so long as we comply with the usage, renewal filings and other legal requirements relating to the usage and renewal of service marks.

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Insurance

Our PBM operations, including the dispensing of pharmaceutical products by our home delivery pharmacies, our Other Business Operations, including the distribution of specialty drugs, and the services rendered in connection with our disease management operations, may subject us to litigation and liability for damages. Commercial insurance coverage may be difficult to obtain and cost prohibitive, particularly for certain types of claims. We may maintain significant self-insured retentions where believed to be most appropriate and cost effective. We have established certain self-insurance accruals to cover potential claims. There can be no assurance we will be able to maintain certain types of liability insurance coverage in the future or that such insurance coverage, together with our self-insurance accruals, will be adequate to cover potential future claims. A claim, or claims, not covered by insurance or in excess of our insurance coverage could have a material adverse effect on our consolidated results of operations, consolidated financial position and/or consolidated cash flow from operations.

Employees

As of December 31, 2014 and 2013, we employed approximately 29,500 and 29,900 employees, respectively, worldwide. Approximately 11.0% of the employees are members of collective bargaining units at December 31, 2014. Specifically, we employ members of the following unions:

- Service Employees International Union
- American Federation of State, County and Municipal Employees
- United Food and Commercial Workers Union
- United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial & Service Workers International Union, American Federation of Labor – Congress of Industrial Organizations
- Association of Managed Care Pharmacists
- Guild for Professional Pharmacists
- International Union of Operating Engineers
- Retail, Wholesale and Department Store Union, United Food and Commercial Workers

Six collective bargaining agreements covering these employees will expire at various dates through December 2015.

Executive Officers of the Registrant

Our executive officers and their ages as of February 23, 2015 are as follows:

Name	Age	Position
George Paz	59	Chairman and Chief Executive Officer
Timothy Wentworth	54	President
James Havel	60	Executive Vice President and Interim Chief Financial Officer
Keith Ebling	46	Executive Vice President and General Counsel
Christine Houston	52	Senior Vice President, Operations
Steven Miller	57	Senior Vice President and Chief Medical Officer
David Norton	59	Senior Vice President, Supply Chain
David Queller	46	Senior Vice President, Sales and Account Management
Glen Stettin	51	Senior Vice President, Clinical Research and New Solutions
Sara Wade	45	Senior Vice President and Chief Human Resources Officer
Gary Wimberly	53	Senior Vice President and Chief Information Officer
Christopher Knibb	45	Vice President and Chief Accounting Officer

Mr. Paz was elected a director of the Company in January 2004 and has served as Chairman of the Board since May 2006. Mr. Paz assumed the role of Chief Executive Officer on April 1, 2005 and also served as President from October 2003 to February 2014. Mr. Paz joined Express Scripts and was elected Senior Vice President and Chief Financial Officer in January 1998 and continued to serve as Chief Financial Officer following his election to the office of President until his successor joined Express Scripts in April 2004.

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Mr. Wentworth was named President of the Company in February 2014. From April 2012 to February 2014 he served as Senior Vice President and President, Sales and Account Management. Mr. Wentworth joined Express Scripts when the company merged with Medco in April 2012. At Medco, he served as Group President, National and Key Accounts from October 2008 to April 2012, as Chief Executive Officer of Medco's Accredo Health Group subsidiary from March 2006 to October 2008 and as Group President - National Accounts from August 2003 to March 2006.

Mr. Havel was named Executive Vice President and Interim Chief Financial Officer effective January 2015. Prior to joining Express Scripts, Mr. Havel served as Chief Financial Officer of Major Brands Holdings, a privately held beverage distribution company, from April 2012 to December 2014. Mr. Havel owned and operated Havel Associates, LLC, an independent financial consulting firm serving both private and public companies from July 2010 to April 2012. Mr. Havel also spent approximately 34 years with Ernst & Young LLP, beginning his career in 1976.

Mr. Ebling was named Executive Vice President and General Counsel, a role which also includes responsibility for strategy and business development, in December 2008. Mr. Ebling also served as Secretary from December 2008 to May 2013, as Vice President of Business Development from October 2007 to December 2008, and as Vice President and General Counsel of our CuraScript subsidiary from January 2005 to October 2007.

Ms. Houston was named Senior Vice President, Operations in February 2014. From February 2012 to February 2014, she served as Senior Vice President, Pharma and Retail Relations and from January 2009 to February 2012, she served as Vice President/General Manager, Operations. Ms. Houston joined Express Scripts in September 1997 and has served in various leadership positions in Information Technology and Operations.

Dr. Miller was named Senior Vice President and Chief Medical Officer in October 2007. Dr. Miller joined Express Scripts in April 2005 as Vice President, Research and Product.

Mr. Norton was named Senior Vice President, Supply Chain in February 2014. Previously, Mr. Norton served as Vice President, Strategy, Integration and Business Development from October 2007 to February 2014, as Vice President, IT Strategy and Planning and Chief Technology Officer from January 2004 to October 2007, as Vice President, Office of Planning and Management Support from January 2003 to January 2004 and as Vice President, PMO from January 2002 to January 2004.

Mr. Queller was named Senior Vice President, Sales and Account Management in July 2014. Prior to joining Express Scripts, he served in a number of senior leadership positions at Aetna, Inc., including Senior Vice President, National Accounts from January 2013 to June 2014 and President of various national regions from May 2005 to January 2013. Mr. Queller joined Aetna Inc. in October 2000.

Dr. Stettin was named Senior Vice President, Clinical Research and New Solutions in April 2012. Dr. Stettin joined Express Scripts when the Company merged with Medco in April 2012, where he previously served as Senior Vice President and Chief Medical Officer from December 2010 to April 2012 and became Senior Vice President in July 2003. He held a number of leadership positions in several functional areas, including product, technology, clinical and operations, after joining Medco in 1995.

Ms. Wade was named Senior Vice President and Chief Human Resources Officer in December 2010. Prior to that, she served as Vice President, Compensation and Benefits from June 2009 to December 2010. Previously, she served at Coca Cola Enterprises as Corporate Vice President, Compensation and Benefits from April 2008 to June 2009, at Patriot Coal Corporation as Senior Vice President, Human Resources from November 2007 to April 2008.

Mr. Wimberly was named Senior Vice President and Chief Information Officer in November 2007. Mr. Wimberly joined Express Scripts in October 2004 and served as Vice President, Information and Technology until November 2007.

Mr. Knibb joined Express Scripts in February 2013 as Vice President and Chief Accounting Officer. Prior to joining Express Scripts, Mr. Knibb served as Senior Vice President, Chief Accounting Officer of Brightstar Corporation from June 2012 to February 2013. Prior to that, he served as Vice President, Controller and Chief Accounting Officer at Patriot Coal Corporation from October 2011 to June 2012 and as Vice President, Controller from September 2007 to October 2011. Patriot Coal Corporation filed a Chapter 11 bankruptcy petition in July 2012 and emerged in December 2013.

Available Information

We make available through our website (www.express-scripts.com) access to our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, all amendments to those reports (when applicable) and other filings with the SEC. Such access is free of charge and is available as soon as reasonably practicable after such information is filed with the SEC. In addition, the SEC maintains an Internet site (www.sec.gov) containing reports, proxy and information statements, and other information regarding issuers filing electronically with the SEC (which includes us). Information included on our website is not part of this annual report.

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Forward-Looking Statements and Associated Risks

Information we have included or incorporated by reference in this Annual Report on Form 10-K, and information which may be contained in our other filings with the Securities and Exchange Commission ("the SEC") and our press releases or other public statements, contains or may contain forward-looking statements. These forward-looking statements include, among other things, statements of our plans, objectives, expectations (financial or otherwise) or intentions.

Our forward-looking statements involve risks and uncertainties. Our actual results may differ significantly from those projected or suggested in any forward-looking statements. We do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Any number of factors could cause our actual results to differ materially from those contemplated by any forward-looking statements, including, but not limited to, the risks associated with the following:

STANDARD OPERATING FACTORS

- our ability to remain profitable in a very competitive marketplace depends upon our continued ability to attract and retain clients while maintaining our margins, to differentiate our products and services from those of our competitors, and to develop and cross-sell new products and services to our existing clients
- our failure to anticipate and appropriately adapt to changes or trends within the rapidly changing healthcare industry
- changes in applicable laws, rules or regulations, or their interpretation or enforcement, or the enactment of new laws, rules or regulations, which apply to our business practices (past, present or future) or require us to spend significant resources in order to comply or to make significant changes to our business operations
- changes to the healthcare industry designed to manage healthcare costs or alter healthcare financing practices or changes to government policies in general
- uncertainties regarding the implementation of Health Reform Laws
- general economic conditions
- a failure in the security or stability of our technology infrastructure, or the infrastructure of one or more of our key vendors
- a significant failure or disruption in service within our operations or the operations of our vendors
- our failure to execute on, or other issues arising under, certain key client contracts
- significant changes within the pharmacy provider marketplace, including the loss of or adverse change in our relationship with one or more key pharmacy providers
- changes relating to Medicare Part D, our failure to comply with CMS regulatory requirements, our failure to comply with CMS contractual requirements applicable to us as a Medicare Part D PDP sponsor or our failure to otherwise execute on our strategies related to Medicare Part D
- our failure to effectively execute on strategic transactions or successfully integrate the business operations or achieve the anticipated benefits from any acquired businesses
- a failure to adequately protect confidential health information received and used in our business operations
- the impact of our debt service obligations on the availability of funds for other business purposes, the terms of and our required compliance with covenants relating to our indebtedness and our access to the credit markets in general
- the delay, reduction, suspension or cancellation of government spending or appropriations relating to our business
- the termination, loss, or an unfavorable modification, of our relationship with one or more key pharmaceutical manufacturers, or the significant reduction in payments made or discounts provided by pharmaceutical manufacturers
- changes in drug pricing or industry pricing benchmarks
- results in pending and future litigation, investigations or other proceedings which could subject us to significant monetary damages or penalties and/or require us to change our business practices, or the costs incurred in connection with such proceedings

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- our failure to attract and retain talented employees, or to manage succession and retention for our Chief Executive Officer or other key executives
- other risks described from time to time in our filings with the SEC

These and other relevant factors, including those risk factors in "Part I — Item 1A — Risk Factors" in this Annual Report and any other information included or incorporated by reference in this Report, and information which may be contained in our other filings with the SEC, should be carefully considered when reviewing any forward-looking statement. We note these factors for investors as permitted under the Private Securities Litigation Reform Act of 1995. Investors should understand it is impossible to predict or identify all such factors or risks. As such, you should not consider either foregoing lists, or the risks identified in our SEC filings, to be a complete discussion of all potential risks or uncertainties.

Item 1A — Risk Factors

General Risk Factors

We operate in a very competitive industry, which could compress our margins and impair our ability to attract and retain clients. Our failure to effectively differentiate our products and services from those of our competitors could magnify the impact of the competitive environment.

We operate in a highly competitive environment and an industry subject to significant market pressures brought about by customer demands, legislative and regulatory developments and other market factors. We must remain competitive in order to attract new clients and retain and cross-sell additional products and services to our existing clients. Strong competition in the PBM marketplace has generated greater client demand for lower pricing, increased revenue sharing and enhanced product and service offerings. These competitive factors have historically applied pressure on our operating margins and caused many PBMs, including us, to reduce the prices charged for core products and services while sharing a greater portion of the formulary fees and related revenues received from pharmaceutical manufacturers with clients. We cannot assume positive trends such as lower drug purchasing costs, increased generic usage, drug price inflation, increased rebates, favorable demographics and specialty growth would offset these pressures in the future. Our inability to maintain these positive trends, or failure to identify and implement new ways to mitigate pricing pressures, could negatively impact our ability to attract or retain clients or sell additional services, which could negatively impact our margins and have a material adverse effect on our business and results of operations.

In addition, our clients are well informed and organized and can easily move between us and our competitors as our client contracts are generally three years. Many clients work through knowledgeable consultants and our larger clients typically seek competing bids from our competitors prior to contract expiration. These factors together with the impact of competitive pressures could make it difficult for us to attract new clients, retain existing clients and cross-sell additional services, which could materially and adversely affect our business and results of operations.

To succeed in the highly competitive PBM marketplace, it is imperative we maintain a strong reputation as well as differentiate our business offerings by innovating and delivering products and services that demonstrate enhanced value to our clients, particularly in response to market changes from public policy. The negative reputational impact of a significant event, including a failure to execute on client contracts or to successfully operate the complex structure of our business or otherwise innovate and deliver products and services that demonstrate greater value to our clients, could therefore affect our ability to grow and retain profitable clients which could have a material adverse effect on our business and results of operations.

The delivery of healthcare-related products and services is an evolving and rapidly changing industry. Our failure to anticipate or appropriately adapt to changes or trends within the industry could have a negative impact on our ability to compete and adversely affect our business and results of operations.

We have designed our business model to compete within the current industry structure. Our client contracts are generally three years and our pharmaceutical manufacturer and retail contracts are typically non-exclusive and terminable on relatively short notice by either party. Any significant shifts in the structure of the PBM industry or the healthcare products and services industry in general could alter the industry dynamics and adversely affect our ability to attract or retain clients. Such industry shifts could result from, among other things: a large intra- or inter-industry merger, strategic alliances, a new entrant (including the government), a new or alternative business model, a general

decrease in drug utilization, changes in the United States Postal Service or the consolidation of shipping carriers, an increased ability of consultants to influence the market, increased drug acquisition cost, changes in the generic drug market or the failure of new generic drugs to come to market, rapid technological shifts or the necessary changes or unintended consequences of the federal Affordable Care Act, as amended by the Health Reform Laws. Our failure to anticipate or appropriately adapt to changes in the industry could negatively impact our competitive position and adversely affect our business and results of operations.

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In addition, the managed care industry has undergone periods of substantial consolidation and may continue to consolidate in the future. If one or more of our managed care clients is acquired, and the acquiring entity is not a client, then we may be unable to retain all or a portion of the acquired business. If such acquisitions, individually or in the aggregate, are material, they could have a material adverse effect on our business and results of operations.

We operate in a complex and rapidly evolving regulatory environment. Changes in or failure to comply with applicable laws, rules or regulations, or their interpretation or enforcement, or the enactment of new laws, rules or regulations, could require us to make significant changes to our business operations or result in the imposition of fines or penalties. Further, we may be required to spend significant resources in order to comply with new, changing or existing laws, rules and regulations.

Numerous state and federal laws, rules and regulations affect our business and operations and include, among other things, the following:

- healthcare fraud and abuse laws and regulations, which prohibit certain types of payments and referrals as well as false claims made in connection with health benefit programs
- ERISA and related regulations, which regulate many aspects of healthcare plan arrangements
- state legislation regulating PBMs or imposing fiduciary status on PBMs
- consumer protection and unfair trade practice laws and regulations
- network pharmacy access laws, including “any willing provider” and “due process” legislation, that affect aspects of our pharmacy network contracts
- wholesale distributor laws
- legislation imposing benefit plan design restrictions and requirements, which limit how our clients can design their drug benefit plans
- various licensure laws, such as managed care and third-party administrator licensure laws
- drug pricing legislation, including “most favored nation” pricing
- pharmacy laws and regulations, including delivery channels
- state insurance regulations applicable to our insurance subsidiaries
- information privacy and security laws and regulations, including those under the HIPAA omnibus rule
- Medicare prescription drug program participation requirements including coverage standards and beneficiary protections
- other Medicare and Medicaid reimbursement regulations, including subrogation
- the Health Reform Laws, including regulations applicable to clients operating qualified health plans through the state and federal marketplace (“Health Insurance Exchange”)
- federal laws related to our Department of Defense arrangement
- federal antitrust laws related to our pharmacy, pharmaceutical manufacturer and client relationships
- the Foreign Corrupt Practices Act
- international laws

These and other regulatory matters are described in more detail under “Part I — Item 1 — Business — Government Regulation and Compliance” above.

We believe we operate our business in substantial compliance with all existing material legal requirements applicable to us. However, significant uncertainties exist regarding the application of many of these legal requirements to our business. From time to time, state and federal law enforcement agencies and regulatory agencies have initiated investigations or litigation involving certain aspects of our business or our competitors’ businesses and, consequently, we cannot provide any assurance that one or more of these agencies will not interpret or apply these legal requirements in a manner adverse to our business, or, if there is an enforcement action brought against us, that our interpretation would prevail. In addition, there are numerous proposed healthcare laws, rules and regulations at the federal and state levels, many of which could materially affect aspects of our business or adversely affect our results of operations. We are unable to predict whether additional federal or state legislation or regulatory initiatives relating to our business or the healthcare industry in general will be enacted in the future or what effect, if any, such legislation

or regulations may have on us. Due to these uncertainties, we may be required to spend

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significant resources in connection with any such investigation or litigation or to comply with new or existing laws and regulations.

In addition, the laws, rules and regulations to which we are subject, including those related to financial disclosure, are complex and require significant resources to remain compliant. Any substantial non-compliance with such legal and regulatory requirements could result in significant fines and penalties or a restatement of our financial statements, which could adversely affect our business and results of operations.

Various governmental agencies have conducted investigations and audits into certain PBM business practices. Many of these investigations and audits have resulted in other PBMs agreeing to civil penalties, including the payment of money and corporate integrity agreements. We cannot predict what effect, if any, such governmental investigations and audits may ultimately have on us or on the PBM industry in general (see "Part I — Item 3 — Legal Proceedings"). However, we may experience additional government scrutiny and audit activity related to audits that Accredo Health Group face or may face which result in payment or offset of prior reimbursement from the government.

Several states are considering but have not yet enacted statutes that would purport to declare a PBM is a fiduciary with respect to its clients and one such statue has been overturned in the District of Columbia. We cannot predict what effect, if any, these and similar statutes, if enacted, may have on our business and financial results, nor can we predict how other courts may view such laws.

Changes to government policies, including policies designed to manage healthcare costs or other healthcare financing practices could adversely impact our business and results of operations.

From time to time, certain legislative and/or regulatory proposals are made which seek to manage the healthcare industry, including managing prescription drug cost, regulating drug distribution and managing health records. Such proposals include, but are not limited to, "single-payer" government funded healthcare, changes in reimbursement rates, restrictions on access or therapeutic substitution, limits on more efficient delivery channels, taxes on goods and services, price controls on prescription drugs, incentivizing the use of electronic health records, regulating the use of maximum allowable cost pricing and other significant healthcare reform proposals. In addition, changes to government policies not specifically targeted to the healthcare industry, such as an increase in the corporate tax rate or government spending cuts, could have significant impacts on the PBM marketplace. We are unable to predict whether any such policies or proposals will be enacted, or the specific terms thereof. Certain of these policies or proposals could, if enacted, adversely impact our business and results of operations.

The implementation of the Health Reform Laws could have an adverse effect on our business and results of operations.

In March 2010, the federal government enacted the Health Reform Laws, which will be gradually phased in through 2020 (see "Part I — Item 1 — Business — Government Regulation and Compliance — Federal Healthcare Reform"). The Hea
Reform Laws contain many provisions that directly or indirectly apply to us, our clients, employers and benefit providers, pharmaceutical manufacturers, healthcare providers and others with whom we do business, including:

- PBM disclosure requirements in the context of Medicare Part D and the Health Insurance Exchanges
- new federal regulations applicable to health plans offered by insurance companies, employers and other plan sponsors
- state and federal regulations applicable to health plans offered in the Health Insurance Exchanges
- medical loss ratio requirements, which require insurers to spend a specified percentage of premium revenues on incurred claims or healthcare quality improvements, and require some of our clients to report certain types of PBM proprietary information
- various health insurance taxes and fees
- changes to the calculation of average manufacturer price ("AMP") of drugs and an increase in the rebate amounts drug manufacturers must pay to states for drugs reimbursed by state Medicaid programs, including through Medicaid managed care organizations
- imposition of new fees on pharmaceutical manufacturers and importers of brand-name prescription drugs
- expansion of the 340B drug discount program, which limits the costs of certain outpatient drugs to qualified health centers and hospitals
- risk adjustments, risk corridors and reinsurance requirements that affect certain of our clients
- closing of the so-called donut hole under Medicare Part D by lowering beneficiary coinsurance amounts

- elimination of the tax deduction for employers who receive Medicare Part D retiree drug subsidy payments

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- mandated changes to client plan designs
- changes to certain healthcare fraud and abuse laws

The scope and ultimate effect of such provisions on our business remains uncertain and we cannot predict the impact any interim or final implementation will have on our business and results of operations.

We face risks associated with general economic conditions.

The state of the economy can have a significant impact on our business and results of operations. An unfavorable or uncertain economic environment could significantly and adversely affect our businesses and profitability and generate the following risks to our business:

- clients, employers and other benefit providers served by our clients may reduce or slow the growth of their workforce or covered membership, or may elect to discontinue or diminish provided benefits, which would result in a reduction in the number of members we serve
- consumers may be less willing or able to incur health care related expenses, whether due to personal economic circumstances, reduction in the level of the health care benefit provided to the consumer or otherwise, which would result in lower than anticipated utilization of our services
- our clients, or potential clients, may increase demands and expectations with respect to pricing, rebates or service levels (including with respect to performance guarantees), which could impact margins, or our ability to obtain new clients or retain existing clients
- our clients, or potential clients, may be less willing to purchase additional products and services from us, which would impact our financial performance

Unfavorable and uncertain economic conditions may also cause disruptions in the credit markets which could increase our cost of borrowing or make credit unavailable on acceptable terms to the extent we need additional funds. Such developments may adversely affect our business and results of operations.

Our ability to conduct operations depends on the security and stability of our technology infrastructure as well as the effectiveness of, and our ability to execute, business continuity plans across our operations. A failure in the security of our technology infrastructure or a significant disruption in service within our operations could materially adversely affect our business and results of operations.

We maintain, and are dependent on, a technology infrastructure platform essential for many aspects of our business operations. We have many different information systems and it is imperative we securely store and transmit confidential data, including personal health information, while maintaining the integrity of our confidential information. Any failure to protect against a security breach or a disruption in service could negatively impact our reputation and materially adversely impact our business operations and results of operations. Our technology infrastructure platform requires significant resources to maintain and enhance systems in order to keep pace with rapid technological change as well as evolving industry and regulatory standards. Emerging and advanced security threats, including coordinated attacks, require additional layers of security which may disrupt or impact efficiency of operations. From time to time, we may obtain significant portions of our systems-related or other services or facilities from independent third parties, which may make our operations vulnerable to such third parties' failure to adequately perform or protect against a security breach or service disruption. In the event we or our vendors experience:

- a malfunction in business processes
- security breaches (including cyber attacks)
- failure to maintain effective and up-to-date information systems or
- otherwise experience unauthorized or non-compliant actions by any individual

We could incur disruptions to our business operations or negative impacts to patient safety, customer and member disputes, damage to our reputation, exposures to risk of loss, litigation or regulatory violations, increased administrative expenses or other adverse consequences.

We operate dispensing pharmacies, call centers, data centers and corporate facilities that depend on the security and stability of our technology infrastructure. Our technology infrastructure could be disrupted by any number of events including a general failure of the technology, malfunction of business process or a disaster or other catastrophic event. Such disruptions could, temporarily or indefinitely, significantly reduce, or partially or totally eliminate our ability to process and dispense prescriptions and provide products and services to our clients and members. Any such service

disruption at these facilities or to

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this infrastructure or our failure to implement adequate business continuity and disaster recovery strategies could have a material adverse effect on our business and results of operations.

A significant disruption in service within our operations could materially adversely affect our business and results of operations.

Our business is dependent on a number of different operations, products and processes, many of which involve third parties. A disruption in our business operations could result from, among other things, contamination of drugs or a failure to maintain appropriate shipment and storage conditions (such as temperature), an error in mail order processing, the unavailability of services provided by our suppliers, vendors or shipping carriers, labor strikes, or unanticipated disruptions at our mail order facilities, call centers, data centers or corporate facilities. Such disruptions or our failure to implement adequate business continuity and disaster recovery strategies could, temporarily or indefinitely, significantly reduce, or partially or totally eliminate our ability to process and dispense prescriptions and provide products and services to our clients and members, which could have a material adverse effect on our business and results of operations.

A substantial portion of our business is concentrated in certain significant client contracts. Our failure to execute on or other issues arising under, such contracts or conditions or trends impacting certain of our key clients could adversely affect our business and results of operations.

As described in greater detail in the description of our business in Item 1 above (see “Part I — Item 1 — Business — Clients”), we have long-term contracts with Anthem (formerly known as WellPoint) and the United States Department of Defense (“DoD”). These two clients, collectively represented 25.9% and 22.4% of our revenue during 2014 and 2013, respectively.

If one or more of our large clients either terminates or does not renew a contract for any reason or if the provisions of a contract with a large client are modified, renewed or otherwise changed with terms less favorable to us, our financial results could be materially adversely affected and we could experience a negative reaction in the investment community resulting in stock price declines or other adverse effects.

If we are not able to replace lost business or margin by generating new sales with comparable operating margins or successfully executing other corporate strategies, our revenues and results of operations could suffer. In addition, if certain of our key clients are negatively impacted by business conditions or other economic trends, or if such clients are acquired, consolidated or otherwise fail to successfully maintain or grow their business, our business and results of operations could be adversely impacted.

If significant changes occur within the pharmacy provider marketplace, or if other issues arise with respect to our pharmacy networks, including the loss of or adverse change in our relationship with one or more key pharmacy providers, our business and financial results could be impaired.

More than 69,000 retail pharmacies, which represent over 95% of all United States retail pharmacies, participated in one or more of our networks at December 31, 2014. The ten largest retail pharmacy chains represent approximately 60% of the total number of stores in our largest network. In certain geographic areas of the United States, our networks may be comprised of higher concentrations of one or more large pharmacy chains. Contracts with retail pharmacies are generally non-exclusive and are terminable on relatively short notice by either party. If one or more of the larger pharmacy chains terminates its relationship with us, or is able to renegotiate terms that are substantially less favorable to us, our members’ access to retail pharmacies and/or our business could be materially adversely affected. In addition, the entry of one or more large pharmacy chains into the PBM business in addition to the current pharmacy chain competitors, the consolidation of existing pharmacy chains or increased leverage or market share by the largest pharmacy providers, could increase the likelihood of negative changes in our relationship with such pharmacies. Changes in the overall composition of our pharmacy networks, or reduced pharmacy access under our networks, could have a negative impact on our claims volume and/or our competitiveness in the marketplace, which could cause us to fall short of certain guarantees in our contracts with clients or otherwise impair our business or results of operations.

Regulatory changes relating to Medicare Part D, our failure to comply with CMS regulatory requirements, our failure to comply with CMS contractual requirements applicable to us as a Medicare Part D PDP sponsor or our failure to otherwise execute on our strategies related to Medicare Part D, could adversely impact our business and our results of operations.

Certain of our subsidiaries have been approved to function as a Medicare Part D sponsor for the purpose of making Medicare Part D EGWP plans available for eligible clients and certain of our subsidiaries have been approved by CMS to participate in the Medicare Part D program as national Medicare Part D PDP sponsors that provide direct services to Medicare Part D eligible members. As Medicare Part D PDP and EGWP sponsors, certain subsidiaries are required to comply with federal Medicare Part D laws and regulations and are also required to be licensed as insurers or may otherwise be subject to aspects of state laws regulating the business of insurance.

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We also provide other products and services in support of our clients' Medicare Part D plans or federal Retiree Drug Subsidy plans. We have made, and may be required to make further, substantial investments in the personnel and technology necessary to administer our Medicare Part D strategy and operations. There are many uncertainties about the financial and regulatory risks of participating in the Medicare Part D program, and we can give no assurance these risks will not materially adversely impact our business and results of operations. The receipt of federal funds made available through the Medicare Part D program by us, our affiliates or clients is subject to compliance with the Medicare regulations and established laws and regulations governing the federal government's payment for healthcare goods and services, including the anti-kickback laws and the federal False Claims Act. If material contractual or regulatory non-compliance was to be identified, including, for example, during CMS audits or client audits in cases where we provide PBM services to client PDP sponsors, recoupment, monetary penalties and/or applicable sanctions, including suspension of enrollment and marketing or debarment from participation in Medicare programs, could be imposed. Further, the adoption or promulgation of new or more complex regulatory requirements or changes in the interpretation of existing regulatory requirements, in each case, associated with Medicare may require us to incur significant compliance-related costs which could adversely impact our business and our results of operations.

In addition, due to the availability of Medicare Part D, some of our employer clients may stop providing pharmacy benefit coverage to retirees, instead allowing retirees to choose their own Medicare Part D plans, which could cause a reduction in utilization for our services. Extensive competition among Medicare Part D plans could also result in the loss of Medicare members by our managed care customers, which would cause a decline in our membership base. Further, certain of our Medicare Part D product offerings require premium payment from members for the ongoing benefit, as well as amounts due from CMS, and as a result of the demographics of the calculations, as well as the potential magnitude and timing of settlement for amounts due from CMS, these accounts receivable are subject to billing and realization risk in excess of what is experienced in the core PBM business.

Like many aspects of our business, the administration of the Medicare Part D program is complex and any failure to effectively execute the provisions of the Medicare Part D program may have an adverse effect on our financial position results of operations or cash flows. As described above, the Health Reform Laws contain various changes to the Medicare Part D program and could have a financial impact on our Medicare Part D PDP and our clients' demands for our other Medicare Part D products and services.

We have historically engaged in strategic transactions, including the acquisition of other companies or businesses, and may engage in similar transactions in the future. Our failure to effectively execute on such transactions or to integrate any acquired businesses could adversely impact our business and results of operations. The acquisition and integration of any such business typically generates significant transaction costs and requires significant resources and management attention.

We have historically engaged in strategic transactions, including the acquisition of other companies and businesses. These transactions typically involve the integration of core business operations and technology infrastructure platforms that require significant resources and management attention and, among other things, risk client service disruption. Strategic transactions, including the pursuit of such transactions, often require us to incur significant up-front costs. These costs are typically non-recurring expenses related to the assessment, due diligence, negotiation and execution of the transaction. We may also incur additional costs to retain key employees as well as transaction fees and costs related to executing our integration plans. A failure or significant delay in the integration process could have a material adverse effect on our client service or our business and results of operations. In addition, such transactions may yield higher operating costs, greater customer attrition or more significant business disruption than anticipated. Further, even if the integration is successful, there can be no assurance a transaction will result in the realization of the expected benefits of synergies, cost savings, innovation and operational efficiencies, or that any realized benefits will be achieved within the anticipated time frame or an otherwise reasonable period of time.

The combination of Medco's business and ESI's business has been a complex, costly and time-consuming process. This integration has resulted in, and may continue to result in, challenges which could result in increased costs, decreases in the amount of expected revenues, diversion of management's time and energy or other negative impacts on the business, any one of which could have a material adverse effect on our business and results of operations.

Our business operations involve the substantial receipt and use of confidential health information concerning individuals and a failure to adequately protect such information could have a material adverse effect on our business and results of operations.

Most of our activities involve the receipt or use of protected health information concerning individuals. We also use aggregated and anonymized data for research and analysis purposes, and in some cases, provide access to such data to pharmaceutical manufacturers and third-party data aggregators and analysts. There is substantial regulation at the federal and state levels addressing the use, disclosure and security of patient identifiable health information. At the federal level, the Health Insurance Portability and Accountability Act of 1996 and the regulations issued thereunder (collectively "HIPAA") impose extensive requirements governing the transmission, use and disclosure of health information by all participants in health care

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delivery, including physicians, hospitals, insurers and other payors. Many of these obligations were expanded under the Health Information and Technology for Economic and Clinical Health Act (the "HITECH Act"), passed as part of the American Recovery and Reinvestment Act of 2009. Failure to comply with standards issued pursuant to federal or state statutes or regulations may result in criminal penalties and civil sanctions. In addition to these regulations, future regulations and legislation that severely restricts or prohibits our use of patient identifiable or other information could limit our ability to use information critical to the operation of our business. Furthermore, if we violate a patient's privacy or are found to have violated any federal or state statute or regulation with regard to confidentiality or dissemination or use of protected health information, we could be liable for significant damages, fines or penalties and suffer reputational harm, any one of which could have a material adverse effect on our business and results of operations.

Our debt service obligations reduce the funds available for other business purposes, and the terms and covenants relating to our indebtedness could adversely impact our financial performance and liquidity. Our inability to access the credit markets for any reason could have a material adverse effect on our business and results of operations.

We currently have debt outstanding, including indebtedness of ESI and Medco guaranteed by us. Our debt service obligations reduce the funds available for other business purposes. Increases in interest rates on variable rate indebtedness would increase our interest expense and could materially adversely affect our financial results. At December 31, 2014, we had $1,315.8 million of gross obligations which were subject to variable rates of interest under our credit agreement. A hypothetical increase in interest rates of 1% would result in an increase in annual interest expense of approximately $13.2 million (pre-tax), assuming obligations subject to variable interest rates remained constant.

We are subject to risks normally associated with debt financing, such as the insufficiency of cash flow to meet required debt service payment obligations and the inability to refinance existing indebtedness. In addition, certain of our debt instruments contain covenants which include limitations or qualifications on our ability to incur additional indebtedness, initiate or permit liens on assets, and engage in mergers, consolidations or disposals. The covenants under our credit agreement also include, among other things, a minimum interest coverage ratio and a maximum leverage ratio. If we fail to satisfy one or more of the covenants under our credit agreement or the senior notes indentures, we would be in default under the credit agreement and/or the senior notes indentures, and may be required to repay such debt with capital from other sources or otherwise not be able to draw down against our revolving credit facility. Under such circumstances, other sources of capital may not be available to us, or be available only on unattractive terms. Our inability to refinance existing indebtedness or otherwise access the credit markets for any reason, whether due to market conditions or otherwise, could have a material adverse effect on our business and results of operations. See Note 7 - Financing to our consolidated financial statements included in "Part II — Item 8" of this Annual Report on Form 10-K.

A delay, reduction, suspension or cancellation of government spending or appropriations could have a material adverse effect on our business and results of operations.

Certain of our revenues are ultimately sourced from government spending and appropriated funds. The failure to provide for continued appropriations or regular ongoing scheduled payments to us could have a material adverse effect on our business and results of operations.

If we lose our relationship with one or more key pharmaceutical manufacturers, or if the payments made or discounts provided by pharmaceutical manufacturers decline, our business and results of operations could be adversely affected.

We maintain contractual relationships with numerous pharmaceutical manufacturers which provide us with, among other things:

- discounts for drugs we purchase to be dispensed from our home delivery pharmacies
- rebates based on distributions of drugs from our home delivery pharmacies and through pharmacies in our retail networks
- administrative fees for managing rebate programs, including the development and maintenance of formularies which include the particular manufacturer's products
- access to limited distribution specialty pharmaceuticals

The consolidation of pharmaceutical manufacturers, the termination or material alteration of our contractual relationships, or our failure to renew such contracts on favorable terms could have a material adverse effect on our business and results of operations. In addition, formulary fee programs have been the subject of debate in federal and state legislatures and various other public and governmental forums. Adoption of new laws, rules or regulations or changes in, or new interpretations of, existing laws, rules or regulations, relating to any of these programs could materially adversely affect our business and results of operations.

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Changes in drug pricing or industry pricing benchmarks could materially impact our financial performance.

Contracts in the prescription drug industry, including our contracts with retail pharmacy networks and with PBM and specialty pharmacy clients, generally use "average wholesale price" or "AWP," which is published by a third party, as a benchmark to establish pricing for prescription drugs. In the event (i) AWP is no longer published by third parties, (ii) we adopt other pricing benchmarks for establishing prices within the industry or (iii) future changes in drug prices substantially deviate from our expectations, we can give no assurance the short- or long-term impact of such changes to industry pricing benchmarks or drug prices will not have a material adverse effect on our business and results of operations.

Legislation and other regulations affecting drug prices are described in more detail under "Part I — Item 1 — Business — Government Regulation and Compliance — Legislation and Regulation Affecting Drug Prices" above.

Pending and future litigation, investigations or other proceedings could subject us to significant monetary damages or penalties and/or require us to change our business practices, which could have a material adverse effect on our business and results of operations.

We are subject to risks relating to litigation, enforcement action, regulatory proceedings, government inquiries and investigations and other similar actions in connection with our business operations, including without limitation the dispensing of pharmaceutical products by our specialty and home delivery pharmacies, services rendered in connection with our disease management offering, our pharmaceutical services operations, pharmacy benefit management services and mergers and acquisitions activity. These proceedings seek unspecified monetary damages and/or equitable relief. While we believe these proceedings are without merit and intend to contest them vigorously, we cannot predict with certainty the outcome of any such proceedings. If one or more of these proceedings has an unfavorable outcome, we cannot provide any assurance it would not have a material adverse effect on our business and results of operations, including our ability to attract and retain clients as a result of any negative reputational impact of such an outcome. Further, while certain costs are covered by insurance, we may incur uninsured costs that are material to our financial performance in the defense of such proceedings.

Commercial liability insurance coverage continues to be difficult to obtain for companies in our business sector, as such insurance can cause unexpected volatility in premiums and/or retention requirements dictated by insurance carriers. We have established certain self-insurance accruals to cover anticipated losses within our retained liability for previously reported claims and the cost to defend these claims. However, there can be no assurance such accruals will cover actual losses or that general, professional, managed care errors and omissions, and/or other liability insurance coverage will be reasonably available in the future or such insurance coverage, together with our self-insurance accruals, will be adequate to cover future claims. A claim, or claims, in excess of our insurance coverage could have a material adverse effect on our business and results of operations.

We face significant competition in attracting and retaining talented employees. Further, managing succession and retention for our Chief Executive Officer and other key executives is critical to our success, and our failure to do so could have an adverse impact on our future performance.

Our ability to attract and retain a qualified and experienced workforce is essential to meet current and future goals and objectives and there is no guarantee we will be able to attract and retain such employees or that competition among potential employers will not result in increased salaries or other benefits. An inability to retain existing employees or attract additional employees, or an unexpected loss of leadership, could have a material adverse effect on our business and results of operations.

In addition, our failure to adequately plan for succession of our Chief Executive Officer, senior management and other key employees or the failure of key employees to successfully transition into new roles could have a material adverse effect on our business and results of operations. While we have succession plans in place and employment arrangements with certain key executives, these do not guarantee the services of these executives will continue to be available to us.

Item 1B — Unresolved Staff Comments

There are no unresolved written comments received from the SEC Staff 180 days or more before the end of our fiscal year relating to our periodic or current reports under the Securities Exchange Act of 1934.

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Item 2 — Properties

We operate our PBM and Other Business Operations segments out of leased and owned facilities throughout the United States, Canada and Europe. As of December 31, 2014, our PBM segment consisted of 66 owned or leased facilities throughout the United States and three owned or leased facilities throughout Canada. For our Other Business Operations segment, as of December 31, 2014, we owned or leased 50 facilities throughout the United States, and owned or leased five facilities throughout Canada and Europe. Our existing facilities comprise approximately 6.0 million square feet in aggregate.

Our St. Louis, Missouri facility houses our corporate headquarters and accommodates our executive and corporate functions.

Our PBM home delivery pharmacy operations consist of twelve order processing pharmacies located throughout the United States, as well as seven contact centers and eight mail order dispensing pharmacies. We also have eight Specialty Pharmacy home delivery pharmacies and 35 specialty branch pharmacies.

In 2013, we began construction of a new office facility in St. Louis, Missouri as well as a new high volume pharmacy fulfillment facility in Florence, New Jersey. These new facilities were completed in 2014. Total capital expenditures of $15.0 million were incurred for the new office facility and total capital expenditures of $68.2 million were incurred for the new high volume pharmacy fulfillment facility.

In 2013, we also began improvement on two new data centers in Chicago, Illinois and Piscataway, New Jersey. Both locations are scheduled to be completed in 2015, and we anticipate total capital expenditures of approximately $75.0 million.

We believe our facilities generally have been well maintained, are in good operating condition and have adequate capacity to meet our current business needs.

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Item 3 – Legal Proceedings

We and/or our subsidiaries are defendants in a number of lawsuits. We cannot ascertain with any certainty at this time the monetary damages or injunctive relief that any of the plaintiffs may recover. We also cannot provide any assurance the outcome of any of these matters, or some number of them in the aggregate, will not be materially adverse to our financial condition, results of operations, cash flows or business prospects. In addition, the expenses of defending these cases may have a material adverse effect on our financial results.

These matters are:

- Jerry Beeman, et al. v. Caremark, et al. (United States District Court for the Central District of California, Case No.021327) (filed December 2002). A complaint was filed against ESI, NextRX LLC f/k/a Anthem Prescription Management LLC, Medco Health Solutions, Inc. (for purposes of this Item 3, "Medco") and several other pharmacy benefit management companies by several California pharmacies as a putative class action, alleging rights to sue as a private attorney general under California law. Plaintiffs allege that ESI and the other defendants failed to comply with statutory obligations under California Civil Code Section 2527 to provide California clients with the results of a bi-annual survey of retail drug prices, and seek money damages. In July 2004, the case was dismissed with prejudice due to lack of standing. In June 2006, the United States Court of Appeals for the Ninth Circuit reversed the district court's opinion on standing and remanded the case. The district court's denial of defendants' motion to dismiss on first amendment constitutionality grounds was appealed to the Ninth Circuit as discussed further below. Plaintiffs have filed a motion for class certification, but that motion has not been briefed pending the outcome of the appeal.

In July 2011, the United States Court of Appeals for the Ninth Circuit affirmed the district court's denial of defendants' motion to dismiss. In June 2012, an en banc panel of the Ninth Circuit Court of Appeals issued a decision certifying the question of constitutionality of California Civil Code Section 2527 to the California Supreme Court, requesting consideration of the issue and a ruling. In December 2013, the California Supreme Court held that California Civil Code Section 2527 does not infringe upon state constitutional free speech protections.

In January 2014, the Ninth Circuit en banc panel issued a ruling vacating the prior panel opinion and remanded the case to the original Ninth Circuit three-judge panel to either consider the federal constitutional issues or remand the case to the district court. In March 2014, the Ninth Circuit Court of Appeals entered an order lifting the stay and remanded the case to the district court for further proceedings. Defendants' objections based on plaintiffs' lack of standing and the unconstitutionality of the California law due to defendants' first amendment rights have been rejected by the courts and are not subject to further appeals.

- In re: PBM Antitrust Litigation (United States District Court for the Eastern District of Pennsylvania). The following three cases were transferred to the United States District Court for the Eastern District of Pennsylvania before the Judicial Panel on Multi-District Litigation in August 2006: (i) Brady Enterprises, Inc., et al. v. Medco Health Solutions, Inc. (filed in August 2013 in the United States District Court for the Eastern District of Pennsylvania); (ii) North Jackson Pharmacy, Inc., et al. v. Medco Health Solutions, Inc., et al. (United States District Court for the Northern District of Alabama), consolidated with North Jackson Pharmacy, Inc., et al. v. Express Scripts, Inc., et al. (United States District Court for the Northern District of Alabama) (filed in October 2003); and (iii) Mike's Medical Center Pharmacy, et al. v. Medco Health Solutions, Inc., et al. (United States District Court for the Northern District of California) (filed December 2005). The Brady Enterprises case was filed against Merck & Co., Inc. ("Merck") and Medco. Plaintiffs moved for class certification to represent a national class of retail pharmacies and allege that Medco conspired with, acted as the common agent for, and used the combined bargaining power of plan sponsors to restrain competition in the market for the dispensing and sale of prescription drugs. Plaintiffs allege that, through conspiracy, Medco has engaged in various forms of anticompetitive conduct including, among other things, setting artificially low pharmacy reimbursement rates. Plaintiffs assert claims for violation of the Sherman Act and seek treble damages and injunctive relief. The North Jackson Pharmacy case purports to be a class action against ESI and Medco on behalf of independent pharmacies within the United States. The complaint alleges that certain of ESI's and Medco's business practices violate the Sherman Antitrust Act. Plaintiffs seek unspecified monetary damages (including treble damages) and injunctive relief. Plaintiffs' motion for class certification against ESI and Medco was granted in March 2006. Following oral arguments on ESI's motion to decertify the class in 2007, the case remained dormant until April 2011, when it was reassigned to a new judge who ordered supplemental briefing. Oral argument of all the class certification

motions was heard in January 2012, and the court took ESI's motion under submission. The Mike's Medical Center Pharmacy case was filed against Medco and Merck. Plaintiffs seek to represent a class of all pharmacies and pharmacists that contracted with Medco and California pharmacies that indirectly purchased prescription drugs from Merck. Plaintiffs assert claims for violation of the Sherman Act, California antitrust law and California law prohibiting unfair business practices. Relief demanded includes, among other things, treble damages, restitution,

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disgorgement of unlawfully obtained profits and injunctive relief. Currently, ESI's motion to decertify the class in the Brady Enterprises case is pending since oral arguments were held in January 2012.

- United States of America ex. rel. Lucas W. Matheny and Deborah Loveland vs. Medco Health Solutions, Inc., et al. (United States District Court for the Southern District of Florida) (unsealed March 2010). This qui tam matter relates to Medco's former subsidiary, PolyMedica Corporation and its subsidiaries ("PolyMedica"), and the government declined to intervene. The complaint alleges that PolyMedica violated the False Claims Act through accounting practices of applying invoice payments to accounts receivable. The complaint seeks monetary damages, as well as costs and expenses. After the district court dismissed the action, in February 22, 2012, the Eleventh Circuit Court of Appeals reversed the dismissal and directed the district court to reinstate two of the claims.

In December 2012, Medco sold PolyMedica, including all assets and liabilities, to FGST Investments, Inc. In February 2013, ATLS Acquisition LLC, a holding company, and PolyMedica (ATLS Acquisition LLC and PolyMedica are collectively referred to as "Debtors"), filed for Chapter 11 bankruptcy protection in the United States Bankruptcy Court for the District of Delaware, resulting in an automatic stay of this case, which has been extended to Medco. In May 2013, the district court entered an order acknowledging the stay, closing the case for administrative purposes pending the bankruptcy action, and denying all motions as moot. In February 2014, the bankruptcy court granted Debtors' motion for summary judgment on all relators' claims in full, but the case remains stayed with respect to Medco.

- United States ex rel. David Morgan v. Express Scripts, Inc., First Databank, Inc., Amerisource Bergen Corp., Cardinal Health, Inc., Caremark, Inc., McKesson Corp., Medco Health Solutions, Inc., Medi-Span, and John Doe Corporation 1-20, (United States District Court for the District of New Jersey) (unsealed December 2012). This is a qui tam lawsuit in which the government declined to intervene against defendants. Morgan, the qui tam relator, served a complaint on ESI and Medco in January 2013. Morgan alleges claims under the federal False Claims Act and the false claims acts of twenty-two states. The allegations asserted deal primarily with an alleged conspiracy among other defendants to inflate the published average wholesale price ("AWP") of certain drugs. Morgan generally alleges that ESI and Medco were aware of the alleged AWP inflation and submitted false claims to the government, or caused false claims to be submitted to the government, by failing to disclose the alleged AWP inflation to their government health care program clients in violation of an alleged fiduciary duty and/or in violation of alleged contractual obligations. Morgan also alleges that ESI and Medco failed to properly process and/or adjudicate claims for payment for prescription drugs dispensed to federal healthcare beneficiaries, which allegedly resulted in the submission to the government of false claims for payment. The complaint seeks monetary damages, as well as costs and expenses. In April 2013, ESI and Medco filed a motion to dismiss the complaint for failure to state a claim, which was granted in December 2013. Following Morgan's appeal to the United States Court of Appeals for the Third Circuit, oral argument was heard on November 21, 2014. On February 20, 2015, the Third Circuit Court of Appeals denied Morgan's appeal and affirmed the district court's dismissal of the complaint.

- United States ex rel. Steve Greenfield, et al. v. Medco Health Solutions, Inc., Accredo Health Group, Inc., and Hemophilia Health Services, Inc., (United States District Court for the District of New Jersey) (unsealed February 2013). This qui tam case was filed under seal in January 2012 and the government declined to intervene. The complaint alleges that defendants, including Medco and Accredo Health Group, Inc. (for purposes of this Item 3, "Accredo") violated the federal False Claims Act, the Anti-Kickback Statute, and various state and local false claims statutes when they made charitable contributions to non-profit organizations supporting hemophilia patients that were allegedly improper rewards or inducements for referrals of hemophilia patients to Accredo's pharmacy services. The complaint further alleges that Accredo gave gifts to patients and/or their families that were in excess of the "nominal" gifts allegedly allowed under the Civil Monetary Penalty Statute and were allegedly improper rewards or inducements for the use of Accredo's pharmacy services. The complaint seeks monetary damages and civil monetary penalties on behalf of the federal government, as well as costs and expenses. In December 2013, the court granted defendants' motion to dismiss relating to Greenfield's federal claims and declined to exercise jurisdiction over his state law claims. In January 2014, Greenfield filed an amended complaint in which he asserts claims similar to those previously pled, but alleges that Accredo gave gifts to patients and/or their families in violation of the federal Anti-Kickback Statute as opposed to the Civil Monetary Penalty Statute. In September 2014, the court granted in part, and denied in part, defendants' motion to dismiss. Greenfield filed a further amended complaint in October 2014, and the Company filed

an answer and affirmative defenses in November 2014.

United States ex rel. David M. Kester, et al. v. Novartis Pharmaceuticals Corp., Accredo Health Group, Inc., BioScrip Corp., CuraScript, Inc., CVS Caremark Corp. (United States District Court for the Southern District of New York) (unsealed January 2014). This qui tam case was filed under seal in April 2013. The federal government intervened against defendants Novartis Pharmaceuticals Corp. ("Novartis") and BioScrip, Inc. ("BioScrip"), and declined to intervene against the remaining defendants. In January 2014, Kester filed a complaint against Accredo and

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CuraScript, Inc. (for purposes of this Item 3, "CuraScript") and alleges defendants violated the Anti-Kickback Statute, the federal False Claims Act, and the false claims acts of twenty-seven states in connection with rebates and discounts provided in various contracts with Novartis involving the following drugs: Exjade, Gleevec, Tasigna, and TOBI. The complaint seeks monetary damages, as well as costs and expenses. In June 2014, the court entered an order granting defendants' motions to dismiss with respect to Gleevec, Tasigna, and TOBI, and denied the motions with respect to Exjade. In September 2014, the court denied CuraScript and Accredo's motion to dismiss for failure to state a claim. Following the filing of Kester's amended complaint, in January 2015, the court denied Accredo and CuraScript's motion to dismiss. Later in January 2015, the state of Washington filed a motion to amend its complaint in intervention to assert claims against Accredo, and Accredo filed a brief in opposition thereto in February 2015.

- ATLS Acquisition, LLC, et al., FGST Investments, Inc., et al. v. Medco Health Solutions, Inc. (United States Bankruptcy Court for the District of Delaware) (adversary complaint filed March 2014). In December 2012, Medco sold PolyMedica Corporation and its subsidiaries ("PolyMedica"), including all assets and liabilities, to FGST Investments, Inc. ("FGST") in a management buyout transaction. In February 2013, ATLS Acquisition LLC ("ATLS"), the parent company of FGST, FGST and PolyMedica (ATLS, FGST and PolyMedica are collectively referred to as "Debtors"), filed for Chapter 11 bankruptcy protection. In March 2014, Debtors filed a complaint against Medco alleging breach of contract, specific performance, indemnity, breach of financial statements warranty, declaratory judgment, avoidance of transfers based on constructive and actual fraud, and disallowance and subordination of Medco's claims. Debtors seek payment of PolyMedica's pre-closing taxes and other creditors' claims. In March 2014, Debtors filed objections to proofs of claims filed by Medco. In March 2014, Debtors filed a motion for partial summary judgment as to the pre-closing taxes. In May 2014, Medco filed an answer and counterclaim to the adversary complaint, a motion to dismiss the adversary proceeding, and a partial cross motion for summary judgment seeking reformation of the stock purchase agreement on the issue of pre-closing taxes. Debtors filed a reply to Medco's counterclaim, an answering brief in opposition to Medco's motion to dismiss, and a brief in opposition to Medco's cross motion for partial summary judgment in May 2014. In August 2014, Debtors filed a joint plan of reorganization. In September 2014, Debtors filed a motion for entry of orders including but not limited to approving bid procedures related to the sale of assets, approving bid protections, scheduling a hearing for considering sale, approving the asset purchase agreement and authorizing the sale. The auction of Debtors' assets occurred in November 2014.
- Jason Berk v. Express Scripts, Inc. and Express Scripts Pharmacy, Inc. (United States District Court for the District of Minnesota, Case No. 0:14-cv-01008) (filed April 8, 2014). A complaint was filed against Express Scripts, Inc. and Express Scripts Pharmacy, Inc., its subsidiary, by named employee, Jason Berk, a current Pharmacy Benefit Specialist employee, alleging two causes of action: (1) a collective action under the federal Fair Labor Standards Act, 29 U.S.C. § 216(b), for failure to pay wages and overtime; and (2) a Federal Rule of Civil Procedure 23 class action for breach of contract. The parties have agreed to stay the lawsuit in favor of early investigation and mediation.
- In July 2011, Medco received a subpoena duces tecum from the United States Department of Justice, District of Delaware, requesting information from Medco regarding its arrangements with Astra Zeneca concerning four Astra Zeneca drugs. Medco is cooperating with the inquiry. The Company is not able to predict with certainty the timing or outcome of this matter.
- On February 27, 2014, the Company received a subpoena duces tecum from the United States Department of Justice, District of Rhode Island, pursuant to 18 U.S.C. Section 24(a), requesting information regarding the Company's contractual arrangements with Pfizer, Bayer EMD Serono and biogen idec concerning the following drugs: Betaseron, Rebif and Avonex. The Company intends to cooperate with the inquiry and is not able to predict with certainty the timing or outcome of this matter.
- On March 31, 2014, the Company received a subpoena duces tecum from the Attorney General of New Jersey, requesting information regarding ESI's and Medco's arrangements with Astra Zeneca concerning the drug Nexium. The Company intends to cooperate with the inquiry and is not able to predict with certainty the timing or outcome of this matter.
- On April 8, 2014, the Company received a subpoena from the United States Department of Labor, Employee Benefits Security Administration requesting information regarding ESI's and Medco's client relationships from

2009 to the present. The Company intends to cooperate with the inquiry and is not able to predict with certainty the timing or outcome of this matter.

- On August 23, 2013, the Company received a federal grand jury subpoena from the United States Attorney's Office for the Northern District of California. The subpoena requests information from January 1, 2003 to the present regarding Medco's relationship with Alfred Villalobos ("Villalobos") and ARVCO Capital Research LLC ("ARVCO"). On November 19, 2014, the Company received another subpoena requesting additional information

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relating to Medco's internal investigation of its business dealings with ARVCO and certain other related matters. The Company intends to cooperate with the inquiry and is not able to predict with certainty the timing or outcome of this matter.

Investigations under the federal and most state False Claims Acts may be initiated by the applicable government investigative body or by a qui tam relator's filing of a False Claims Act complaint under court seal. If a qui tam relator's complaint remained under seal, applicable law would restrict our ability to disclose such a fact.

In addition to the foregoing matters, in the ordinary course of our business, there have arisen various legal proceedings, investigations or claims now pending against us or our subsidiaries. The effect of these actions on future financial results is not subject to reasonable estimation because the proceedings are in early stages and/or considerable uncertainty exists about the outcomes. Where insurance coverage is not available for such claims, or in our judgment, is not cost-effective, we maintain self-insurance accruals to reduce our exposure to future legal costs, settlements and judgments related to uninsured claims. Our self-insured accruals are based upon estimates of the aggregate liability for the costs of uninsured claims incurred and the retained portion of insured claims using certain actuarial assumptions followed in the insurance industry and our experience. It is not possible to predict with certainty the outcome of these claims, and we can give no assurance that any losses in excess of our insurance and any self-insurance accruals will not be material.

Item 4 — Mine Safety Disclosures

Not applicable.

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PART II

Item 5 — Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters

Market Information. Our common stock is traded on the Nasdaq Global Select Market ("Nasdaq") under the symbol "ESRX." The high and low prices, as reported by the Nasdaq, are set forth below for the periods indicated.

	Fiscal Year 2014		Fiscal Year 2013	
Common Stock	High	Low	High	Low
First Quarter	$79.37	$69.61	$60.08	$53.05
Second Quarter	76.21	64.64	64.08	54.57
Third Quarter	75.95	65.08	67.66	60.80
Fourth Quarter	86.27	68.78	70.79	59.20

Holders. As of February 2, 2015, there were 53,482 stockholders of record of our common stock. We estimate there are approximately 696,355 beneficial owners of our common stock.

Dividends. The Board of Directors has not declared any cash dividends on our common stock since our initial public offering and does not currently intend to declare any cash dividends in the foreseeable future.

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

Following is a summary of our stock repurchasing activity during the three months ended December 31, 2014 (share data in millions):

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of a publicly announced program	Maximum number of shares that may yet be purchased under the program	
10/1/2014 - 10/31/2014	—	$—	—	28.8	
11/1/2014 - 11/30/2014	5.0	78.29	5.0	23.8	
12/1/2014 - 12/31/2014	5.1	83.94	5.1	83.7	(1)
Fourth Quarter 2014 Total	10.1	$81.15	10.1		

(1) Increase in number of shares that may yet be purchased under the program is due to approval by the Board of Directors of Express Scripts to increase the authorized number of shares by an additional 65.0 million shares.

The repurchases disclosed in this table were made pursuant to the share repurchase program originally announced and executed during 2013 (the "Share Repurchase Program"). In each of March 2014 and December 2014, the Board of Directors of Express Scripts approved an increase in the authorized number of shares that may be repurchased under the Share Repurchase Program. Each authorization approved an additional 65.0 million shares, for a total authorization of 205.0 million shares (including shares previously purchased, as adjusted for any subsequent stock split, stock dividend or similar transaction) of the Company's common stock. There is no limit on the duration of the Share Repurchase Program. Current year repurchases were funded through internally generated cash and debt. As of December 31, 2014, there were 83.7 million shares remaining under the Share Repurchase Program. Additional share repurchases, if any, will be made in such amounts and at such times as we deem appropriate based upon prevailing market and business conditions and other factors.

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Item 6 — Selected Financial Data

The following selected financial data should be read in conjunction with our consolidated financial statements, including the related notes, and "Part II — Item 7 — Management's Discussion and Analysis of Financial Condition and Results of Operations." Results for the years ended December 31, 2013 and 2012 reflect the discontinued operations of our acute infusion therapies line of business, various portions of our United BioSource ("UBC") line of business, Europa Apotheek Venlo B.V. ("EAV") and our European operations. Discontinued operations as of December 31, 2010 include Phoenix Marketing Group ("PMG").

(in millions, except per share data)	2014	2013	2012[1]	2011	2010
Statement of Operations Data (for the Year Ended December 31):					
Revenues[2]	$100,887.1	$104,098.8	$93,714.3	$46,128.3	$44,973.2
Cost of revenues[2]	92,962.0	95,966.4	86,402.4	42,918.4	42,015.0
Gross profit	7,925.1	8,132.4	7,311.9	3,209.9	2,958.2
Selling, general and administrative	4,322.7	4,580.7	4,518.0	895.5	887.3
Operating income	3,602.4	3,551.7	2,793.9	2,314.4	2,070.9
Other expense, net	(536.2)	(521.4)	(593.5)	(287.3)	(162.2)
Income before income taxes	3,066.2	3,030.3	2,200.4	2,027.1	1,908.7
Provision for income taxes	1,031.2	1,104.0	838.0	748.6	704.1
Net income from continuing operations	2,035.0	1,926.3	1,362.4	1,278.5	1,204.6
Net loss from discontinued operations, net of tax[3]	—	(53.6)	(32.3)	—	(23.4)
Net income	2,035.0	1,872.7	1,330.1	1,278.5	1,181.2
Less: Net income attributable to non-controlling interest	27.4	28.1	17.2	2.7	—
Net income attributable to Express Scripts	$2,007.6	$1,844.6	$1,312.9	$1,275.8	$1,181.2
Weighted-average shares outstanding:[4]					
Basic:	750.3	808.6	731.3	500.9	538.5
Diluted:	759.1	821.6	747.3	505.0	544.0
Basic earnings (loss) per share:[4]					
Continuing operations attributable to Express Scripts	$2.68	$2.35	$1.84	$2.55	$2.24
Discontinued operations attributable to Express Scripts[3]	—	(0.07)	(0.04)	—	(0.04)
Net earnings attributable to Express Scripts	2.68	2.28	1.80	2.55	2.19
Diluted earnings (loss) per share:[4]					
Continuing operations attributable to Express Scripts	$2.64	$2.31	$1.80	$2.53	$2.21
Discontinued operations attributable to Express Scripts[3]	—	(0.07)	(0.04)	—	(0.04)
Net earnings attributable to Express Scripts	2.64	2.25	1.76	2.53	2.17
Amounts attributable to Express Scripts:					
Income from continuing operations, net of tax	$2,007.6	$1,898.2	$1,345.2	$1,275.8	$1,204.6
Net loss from discontinued operations, net of tax[3]	—	(53.6)	(32.3)	—	(23.4)
Net income attributable to Express Scripts	$2,007.6	$1,844.6	$1,312.9	$1,275.8	$1,181.2

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(in millions, except per share data)	2014	2013	2012[1]	2011	2010
Balance Sheet Data (as of December 31):					
Cash and cash equivalents	$1,832.6	$1,991.4	$2,793.1	$5,620.1	$523.7
Working capital (deficit)	(6,448.8)	(4,743.9)	(2,300.5)	2,599.9	(975.9)
Total assets	53,798.9	53,548.2	58,111.2	15,607.0	10,557.8
Debt:					
Short-term debt	2,555.3	1,584.0	934.9	999.9	0.1
Long-term debt	11,012.7	12,363.0	14,980.1	7,076.4	2,493.7
Capital lease obligation	28.4	42.0	—	—	—
Stockholders' equity	20,064.0	21,844.8	23,395.7	2,475.3	3,606.6
Network claims—continuing operations[5][6]	933.6	1,065.3	1,020.7	600.4	602.0
Home delivery, specialty and other claims—continuing operations[5][7]	128.5	141.2	128.7	53.4	54.1
Total claims—continuing operations[5]	1,062.1	1,206.5	1,149.4	653.8	656.1
Total adjusted claims—continuing operations[5][8]	1,309.8	1,478.0	1,395.3	751.5	753.9
Cash flows provided by operating activities—continuing operations	$4,549.0	$4,768.9	$4,751.1	$2,193.1	$2,105.1
Cash flows used in investing activities—continuing operations	(411.9)	(70.0)	(10,428.7)	(123.9)	(145.1)
Cash flows (used in) provided by financing activities—continuing operations	(4,289.7)	(5,494.8)	2,850.4	3,029.4	(2,523.0)
EBITDA from continuing operations attributable to Express Scripts[9]	5,817.9	5,970.6	4,648.1	2,565.1	2,315.6

(1) Includes the acquisition of Medco effective April 2, 2012.

(2) Includes retail pharmacy co-payments of $10,272.7, $12,620.3, $11,668.6, $5,786.6 and $6,181.4 for the years ended December 31, 2014, 2013, 2012, 2011 and 2010, respectively.

(3) Primarily consists of the results of operations from the discontinued operations of our acute infusion therapies line of business, portions of UBC, EAV, our European operations and PMG. Our acute infusion therapies line of business was classified as a discontinued operation in 2013. Portions of UBC, EAV and our European operations were classified as discontinued operations in 2012. PMG was classified as a discontinued operation in 2010.

(4) Earnings per share and weighted-average shares outstanding reflect the two-for-one stock split effective June 8, 2010.

(5) Prior to the Merger, ESI and Medco used slightly different methodologies to report claims; however, we believe the differences between the claims reported by ESI and Medco would not be material had the same methodology applied. We have since combined these two approaches into one methodology. This change was made prospectively beginning April 2, 2012. We have not restated the number of claims in prior periods, because the differences are not material.

(6) Excluded from network claims are manual claims and drug formulary only claims where we only administer the client's formulary.

(7) These claims include home delivery, specialty and other claims including: ; (a) drugs we distribute to other PBMs' clients under limited distribution contracts with pharmaceutical manufacturers; (b) FreedomFP claims; and (c) drugs distributed through patient assistance programs.

(8) Total adjusted claims reflect home delivery claims multiplied by 3, as home delivery claims typically cover a time period 3 times longer than network claims.

(9) EBITDA from continuing operations attributable to Express Scripts is earnings before interest income (expense), income taxes, depreciation and amortization and equity income from joint venture, or alternatively calculated as operating income plus depreciation and amortization. EBITDA from continuing operations attributable to Express

Scripts is presented because it is a widely accepted indicator of a company's ability to service indebtedness and is frequently used to evaluate a company's performance. EBITDA from continuing operations attributable to Express Scripts, however, should not be considered as an alternative to net income, as a measure of operating performance, as an alternative to cash flow, as a measure of liquidity or as a substitute for any other measure computed in accordance with accounting principles generally accepted in the United States. In addition, our definition and calculation of EBITDA from continuing operations attributable to Express Scripts may not be comparable to that used by other companies.

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Provided below is a reconciliation of adjusted EBITDA from continuing operations attributable to Express Scripts to net income attributable to Express Scripts as we believe it is the most directly comparable measure calculated under accounting principles generally accepted in the United States:

EBITDA from continuing operations attributable to Express Scripts

	Year Ended December 31,				
(in millions, except per claim data)	2014	2013	2012	2011	2010
Net income attributable to Express Scripts	$2,007.6	$1,844.6	$1,312.9	$1,275.8	$1,181.2
Net loss from discontinued operations, net of tax	—	53.6	32.3	—	23.4
Net income from continuing operations	2,007.6	1,898.2	1,345.2	1,275.8	1,204.6
Income taxes	1,031.2	1,104.0	838.0	748.6	704.1
Depreciation and amortization[1]	2,242.9	2,447.0	1,871.4	253.4	244.7
Interest expense, net	554.9	554.2	608.4	287.3	162.2
Equity income from joint venture	(18.7)	(32.8)	(14.9)	—	—
EBITDA from continuing operations attributable to Express Scripts	5,817.9	5,970.6	4,648.1	2,565.1	2,315.6
Adjustments to EBITDA from continuing operations attributable to Express Scripts					
Transaction and integration costs[1]	984.6	693.6	755.1	62.5	122.6
Accrual related to client contractual dispute	—	—	—	30.0	—
Benefit related to client contract amendment	—	—	—	—	(30.0)
Adjusted EBITDA from continuing operations attributable to Express Scripts	6,802.5	6,664.2	5,403.2	2,657.6	2,408.2
Adjusted EBITDA from continuing operations attributable to Express Scripts per adjusted claim[2]	$5.19	$4.51	$3.87	$3.54	$3.19

(1) Depreciation and amortization for the years ended December 31, 2014 and 2013 presented above includes $92.1 million and $31.6 million, respectively, of depreciation related to the integration of Medco which is not included in transaction and integration costs.

(2) We calculate and use adjusted EBITDA from continuing operations attributable to Express Scripts per adjusted claim as an indicator of our ability to generate cash from our reported operating results. This measurement is used in concert with net income and cash flows from operations, which measure actual cash generated in the period. In addition, adjusted EBITDA from continuing operations attributable to Express Scripts per adjusted claim is a supplemental measurement used by analysts and investors to help evaluate overall operating performance and our ability to incur and service debt and make capital expenditures. We have calculated adjusted EBITDA from continuing operations attributable to Express Scripts excluding certain charges recorded each year, as these charges are not considered an indicator of ongoing company performance. Adjusted EBITDA from continuing operations attributable to Express Scripts per adjusted claim is calculated by dividing adjusted EBITDA from continuing operations attributable to Express Scripts by the adjusted claim volume for the period. This measure is used as an indicator of EBITDA from continuing operations attributable to Express Scripts performance on a per-unit basis, providing insight into the cash-generating potential of each claim. Adjusted EBITDA from continuing operations attributable to Express Scripts and, as a result, adjusted EBITDA from continuing operations attributable to Express Scripts per adjusted claim, are affected by the changes in claim volumes between network and home delivery, specialty and other, the relative representation of brand-name, generic and specialty pharmacy drugs, as well as the level of efficiency in the business.

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Item 7 — Management's Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW

As the largest full-service pharmacy benefit management ("PBM") company in the United States, we provide healthcare management and administration services on behalf of our clients, which include managed care organizations, health insurers, third-party administrators, employers, union-sponsored benefit plans, workers' compensation plans and government health programs. We report segments on the basis of products and services offered and have determined we have two reportable segments: PBM and Other Business Operations. Our integrated PBM services include clinical solutions to improve health outcomes, specialized pharmacy care, home delivery pharmacy services, specialty pharmacy services, fertility services to providers and patients, retail network pharmacy administration, benefit design consultation, drug utilization review, drug formulary management, Medicare, Medicaid and Public Exchange offerings, administration of a group purchasing organization and consumer health and drug information.

Through our Other Business Operations segment, we provide distribution services of pharmaceuticals and medical supplies to providers, clinics and hospitals and provide consulting services for pharmaceutical manufacturers to collect scientific evidence to guide the safe, effective and affordable use of medicines.

Revenue generated by our segments can be classified as either tangible product revenue or service revenue. We earn tangible product revenue from the sale of prescription drugs by retail pharmacies in our retail pharmacy networks and from dispensing prescription drugs from our home delivery and specialty pharmacies. Service revenue includes administrative fees associated with the administration of retail pharmacy networks contracted by certain clients, medication counseling services and certain specialty distribution services. Tangible product revenue generated by our PBM and Other Business Operations segments represented 98.4% of revenues for the year ended December 31, 2014, as compared to 98.8% and 99.0% for the years ended December 31, 2013 and 2012, respectively.

MERGER TRANSACTION

On April 2, 2012, Express Scripts, Inc. ("ESI") consummated a merger (the "Merger") with Medco Health Solutions, Inc. ("Medco") and both ESI and Medco became wholly-owned subsidiaries of Express Scripts Holding Company (the "Company" or "Express Scripts"). "We," "our" or "us" refers to Express Scripts Holding Company and its subsidiaries. The consolidated financial statements (and other data, such as claims volume) reflect the results of operations and financial position of ESI for all periods prior to April 1, 2012. References to amounts for periods after the closing of the Merger on April 2, 2012 relate to Express Scripts.

As a result of the Merger, Medco and ESI each became wholly-owned subsidiaries of Express Scripts and former Medco and ESI stockholders became owners of Express Scripts stock, which is listed for trading on the Nasdaq. Upon closing of the Merger, former ESI stockholders owned approximately 59% of Express Scripts and former Medco stockholders owned approximately 41% of Express Scripts.

EXECUTIVE SUMMARY AND TREND FACTORS AFFECTING THE BUSINESS

We operate in a dynamic environment influenced by a number of marketplace forces including healthcare reform, increased regulation, macroeconomic factors and competition. Our claims volume has been impacted by the transition of UnitedHealth Group, in-group attrition, and certain client losses and implementation delays. However, we continue to execute our successful business model, which emphasizes the alignment of our financial interests with those of our clients and patients through greater use of generics and low-cost brands, home delivery and specialty pharmacies. We also continue to benefit from better management of ingredient costs through renegotiation of supplier contracts, increased competition among generic manufacturers and a higher generic fill rate (82.9% in 2014 compared to 80.8% in 2013). We have achieved higher generic fill rates as we continue to provide our clients with additional tools designed to proactively manage total drug spend by increasing lower cost alternatives. We expect the ongoing positive trends in our business will continue to offset negative factors.

Revenue related to a large client was realized in the second quarters of 2014 and 2013 due to the structure of the contract. Quarterly performance trends may vary from historical periods as a result of the transition of UnitedHealth Group claims, as well as variability, including timing, of our contractual revenue streams.

As the regulatory environment evolves and expands, it is necessary for us to make significant investments in order to operate within the regulatory framework. These investments include, among other things, preparation for changes to the Medicare regulations and the implementation of the Health Reform Laws.

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RESULTS OF OPERATIONS

We report segments on the basis of products and services offered and have determined we have two reportable segments: PBM and Other Business Operations. Our PBM segment includes our integrated PBM operations and specialty pharmacy operations. Our Other Business Operations segment includes United BioSource ("UBC") and our specialty distribution operations.

During 2014, we reorganized our business related primarily to pharmaceutical and biotechnology client patient access programs, including patient assistance programs, reimbursement, alternate funding and compliance services from our PBM segment into our Other Business Operations segment. During 2014, our European operations were substantially shut down. During 2013, we sold various portions of UBC and our acute infusion therapies line of business. During 2012, we sold Europa Apotheek Venlo B.V. ("EAV"). Our acute infusion therapies line of business was previously included in our PBM segment and the remaining businesses were previously included in our Other Business Operations Segment. The results of operations for these businesses were reported as discontinued operations and excluded from all periods presented in the accompanying information provided below.

Prior to the Merger, ESI and Medco used slightly different methodologies to report claims; however, we believe the differences between the claims reported by ESI and Medco would not be material had the same methodology been applied. We have since combined these two approaches into one methodology. This change was made prospectively beginning April 2, 2012. We have not restated the number of claims in prior periods because the differences are not material.

Throughout the description below, reference is made to the impact of generic fill rates. The impact of higher generic fill rates lowers PBM revenues, as generic drugs are generally priced lower than branded drugs. However, as ingredient cost on generic drugs is incrementally lower than the price charged, higher generic fill rates generally have a favorable impact on gross profit.

The home delivery generic fill rate is currently lower than the network generic fill rate as fewer generic substitutions are available among maintenance medications (e.g., therapies for chronic conditions) commonly dispensed from home delivery pharmacies compared to acute medications which are primarily dispensed by pharmacies in our retail networks.

In July 2011, Medco announced its pharmacy benefit services agreement with UnitedHealth Group would not be renewed; although we continued to provide service under an agreement which expired on December 31, 2012. A transition agreement was in place throughout 2013, during which time patients moved in tranches off of the Medco platform. Due to this transition of UnitedHealth Group, claims volume and related revenues and cost of revenues decreased throughout 2013.

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PBM OPERATING INCOME

(in millions)	Year Ended December 31, 2014	2013	2012[1]
Product revenues:			
Network revenues[2]	$58,468.6	$63,244.4	$57,765.5
Home delivery and specialty revenues[3]	38,633.0	37,571.1	32,807.6
Service revenues	1,278.0	966.2	749.1
Total PBM revenues	98,379.6	101,781.7	91,322.2
Cost of PBM revenues[2]	90,630.8	93,803.5	84,259.9
PBM gross profit	7,748.8	7,978.2	7,062.3
PBM SG&A	4,202.4	4,479.3	4,260.7
PBM operating income	$3,546.4	$3,498.9	$2,801.6
Claims			
Network—continuing operations	933.6	1,065.3	1,020.7
Home delivery and specialty—continuing operations[3]	127.7	139.7	125.8
Total PBM claims—continuing operations	1,061.3	1,205.0	1,146.5
Total adjusted PBM claims—continuing operations[4]	1,309.0	1,476.5	1,390.7
Home delivery and specialty—discontinued operations	—	0.4	0.4
Total PBM claims—discontinued operations	—	0.4	0.4
Total adjusted PBM claims—discontinued operations[4]	—	0.4	0.4

(1) Includes the acquisition of Medco effective April 2, 2012.

(2) Includes retail pharmacy co-payments of $10,272.7, $12,620.3 and $11,668.6 for the years ended December 31, 2014, 2013 and 2012, respectively.

(3) Includes home delivery and specialty claims including drugs we distribute to other PBMs' clients under limited distribution contracts with pharmaceutical manufacturers and FreedomFP claims.

(4) Total adjusted claims reflect home delivery claims multiplied by 3, as home delivery claims typically cover a time period 3 times longer than network claims.

PBM RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2014 vs. 2013

Network revenues decreased $4,775.8 million, or 7.6%, in 2014 from 2013. This decrease relates primarily to lower claims volume and related revenues of approximately $5,783.5 million due to the transition of UnitedHealth Group in 2013. This decrease is also due to an increase in the generic fill rate and lower claims volume in general, partially offset by inflation on branded drugs. Our network generic fill rate increased to 83.7% of total network claims in 2014 as compared to 81.6% in 2013.

Home delivery and specialty revenues increased $1,061.9 million, or 2.8%, in 2014 from 2013. This increase relates primarily to inflation on branded drugs, partially offset by lower claims volume and related revenues of approximately $670.5 million due to the transition of UnitedHealth Group in 2013. In addition, this increase is partially offset by an increase in the home delivery generic fill rate and lower claims volume in general. Our home delivery generic fill rate increased to 77.2% of home delivery claims in 2014 as compared to 74.6% in 2013.

Cost of PBM revenues decreased $3,172.7 million, or 3.4%, in 2014 from 2013. This decrease is primarily due to lower claims volume and related cost of revenues of approximately $6,222.9 million due to the transition of UnitedHealth Group in 2013. In addition, this decrease is due to lower claims volume in general, the impact of better management of ingredient costs and the impact of an increase in the generic fill rate, partially offset by inflation on branded drugs.

PBM gross profit decreased $229.4 million, or 2.9%, in 2014 from 2013. This decrease is primarily due to lower claims volume, including the transition of UnitedHealth Group in 2013, as well as $462.3 million of transaction and integration costs for 2014 compared to $238.3 million for 2013. These decreases are partially offset by the second quarter realization of $129.4 million of revenue for the year ended December 31, 2014 related to a client contract as compared to $108.2 million for the year ended December 31, 2013, as well as better management of ingredient costs and formulary and cost savings from the increase in the generic fill rate.

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Selling, general and administrative expense ("SG&A") decreased $276.9 million, or 6.2%, in 2014 from 2013. This decrease relates primarily to operational efficiencies as a result of the Merger, partially offset by $614.4 million of transaction and integration costs for 2014 compared to $490.4 million for 2013.

PBM operating income increased $47.5 million, or 1.4%, in 2014 from 2013, based on the various factors described above.

PBM RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2013 vs. 2012

Network revenues increased $5,478.9 million, or 9.5%, in 2013 from 2012. Due to the timing of the Merger, 2012 revenues and associated claims do not include Medco results of operations (including transactions from UnitedHealth Group members) for the period January 1, 2012 through April 1, 2012, compared to a full year of operations for 2013. Due to this timing, approximately $9,131.7 million of the increase in network revenues relates to the acquisition of Medco and inclusion of its revenues and associated claims for the three months ended March 31, 2013. This increase is partially offset by lower revenue of approximately $3,565.8 million due to the transition of UnitedHealth Group during 2013, as well as an increase in the generic fill rate. Our network generic fill rate increased to 81.6% of total network claims in 2013 as compared to 79.4% in 2012.

Home delivery and specialty revenues increased $4,763.5 million, or 14.5%, in 2013 from 2012. Due to the timing of the Merger, 2012 revenues and associated claims do not include Medco results of operations (including transactions from UnitedHealth Group members) for the period January 1, 2012 through April 1, 2012, compared to a full year of operations for 2013. Due to this timing, approximately $5,216.8 million of the increase in home delivery and specialty revenues relates to the acquisition of Medco and inclusion of its revenues and associated claims for the three months ended March 31, 2013. In addition, this increase is due to inflation on branded drugs. These increases are partially offset by lower revenue of approximately $627.2 million due to the transition of UnitedHealth Group during 2013, as well as an increase in the home delivery generic fill rate. Our home delivery generic fill rate increased to 74.6% of home delivery claims in 2013 as compared to 71.5% in 2012.

Cost of PBM revenues increased $9,543.6 million, or 11.3%, in 2013 when compared to the same period of 2012. Due to the timing of the Merger, 2012 cost of revenues and associated claims do not include Medco results of operations (including transactions from UnitedHealth Group members) for the period January 1, 2012 through April 1, 2012, compared to a full year of operations for 2013. Due to this timing, approximately $13,416.8 million of the increase in cost of PBM revenues relates to the acquisition of Medco and inclusion of its cost of revenues and associated claims for the three months ended March 31, 2013. In addition, this increase is due to ingredient cost inflation on branded drugs as well as $238.3 million of transaction and integration costs for 2013 compared to $49.7 million for 2012. These increases are partially offset by lower cost of revenues of approximately $4,069.4 million due to the transition of UnitedHealth Group during 2013, as well as an increase in the generic fill rate.

PBM gross profit increased $915.9 million, or 13.0%, in 2013 from 2012. This increase relates to the acquisition of Medco (including transactions from UnitedHealth Group members) and inclusion of its gross profit and associated claims for the three months ended March 31, 2013, as described above. In addition, this increase is a result of better management of ingredient costs and cost savings from the increase in the generic fill rate, partially offset by lower revenues and associated cost of revenues due to the transition of UnitedHealth Group.

SG&A increased $218.6 million, or 5.1%, in 2013 from 2012. Approximately $832.9 million of this increase relates to the acquisition of Medco, due primarily to the inclusion of its SG&A and the amortization of intangible assets acquired for the three months ended March 31, 2013, as described above. This increase is partially offset by synergies realized as a result of the Merger, $490.4 million of transaction and integration costs for 2013 compared to $697.2 million for 2012, and decreased management incentive compensation.

PBM operating income increased $697.3 million, or 24.9%, in 2013 from 2012, based on the various factors described above.

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OTHER BUSINESS OPERATIONS OPERATING INCOME (LOSS)

	Year Ended December 31,		
(in millions)	2014	2013	2012[1]
Product revenues	$2,203.5	$2,052.0	$2,172.0
Service revenues	304.0	265.1	220.1
Total Other Business Operations revenues	2,507.5	2,317.1	2,392.1
Cost of Other Business Operations revenues	2,331.2	2,162.9	2,142.5
Other Business Operations gross profit	176.3	154.2	249.6
Other Business Operations SG&A	120.3	101.4	257.3
Other Business Operations operating income (loss)	$56.0	$52.8	$(7.7)
Claims			
Home delivery, specialty and other—continuing operations[2]	0.8	1.5	2.9
Total adjusted Other Business Operations claims—continuing operations[3]	0.8	1.5	4.6
Home delivery, specialty and other—discontinued operations	—	—	4.9
Total adjusted Other Business Operations claims—discontinued operations[2]	—	—	14.7

(1) Includes the acquisition of Medco effective April 2, 2012.

(2) Includes home delivery, specialty and other claims including drugs distributed through patient assistance programs and the sale of diabetes testing supplies.

(3) Total adjusted claims reflect home delivery claims multiplied by 3, as home delivery claims typically cover a time period 3 times longer than network claims.

OTHER BUSINESS OPERATIONS RESULTS OF OPERATIONS

Other Business Operations operating income increased $3.2 million in 2014 from 2013. This increase relates to an increase in volume across the lines of business within the segment, partially offset by a decrease in claims related to drugs distributed through patient assistance programs, as well as a $3.5 million gain associated with the settlement of working capital balances for ConnectYourCare (“CYC”) for the year ended December 31, 2013 as described in Note 4 - Dispositions.

Other Business Operations operating income increased $60.5 million in 2013 from 2012. Due to the timing of the Merger, 2012 revenues and associated claims do not include Medco results of operations for the period beginning January 1, 2012 through April 1, 2012, compared to a full year of operations for 2013. Due to this timing, the increase in operating income is due primarily to the acquisition of Medco and inclusion of its results of operations for the period January 1, 2013 through April 1, 2013. Also attributing to the increase in operating income in 2013 are losses incurred on businesses for the year ended December 31, 2012 which were substantially shut down as of December 31, 2012. In addition, this increase in 2013 is due to impairment charges associated with the Liberty brand, less the gain upon sale, netting to a loss of $22.5 million for the year ended December 31, 2012 and a $3.5 million gain associated with the settlement of working capital balances for CYC for the year ended December 31, 2013 as described in Note 4 - Dispositions. These increases in 2013 were partially offset by a $14.3 million gain associated with the sale of CYC for the year ended December 31, 2012 as described in Note 4 - Dispositions.

OTHER (EXPENSE) INCOME, NET

Net other expense increased $14.8 million, or 2.8%, in 2014 from 2013. This increase is primarily due to the following factors:

- Lower equity income from Surescripts, our joint venture, of $18.7 million for the year ended 2014 compared to $32.8 million for the year ended 2013.
- Redemption costs of $71.5 million incurred for the early redemption of $1,250.0 million aggregate principal amount of 3.500% senior notes due 2016 during the year ended 2014.
- Redemption costs and write-off of deferred financing fees of $68.5 million incurred for early redemption of $1,000.0 million aggregate principal amount of 6.250% senior notes due 2014 during the year ended 2013.
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The issuance of $2,500.0 million of senior notes in June 2014 (defined below) and interest income earned due to investments made with the proceeds.

- The redemption of $900.0 million aggregate principal amount of 2.750% senior notes due 2014 during the year ended 2014.

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- The redemption of $300.0 million aggregate principal amount of 6.125% senior notes due 2013 during the year ended 2013.
- A contractual interest payment of $35.4 million received from a client in the year ended 2013. Interest associated with this client has been received throughout 2014.

Net other expense decreased $72.1 million, or 12.1%, in 2013 as compared to 2012. This decrease is primarily due to reduced interest for the year ended December 31, 2013 due to the early redemption of ESI's $1,000.0 million aggregate principal amount of 6.250% senior notes due 2014, and a $35.4 million contractual interest payment received from a client. In addition, this decrease was partially due to greater equity income from our joint venture of $32.8 million for the year ended 2013 compared to $14.9 million for the year ended 2012, which we began recording under the equity method due to our increased consolidated ownership following the Merger as described in Note 3 - Changes in business. These net decreases are partially offset by the acquisition of Medco and inclusion of its interest expense for the three months ended March 31, 2013 related to the senior notes acquired in the Merger, as well as $68.5 million of redemption costs and write-off of deferred financing fees incurred for early redemption of debt as described below for the year ended December 31, 2013.

For the definitions of the agreements and senior notes referenced above, see "Part II — Item 7 — Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources."

PROVISION FOR INCOME TAXES

Our effective tax rate from continuing operations attributable to Express Scripts was 33.6% for the year ended December 31, 2014, compared to 36.4% and 38.1% for 2013 and 2012, respectively.

During 2014, we recognized a net discrete benefit of $113.9 million primarily attributable to a change in estimate resulting in the recognition of tax benefits for a permanent deduction related to our domestic production activities, offset by charges related to interest on and changes in our unrecognized tax benefits. In 2013, we recognized a net discrete benefit of $51.2 million primarily attributable to investments in certain foreign subsidiaries for which we recognized as a result of various divestitures, deferred tax implications of newly enacted state laws and income not recognized for tax purposes.

The Company is currently pursuing an approximate $531.0 million potential tax benefit related to the disposition of PolyMedica Corporation ("Liberty"). No net benefit has been recognized. A net benefit may become realizable in the future; however we cannot predict with any certainty the exact amount.

We believe it is reasonably possible our unrecognized tax benefits could decrease by up to $100 million within the next twelve months due to the conclusion of various examinations as well as lapses in various statutes of limitations.

NET LOSS FROM DISCONTINUED OPERATIONS, NET OF TAX

During 2014, our European operations were substantially shut down. During 2013, we sold various portions of our UBC line of business and our acute infusion therapies line of business. During 2012, we sold our EAV line of business. These lines of business are classified as discontinued operations. The results of operations for these businesses were reported as discontinued operations for all periods presented in the accompanying information.

There were no discontinued operations for the year ended 2014. The net loss from discontinued operations, net of tax, increased $21.3 million, or 65.9%, in 2013 as compared to 2012. This increase is due to a total gain of $52.3 million recognized in connection with the sale of the discontinued operations portions of our UBC business and our acute infusion therapies line of business, as well as impairment charges associated with our EAV line of business of $11.5 million during the year ended December 31, 2012, which was sold in 2012. These increases are partially offset by a $32.9 million impairment charge on our acute infusion therapies line of business and charges recognized of $16.0 million for the year ended December 31, 2013.

See Note 6 - Goodwill and other intangibles and Note 4 - Dispositions for further information regarding the businesses described above.

NET INCOME ATTRIBUTABLE TO NON-CONTROLLING INTEREST

Net income attributable to non-controlling interest represents the share of net income allocated to members in our consolidated affiliates. Changes in these amounts are directly impacted by profitability of our consolidated affiliates.

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NET INCOME AND EARNINGS PER SHARE ATTRIBUTABLE TO EXPRESS SCRIPTS

Net income attributable to Express Scripts increased $163.0 million, or 8.8%, for the year ended December 31, 2014 from 2013 and increased $531.7 million, or 40.5%, for the year ended December 31, 2013 from 2012.

Basic and diluted earnings per share attributable to Express Scripts increased 17.5% and 17.3%, respectively, for the year ended December 31, 2014 from 2013. These increases are primarily due to treasury shares repurchased through the Share Repurchase Program, as described in Note 9 - Common stock, as well as increased operating income during 2014. Basic and diluted earnings per share attributable to Express Scripts increased 26.7% and 27.8%, respectively, for the year ended December 31, 2013 from 2012. These increases are primarily due to increased operating income during 2013, as well as treasury share repurchases, partially offset by increased amortization of intangible assets and financing and commitment fees.

LIQUIDITY AND CAPITAL RESOURCES

OPERATING CASH FLOW AND CAPITAL EXPENDITURES

In 2014, net cash provided by continuing operations decreased $219.9 million to $4,549.0 million. Changes in operating cash flows from continuing operations in 2014 were impacted by the following factors:

- Net income from continuing operations increased $108.7 million in 2014 from 2013.
- Depreciation and amortization expense decreased $204.1 million in 2014 from 2013.
- Deferred income benefits decreased $143.2 million in 2014 from 2013 due to the overall decrease in book amortization as well as decreases in accruals.
- Employee stock-based compensation expense decreased $53.7 million in 2014 from 2013 due to acceleration of stock-based compensation expense and award vesting associated with the termination of certain Medco employees following the Merger.
- Changes in working capital resulted in cash inflows of $598.9 million in 2014 compared to cash inflows of $775.4 million from the same period in 2013, resulting in a total decrease of $176.5 million.

In 2013, net cash provided by continuing operations increased $17.8 million to $4,768.9 million. Changes in operating cash flows from continuing operations in 2013 were impacted by the following factors:

- Net income from continuing operations increased $563.9 million in 2013 from 2012.
- Depreciation and amortization expense increased $575.6 million in 2013 from 2012.
- Deferred income taxes increased $184.7 million in 2013 from 2012 reflecting a net change in temporary differences primarily attributable to book amortization on customer contracts acquired in the Merger that are not deductible for tax purposes.
- Employee stock-based compensation expense decreased $245.3 million in 2013 from 2012 due to acceleration of stock-based compensation expense and award vesting associated with the termination of certain Medco employees following the Merger during the year ended 2012.
- Changes in working capital resulted in cash inflows of $775.4 million in 2013 compared to cash inflows of $1,425.8 million from the same period in 2012, resulting in a total decrease of $650.4 million. The working capital decrease was primarily due to the timing and receipt and payment of claims and rebates payable, accounts receivable and account payable.

In 2013, net cash used in discontinued operations was $11.4 million, compared to $30.5 million provided by discontinued operations in 2012, a decrease of $41.9 million. This was due to changes in working capital of our acute infusion therapies line of business, portions of UBC and our European operations in 2013.

In 2014, net cash used in investing activities by continuing operations increased $341.9 million to $411.9 million. This change is primarily due to $356.9 million of cash inflows related to the sale of discontinued operations for the year ended December 31, 2013. Capital expenditures for purchases of property and equipment increased $13.6 million in 2014 compared to 2013. Capital expenditures for the year ended December 31, 2014 include $65.2 million related to new data centers, $68.2 million related to a new high volume pharmacy fulfillment facility and $15.0 million related to a new office facility. We intend to continue to invest in infrastructure and technology, which we believe will provide efficiencies in operations, facilitate growth and enhance the service we provide to our clients. Anticipated capital expenditures will be funded primarily from operating cash flow or, to the extent necessary, with borrowings under our revolving credit facility, described below.

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In 2014, net cash used in financing activities by continuing operations decreased $1,205.1 million to $4,289.7 million. Cash inflows for 2014 include $2,490.1 million related to the issuance of our June 2014 Senior Notes (defined below). This inflow was offset by outflows of $4,493.0 million related to treasury share repurchases, $2,150.0 million related to senior note redemptions and $684.3 million of quarterly term facility payments during the year ended December 31, 2014. These net outflows are compared to $4,055.2 million related to treasury share repurchases, $1,300.0 million related to senior note redemptions and $631.6 million of quarterly term facility payments during the year ended December 31, 2013.

At December 31, 2014, our available sources of capital include a $1,500.0 million revolving credit facility (the "revolving facility") and three $150.0 million uncommitted revolving credit facilities (the "2014 credit facilities") (none of which were outstanding at December 31, 2014).

Our current maturities of long-term debt at December 31, 2014, excluding unamortized discounts and premiums, include approximately $1,500.0 million of senior notes, as well as $1,052.6 million of term loan payments.

The Company is a provider to state of Illinois employees. As of December 31, 2014 and 2013, we have an outstanding receivable balance of approximately $212.5 million and $320.1 million, respectively, from the state of Illinois. We have not recorded a reserve against this receivable, as it is associated with a state, which continues to make payments. We believe the full receivable balance will be realized.

We anticipate our current cash balances, cash flows from operations, our revolving credit facility and our 2014 credit facilities will be sufficient to meet our cash needs and make scheduled payments for our contractual obligations and current capital commitments. However, if needs arise, we may decide to secure external capital to provide additional liquidity. New sources of liquidity may include additional lines of credit, term loans, or issuances of notes or common stock, all of which are allowable, with certain limitations, under our existing credit agreement and other debt instruments. While our ability to secure debt financing in the short term at rates favorable to us may be moderated due to various factors, including existing debt levels, market conditions or other factors, we believe our liquidity options described above are sufficient to meet our cash flow needs.

ACQUISITIONS AND RELATED TRANSACTIONS

As a result of the Merger on April 2, 2012, Medco and ESI each became 100% owned subsidiaries of Express Scripts and former Medco and ESI stockholders became owners of Express Scripts stock, which is listed on the Nasdaq. Upon closing of the Merger, former ESI stockholders owned approximately 59% of Express Scripts and former Medco stockholders owned approximately 41% of Express Scripts. Per the terms of the Merger Agreement, upon consummation of the Merger on April 2, 2012, each share of Medco common stock was converted into (i) the right to receive $28.80 in cash, without interest and (ii) 0.81 shares of Express Scripts stock. Holders of Medco stock options, restricted stock units, and deferred stock units received replacement awards at an exchange ratio of 1.3474 Express Scripts stock awards for each Medco award owned, which is equal to the sum of (i) 0.81 and (ii) the quotient obtained by dividing (1) $28.80 (the cash component of the Merger consideration) by (2) an amount equal to the average of the closing prices of ESI common stock on the Nasdaq for each of the 15 consecutive trading days ending with the fourth complete trading day prior to the completion of the Merger (see Note 3 - Changes in business).

We regularly review potential acquisitions and affiliation opportunities. We believe available cash resources, bank financing, additional debt financing or the issuance of debt or equity could be used to finance future acquisitions or affiliations. There can be no assurance we will make new acquisitions or establish new affiliations in 2015 or thereafter.

ACCELERATED SHARE REPURCHASE

On December 9, 2013, as part of our Share Repurchase Program (as defined below), we entered into an agreement to repurchase shares of our common stock for an aggregate purchase price of $1,500.0 million (the "2013 ASR Program") under an Accelerated Share Repurchase agreement (the "2013 ASR Agreement"). Under the terms of the 2013 ASR Agreement, upon payment of the purchase price, we received an initial delivery of 20.1 million shares of our common stock at a price of $67.16 per share, which represented, based on the closing share price of our common stock on Nasdaq on December 9, 2013, approximately 90% of the $1,500.0 million amount of the 2013 ASR Program. In April 2014, we settled the 2013 ASR Agreement and received 0.6 million additional shares, resulting in a total of 20.7 million shares received under the 2013 ASR Agreement.

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The 2013 ASR Agreement was accounted for as an initial treasury stock transaction and a forward stock purchase contract. We recorded this transaction as an increase to treasury stock of $1,350.1 million, and recorded the remaining $149.9 million as a decrease to additional paid-in capital in the consolidated balance sheet at December 31, 2013. The $149.9 million recorded in additional paid-in capital was reclassified to treasury stock upon completion of the 2013 ASR Program on April 16, 2014. The forward stock purchase contract was classified as an equity instrument and was deemed to have a fair value of zero at the effective date of the 2013 ASR Agreement. The initial delivery of shares resulted in an immediate reduction of the outstanding shares used to calculate the weighted-average common shares outstanding for basic and diluted net income per share on the effective date of the 2013 ASR Agreement. The remaining 0.6 million shares received for the settlement to the ASR Program reduced weighted-average common shares outstanding for the year ended December 31, 2014.

STOCK REPURCHASE PROGRAM

In each of March 2014 and December 2014, the Board of Directors of Express Scripts approved an increase in the authorized number of shares that may be purchased under the share repurchase program (the “Share Repurchase Program”), originally announced and executed during 2013. Each authorization approved an additional 65.0 million shares, for a total authorization of 205.0 million shares (including shares previously purchased, as adjusted for any subsequent stock split, stock dividend or similar transaction) of the Company’s common stock.

Including the shares repurchased through the 2013 ASR Program, we repurchased 62.1 million and 60.4 million shares for $4,642.9 million and $3,905.3 million during the years ended December 31, 2014 and 2013, respectively. Additional share repurchases, if any, will be made in such amounts and at such times as the Company deems appropriate based upon prevailing market and business conditions and other factors. As of December 31, 2014, there were 83.7 million shares remaining under the Share Repurchase Program. Current year repurchases were funded through internally generated cash and debt.

Upon consummation of the Merger on April 2, 2012, all ESI shares held in treasury were no longer outstanding and were cancelled and retired and ceased to exist. See Note 9 - Common stock.

SENIOR NOTES

Following the consummation of the Merger on April 2, 2012, several series of senior notes issued by Medco are reported as debt obligations of Express Scripts. The below description reflects the redemption activity of the Company for the years ended December 31, 2014 and 2013. See Note 7 - Financing for a complete summary of outstanding senior notes.

The June 2014 senior notes (the “June 2014 Senior Notes”) consist of:

- $500.0 million aggregate principal amount of 1.250% senior notes due 2017
- $1,000.0 million aggregate principal amount of 2.250% senior notes due 2019
- $1,000.0 million aggregate principal amount of 3.500% senior notes due 2024

A portion of the net proceeds from the sale of the June 2014 Senior Notes was used to redeem all of the Company’s outstanding 3.500% senior notes due 2016 in July 2014 and to pay for a portion of the Company’s outstanding 2.750% senior notes due 2014 at their maturity on November 15, 2014, and the remainder is for general corporate purposes, which includes repurchases of the Company’s common stock under its Share Repurchase Program pursuant to open market transactions.

In November 2014, $900.0 million aggregate principal amount of 2.750% senior notes due 2014 matured and were redeemed. In July 2014, $1,250.0 million aggregate principal amount of 3.500% senior notes due 2016 were redeemed.

In March 2013, $1,000.0 million aggregate principal amount of 6.250% senior notes due 2014 were redeemed.

In March 2013, $300.0 million aggregate principal amount of 6.125% senior notes due 2013 matured and were redeemed.

BANK CREDIT FACILITIES

In December 2014, the Company entered into credit agreements providing for three uncommitted revolving credit facilities (the “2014 credit facilities”), each for $150.0 million, which are available for general corporate purposes. The 2014 credit facilities are available from December 17, 2014 until December 16, 2015, from January 2, 2015 until

January 2, 2016 and from December 19, 2014 until December 19, 2015, respectively. As of December 31, 2014, no amounts were drawn under the 2014 credit facilities. The maturity date of each loan drawn under the 2014 credit facilities can be specified by the Company

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in the borrowing request but shall not be more than three months from the date of such loan and shall be on or prior to the termination date. The credit facilities require interest to be paid at LIBOR plus an agreed upon rate at the time of borrowing.

In August 2011, we entered into a credit agreement (the "credit agreement") with a commercial bank syndicate providing for a five-year $4,000.0 million term loan facility (the "term facility") and a $1,500.0 million revolving loan facility (the "revolving facility"). The Company makes quarterly principal payments on the term facility. As of December 31, 2014, $1,315.8 million was outstanding under the term facility with an average interest rate of 1.90%, of which $1,052.6 million is considered current maturities of long-term debt.

Our bank financing arrangements and senior notes contain certain customary covenants that restrict our ability to incur additional indebtedness, create or permit liens on assets and engage in mergers or consolidations. The covenants related to bank financing arrangements also include, among other things, minimum interest coverage ratios and maximum leverage ratios. At December 31, 2014, we were in compliance with all covenants associated with our debt instruments, including the credit agreement and our senior notes.

See Note 7 - Financing for more information.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

Following is a schedule of the current maturities of our long-term debt as of December 31, 2014, future minimum lease payments and purchase commitments (in millions):

	Payments Due by Period as of December 31, 2014				
	Total	2015	2016-2017	2018-2019	Thereafter
Long-term debt[1]	$16,581.6	$3,030.1	$4,539.1	$3,224.7	$5,787.7
Future minimum operating lease payments	341.0	60.7	106.7	73.3	100.3
Future minimum capital lease payments	29.0	14.4	14.6	—	—
Purchase commitments[2]	219.7	120.8	94.3	3.1	1.5
Total contractual cash obligations	$17,171.3	$3,226.0	$4,754.7	$3,301.1	$5,889.5

(1) These payments exclude the interest expense on our revolving credit facility, which requires us to pay interest on LIBOR plus a margin. Our interest payments fluctuate with changes in LIBOR and in the margin over LIBOR we are required to pay (see Note 7 - Financing), as well as the balance outstanding on our revolving credit facility. Interest payments on our Senior Notes are fixed, and have been included in these amounts.

(2) These amounts consist of required future purchase commitments for materials, supplies, services and fixed assets in the normal course of business. We do not expect potential payments under these provisions to materially affect results of operations or financial condition. This conclusion is based upon reasonably likely outcomes derived by reference to experience and current business plans.

The gross liability for uncertain tax positions which could result in future payments is $585.7 million and $516.6 million as of December 31, 2014 and 2013, respectively. We are not able to provide a reasonably reliable estimate of the timing of future payments relating to the noncurrent obligations. Our net long-term deferred tax liability is $4,923.2 million and $5,440.6 million as of December 31, 2014 and 2013, respectively. Scheduling payments for deferred tax liabilities could be misleading since future settlements of these amounts are not the sole determining factor of cash taxes to be paid in future periods.

IMPACT OF INFLATION

Changes in prices charged by manufacturers and wholesalers for pharmaceuticals affect our revenues and cost of revenues. Most of our contracts provide we bill clients based on a generally recognized price index for pharmaceuticals.

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CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Our estimates and assumptions are based upon a combination of historical information and various other assumptions believed to be reasonable under the particular circumstances. Actual results may differ from our estimates. The accounting policies described below represent those policies that management believes most impact our consolidated financial statements, are important for an understanding of our results of operations or require management to make difficult, subjective or complex judgments. This should be read in conjunction with Note 1 - Summary of significant accounting policies and with the other notes to the consolidated financial statements.

GOODWILL AND INTANGIBLE ASSETS

ACCOUNTING POLICY

Goodwill and intangible asset balances arise primarily from the allocation of the purchase price of businesses acquired based on the fair market value of assets acquired and liabilities assumed on the date of the acquisition. Goodwill is evaluated for impairment annually or when events or circumstances occur indicating that goodwill might be impaired. We determine reporting units based on component parts of our business one level below the segment level. Our reporting units represent businesses for which discrete financial information is available and reviewed regularly by segment management.

Guidance related to goodwill impairment testing provides an option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we perform a qualitative assessment, the Company considers various events and circumstances when evaluating whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount and whether the first step of the goodwill impairment test (“Step 1”) is necessary.

If we perform Step 1, the measurement of possible impairment would be based on a comparison of the fair value of each reporting unit to the carrying value of the reporting unit’s net assets. Impairment losses, if any, would be determined based on the fair value of the individual assets and liabilities of the reporting unit, using discount rates that reflect the inherent risk of the underlying business. We would record an impairment charge to the extent the carrying value of goodwill exceeds the implied fair value of goodwill resulting from this calculation. This valuation process involves assumptions based upon management’s best estimates and judgments that approximate the market conditions experienced for our reporting units at the time the impairment assessment is made. Actual results may differ from these estimates due to the inherent uncertainty involved in such estimates.

For our 2014 impairment test, we did not perform a qualitative assessment for any of our reporting units, and instead began with Step 1 of the goodwill impairment analysis, as allowed under authoritative Financial Accounting Standards Board (“FASB”) guidance. No impairment charges were recorded as a result of our annual impairment test. As of December 31, 2014, the Company does not believe any reporting units are at risk of failing Step 1. An impairment charge of $32.9 million was recorded in 2013 based on the contracted sales price of the business (Level 2) associated with our acute infusion therapies line of business due to entering into an agreement for the sale of the business, which was subsequently sold in November 2013. An impairment charge of $2.0 million was recorded in 2012 associated with our subsidiary EAV, based on a change in business environment related to an adverse court ruling by the German high court in August 2012 and the expected disposal of EAV as a result of the ruling (Level 2). EAV was subsequently sold in December 2012. No other goodwill impairment charges were recorded for any of our other reporting units for the years ended December 31, 2014 or 2013.

Other intangible assets include, but are not limited to, customer contracts and relationships, deferred financing fees and trade names. Deferred financing fees are recorded at cost. Customer contracts and relationships are valued at fair market value when acquired using the income method. Customer contracts and relationships related to our 10-year contract with Anthem (formerly known as WellPoint) under which we provide pharmacy benefit management services to Anthem and its designated affiliates are being amortized using a modified pattern of benefit method over an estimated useful life of 15 years. Customer contracts and relationships intangible assets related to our acquisition of Medco are being amortized using a modified pattern of benefit method over an estimated useful life of 2 to 16 years.

The customer contract related to our asset acquisition of the SmartD Medicare Prescription Drug Plan is being amortized over an estimated useful life of 10 years. All other intangible assets, excluding legacy ESI trade names which have an indefinite life, are amortized on a straight-line basis, which approximates the pattern of benefit, over periods from 5 to 20 years for customer-related intangibles, 10 years for trade names and 3 to 30 years for other intangible assets.

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In 2012, upon reassessment of the carrying values of assets and liabilities of EAV based on the events described above, we recorded impairment charges associated with this line of business totaling $9.5 million of intangibles assets. The write-off of intangible assets was comprised of customer relationships with a carrying value of $3.6 million (gross value of $5.0 million less accumulated amortization of $1.4 million) and trade names with a carrying value of $5.9 million (gross value of $7.0 million less accumulated amortization of $1.1 million). EAV was subsequently sold in December 2012.

In 2012, as a result of our plan to dispose of our Liberty line of business, an impairment charge totaling $23.0 million was recorded against intangible assets to reflect fair value based on the contracted sales price of the business (Level 2). The write-down was comprised of customer relationships with a carrying value of $24.2 million (gross value of $35.0 million less accumulated amortization of $10.8 million) and trade names with a carrying value of $6.6 million ($7.0 million less accumulated amortization of $0.4 million). This charge was allocated to these assets on a pro rata basis using the carrying values as of September 30, 2012. Liberty was subsequently sold in December 2012. See Note 4 - Dispositions and Note 6 - Goodwill and other intangibles for further description of these lines of business.

FACTORS AFFECTING ESTIMATE

The fair values of reporting units, asset groups or acquired businesses are measured based on market prices, when available. When market prices are not available, we estimate fair value using the income approach and/or the market approach. The income approach uses cash flow projections which require inputs and assumptions that reflect current market conditions as well as management judgment. We base our fair values on projected financial information which we believe to be reasonable. However, actual results may differ from those projections and those differences may be material.

The key assumptions included in our income approach include, but are not limited to, earnings growth rates, discount rates and inflation rates. Assessment of these factors could be impacted by internal factors and/or external economic conditions. We performed various sensitivity analyses on the key assumptions which did not indicate any potential impairment.

ACCOUNTS RECEIVABLE RESERVES

ACCOUNTING POLICY

We provide an allowance for doubtful accounts equal to estimated uncollectible receivables. These estimates are based on the current status of each customer’s receivable balance. We also provide a contractual allowance for certain receivables from third-party payors based on our collection experience.

FACTORS AFFECTING ESTIMATE

We record allowances for doubtful accounts based on a variety of factors including the length of time the receivables are past due, the financial health of the customer and experience. Our estimate could be impacted by changes in economic and market conditions as well as changes to our customers’ financial condition.

SELF-INSURANCE ACCRUALS

ACCOUNTING POLICY

We record self-insurance accruals based on estimates of the aggregate liability of claim costs in excess of our insurance coverage which are probable and estimable. Accruals are estimated using certain actuarial assumptions followed in the insurance industry and our experience. The majority of these claims are legal claims and our liability estimate is primarily related to the cost to defend these claims. We do not accrue for settlements, judgments, monetary fines or penalties until such amounts are probable and estimable. Under authoritative FASB guidance, if the range of possible loss is broad, and no amount within the range is more likely than any other, the liability accrual is based on the low end of the range.

FACTORS AFFECTING ESTIMATE

Self-insurance accruals are based on management’s estimates of the costs to defend legal claims. We do not have significant experience with certain of these types of cases. As such, differences between actual costs and management’s estimates could be significant. Actuaries do not have a significant history with the PBM industry. Therefore, changes to assumptions used in the development of these accruals can affect net income in a given period. In addition, changes in the legal environment and the number and nature of claims could impact our estimate.

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INCOME TAXES

ACCOUNTING POLICY

Deferred tax assets and liabilities are recorded based on temporary differences between the financial statement basis and the tax basis of assets and liabilities using presently enacted tax rates. We evaluate tax positions to determine whether the benefits of tax positions are more likely than not of being sustained upon audit based on the technical merits of the tax position.

FACTORS AFFECTING ESTIMATE

The factors that could impact our estimates of uncertain tax positions are as follows:

- likelihood of being sustained upon audit based on the technical merits of the tax position
- assumed interest and penalties associated with uncertain tax positions

OTHER ACCOUNTING POLICIES

We consider the following information about revenue recognition policies important for an understanding of our results of operations:

PRESCRIPTION DRUG REVENUES

Revenues from the sale of prescription drugs by retail pharmacies are recognized when the claim is processed. When we independently have a contractual obligation to pay our network pharmacy providers for benefits provided to our clients' members, we act as a principal in the arrangement and we include the total prescription price (ingredient cost plus dispensing fee) we have contracted with these clients as revenue, including member co-payments to pharmacies. Revenues from dispensing prescriptions from our home delivery and specialty pharmacies are recorded when prescriptions are shipped. These revenues include the co-payment received from members of the health plans we serve. At the time of shipment, we have performed substantially all of our obligations under the customer contracts and do not experience a significant level of reshipments or returns.

When we merely administer a client's network pharmacy contracts to which we are not a party and under which we do not assume credit risk, we earn an administrative fee for collecting payments from the client and remitting the corresponding amount to the pharmacies in the client's network. In these transactions, drug ingredient cost is not included in our revenues or in our cost of revenues.

REBATES AND ADMINISTRATIVE FEES

Gross rebates and administrative fees earned for the administration of our rebate programs, performed in conjunction with claims processing services provided to clients, are recorded as a reduction of cost of revenues and the portion of the rebate payable to customers is treated as a reduction of revenues.

When we earn rebates and administrative fees in conjunction with formulary management services, but do not process the underlying claims, we record rebates received from manufacturers, net of the portion payable to customers, in revenues.

MEDICARE PRESCRIPTION DRUG PROGRAM

Our revenues include premiums associated with our Medicare Part D Prescription Drug Program ("PDP") risk-based product offerings. These products involve prescription drug dispensing for beneficiaries enrolled in Medicare Part D plans sponsored by us pursuant to our contracts with the Centers for Medicare & Medicaid Services ("CMS"). In addition to Medicare Part D PDP premiums, there are certain co-payments and deductibles (the "cost share") due from members based on prescription orders by those members, some of which are subsidized by CMS in cases of low-income membership. Our cost of revenues includes the cost of drugs dispensed by our home delivery pharmacies or retail network for members covered under our Medicare Part D PDP product offerings and is recorded at cost as incurred.

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SPECIALTY DRUG REVENUES

We operate specialty pharmacies that dispense medications for the treatment of complex and potentially life threatening diseases. Many of the products are covered under a medical benefit which results in a more complicated adjudication process and coverage review, often involving a primary, secondary or tertiary coverage. As a result, certain revenues are estimated based on historical collection rates. Amounts received from our clients may be greater than or less than originally estimated. Differences may affect the amount and timing of revenues for any period if actual pricing varies from estimates. Allowances for returns are estimated based on historical return trends. The discounts, contractual allowances, allowances for returns and any differences between estimates and actual amounts do not have a material effect on our consolidated financial statements.

Item 7A — Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk from changes in interest rates related to debt outstanding under our credit agreement. Our earnings are subject to change as a result of movements in market interest rates. At December 31, 2014, we had $1,315.8 million of gross obligations which were subject to variable rates of interest under our credit agreement. A hypothetical increase in interest rates of 1% would result in an increase in annual interest expense of approximately $13.2 million (pre-tax), assuming obligations subject to variable interest rates remained constant.

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Item 8 — Consolidated Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Express Scripts Holding Company:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15a(1) present fairly, in all material respects, the financial position of Express Scripts Holding Company and its subsidiaries at December 31, 2014 and December 31, 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15a(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

St. Louis, Missouri

February 23, 2015

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EXPRESS SCRIPTS HOLDING COMPANY
CONSOLIDATED BALANCE SHEET

(in millions)	December 31, 2014	2013
Assets		
Current assets:		
Cash and cash equivalents	$1,832.6	$1,991.4
Restricted cash and investments	9.1	22.8
Receivables, net	5,979.8	4,022.9
Inventories	2,113.2	1,871.1
Deferred taxes	390.8	455.4
Prepaid expenses and other current assets	242.6	96.8
Current assets of discontinued operations	—	31.0
Total current assets	10,568.1	8,491.4
Property and equipment, net	1,584.0	1,658.9
Goodwill	29,280.9	29,305.4
Other intangible assets, net	12,255.2	14,015.6
Other assets	110.7	76.9
Total assets	$53,798.9	$53,548.2
Liabilities and stockholders' equity		
Current liabilities:		
Claims and rebates payable	$8,488.2	$6,767.8
Accounts payable	3,137.3	2,900.0
Accrued expenses	2,836.1	1,982.2
Current maturities of long-term debt	2,555.3	1,584.0
Current liabilities of discontinued operations	—	1.3
Total current liabilities	17,016.9	13,235.3
Long-term debt	11,012.7	12,363.0
Deferred taxes	4,923.2	5,440.6
Other liabilities	782.1	664.4
Noncurrent liabilities of discontinued operations	—	0.1
Total liabilities	33,734.9	31,703.4
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, 15.0 shares authorized, $0.01 par value per share; and no shares issued and outstanding	—	—
Common stock, 2,985.0 shares authorized, $0.01 par value per share; shares issued: 848.6 and 834.0, respectively; shares outstanding: 726.1 and 773.6, respectively	8.5	8.3
Additional paid-in capital	22,671.4	21,809.9
Accumulated other comprehensive income	2.1	11.7
Retained earnings	5,920.4	3,912.8
	28,602.4	25,742.7
Common stock in treasury at cost, 122.5 and 60.4 shares, respectively	(8,548.2)	(3,905.3)
Total Express Scripts stockholders' equity	20,054.2	21,837.4
Non-controlling interest	9.8	7.4
Total stockholders' equity	20,064.0	21,844.8
Total liabilities and stockholders' equity	$53,798.9	$53,548.2

See accompanying Notes to Consolidated Financial Statements

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EXPRESS SCRIPTS HOLDING COMPANY
CONSOLIDATED STATEMENT OF OPERATIONS

	Year Ended December 31,		
(in millions, except per share data)	2014	2013	2012
Revenues[1]	$100,887.1	$104,098.8	$93,714.3
Cost of revenues[1]	92,962.0	95,966.4	86,402.4
Gross profit	7,925.1	8,132.4	7,311.9
Selling, general and administrative	4,322.7	4,580.7	4,518.0
Operating income	3,602.4	3,551.7	2,793.9
Other (expense) income:			
Equity income from joint venture	18.7	32.8	14.9
Interest income	28.0	41.9	10.6
Interest expense and other	(582.9)	(596.1)	(619.0)
	(536.2)	(521.4)	(593.5)
Income before income taxes	3,066.2	3,030.3	2,200.4
Provision for income taxes	1,031.2	1,104.0	838.0
Net income from continuing operations	2,035.0	1,926.3	1,362.4
Net loss from discontinued operations, net of tax	—	(53.6)	(32.3)
Net income	2,035.0	1,872.7	1,330.1
Less: Net income attributable to non-controlling interest	27.4	28.1	17.2
Net income attributable to Express Scripts	$2,007.6	$1,844.6	$1,312.9
Weighted-average number of common shares outstanding during the period:			
Basic	750.3	808.6	731.3
Diluted	759.1	821.6	747.3
Basic earnings (loss) per share:			
Continuing operations attributable to Express Scripts	$2.68	$2.35	$1.84
Discontinued operations attributable to Express Scripts	—	(0.07)	(0.04)
Net earnings attributable to Express Scripts	2.68	2.28	1.80
Diluted earnings (loss) per share:			
Continuing operations attributable to Express Scripts	$2.64	$2.31	$1.80
Discontinued operations attributable to Express Scripts	—	(0.07)	(0.04)
Net earnings attributable to Express Scripts	2.64	2.25	1.76
Amounts attributable to Express Scripts:			
Income from continuing operations, net of tax	$2,007.6	$1,898.2	$1,345.2
Net loss from discontinued operations, net of tax	—	(53.6)	(32.3)
Net income attributable to Express Scripts	$2,007.6	$1,844.6	$1,312.9

(1) Includes retail pharmacy co-payments of $10,272.7, $12,620.3 and $11,668.6 for the years ended December 31, 2014, 2013 and 2012, respectively.

See accompanying Notes to Consolidated Financial Statements

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EXPRESS SCRIPTS HOLDING COMPANY
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year Ended December 31,		
(in millions)	2014	2013	2012
Net income	$2,035.0	$1,872.7	$1,330.1
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustment	(9.6)	(7.2)	1.9
Comprehensive income	2,025.4	1,865.5	1,332.0
Less: Comprehensive income attributable to non-controlling interest	27.4	28.1	17.2
Comprehensive income attributable to Express Scripts	$1,998.0	$1,837.4	$1,314.8

See accompanying Notes to Consolidated Financial Statements

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EXPRESS SCRIPTS HOLDING COMPANY
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(in millions)	Number of Shares Common Stock	Amount Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Retained Earnings	Treasury Stock	Non-controlling interest	Total
Balance at December 31, 2011	690.7	$6.9	$2,438.2	$ 17.0	$6,645.6	$(6,634.0)	$ 1.6	$2,475.3
Net income	—	—	—	—	1,312.9	—	17.2	1,330.1
Other comprehensive income	—	—	—	1.9	—	—	—	1.9
Cancellation of treasury shares in connection with Merger activity	(204.7)	(2.0)	(728.5)	—	(5,890.3)	6,620.8	—	—
Issuance of common shares in connection with Merger activity	318.0	3.2	18,841.6	—	—	—	—	18,844.8
Common stock issued under employee plans, net of forfeitures and stock redeemed for taxes	14.1	0.1	(104.8)	—	—	—	—	(104.7)
Amortization of unearned compensation under employee plans	—	—	410.0	—	—	—	—	410.0
Exercise of stock options	—	—	387.9	—	—	13.2	—	401.1
Tax benefit relating to employee stock compensation	—	—	45.3	—	—	—	—	45.3
Distributions to non-controlling interest	—	—	—	—	—	—	(8.1)	(8.1)
Balance at December 31, 2012	818.1	$8.2	$21,289.7	$ 18.9	$2,068.2	$—	$ 10.7	$23,395.7
Net income	—	—	—	—	1,844.6	—	28.1	1,872.7
Other comprehensive loss	—	—	—	(7.2)	—	—	—	(7.2)
Treasury stock acquired	—	—	(149.9)	—	—	(3,905.3)	—	(4,055.2)
Common stock issued under employee plans, net of forfeitures and stock redeemed for taxes	15.9	0.1	(49.7)	—	—	—	—	(49.6)
Amortization of unearned compensation under employee plans	—	—	164.7	—	—	—	—	164.7
Exercise of stock options	—	—	524.0	—	—	—	—	524.0
Tax benefit relating to employee stock compensation	—	—	31.1	—	—	—	—	31.1

Distributions to non-controlling interest	—	—	—	—	—	—	(31.4)	(31.4)
Balance at December 31, 2013	834.0	$8.3	$21,809.9	$ 11.7	$3,912.8	$(3,905.3)	$ 7.4	$21,844.8
Net income	—	—	—	—	2,007.6	—	27.4	2,035.0
Other comprehensive loss	—	—	—	(9.6)	—	—	—	(9.6)
Treasury stock acquired	—	—	149.9	—	—	(4,642.9)	—	(4,493.0)
Common stock issued under employee plans, net of forfeitures and stock redeemed for taxes	14.6	0.2	(35.4)	—	—	—	—	(35.2)
Amortization of unearned compensation under employee plans	—	—	111.0	—	—	—	—	111.0
Exercise of stock options	—	—	542.4	—	—	—	—	542.4
Tax benefit relating to employee stock compensation	—	—	93.6	—	—	—	—	93.6
Distributions to non-controlling interest	—	—	—	—	—	—	(25.0)	(25.0)
Balance at December 31, 2014	848.6	$8.5	$22,671.4	$ 2.1	$5,920.4	$(8,548.2)	$ 9.8	$20,064.0

See accompanying Notes to Consolidated Financial Statements

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EXPRESS SCRIPTS HOLDING COMPANY
CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended December 31,		
(in millions)	2014	2013	2012
Cash flows from operating activities:			
Net income	$2,035.0	$1,872.7	$1,330.1
Net loss from discontinued operations, net of tax	—	53.6	32.3
Net income from continuing operations	2,035.0	1,926.3	1,362.4
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,242.9	2,447.0	1,871.4
Deferred income taxes	(430.5)	(573.7)	(389.0)
Employee stock-based compensation expense	111.0	164.7	410.0
Other, net	(8.3)	29.2	70.5
Changes in operating assets and liabilities			
Accounts receivable	(2,042.4)	1,254.0	345.7
Inventories	(242.1)	(218.9)	(515.0)
Other current and noncurrent assets	(170.0)	94.2	303.2
Claims and rebates payable	1,720.4	(672.2)	82.8
Accounts payable	271.7	15.9	963.1
Accrued expenses	948.9	450.8	149.9
Other current and noncurrent liabilities	112.4	(148.4)	96.1
Net cash provided by operating activities—continuing operations	4,549.0	4,768.9	4,751.1
Net cash (used in) provided by operating activities—discontinued operations	—	(11.4)	30.5
Net cash flows provided by operating activities	4,549.0	4,757.5	4,781.6
Cash flows from investing activities:			
Purchases of property and equipment	(436.6)	(423.0)	(160.2)
Acquisitions, net of cash acquired	2.2	(14.5)	(10,326.0)
Proceeds from the sale of business	—	356.9	61.5
Other	22.5	10.6	(4.0)
Net cash used in investing activities—continuing operations	(411.9)	(70.0)	(10,428.7)
Acquisitions, cash acquired—discontinued operations	—	—	42.4
Net cash used in investing activities—discontinued operations	—	(2.1)	(5.4)
Net cash used in investing activities	(411.9)	(72.1)	(10,391.7)
Cash flows from financing activities:			
Treasury stock acquired	(4,493.0)	(4,055.2)	—
Repayment of long-term debt	(2,834.3)	(1,931.6)	(3,868.5)
Proceeds from long-term debt, net of discounts	2,490.1	—	7,458.9
Net proceeds from employee stock plans	510.5	466.0	326.0
Excess tax benefit relating to employee stock-based compensation	94.0	42.7	45.3
Distributions paid to non-controlling interest	(24.8)	(31.7)	(8.1)
Deferred financing fees	(18.6)	—	(103.2)
Repayment of revolving credit line, net	—	—	(1,000.0)
Proceeds from accounts receivable financing facility	—	—	600.0
Repayment of accounts receivable financing facility	—	—	(600.0)
Other	(13.6)	15.0	—
Net cash (used in) provided by financing activities—continuing operations	(4,289.7)	(5,494.8)	2,850.4
Net cash used in financing activities—discontinued operations	—	—	(26.8)

Net cash (used in) provided by financing activities	(4,289.7)	(5,494.8)	2,823.6
Effect of foreign currency translation adjustment	(6.2)	(5.7)	2.0
Less cash decrease (increase) attributable to discontinued operations	—	13.4	(42.5)
Net decrease in cash and cash equivalents	(158.8)	(801.7)	(2,827.0)
Cash and cash equivalents at beginning of year	1,991.4	2,793.1	5,620.1
Cash and cash equivalents at end of year	$1,832.6	$1,991.4	$2,793.1
Supplemental data:			
Cash paid during the year for:			
Income tax payments, net of refunds	$1,310.9	$1,648.4	$1,164.0
Interest	529.4	548.1	587.3

See accompanying Notes to Consolidated Financial Statements

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EXPRESS SCRIPTS HOLDING COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of significant accounting policies

Organization and operations. We are the largest full-service pharmacy benefit management ("PBM") company in the United States, providing healthcare management and administration services on behalf of clients that include managed care organizations, health insurers, third-party administrators, employers, union-sponsored benefit plans, workers' compensation plans and government health programs. We report segments on the basis of products and services offered and have determined we have two reportable segments: PBM and Other Business Operations. Our integrated PBM services include clinical solutions to improve health outcomes, specialized pharmacy care, home delivery pharmacy services, specialty pharmacy services, fertility services to providers and patients, retail network pharmacy administration, benefit design consultation, drug utilization review, drug formulary management, Medicare, Medicaid and Public Exchange offerings, administration of a group purchasing organization and consumer health and drug information. Through our Other Business Operations segment, we provide distribution services of pharmaceuticals and medical supplies to providers, clinics and hospitals and provide consulting services for pharmaceutical manufacturers to collect scientific evidence to guide the safe, effective and affordable use of medicines. During 2014, we reorganized our business related primarily to pharmaceutical and biotechnology client patient access programs, including patient assistance programs, reimbursement, alternate funding and compliance services from our PBM segment into our Other Business Operations segment. Segment disclosures for all years presented have been revised for comparability (see Note 13 - Segment information).

Basis of presentation. The consolidated financial statements include our accounts and those of our wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. Investments in affiliated companies 20% to 50% owned are accounted for under the equity method. Certain amounts in prior years have been reclassified to conform to the current year presentation. The preparation of the consolidated financial statements conforms to generally accepted accounting principles in the United States and requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates and assumptions.

Acquisitions. On April 2, 2012, Express Scripts, Inc. ("ESI") consummated a merger (the "Merger") with Medco Health Solutions, Inc. ("Medco") and both ESI and Medco became wholly-owned subsidiaries of Express Scripts Holding Company (the "Company" or "Express Scripts"). "We," "our" or "us" refers to Express Scripts Holding Company and its subsidiaries. The consolidated financial statements (and other data, such as claims volume) reflect the results of operations and financial position of ESI for all periods prior to April 1, 2012. References to amounts for periods after the closing of the Merger on April 2, 2012 relate to Express Scripts (see Note 3 - Changes in business).

Dispositions. In 2012, we sold our ConnectYourCare ("CYC") line of business. Due to immateriality, it has not been included in discontinued operations. In 2012, we sold our PolyMedica Corporation ("Liberty") line of business. We retained certain cash flows associated with Liberty following the sale which precluded classification of this business as a discontinued operation.

In 2012, we sold our Europa Apotheek Venlo B.V. ("EAV") line of business. In 2013, we sold various portions of our United BioSource ("UBC") line of business and our acute infusion therapies line of business. In 2014, our European operations were substantially shut down. These lines of business were classified as discontinued operations.

The results of operations for these entities are reported as discontinued operations for all periods presented in the accompanying consolidated statement of operations. For all periods presented, assets and liabilities of the discontinued operations are segregated in the accompanying consolidated balance sheet. Additionally, for all periods presented, cash flows of our discontinued operations are segregated in our accompanying consolidated statement of cash flows (see Note 4 - Dispositions).

Cash and cash equivalents. Cash and cash equivalents include cash on hand and investments with original maturities of three months or less. We have banking relationships resulting in certain cash disbursement accounts being maintained by banks not holding our cash concentration accounts. As a result, cash disbursement accounts carrying negative book balances of $936.9 million and $684.4 million (representing outstanding checks not yet presented for

payment) have been reclassified to claims and rebates payable, accounts payable and accrued expenses, as appropriate, at December 31, 2014 and 2013, respectively. This reclassification restores balances to cash and current liabilities for liabilities to our vendors which have not been settled. No overdraft or unsecured short-term loan exists in relation to these negative balances.

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We have restricted cash and investments in the amount of $9.1 million and $22.8 million at December 31, 2014 and 2013, respectively. These amounts consist of investments and cash, which include amounts restricted for state insurance licensure and group purchasing organization purposes.

Accounts receivable. Based on our revenue recognition policies described below, certain claims at the end of each period are unbilled. As of December 31, 2014 and 2013, unbilled receivables were $1,883.6 million and $2,618.3 million, respectively. Unbilled receivables are typically billed to clients within 30 days based on the contractual billing schedule agreed upon with the client.

Our primary accounts receivable reserve is our allowance for doubtful accounts, which equals our estimated uncollectible receivables. This estimate is based on the current status of each customer's receivable balance as well as current economic and market conditions. Our allowance for doubtful accounts also reflects amounts associated with member premiums for the Company's Medicare Part D product offerings and amounts for certain supplies reimbursed by government agencies and insurance companies. Receivables are written off against the allowances only upon determination that such amounts are not recoverable and all collection attempts have failed. We regularly review and analyze the adequacy of these allowances based on a variety of factors, including the age of the outstanding receivable and the collection history. When circumstances related to specific collection patterns change, estimates of the recoverability of receivables are adjusted.

As of December 31, 2014 and 2013, we have total accounts receivable reserves for continuing operations of $260.3 million and $231.8 million, respectively, which includes a contractual allowance for certain receivables from third-party payors based on our collection experience. Included in our accounts receivable reserves for continuing operations as of December 31, 2014 and 2013 is an allowance for doubtful accounts for continuing operations of $165.1 million and $202.2 million, respectively. As a percent of accounts receivable, our accounts receivable reserves for continuing operations were 4.2% and 5.4% at December 31, 2014 and 2013, respectively.

The Company is a provider to state of Illinois employees. As of December 31, 2014 and 2013, we have an outstanding receivable balance of approximately $212.5 million and $320.1 million, respectively, from the state of Illinois. We have not recorded a reserve against this receivable, as it is associated with a state, which continues to make payments. We believe the full receivable balance will be realized.

Inventories. Inventories consist of prescription drugs and medical supplies which are stated at the lower of first-in first-out cost or market.

Property and equipment. Property and equipment is carried at cost and is depreciated using the straight-line method over estimated useful lives of 7 years for furniture and 3 to 5 years for equipment and purchased computer software. Buildings are amortized on a straight-line basis over estimated useful lives of 10 to 35 years. Leasehold improvements are amortized on a straight-line basis over the remaining term of the lease or the useful life of the asset, if shorter. Expenditures for repairs, maintenance and renewals are charged to income as incurred. Expenditures that improve an asset or extend its estimated useful life are capitalized. When properties are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income. Research and development expenditures relating to the development of software for internal purposes are charged to expense until technological feasibility is established. Thereafter, the remaining software production costs up to the date placed into production are capitalized and included as property and equipment. Amortization of the capitalized amounts commences on the date placed into production and is computed on an individual product basis using the straight-line method over the remaining estimated economic life of the product but not more than 5 years. Reductions, if any, in the carrying value of capitalized software costs to net realizable value are expensed. With respect to capitalized software costs, we recorded amortization expense of $232.9 million, $205.0 million and $137.6 million in 2014, 2013 and 2012, respectively.

Marketable securities. All investments not included as cash and cash equivalents are accounted for in accordance with applicable accounting guidance for investments in debt and equity securities. Management determines the appropriate classification of our marketable securities at the time of purchase and re-evaluates such determination at each balance sheet date. All marketable securities at December 31, 2014 and 2013 were recorded in other noncurrent assets on our consolidated balance sheet (see Note 2 - Fair value measurements).

Securities bought and held principally for the purpose of selling them in the near term are classified as trading securities. Trading securities are reported at fair value, which is based upon quoted market prices, with unrealized holding gains and losses included in earnings. We held trading securities, consisting primarily of mutual funds, totaling $25.3 million and $18.7 million at December 31, 2014 and 2013, respectively. We maintain our trading securities to offset changes in certain liabilities related to our deferred compensation plan described in Note 10 - Employee benefit plans and stock-based

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compensation plans. The net gain recognized on the trading portfolio was $0.6 million, $1.2 million and $1.0 million in 2014, 2013 and 2012, respectively.

Securities not classified as trading or held-to-maturity are classified as available-for-sale securities. Available-for-sale securities are reported at fair value, which is based upon quoted market prices, with unrealized holding gains and losses reported through other comprehensive income, net of applicable taxes. We held no securities classified as available-for-sale at December 31, 2014 or 2013.

Impairment of long-lived assets. We evaluate whether events and circumstances have occurred which indicate the remaining estimated useful life of long-lived assets, including other intangible assets, may warrant revision or the remaining balance of an asset may not be recoverable. The measurement of possible impairment is based on a comparison of the fair value of the related assets to the carrying value using discount rates that reflect the inherent risk of the underlying business. Impairment losses, if any, would be recorded to the extent the carrying value of the assets exceeds the implied fair value resulting from this calculation.

During 2012, we recorded impairment charges of intangible assets as a result of our plan to dispose of certain businesses. See description of the impairment charges in Note 6 - Goodwill and other intangibles.

Goodwill. Goodwill is evaluated for impairment annually or when events or circumstances occur indicating goodwill might be impaired. Guidance related to goodwill impairment testing provides an option to first assess qualitative factors to determine whether it is more likely than not the fair value of a reporting unit is less than its carrying amount. We determine reporting units based on component parts of our business one level below the segment level. Our reporting units represent businesses for which discrete financial information is available and reviewed regularly by segment management. If we perform a qualitative assessment, the Company considers various events and circumstances when evaluating whether it is more likely than not the fair value of a reporting unit is less than its carrying amount and whether the first step of the goodwill impairment test (“Step 1”) is necessary.

If we were to perform Step 1, the measurement of possible impairment would be based on a comparison of the fair value of each reporting unit to the carrying value of the reporting unit’s net assets. Impairment losses, if any, would be determined based on the fair value of the individual assets and liabilities of the reporting unit, using discount rates that reflect the inherent risk of the underlying business. We would record an impairment charge to the extent the carrying value of goodwill exceeds the implied fair value of goodwill resulting from this calculation. This valuation process involves assumptions based upon management’s best estimates and judgments that approximate the market conditions experienced for our reporting units at the time the impairment assessment is made. Actual results may differ from these estimates due to the inherent uncertainty involved in such estimates.

We did not perform a qualitative assessment for any of our reporting units as part of our impairment test, and instead began with Step 1 of the goodwill impairment analysis. No impairment existed for any of our reporting units at December 31, 2014 or 2013.

During 2013 and 2012, we wrote off goodwill based on a reassessment of the carrying values of certain discontinued operations. See description of the write-offs in Note 6 - Goodwill and other intangibles.

Other intangible assets. Other intangible assets include, but are not limited to, customer contracts and relationships, deferred financing fees and trade names. Deferred financing fees are recorded at cost. Customer contracts and relationships are valued at fair market value when acquired using the income method. Customer contracts related to our 10-year contract with Anthem (formerly known as WellPoint) under which we provide pharmacy benefit management services to Anthem and its designated affiliates (“the PBM agreement”) are being amortized using a modified pattern of benefit method over an estimated useful life of 15 years. Customer contracts and relationships intangible assets related to our acquisition of Medco are being amortized using a modified pattern of benefit method over an estimated useful life of 2 to 16 years. The customer contract related to our asset acquisition of the SmartD Medicare Prescription Drug Plan is being amortized over an estimated useful life of 10 years. All other intangible assets, excluding legacy ESI trade names which have an indefinite life, are amortized on a straight-line basis, which approximates the pattern of benefit, over periods from 5 to 20 years for customer-related intangibles, 10 years for trade names and 3 to 30 years for other intangible assets (see Note 6 - Goodwill and other intangibles).

Self-insurance accruals. We maintain insurance coverage for claims that arise in the normal course of business. Where insurance coverage is not available, or, in our judgment, is not cost-effective, we maintain self-insurance accruals to

reduce our exposure to future legal costs, settlements and judgments. Self-insured losses are accrued based upon estimates of the aggregate liability for the costs of uninsured claims incurred using certain actuarial assumptions followed in the insurance industry and our experience (see Note 12 - Commitments and contingencies). It is not possible to predict with certainty the

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outcome of these claims, and we can give no assurances any losses, in excess of our insurance and any self-insurance accruals, will not be material.

Fair value of financial instruments. The carrying values of cash and cash equivalents, restricted cash and investments, accounts receivable, claims and rebates payable and accounts payable approximated fair values due to the short-term maturities of these instruments. The fair value, which approximates the carrying value, of our term facility was estimated using the current rates offered to us for debt with similar maturity (see Note 2 - Fair value measurements).

Revenue recognition. Revenues from our PBM segment are earned by dispensing prescriptions from our home delivery and specialty pharmacies, processing claims for prescriptions filled by retail pharmacies in our networks, and providing services to drug manufacturers, including administration of discount programs (see also “Rebate accounting” below).

Revenues from dispensing prescriptions from our home delivery pharmacies are recorded when drugs are shipped. At the time of shipment, our earnings process is complete; the obligation of our customer to pay for the drugs is fixed and, due to the nature of the product, the member may not return the drugs or receive a refund.

Revenues from our specialty line of business are from providing medications/pharmaceuticals for diseases that rely upon high-cost injectable, infused, oral or inhaled drugs which have sensitive handling and storage needs; bio-pharmaceutical services including marketing, reimbursement and customized logistics solutions; and providing fertility services to providers and patients. Specialty revenues earned by our PBM segment are recognized at the point of shipment. At the time of shipment, we have performed substantially all of our obligations under our customer contracts and do not experience a significant level of reshipments. Appropriate reserves are recorded for discounts and contractual allowances which are estimated based on historical collections over a recent period. Any differences between our estimates and actual collections are reflected in operations in the period in which payment is received. Historically, adjustments to our original estimates have been immaterial. Differences may affect the amount and timing of our revenues for any period if actual performance varies from our estimates. Allowances for returns are estimated based on historical return trends.

Revenues from our PBM segment are also derived from the distribution of pharmaceuticals requiring special handling or packaging where we have been selected by the pharmaceutical manufacturer as part of a limited distribution network. These revenues include administrative fees received from these programs.

Revenues related to the distribution of prescription drugs by retail pharmacies in our networks consist of the prescription price (ingredient cost plus dispensing fee) negotiated with our clients, including the portion to be settled directly by the member (co-payment), plus any associated administrative fees. These revenues are recognized when the claim is processed. When we independently have a contractual obligation to pay our network pharmacy providers for benefits provided to our clients’ members, we act as a principal in the arrangement and we include the total prescription price as revenues. Although we generally do not have credit risk with respect to retail co-payments, the primary indicators of gross treatment are present. When a prescription is presented by a member to a retail pharmacy within our network, we are solely responsible for confirming member eligibility, performing drug utilization review, reviewing for drug-to-drug interactions, performing clinical intervention, which may involve a call to the member’s physician, communicating plan provisions to the pharmacy, directing payment to the pharmacy and billing the client for the amount it is contractually obligated to pay us for the prescription dispensed, as specified within our client contracts. We also provide benefit design and formulary consultation services to clients. We have separately negotiated contractual relationships with our clients and with network pharmacies, and under our contracts with pharmacies we assume the credit risk of our clients’ ability to pay for drugs dispensed by these pharmacies to clients’ members. We, not our clients, are obligated to pay the retail pharmacies in our networks the contractually agreed upon amount for the prescription dispensed, as specified within our provider contracts. These factors indicate we are a principal and, as such, we record the total prescription price contracted with clients in revenues.

If we merely administer a client’s network pharmacy contracts to which we are not a party and under which we do not assume credit risk, we record only our administrative fees as revenue. For these clients, we earn an administrative fee for collecting payments from the client and remitting the corresponding amount to the pharmacies in the client’s network. In these transactions we act as a conduit for the client. Because we are not the principal in these transactions, drug ingredient cost is not included in our revenues or in our cost of revenues.

In retail pharmacy transactions, amounts paid to pharmacies and amounts charged to clients are always exclusive of the applicable co-payment. Retail pharmacy co-payments, which we instructed retail pharmacies to collect from members, of $10,272.7 million, $12,620.3 million and $11,668.6 million for the years ended December 31, 2014, 2013 and 2012, respectively, are included in revenues and cost of revenues.

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Many of our contracts contain terms whereby we make certain financial and performance guarantees, including the minimum level of discounts or rebates a client may receive, generic utilization rates and various service guarantees. These clients may be entitled to performance penalties if we fail to meet a financial or service guarantee. Actual performance is compared to the guarantee for each measure throughout the period and accruals are recorded as an offset to revenues if we determine our performance against the guarantee indicates a potential liability. These estimates are adjusted to actual when the guarantee period ends and we have either met the guaranteed rate or paid amounts to clients. Historically, adjustments to our original estimates have been immaterial.

Revenues from our Other Business Operations segment are earned from the distribution of pharmaceuticals and medical supplies to providers, clinics and hospitals, performance-oriented fees paid by Specialty Pharmacy manufacturers, revenues from late-stage clinical trials, risk management and drug safety services associated with UBC and other non-product related revenues.

Revenues from distribution activities are recognized at the point of shipment. At the time of shipment, we have performed substantially all of our obligations under our customer contracts and do not experience a significant level of reshipments. Appropriate reserves are recorded for discounts and contractual allowances, which are estimated based on historical collections over a recent period. Any differences between our estimates and actual collections are reflected in operations in the period in which payment is received. Differences may affect the amount and timing of our revenues for any period if actual performance varies from our estimates. Allowances for returns are estimated based on historical return trends.

Rebate accounting. We administer a rebate program through which we receive rebates and administrative fees from pharmaceutical manufacturers. Rebates and administrative fees earned for the administration of this program, performed in conjunction with claims processing and home delivery services provided to clients, are recorded as a reduction of cost of revenues and the portion of the rebate and administrative fees payable to customers is treated as a reduction of revenues. The portion of rebates and administrative fees payable to clients is estimated based on historical and/or anticipated sharing percentages. These estimates are adjusted to actual when amounts are paid to clients subsequent to collections from pharmaceutical manufacturers; historically, these adjustments have not been material. We record rebates and administrative fees receivable from the manufacturer and payable to clients when the prescriptions covered under contractual agreements with the manufacturers are dispensed; these amounts are not dependent upon future pharmaceutical sales. Rebates and administrative fees billed to manufacturers are determinable when the drug is dispensed. We pay all or a contractually agreed upon portion of such rebates to our clients.

Medicare Part D offerings. Our revenues include premiums associated with our Medicare Part D Prescription Drug Plan (“PDP”) risk-based product offerings. These products involve prescription dispensing for beneficiaries enrolled in Medicare Part D Prescription Drug Program (“Medicare Part D”) plans sponsored by us pursuant to our contracts with the Centers for Medicare & Medicaid Services (“CMS”). We also offer numerous customized benefit plan designs to Employer-Sponsored Group Waiver Plans (“EGWPs”) under the Medicare Part D prescription drug benefit.

The Medicare Part D PDP premiums are determined based on our annual bid and related contractual arrangements with CMS and are primarily comprised of amounts received from CMS as part of a direct subsidy and an additional subsidy from CMS for low-income member premiums, as well as premium payments received from members. These premiums are recognized ratably to revenues over the period in which members are entitled to receive benefits. Premiums received in advance of the applicable benefit period are deferred and recorded in accrued expenses on the consolidated balance sheet. There is a possibility the annual costs of drugs may be higher or lower than premium revenues. As a result, CMS provides a risk corridor adjustment for the standard drug benefit that compares our actual annual drug costs incurred to the targeted premiums in our CMS-approved bid. Based on the risk corridor, we will receive from CMS additional premium amounts or be required to refund to CMS previously received premium amounts. We calculate the risk corridor adjustment on a quarterly basis based on drug cost experience and record an adjustment to revenues with a corresponding receivable from or payable to CMS reflected on the consolidated balance sheet.

In addition to Medicare Part D PDP premiums, there are certain co-payments and deductibles (the “cost share”) due from members based on prescription orders by those members, some of which are subsidized by CMS in cases of low-income membership. Non-low-income members received a cost share benefit under the coverage gap discount

program with brand pharmaceutical manufacturers. For subsidies received in advance, the amount is deferred and recorded in accrued expenses on the consolidated balance sheet. If there is cost share due from members, pharmaceutical manufacturers or CMS, or premiums due from members, the amount is accrued and recorded in receivables, net, on the consolidated balance sheet. After the end of the contract year and based on actual annual drug costs incurred, cost share amounts are reconciled with CMS and the corresponding receivable or payable is settled. The cost share is treated consistently as other co-payments derived from providing PBM services, a component of revenues on the consolidated statement of operations.

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Our cost of revenues includes the cost of drugs dispensed by our home delivery pharmacies or retail network for members covered under our Medicare Part D PDP product offerings. These amounts are recorded at cost as incurred. We receive a catastrophic reinsurance subsidy from CMS for approximately 80% of costs incurred by individual members in excess of the individual annual out-of-pocket maximum. The subsidy is reflected as an offsetting credit in cost of revenues to the extent catastrophic costs are incurred. Catastrophic reinsurance subsidy amounts received in advance are deferred and recorded in accrued expenses on the consolidated balance sheet. If there are catastrophic reinsurance subsidies due from CMS, the amount is accrued and recorded in receivables, net, on the consolidated balance sheet. After the end of the contract year and based on actual annual drug costs incurred, catastrophic reinsurance amounts are reconciled with CMS and the corresponding receivable or payable is settled.

Cost of revenues. Cost of revenues includes product costs, network pharmacy claims costs, co-payments and other direct costs associated with dispensing prescriptions, including shipping and handling (see also “Revenue recognition” and “Rebate accounting”).

Equity income from joint venture. Surescripts enables physicians to securely access health information when caring for their patients through a fast and efficient health exchange. ESI and Medco each retain a one-sixth ownership in Surescripts, resulting in a combined one-third ownership in Surescripts. We account for the investment in Surescripts using the equity method. See Note 3 - Changes in business for further information.

Income taxes. Deferred tax assets and liabilities are recognized based on temporary differences between financial statement basis and tax basis of assets and liabilities using presently enacted tax rates. We account for uncertainty in income taxes as described in Note 8 - Income taxes.

Net income attributable to non-controlling interest. Net income attributable to non-controlling interest represents the share of net income allocated to members of our consolidated affiliates.

Employee stock-based compensation. Grant-date fair values of stock options and “stock-settled” stock appreciation rights (“SSRs”) are estimated using a Black-Scholes valuation model. Compensation expense is reduced based on estimated forfeitures with adjustments recorded at the time of vesting for actual forfeitures. Forfeitures are estimated based on experience. We use an accelerated method of recognizing compensation cost for awards with graded vesting, which essentially treats the grant as three separate awards, with vesting periods of 12, 24 and 36 months for those grants that vest over three years.

See Note 10 - Employee benefit plans and stock-based compensation plans for more information regarding stock-based compensation plans.

Pension plan. Express Scripts has elected to determine the projected benefit obligation for the cash balance pension plan as the value of the benefits to which employees participating in the plan would be entitled if they separated from service immediately. The amount by which the projected benefit obligation exceeds the fair value of the pension plan assets is recorded in other liabilities on the consolidated balance sheet.

See Note 11 - Pension benefits for more information regarding pension plans.

Earnings per share. Basic earnings per share (“EPS”) is computed using the weighted-average number of common shares outstanding during the period. Diluted EPS is computed in the same manner as basic EPS but adds the number of additional common shares that would have been outstanding for the period if the dilutive potential common shares had been issued. All shares are calculated under the “treasury stock” method. Following is the reconciliation between the number of weighted-average shares used in the basic and diluted EPS calculation for all periods (in millions):

	2014	2013	2012
Weighted-average number of common shares outstanding during the period – basic	750.3	808.6	731.3
Dilutive common stock equivalents:			
Outstanding stock options, “stock-settled” stock appreciation rights, restricted stock units and executive deferred compensation units	8.8	13.0	16.0
Weighted-average number of common shares outstanding during the period – diluted[1]	759.1	821.6	747.3

(1) Excludes awards of 2.4 million, 3.5 million and 5.9 million for the years ended December 31, 2014, 2013 and 2012, respectively. These were excluded because their effect was anti-dilutive.

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Foreign currency translation. The financial statements of our foreign subsidiaries are translated into United States dollars using the exchange rate at each balance sheet date for assets and liabilities and a weighted-average exchange rate for each period for revenues, expenses, gains and losses. The functional currency for our foreign subsidiaries is the local currency and cumulative translation adjustments (credit balances of $2.1 million and $11.7 million at December 31, 2014 and 2013, respectively) are recorded within the accumulated other comprehensive income component of stockholders' equity.

Comprehensive income. In addition to net income, comprehensive income (net of taxes) includes foreign currency translation adjustments. We recognized foreign currency translation adjustments of $(9.6) million, $(7.2) million and $1.9 million for the years ending December 31, 2014, 2013 and 2012, respectively.

New accounting guidance. In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers which supersedes ASC 605, Revenue Recognition. The new standard requires companies to recognize revenues upon transfer of goods or services to customers in amounts that reflect the consideration which the company expects to receive in exchange for those goods or services. The new guidance is effective for financial statements issued for annual reporting periods beginning after December 15, 2016 and early application is not permitted. We are currently evaluating the impact of this standard on our consolidated financial statements.

In April 2014, the FASB issued authoritative guidance containing changes to the criteria for determining which disposals can be presented as discontinued operations and modifying related disclosure requirements. This statement is effective for financial statements issued for annual periods beginning after December 15, 2014. Adoption of the standard is not expected to have a material impact on our consolidated financial position, results of operations or cash flows.

2. Fair value measurements

FASB guidance regarding fair value measurement establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than quoted prices for similar assets and liabilities in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Financial assets accounted for at fair value on a recurring basis include cash equivalents of $427.8 million and $845.2 million, restricted cash and investments of $9.1 million and $22.8 million, and trading securities (included in other assets) of $25.3 million and $18.7 million, at December 31, 2014 and 2013, respectively. These assets are carried at fair value based on quoted market prices in active markets for identical securities (Level 1 inputs). Cash equivalents include investments in AAA-rated money market mutual funds with maturities of less than 90 days.

FASB guidance allows a company to elect to measure eligible financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings at each subsequent reporting date. Eligible items include, but are not limited to, accounts and loans receivable, equity method investments, accounts payable, guarantees, issued debt and firm commitments. Currently, we have not elected to account for any of our eligible items using the fair value option.

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The carrying value of cash and cash equivalents, restricted cash and investments (Level 1), accounts receivable, claims and rebates payable, and accounts payable approximated fair values due to the short-term maturities of these instruments. The fair value, which approximates the carrying value, of our term facility (Level 2) (as defined in Note 7 - Financing) was estimated using the current rates offered to us for debt with similar maturity. The carrying values, net of unamortized discounts and premiums, and the fair values of our senior notes are shown in the following table:

(in millions)	December 31, 2014		December 31, 2013	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
March 2008 Senior Notes				
7.125% senior notes due 2018	$1,338.4	$1,385.8	$1,378.5	$1,420.4
June 2009 Senior Notes				
7.250% senior notes due 2019	498.2	599.4	497.9	607.8
September 2010 Senior Notes				
4.125% senior notes due 2020	505.9	531.1	506.8	519.7
2.750% senior notes due 2015	502.9	506.8	506.9	514.9
	1,008.8	1,037.9	1,013.7	1,034.6
May 2011 Senior Notes				
3.125% senior notes due 2016	1,498.2	1,541.9	1,497.0	1,566.2
November 2011 Senior Notes				
4.750% senior notes due 2021	1,242.1	1,374.9	1,241.2	1,325.4
6.125% senior notes due 2041	698.5	880.5	698.4	801.0
3.500% senior notes due 2016	—	—	1,249.8	1,324.4
2.750% senior notes due 2014	—	—	899.7	917.1
	1,940.6	2,255.4	4,089.1	4,367.9
February 2012 Senior Notes				
2.650% senior notes due 2017	1,493.6	1,537.0	1,490.7	1,548.0
2.100% senior notes due 2015	999.8	1,001.4	998.1	1,014.4
3.900% senior notes due 2022	983.8	1,044.8	981.9	1,003.4
	3,477.2	3,583.2	3,470.7	3,565.8
June 2014 Senior Notes				
2.250% senior notes due 2019	997.9	989.3	—	—
3.500% senior notes due 2024	993.1	995.8	—	—
1.250% senior notes due 2017	499.8	495.7	—	—
	2,490.8	2,480.8	—	—
Total	$12,252.2	$12,884.4	$11,946.9	$12,562.7

The fair values of our senior notes were estimated based on observable market information (Level 2). In determining the fair value of liabilities, we took into consideration the risk of nonperformance. Nonperformance risk refers to the risk the obligation will not be fulfilled and affects the value at which the liability would be transferred to a market participant. This risk did not have a material impact on the fair value of our liabilities.

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3. Changes in business

Acquisitions. As a result of the Merger on April 2, 2012, Medco and ESI each became 100% owned subsidiaries of Express Scripts and former Medco and ESI stockholders became owners of Express Scripts stock, which is listed on the Nasdaq Global Select Market ("Nasdaq"). Upon closing of the Merger, former ESI stockholders owned approximately 59% of Express Scripts and former Medco stockholders owned approximately 41% of Express Scripts. Per the terms of the Merger Agreement, upon consummation of the Merger on April 2, 2012, each share of Medco common stock was converted into (i) the right to receive $28.80 in cash, without interest and (ii) 0.81 shares of Express Scripts stock. Holders of Medco stock options, restricted stock units and deferred stock units received replacement awards at an exchange ratio of 1.3474 Express Scripts stock awards for each Medco award owned, which is equal to the sum of (i) 0.81 and (ii) the quotient obtained by dividing (1) $28.80 (the cash component of the Merger consideration) by (2) an amount equal to the average of the closing prices of ESI common stock on the Nasdaq for each of the 15 consecutive trading days ending with the fourth complete trading day prior to the completion of the Merger.

Based on the opening price of Express Scripts' stock on April 2, 2012, the purchase price was comprised of the following:

(in millions)	
Cash paid to Medco stockholders[1]	$11,309.6
Value of shares of common stock issued to Medco stockholders[2]	17,963.8
Value of stock options issued to holders of Medco stock options[3][4]	706.1
Value of restricted stock units issued to holders of Medco restricted stock units[3]	174.9
Total consideration	$30,154.4

(1) Equals Medco outstanding shares multiplied by $28.80 per share.

(2) Equals Medco outstanding shares immediately prior to the Merger multiplied by the exchange ratio of 0.81, multiplied by the Express Scripts opening share price on April 2, 2012 of $56.49.

(3) The fair value of replacement awards attributable to pre-combination service is recorded as part of the consideration transferred in the Merger, while the fair value of replacement awards attributable to post-combination service is recorded separately from the business combination and recognized as compensation cost in the post-acquisition period over the remaining service period.

(4) The fair value of the Company's equivalent stock options was estimated using the Black-Scholes valuation model utilizing various assumptions. The expected volatility of the Company's common stock price is a blended rate based on the average historical volatility over the expected term based on daily closing stock prices of ESI and Medco common stock. The expected term of the option is based on Medco historical employee stock option exercise behavior as well as the remaining contractual exercise term.

The consolidated statement of operations for Express Scripts for the year ended December 31, 2012 following consummation of the Merger on April 2, 2012 includes Medco's total revenues for continuing operations of $45,763.5 million and net income of $290.7 million, which includes integration expense and amortization.

The following unaudited pro forma information presents a summary of Express Scripts' combined results of continuing operations for the year ended December 31, 2012 as if the Merger and related financing transactions had occurred at January 1, 2012. The following pro forma financial information is not necessarily indicative of the results of operations as it would have been had the transactions been effected on the assumed date, nor is it necessarily an indication of trends in future results for a number of reasons, including, but not limited to, differences between the assumptions used to prepare the pro forma information, basic shares outstanding and dilutive equivalents, cost savings from operating efficiencies, potential synergies and the impact of incremental costs incurred in integrating the businesses:

(in millions, except per share data)	Year Ended December 31, 2012
Total revenues	$109,639.2
Net income attributable to Express Scripts	1,345.5

Basic earnings per share from continuing operations	1.69
Diluted earnings per share from continuing operations	$1.66

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The Merger was accounted for under the acquisition method of accounting with ESI treated as the acquirer for accounting purposes. The purchase price was allocated based on the estimated fair value of net assets acquired and liabilities assumed at the date of the acquisition.

During the quarter ended March 31, 2013, the Company made refinements to its preliminary allocation of purchase price related to accrued liabilities due to the finalization of assumptions utilized to value the liabilities acquired. These adjustments had the effect of increasing current assets and other noncurrent liabilities and decreasing goodwill, deferred tax liabilities and current liabilities.

Express Scripts finalized the purchase price allocation and push down accounting as of March 31, 2013. Following is a summary of Express Scripts' estimates of the fair values of the assets acquired and liabilities assumed in the Merger:

(in millions)	Amounts Recognized as of Acquisition Date
Current assets	$ 6,934.9
Property and equipment	1,390.6
Goodwill	23,965.6
Acquired intangible assets	16,216.7
Other noncurrent assets	48.3
Current liabilities	(8,966.4)
Long-term debt	(3,008.3)
Deferred income taxes	(5,875.2)
Other noncurrent liabilities	(551.8)
Total	$ 30,154.4

A portion of the excess of purchase price over tangible net assets acquired was allocated to intangible assets consisting of customer contracts in the amount of $15,935.0 million with an estimated weighted-average amortization period of 16 years. Additional intangible assets consist of trade names in the amount of $273.0 million with an estimated weighted-average amortization period of 10 years and miscellaneous intangible assets of $8.7 million with an estimated weighted-average amortization period of 5 years. The acquired intangible assets have been valued using an income approach and are being amortized on a basis that approximates the pattern of benefit.

The excess of purchase price over tangible net assets and identified intangible assets acquired was allocated to goodwill in the amount of $23,965.6 million. The majority of the goodwill recognized as part of the Merger is reported under our PBM segment and reflects our expected synergies from combining operations, such as improved economies of scale and cost savings. Goodwill recognized is not expected to be deductible for income tax purposes and is not amortized.

ESI and Medco each retain a one-sixth ownership in Surescripts, resulting in a combined one-third ownership in Surescripts. We account for the investment in Surescripts using the equity method and have recorded equity income of $18.7 million, $32.8 million, $14.9 million and for the years ended December 31, 2014, 2013 and 2012, respectively. Our investment in Surescripts (approximately $40.3 million and $30.2 million as of December 31, 2014 and 2013, respectively) is recorded in other assets in our consolidated balance sheet.

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4. Dispositions

During 2012 and 2013, we determined various businesses were no longer core to our future operations and committed to a plan to dispose of these businesses. In 2014, our European operations were substantially shut down. In 2013, we sold various portions of our UBC line of business and our acute infusion therapies line of business. In 2012, we sold EAV, Liberty and CYC. Prior to the sales of our acute infusion therapies line of business, EAV and Liberty, goodwill and intangible impairment charges were recorded. Below is a summary of 2013 and 2012 charges associated with these businesses and the impact to our consolidated statement of operations.

	December 31, 2013		December 31, 2012	
(in millions)	Gain Recorded Upon Sale	Goodwill & Intangible Impairments	Gain Recorded Upon Sale	Goodwill & Intangible Impairments
EAV	$—	$—	$3.7	$(11.5)
Disposed UBC operations				
Technology solutions and publications for biopharmaceutical companies	18.3	—	—	—
Health economics, outcomes research, data analytics and market access services	11.4	—	—	—
Specialty services for pre-market trials	22.1	—	—	—
Acute infusion therapies line of business	0.5	(32.9)	—	—
Recorded in net loss from discontinued operations, net of tax	$52.3	$(32.9)	$3.7	$(11.5)
Liberty	$—	$—	$0.5	$(23.0)
CYC[(1)]	3.5	—	14.3	—
Recorded in selling, general and administrative	$3.5	$—	$14.8	$(23.0)
Total disposition charges	$55.8	$(32.9)	$18.5	$(34.5)

(1) Reflects the settlement of certain working capital balances in 2013.

Sale of our acute infusion therapies line of business. In November 2013, we sold our acute infusion therapies line of business, which was included within our PBM segment before being classified as a discontinued operation. During 2013, we recognized a gain on the sale of this business, net of the sale of its assets, which totaled $0.5 million. The gain is included in the “Net loss from discontinued operations, net of tax” line item in the accompanying consolidated statement of operations for the year ended December 31, 2013.

In 2013, in connection with entering into an agreement for the sale of the business, an impairment in the value of the related goodwill was identified. The impairment charge, which totaled $32.9 million, was recorded and reflects goodwill impairment and the subsequent write-down to fair market value. The fair value was determined utilizing the contracted sales price of the business (Level 2). The impairment charge is included in the “Net loss from discontinued operations, net of tax” line item in the accompanying consolidated statement of operations for the year ended December 31, 2013.

Sale of portions of UBC. In August 2013, we sold the portion of our UBC business related to specialty services for pre-market trials located in Wayne, Pennsylvania and recognized a gain on the sale of this business which totaled $22.1 million. In July 2013, we sold the portion of our UBC business related to providing health economics, outcomes research, data analytics and market access services located in Bethesda, Maryland and recognized a gain on the sale of this business which totaled $11.4 million. In June 2013, we sold the portion of our UBC business which primarily provided technology solutions and publications for biopharmaceutical companies located in Horsham, United Kingdom and recognized a gain on the sale of this business which totaled $18.3 million. The gains on these businesses are included in the “Net loss from discontinued operations, net of tax” line item in the accompanying consolidated statement of operations for the year ended December 31, 2013. Our disposed UBC operations were included within our Other Business Operations segment before being classified as discontinued operations as of December 31, 2012.

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Sale of EAV. In December 2012, we sold our EAV line of business, which primarily provided home delivery pharmacy services in Germany and recognized a gain on the sale of this business, net of the sale of its assets, which totaled $3.7 million. The gain is included in the “Net loss from discontinued operations, net of tax” line item in the accompanying consolidated statement of operations for the year ended December 31, 2012. Prior to being classified as a discontinued operation, EAV was included in our Other Business Operations segment.

In 2012, the Company determined it was necessary to reassess carrying values of EAV’s assets and liabilities based on a change in business environment related to an adverse court ruling by the German high court in August 2012 and the expected disposal of EAV as a result of the ruling (Level 2). Based on the assessment, we recorded impairment charges associated with this line of business totaling $11.5 million to reflect the write-down of $2.0 million of goodwill and $9.5 million of intangible assets. These charges are included in the “Net loss from discontinued operations, net of tax” line item in the accompanying consolidated statement of operations for the year ended December 31, 2012.

Sale of Liberty. In December 2012, we sold our Liberty line of business, which was included within our Other Business Operations segment. Liberty sells diabetes testing supplies and is located in Port St. Lucie, Florida. Following the sale, Express Scripts worked as a back-end pharmacy supplier for portions of the Liberty business. Therefore, the Company retained certain cash flows associated with Liberty following the sale which precluded classification of this business as a discontinued operation. During 2012, we recognized a gain on the sale of this business, net of the sale of its assets, which totaled $0.5 million. The gain is included in the SG&A line item in the accompanying consolidated statement of operations for the year ended December 31, 2012.

In 2012, as a result of our plan to dispose of Liberty, an impairment charge totaling $23.0 million was recorded against intangible assets. The fair value was determined utilizing the contracted sales price of the business (Level 2). This charge is included in the SG&A line item in the accompanying consolidated statement of operations for the year ended December 31, 2012. The write-down was comprised of impairments to customer relationships with a carrying value of $24.2 million and trade names with a carrying value of $6.6 million.

From the date of Merger through the date of disposal, Liberty’s revenue totaled $323.9 million and operating loss totaled $32.3 million.

Sale of CYC. In September 2012, we sold our CYC line of business, which was included within our Other Business Operations segment and recognized a gain on the sale of this business, net of the sale of its assets, which totaled $14.3 million. The gain is included in the SG&A line item in the accompanying consolidated statement of operations for the year ended December 31, 2012. During 2013, certain working capital balances were settled, resulting in a $3.5 million gain. The gain is included in the SG&A line item in the accompanying consolidated statement of operations for the year ended December 31, 2013.

We determined the results of operations for CYC for 2012 were immaterial to both consolidated and segment results of operations, and we have, therefore, not presented these results separately as discontinued operations. Operating income, including the gain associated with the sale, totaled $14.7 million for the year ended December 31, 2012.

Disposition of Europe. During 2012, we determined our European operations, which were included within our Other Business Operations segment, were no longer core to our future operations and committed to a plan to dispose of this business. As a result, this business was classified as discontinued as of December 31, 2012. Our European operations primarily consisted of clinical and specialty pharmacy management services. During 2014, our European operations were substantially shut down.

Selected financial information. The results of operations for our acute infusion therapies line of business, various portions of UBC, as defined above, EAV and our European operations are reported as discontinued operations for all periods presented in the accompanying consolidated statement of operations. As such, results of operations for the years ended December 31, 2013 and 2012 reflect these operations as discontinued. Additionally, for all periods presented, cash flows of our discontinued operations are segregated in our accompanying consolidated statement of cash flows. Finally, assets and liabilities of these businesses held are segregated in our accompanying consolidated balances sheet as of December 31, 2013. As of December 31, 2013, total assets of discontinued operations were $31.0 million and total liabilities of discontinued operations were $1.4 million.

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Selected statement of operations information. Certain information with respect to discontinued operations, as defined above, for the years ended December 31, 2013 and 2012 is summarized below.

(in millions)	2013	2012
Revenues	$521.2	$702.3
Operating loss	24.9	22.7
Income tax expense from discontinued operations	28.7	7.5
Net loss from discontinued operations, net of tax	$53.6	$32.3

5. Property and equipment

Property and equipment of our continuing operations consists of the following:

	December 31,	
(in millions)	2014	2013
Land and buildings	$224.0	$215.8
Furniture	72.8	71.6
Equipment[(1)]	785.1	707.5
Computer software	1,638.6	1,582.3
Leasehold improvements	194.1	173.4
Total property and equipment	2,914.6	2,750.6
Less accumulated depreciation[(1)]	1,330.6	1,091.7
Property and equipment, net	$1,584.0	$1,658.9

(1) Includes gross assets of $58.1 million and accumulated depreciation of $16.8 million and $5.5 million related to capital lease assets as of December 31, 2014 and 2013, respectively.

Depreciation expense for our continuing operations in 2014, 2013 and 2012 was $489.4 million, $428.8 million and $283.0 million, respectively. Internally developed software, net of accumulated amortization, for our continuing operations was $664.9 million and $619.9 million at December 31, 2014 and 2013, respectively. We capitalized $283.1 million of internally developed software during 2014.

Effective January 2013, we entered into a four-year capital lease for equipment to be used in our Fair Lawn, New Jersey facility. The assets obtained with the capital lease are included in the Equipment line disclosed in the table above. As of December 31, 2014, the remaining capitalized lease obligation was $28.4 million (see Note 12 - Commitments and contingencies).

Under certain of our operating leases for facilities in which we operate home delivery and specialty pharmacies, we are required to remove improvements and equipment upon surrender of the property to the landlord and convert the facilities back to office space. Our asset retirement obligation for our continuing operations was $15.8 million and $10.1 million at December 31, 2014 and 2013, respectively.

During 2011, we ceased fulfilling prescriptions from our home delivery dispensing pharmacy in Bensalem, Pennsylvania. The related lease expired during 2014.

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6. Goodwill and other intangibles

Following is a summary of our goodwill and other intangible assets for our two reportable segments, PBM and Other Business Operations.

	December 31, 2014			December 31, 2013		
(in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Goodwill						
PBM	$29,290.6	$(107.1)	$29,183.5	$29,315.4	$(107.4)	$29,208.0
Other Business Operations	97.4	—	97.4	97.4	—	97.4
	$29,388.0	$(107.1)	$29,280.9	$29,412.8	$(107.4)	$29,305.4
Other intangible assets						
PBM						
Customer contracts[1]	$17,571.4	$(5,603.2)	$11,968.2	$17,602.3	$(3,926.2)	$13,676.1
Trade names	226.6	(61.3)	165.3	226.6	(39.0)	187.6
Miscellaneous[2]	116.6	(58.4)	58.2	111.6	(47.4)	64.2
	17,914.6	(5,722.9)	12,191.7	17,940.5	(4,012.6)	13,927.9
Other Business Operations						
Customer relationships	120.2	(82.6)	37.6	127.3	(69.2)	58.1
Trade names	35.8	(9.9)	25.9	35.8	(6.2)	29.6
	156.0	(92.5)	63.5	163.1	(75.4)	87.7
Total other intangible assets	$18,070.6	$(5,815.4)	$12,255.2	$18,103.6	$(4,088.0)	$14,015.6

(1) Gross PBM customer contracts balance as of December 31, 2014 reflects a decrease of $2.2 million due to the finalization of the purchase price related to the SmartD asset acquisition, as described below.

(2) Gross PBM miscellaneous balance as of December 31, 2014 reflects an increase of $18.6 million due to recognition of deferred financing fees related to the June 2014 Senior Notes (as defined in Note 7 - Financing).

Following is a summary of the change in the net carrying value of goodwill by business segment:

(in millions)	PBM	Other Business Operations	Total
Balance at December 31, 2012	$29,223.0	$97.4	$29,320.4
Purchase price allocation adjustment[1]	(12.7)	—	(12.7)
Foreign currency translation	(2.3)	—	(2.3)
Balance at December 31, 2013	$29,208.0	$97.4	$29,305.4
Purchase price allocation adjustment[2]	(22.5)	—	(22.5)
Foreign currency translation	(2.0)	—	(2.0)
Balance at December 31, 2014	$29,183.5	$97.4	$29,280.9

(1) Goodwill associated with the Merger has been adjusted due to the finalization of the purchase price allocation during 2013.

(2) Goodwill has been adjusted to correct certain deferred taxes related to prior acquisitions.

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The aggregate amount of amortization expense of other intangible assets for our continuing operations was $1,776.4 million, $2,037.8 million and $1,632.0 million for the years ended December 31, 2014, 2013 and 2012, respectively. Amortization expense for the years ended December 31, 2014, 2013 and 2012 includes $22.9 million, $19.6 million and $43.6 million, respectively, of fees incurred, recorded in interest expense in the consolidated statement of operations, related to our debt instruments. Additionally, amortization of $112.4 million, $114.0 million and $114.0 million for customer contracts related to the PBM agreement has been included as an offset to revenues for the years ended December 31, 2014, 2013 and 2012, respectively. The future aggregate amount of amortization expense of other intangible assets for our continuing operations is expected to be approximately $1,746.8 million for 2015, $1,741.0 million for 2016, $1,324.2 million for 2017, $1,313.1 million for 2018 and $1,306.8 million for 2019. The weighted-average amortization period of intangible assets subject to amortization is 16 years, and by major intangible class is 5 to 20 years for customer-related intangibles, 10 years for trade names (excluding legacy ESI trade names which have an indefinite life) and 3 to 30 years for other intangible assets.

In connection with an asset acquisition and the disposition of various businesses (see Note 4 - Dispositions), and pursuant to our policies for assessing impairment of goodwill and long-lived assets (see Note 1 - Summary of significant accounting policies), we recorded various additions and charges, as described below.

Asset acquisition of SmartD. Our PBM gross customer contract balance as of December 31, 2013 included $14.5 million related to the asset acquisition of the SmartD Medicare Part D PDP in September 2013. During 2014, we finalized the purchase price related to the customer contract, resulting in a reduction of the asset value by $2.2 million. This new intangible asset has a useful life of 10 years. The asset acquisition added approximately 87,000 covered Medicare lives to our existing Medicare Part D PDP offering.

Sale of acute infusion therapies line of business. In connection with entering into an agreement for the sale of the acute infusion therapies line of business, amounts previously classified in continuing operations have been reclassified to discontinued operations for the year ended December 31, 2012. Amounts reclassified as discontinued operations included goodwill of $39.4 million. During 2013, we recorded goodwill impairment charges associated with our acute infusion therapies line of business totaling $32.9 million. As a gain was recorded on the sale, the elimination of the remaining goodwill of $6.5 million was not recorded as an impairment.

Sale of portions of UBC. As a result of our determination that portions of the UBC business were no longer core to our future operations, amounts previously classified in continuing operations were reclassified to discontinued operations in 2012. Amounts reclassified as discontinued operations, and subsequently written off in connection with the sale of these lines of business throughout 2013, included goodwill of $88.5 million and intangible assets of $157.4 million. Intangible assets were comprised of customer relationships with a carrying value of $157.4 million (gross value of $181.4 million less accumulated amortization of $24.0 million). As a gain was recorded on the sale of these businesses, the elimination of these amounts was not recorded as an impairment.

Sale of EAV. In 2012, we recorded impairment charges associated with EAV totaling $11.5 million, which was comprised of $2.0 million of goodwill and $9.5 million of intangible assets and reflected fair value. The write-down of intangible assets was comprised of customer relationships with a carrying value of $3.6 million (gross value of $5.0 million less accumulated amortization of $1.4 million) and trade names with a carrying value of $5.9 million (gross value of $7.0 million less accumulated amortization of $1.1 million).

Sale of Liberty. In 2012, we recorded an impairment charge associated with Liberty totaling $23.0 million to reflect fair value. The write-down was comprised of customer relationships with a carrying value of $24.2 million (gross value of $35.0 million less accumulated amortization of $10.8 million) and trade names with a carrying value of $6.6 million (gross value of $7.0 million less accumulated amortization of $0.4 million). This charge was allocated to these assets on a pro rata basis using the carrying values as of September 30, 2012.

Sale of CYC. In 2012, we completed the sale of CYC, which was included in our Other Business Operations segment. In connection with the sale of this line of business, goodwill of $12.0 million and trade names of $0.7 million were eliminated upon the sale of the business. As a gain was recorded on the sale, the elimination of these amounts was not recorded as an impairment.

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7. Financing

The Company's debt, net of unamortized discounts and premiums, consists of:

(in millions)	December 31, 2014	2013
Long-term debt:		
March 2008 Senior Notes		
7.125% senior notes due 2018	$1,338.4	$1,378.5
June 2009 Senior Notes		
7.250% senior notes due 2019	498.2	497.9
September 2010 Senior Notes		
4.125% senior notes due 2020	505.9	506.8
2.750% senior notes due 2015	502.9	506.9
	1,008.8	1,013.7
May 2011 Senior Notes		
3.125% senior notes due 2016	1,498.2	1,497.0
November 2011 Senior Notes		
4.750% senior notes due 2021	1,242.1	1,241.2
6.125% senior notes due 2041	698.5	698.4
3.500% senior notes due 2016	—	1,249.8
2.750% senior notes due 2014	—	899.7
	1,940.6	4,089.1
February 2012 Senior Notes		
2.650% senior notes due 2017	1,493.6	1,490.7
2.100% senior notes due 2015	999.8	998.1
3.900% senior notes due 2022	983.8	981.9
	3,477.2	3,470.7
June 2014 Senior Notes		
2.250% senior notes due 2019	997.9	—
3.500% senior notes due 2024	993.1	—
1.250% senior notes due 2017	499.8	—
	2,490.8	—
Term facility due August 29, 2016 with an average interest rate of 1.90% at December 31, 2014 and 1.92% at December 31, 2013	1,315.8	2,000.0
Other	—	0.1
Total debt	13,568.0	13,947.0
Less: Current maturities of long-term debt	2,555.3	1,584.0
Total long-term debt	$11,012.7	$12,363.0

BANK CREDIT FACILITIES

In August 2011, we entered into a credit agreement (the "credit agreement") with a commercial bank syndicate providing for a five-year $4,000.0 million term loan facility (the "term facility") and a $1,500.0 million revolving loan facility (the "revolving facility"). The term facility was used to pay a portion of the cash consideration in connection with the Merger (as described in Note 3 - Changes in business), to repay existing indebtedness and to pay related fees and expenses. Subsequent to consummation of the Merger on April 2, 2012, the revolving facility is available for general corporate purposes. The term facility and the revolving facility both mature on August 29, 2016. As of December 31, 2014, no amounts were drawn under the

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revolving facility. The Company makes quarterly principal payments on the term facility. As of December 31, 2014, $1,315.8 million is outstanding under the term facility with an average interest rate of 1.90%, of which $1,052.6 million is considered current maturities of long-term debt.

The credit agreement requires interest to be paid at the LIBOR or adjusted base rate options, plus a margin. The margin over LIBOR ranges from 1.25% to 1.75% for the term facility and 1.10% to 1.55% for the revolving facility, and the margin over the base rate options ranges from 0.25% to 0.75% for the term facility and 0.10% to 0.55% for the revolving facility, depending on our consolidated leverage ratio. Under the credit agreement, we are required to pay commitment fees on the unused portion of the $1,500.0 million revolving facility. The commitment fee ranges from 0.15% to 0.20% depending on our consolidated leverage ratio.

In December 2014, the Company entered into credit agreements providing for three uncommitted revolving credit facilities (the "2014 credit facilities"), each for $150.0 million, which are available for general corporate purposes. The 2014 credit facilities are available from December 17, 2014 until December 16, 2015, from January 2, 2015 until January 2, 2016 and from December 19, 2014 until December 19, 2015, respectively. As of December 31, 2014, no amounts were drawn under the 2014 credit facilities. The maturity date of each loan drawn under the 2014 credit facilities can be specified by the Company in the borrowing request but shall not be more than three months from the date of such loan and shall be on or prior to the termination date. The credit facilities require interest to be paid at LIBOR plus an agreed upon rate at the time of borrowing.

SENIOR NOTES

Following the consummation of the Merger on April 2, 2012, several series of senior notes issued by Medco are reported as debt obligations of Express Scripts.

The March 2008 senior notes (the "March 2008 Senior Notes") consist of $1,200.0 million aggregate principal amount of 7.125% senior notes due 2018. The March 2008 Senior Notes require interest to be paid semi-annually on March 15 and September 15 and are redeemable prior to maturity at a price equal to the greater of (1) 100% of the aggregate principal amount of any notes being redeemed, plus accrued and unpaid interest; or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed, not including unpaid interest accrued to the redemption date, discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 50 basis points with respect to any March 2008 Senior Notes being redeemed, plus, in each case, unpaid interest on the notes being redeemed accrued to the redemption date. The March 2008 Senior Notes, issued by Medco, are jointly and severally and fully and unconditionally (subject to certain customary release provisions, including sale, exchange, transfer or liquidation of the guarantor subsidiary) guaranteed on a senior basis by us and most of our current and future 100% owned domestic subsidiaries.

The June 2009 senior notes (the "June 2009 Senior Notes") consist of $500.0 million aggregate principal amount of 7.250% senior notes due 2019. The June 2009 Senior Notes require interest to be paid semi-annually on June 15 and December 15 and are redeemable prior to maturity at a price equal to the greater of (1) 100% of the aggregate principal amount of any notes being redeemed, plus accrued and unpaid interest; or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed, not including unpaid interest accrued to the redemption date, discounted to the redemption date on a semiannual basis at the treasury rate plus 50 basis points with respect to any notes being redeemed, plus in each case, unpaid interest on the notes being redeemed accrued to the redemption date. The June 2009 Senior Notes, issued by ESI, are jointly and severally and fully and unconditionally (subject to certain customary release provisions, including sale, exchange, transfer or liquidation of the guarantor subsidiary) guaranteed on a senior unsecured basis by us and most of our current and future 100% owned domestic subsidiaries.

The September 2010 senior notes (the "September 2010 Senior Notes") consist of:

- $500.0 million aggregate principal amount of 2.750% senior notes due 2015 (the "September 2015 Senior Notes")
- $500.0 million aggregate principal amount of 4.125% senior notes due 2020 (the "September 2020 Senior Notes")

The September 2010 Senior Notes require interest to be paid semi-annually on March 15 and September 15 and are redeemable prior to maturity at a price equal to the greater of (1) 100% of the aggregate principal amount of any notes being redeemed, plus accrued and unpaid interest; or (2) the sum of the present values of the remaining scheduled

payments of principal and interest on the notes being redeemed, not including unpaid interest accrued to the redemption date, discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 20 basis points with respect to any September 2015 Senior Notes being redeemed, or 25 basis points with respect to any September 2020 Senior Notes being redeemed, plus, in each case, unpaid interest on the notes being redeemed accrued to the

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redemption date. The September 2010 Senior Notes, issued by Medco, are jointly and severally and fully and unconditionally (subject to certain customary release provisions, including sale, exchange, transfer or liquidation of the guarantor subsidiary) guaranteed on a senior basis by us and most of our current and future 100% owned domestic subsidiaries.

The May 2011 senior notes consist of $1,500.0 million aggregate principal amount of 3.125% senior notes due 2016 (the "May 2011 Senior Notes"). The May 2011 Senior Notes require interest to be paid semi-annually on May 15 and November 15 and are redeemable prior to maturity at a price equal to the greater of (1) 100% of the aggregate principal amount of any notes being redeemed, plus accrued and unpaid interest; or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed, not including unpaid interest accrued to the redemption date, discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 20 basis points with respect to any May 2011 Senior Notes being redeemed, plus in each case, unpaid interest on the notes being redeemed accrued to the redemption date. The May 2011 Senior Notes, issued by ESI, are jointly and severally and fully and unconditionally (subject to certain customary release provisions, including sale, exchange, transfer or liquidation of the guarantor subsidiary) guaranteed on a senior basis by us and most of our current and future 100% owned domestic subsidiaries.

The November 2011 senior notes (the "November 2011 Senior Notes") consist of:

- $1,250.0 million aggregate principal amount of 4.750% senior notes due 2021 (the "2021 Senior Notes")
- $700.0 million aggregate principal amount of 6.125% senior notes due 2041 (the "2041 Senior Notes")

The November 2011 Senior Notes require interest to be paid semi-annually on May 15 and November 15 and are redeemable prior to maturity at a price equal to the greater of (1) 100% of the aggregate principal amount of any notes being redeemed, plus accrued and unpaid interest; or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed, not including unpaid interest accrued to the redemption date, discounted to the redemption date on a semiannual basis at the treasury rate plus 45 basis points with respect to any 2021 Senior Notes being redeemed or 50 basis points with respect to any 2041 Senior Notes being redeemed, plus in each case, unpaid interest on the notes being redeemed accrued to the redemption date. The November 2011 Senior Notes are jointly and severally and fully and unconditionally (subject to certain customary release provisions, including sale, exchange, transfer or liquidation of the guarantor subsidiary) guaranteed on a senior unsecured basis by most of our current and future 100% owned domestic subsidiaries.

In 2014, $1,250.0 million aggregate principal amount of 3.500% senior notes due 2016 were redeemed using the proceeds from the June 2014 Senior Notes (defined below). Total cash payments related to the redemption of these notes were $1,321.5 million, which included $71.5 million of redemption costs which are reflected within the "Interest expense and other" line item of the consolidated statement of operations for the year ended December 31, 2014. Also in 2014, $900.0 million aggregate principal amount of 2.750% senior notes due 2014 matured and were redeemed.

The February 2012 senior notes (the "February 2012 Senior Notes") consist of:

- $1,000.0 million aggregate principal amount of 2.100% senior notes due 2015 ("February 2015 Senior Notes")
- $1,500.0 million aggregate principal amount of 2.650% senior notes due 2017 ("February 2017 Senior Notes")
- $1,000.0 million aggregate principal amount of 3.900% senior notes due 2022 ("February 2022 Senior Notes")

The February 2015 Senior Notes require interest to be paid semi-annually on February 12 and August 12. The February 2017 Senior Notes and the February 2022 Senior Notes require interest to be paid semi-annually on February 15 and August 15. The February 2012 Senior Notes are redeemable prior to maturity at a price equal to the greater of (1) 100% of the aggregate principal amount of any notes being redeemed, plus accrued and unpaid interest; or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed, not including unpaid interest accrued to the redemption date, discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 30 basis points with respect to any February 2015 Senior Notes being redeemed, 35 basis points with respect to any February 2017 Senior Notes being redeemed, or 40 basis points with respect to any February 2022 Senior Notes being redeemed plus, in each case, unpaid interest on the notes being redeemed, accrued to the redemption date. The February 2012 Senior Notes are jointly and severally and fully and unconditionally (subject to certain customary release provisions, including sale, exchange, transfer or liquidation of the guarantor subsidiary) guaranteed on a senior unsecured basis by most of our

current and future 100% owned domestic subsidiaries.

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The June 2014 senior notes (the "June 2014 Senior Notes") consist of:

- $500.0 million aggregate principal amount of 1.250% senior notes due 2017 ("June 2017 Senior Notes")
- $1,000.0 million aggregate principal amount of 2.250% senior notes due 2019 ("June 2019 Senior Notes")
- $1,000.0 million aggregate principal amount of 3.500% senior notes due 2024 ("June 2024 Senior Notes")

The June 2017 Senior Notes require interest to be paid semiannually on June 2 and December 2. The June 2019 Senior Notes and the June 2024 Senior Notes require interest to be paid semiannually on June 15 and December 15. The June 2014 Senior Notes are redeemable prior to maturity at a price equal to the greater of (1) 100% of the aggregate principal amount of any notes being redeemed, plus accrued and unpaid interest; or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed, not including unpaid interest accrued to the redemption date, discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the treasury rate plus 10 basis points with respect to any June 2017 Senior Notes being redeemed, 15 basis points with respect to any June 2019 Senior Notes being redeemed, or 20 basis points with respect to any June 2024 Senior Notes being redeemed plus, in each case, unpaid interest on the notes being redeemed, accrued to the redemption date. The June 2014 Senior Notes are jointly and severally and fully and unconditionally (subject to certain customary release provisions, including sale, exchange, transfer or liquidation of the guarantor subsidiary) guaranteed on a senior unsecured basis by most of our current and future 100% owned domestic subsidiaries.

FINANCING COSTS

Financing costs of $13.3 million for the issuance of the June 2009 Senior Notes are being amortized over a weighted-average period of 5.2 years. Financing costs of $10.9 million for the issuance of the May 2011 Senior Notes are being amortized over 5 years. Financing costs of $29.9 million for the issuance of the November 2011 Senior Notes are being amortized over a weighted-average period of 12.1 years. Financing costs of $22.5 million for the issuance of the February 2012 Senior Notes are being amortized over a weighted-average period of 6.2 years. Financing costs of $18.6 million for the issuance of the June 2014 Senior Notes are being amortized over a weighted-average period of 6.6 years. Financing costs of $36.1 million related to the term facility and revolving facility are being amortized over 4.4 years.

Deferred financing costs are reflected in miscellaneous intangible assets, net in the accompanying consolidated balance sheet.

COVENANTS

Our bank financing arrangements and senior notes contain certain customary covenants that restrict our ability to incur additional indebtedness, create or permit liens on assets and engage in mergers or consolidations. The covenants related to bank financing arrangements also include, among other things, minimum interest coverage ratios and maximum leverage ratios. The March 2008 Senior Notes are also subject to an interest rate adjustment in the event of a downgrade in the ratings to below investment grade. At December 31, 2014, we were in compliance with all covenants associated with our debt instruments, including the credit agreement and our senior notes.

Following is a schedule of current maturities, excluding unamortized discounts and premiums, for our long-term debt as of December 31, 2014 (in millions):

Year Ended December 31,	
2015	$2,552.6
2016	1,763.2
2017	2,000.0
2018	1,200.0
2019	1,500.0
Thereafter	4,450.0
	$13,465.8

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8. Income taxes

The provision for income taxes for continuing operations consists of the following:

	Year Ended December 31,		
(in millions)	2014	2013	2012
Income (loss) from continuing operations before income taxes:			
United States	$3,082.8	$2,987.6	$2,185.8
Foreign	(16.6)	42.7	14.6
Total	$3,066.2	$3,030.3	$2,200.4
Current provision (benefit):			
Federal	$1,315.8	$1,483.4	$1,009.5
State	146.1	192.3	216.8
Foreign	(0.2)	2.0	0.7
Total current provision	1,461.7	1,677.7	1,227.0
Deferred benefit:			
Federal	(395.6)	(520.0)	(358.5)
State	(32.0)	(45.3)	(29.8)
Foreign	(2.9)	(8.4)	(0.7)
Total deferred benefit	(430.5)	(573.7)	(389.0)
Total current and deferred provision	$1,031.2	$1,104.0	$838.0

We consider our foreign earnings to be indefinitely reinvested, and accordingly have not recorded a provision for United States federal and state income taxes thereon. Cumulative undistributed foreign earnings for which United States taxes have not been provided are included in consolidated retained earnings in the amount of $96.2 million, $82.2 million and $65.6 million as of December 31, 2014, 2013 and 2012, respectively.

A reconciliation of the statutory federal income tax rate and the effective tax rate follows (the effect of foreign taxes on the effective tax rate for 2014, 2013 and 2012 is immaterial):

	Year Ended December 31,	
	2014	2013

Deposits

The following table sets forth the Company's deposit accounts at the dates indicated:

	March 31, 2012		December 31, 2011	
	Balance	Percent of Total Deposits	Balance	Percent of Total Deposits
	(Dollars In Thousands)			
Demand deposits	$ 63,378	14.1 %	$ 68,799	15.2 %
NOW accounts	29,722	6.6 %	26,747	5.9 %
Savings accounts	48,673	10.8 %	47,122	10.4 %
Money market deposit accounts	102,548	22.9 %	97,606	21.5 %
Total transaction accounts	244,321	54.5 %	240,274	53.0 %
Certificates of deposit	204,296	45.5 %	213,103	47.0 %
Total deposits	$ 448,617	100.0 %	$ 453,377	100.0 %

Total deposits decreased $4.8 million, or 1.1%, to $448.6 million at March 31, 2012 from $453.4 million at December 31, 2011. Money market accounts increased $4.9 million, or 5.1%, to $102.5 million, regular savings accounts increased $1.6 million, or 3.3%, to $48.7 million, and NOW accounts increased $3.0 million, or 11.1%, to $29.7 million. These increases were offset by a decrease in demand accounts of $5.4 million, or 7.9%, to $63.4 million and a decrease in certificates of deposit of $8.8 million, or 4.1%, to $204.3 million. The decrease in certificates of deposits was mainly attributed to the strategic run-off of high cost accounts as a result of management's focus to lower the cost of deposits and allow higher cost, short-term time deposits to mature without renewals.

Borrowings

The following sets forth information concerning our borrowings for the periods indicated:

	March 31, 2012	December 31, 2011
Maximum amount of advances outstanding at any month-end during the period:	(In Thousands)	
FHLB Advances	$58,308	$70,564
Securities sold under agreements to repurchase	11,620	24,560
Average advances outstanding during the period:		
FHLB Advances	$57,481	$64,777
Securities sold under agreements to repurchase	10,564	17,554
Weighted average interest rate during the period:		
FHLB Advances	2.55 %	2.57 %
Securities sold under agreements to repurchase	0.19 %	0.21 %
Balance outstanding at end of period:		
FHLB Advances	$56,373	$59,265
Securities sold under agreements to repurchase	9,883	12,340
Weighted average interest rate at end of period:		
FHLB Advances	2.54 %	2.51 %
Securities sold under agreements to repurchase	0.18 %	0.18 %

We utilize borrowings from a variety of sources to supplement our supply of funds for loans and investments. FHLB advances decreased $2.9 million, or 4.9%, from $59.3 million at December 31, 2011 to $56.4 million at March 31, 2012 due to payments on long-term advances of $2.3 million. Securities sold under agreements to repurchase decreased $2.5 million, or 19.9%, primarily due to fluctuations in the balances of these accounts.

Comparison of Operating Results for the Three Months Ended March 31, 2012 and 2011

General

The Company reported net income for the three months ended March 31, 2012 of $397,000, or $0.08 earnings per share, compared to net income of $43,000, or $0.01 earnings per share, for the same period in 2011. The increase in net income for the three months ended March 31, 2012 compared to the three months ended March 31, 2011, was primarily due to an increase in net interest income of $236,000, or 5.4%, a decrease in the provision for loan losses of $226,000, or 97.0%, and an increase in non-interest income of $20,000, or 3.0%. These increases were partially offset by an increase in non-interest expense of $84,000, or 1.8%, and an increase in income tax expense of $44,000 from $5,000 at March 31, 2011 to $49,000 at March 31, 2012.

Analysis of Net Interest Income

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends on the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them.

The following table sets forth average balances, interest income and expense and yields earned or rates paid on the major categories of assets and liabilities for the periods indicated. The average yields and costs are derived by dividing interest income or expense by the average balance of interest-earning assets or interest-bearing liabilities, respectively. The yields and costs are annualized. Average balances are derived from average daily balances. The yields and costs include fees which are considered adjustments to yields. Loan interest and yield data does not include any accrued interest from non-accruing loans.

	For the Three Months Ended March 31,							
	2012			2011				
	Average Balance	Interest	Average Yield/ Rate		Average Balance	Interest	Average Yield/ Rate	
	(Dollars in Thousands)							
Interest-earning assets:								
Investments (1)	$ 74,524	$ 666	3.59	%	$ 71,537	$ 561	3.18	%
Loans:								
Residential real estate loans	149,946	1,832	4.91	%	155,346	2,008	5.24	%
Commercial real estate loans	189,733	2,657	5.63	%	176,470	2,565	5.89	%
Consumer loans	32,453	340	4.21	%	32,561	375	4.67	%
Commercial loans	77,559	856	4.44	%	77,586	861	4.50	%
Loans, net (2)	449,691	5,685	5.08	%	441,963	5,809	5.33	%
Other	40,534	19	0.19	%	24,521	12	0.20	%
Total interest-earning assets	564,749	6,370	4.54	%	538,021	6,382	4.81	%
Noninterest-earning assets	38,756				35,447			
Total assets	$ 603,505				$ 573,468			
Interest-bearing liabilities:								
Deposits:								
Money market accounts	$ 93,079	$ 77	0.33	%	$ 67,272	$ 54	0.33	%
Savings accounts (3)	47,871	13	0.11	%	45,594	12	0.11	%
NOW accounts	27,387	59	0.87	%	14,975	7	0.19	%
Certificates of deposit	210,395	997	1.91	%	217,739	1,301	2.42	%
Total interest-bearing deposits	378,732	1,146	1.22	%	345,580	1,374	1.61	%
FHLB advances	57,481	365	2.55	%	69,522	438	2.56	%
Securities sold under agreement to repurchase	10,564	5	0.19	%	17,977	10	0.23	%
Total interest-bearing borrowings	68,045	370	2.19	%	87,499	448	2.08	%
Total interest-bearing liabilities	446,777	1,516	1.36	%	433,079	1,822	1.71	%
Demand deposits	65,727				47,806			
Other noninterest-bearing liabilities	418				211			
Total liabilities	512,922				481,096			
Total stockholders' equity	90,583				92,372			
Total liabilities and stockholders' equity	$ 603,505				$ 573,468			
Net interest-earning assets	$ 117,972				$ 104,942			
Tax equivalent net interest income/ interest rate spread (4)		4,854	3.18	%		4,560	3.10	%

Tax equivalent net interest margin (net interest income as a percentage of interest-earning assets)	3.46	%	3.44	%
Ratio of interest-earning assets to interest-bearing liabilities	126.41	%	124.23	%
Less: tax equivalent adjustment (1)	(252)		(194)	
Net interest income as reported on income statement	$ 4,602		$ 4,366	

(1) Municipal securities income and net interest income are presented on a tax equivalent basis using a tax rate of 41%. The tax equivalent adjustment is deducted from the tax equivalent net interest income to agree to the amount reported on the statement of operations. See 'Explanation of Use of Non-GAAP Financial Measurements'.

(2) Loans, net excludes loans held for sale and the allowance for loan losses and includes nonperforming loans.

(3) Savings accounts include mortgagors' escrow deposits.

(4) Tax equivalent interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.

The following table presents the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have affected the Company's tax equivalent interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (changes in volume multiplied by prior rate); (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) the net change. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

	Three Months Ended March 31, 2012 compared to 2011 Increase (Decrease) Due to		
	Volume	Rate	Net
	(Dollars in Thousands)		
Interest-earning assets:			
Investment securities (1)	$ 26	$ 79	$ 105
Loans:			
Residential real estate loans	(63)	(113)	(176)
Commercial real estate loans	203	(111)	92
Consumer loans	(1)	(34)	(35)
Commercial loans	-	(5)	(5)
Total loans	139	(263)	(124)
Other	8	(1)	7
Total interest-earning assets (2)	$ 173	$ (185)	$ (12)
Interest-bearing liabilities:			
Deposits:			
Money market accounts	$ 22	$ 1	$ 23
Savings accounts (2)	1	-	1
NOW accounts	10	42	52
Certificates of deposit	(41)	(263)	(304)
Total interest-bearing deposits	(8)	(220)	(228)
FHLB advances	(73)	-	(73)
Securities sold under agreement to repurchase	(3)	(2)	(5)
Total interest-bearing borrowings	(76)	(2)	(78)
Total interest-bearing liabilities	(84)	(222)	(306)
Increase in net interest income (3)	$ 257	$ 37	$ 294

(1) The changes in state and municipal income are reflected on a tax equivalent basis using a tax rate of 41%.
(2) Includes interest on mortgagors' escrow deposits.
(3) The changes in interest income and net interest income are reflected on a tax equivalent basis and thus do not correspond to the statement of operations.

Net interest income, on a tax equivalent basis, increased $294,000, or 6.4%, to $4.9 million for the three months ended March 31, 2012, primarily due to the decrease in the cost of interest bearing liabilities outweighing the decrease in the yield on average interesting-earning assets. Net interest margin, on a tax equivalent basis, increased 2 basis points from 3.44% for the three months ended March 31, 2011 to 3.46% for the three months ended March 31, 2012.

Interest and dividend income, on a tax equivalent basis, decreased $12,000, or 0.2%, to $6.4 million for the three months ended March 31, 2012. Average interest-earning assets increased $26.7 million, or 5.0%, from $538.0 million at March 31, 2011 to $564.7 million at March 31, 2012. Average loans increased $7.7 million, or 1.8%, primarily due to strong commercial originations. Average investment securities increased $3.0 million, or 4.2%, for the period and tax equivalent investment securities interest income increased $105,000, or 18.7%, primarily due to the increase in tax-exempt industrial revenue bond income. The yield on average interest-earning assets decreased 27 basis points to 4.54% for the three months ended March 31, 2012, primarily as a result of lower market rates of interest.

Total interest expense decreased $306,000, or 16.8%, to $1.5 million for the three months ended March 31, 2012 from $1.8 million for the three months ended March 31, 2011, due to lowering deposit costs by $228,000, or 16.6% and a decrease in cost of borrowings of $78,000 or 17.4%. Average interest-bearing liabilities increased $13.7 million, or 3.2% to $446.8 million for the three months ended March 31, 2012 from $433.1 million for the three months ended March 31, 2011. Rates paid on average interest-bearing liabilities declined 35 basis points from 1.71% for the three months ended March 31, 2011 to 1.36% for the three months ended March 31, 2012. The lower interest rate environment led to a decrease in rates paid for certificates of deposit of 51 basis points. Money market rates remained unchanged at 0.33% for March 31, 2012, and 2011, respectively.

Provision for Loan Losses

The provision for loan losses was $7,000 for the three months ended March 31, 2012 compared to $233,000 for the three months ended March 31, 2011, a decrease of $226,000, or 97.0%. Non-performing loans decreased $1.6 million, or 30.2% from $5.3 million, or 1.19% of total loans at March 31, 2011, to $3.7 million, or 0.83% of total loans at March 31, 2012. Total non-performing assets decreased $1.2 million, or 19.3%, from $5.8 million, or 0.99% of total assets, at March 31, 2011 to $4.6 million, or 0.77% of total assets at March 31, 2012. The allowance for loan losses as a percentage of total loans decreased from 1.0% at March 31, 2011 to 0.98% at March 31, 2012 and the allowance for loan losses as a percentage of non-performing loans increased from 83.6% at March 31, 2011 to 118.9% at March 31, 2012.

Non-Interest Income

Non-interest income for the three months ended March 31, 2012, increased $20,000, or 3.0%, from $661,000 at March 31, 2011 to $681,000 at March 31, 2012. Income from customer service fees and commissions increased $74,000, or 15.9%, partially offset by a $45,000, or 71.4%, increase in net losses on OREO.

Non-Interest Expenses

Non-interest expense increased $84,000, or 1.8%, for the three months ended March 31, 2012 compared to the three months ended March 31, 2011. This increase was primarily due to the increase in furniture and equipment of $29,000, or 11.6%, increase in data processing of $21,000, or 7.2%, increase in professional fees of $23,000, or 16.2%, increase in advertising expense of $23,000, or 18.3%, increase in stationery, supplies and postage of $25,000, or 30.1%, and an increase of $91,000, or 19.6%, in other non-interest expense. These increases were partially offset by a decrease of $68,000, or 2.4%, in salaries and benefits, a decrease of $52,000, or 11.6%, in occupancy expense and an $8,000, or 7.8%, decrease in FDIC insurance expense. The $68,000, or 2.4%, decrease in salaries and benefits from the previous year was due to the retirement of one of our senior officers on March 31, 2011.

Explanation of Use of Non-GAAP Financial Measurements

We believe that it is common practice in the banking industry to present interest income and related yield information on tax exempt securities on a tax-equivalent basis and that such information is useful to investors because it facilitates comparisons among financial institutions. However, the adjustment of interest income and yields on tax exempt securities to a tax equivalent amount may be considered to include financial information that is not in compliance with U.S. generally accepted accounting principles (“GAAP”). A reconciliation from GAAP to non-GAAP is provided below.

	Three Months Ended March 31,					
	2012			2011		
	(Dollars in Thousands)					
	Interest	Average Yield		Interest	Average Yield	
Investment securities (no tax adjustment)	$ 414	2.23	%	$ 367	2.08	%
Tax equivalent adjustment (1)	252			194		
Investment securities (tax equivalent basis)	$ 666	3.59	%	$ 561	3.18	%
Net interest income (no tax adjustment)	$ 4,602			$ 4,366		
Tax equivalent adjustment (1)	252			194		
Net interest income (tax equivalent basis)	$ 4,854			$ 4,560		
Interest rate spread (no tax adjustment)		3.00	%		2.95	%
Net interest margin (no tax adjustment)		3.28	%		3.29	%

(1) The tax equivalent adjustment is based on a combined federal and state tax rate of 41% for all periods presented.

Liquidity Management

Liquidity is the ability to meet current and future financial obligations of a short-term nature. Our primary sources of funds consist of deposit inflows, loan repayments, maturities and sales of securities, borrowings from the FHLB and securities sold under agreements to repurchase. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. Prepayment rates can have a significant impact on interest income. Because of the large percentage of loans we hold, rising or falling interest rates have a significant impact on the prepayment speeds of our earning assets that, in turn, affect the rate sensitivity position. When interest rates rise, prepayments tend to slow. When interest rates fall, prepayments tend to rise. Our asset sensitivity would be reduced if prepayments slow and vice versa. While we believe these assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate actual loan repayment activity. Our short-term securities are primarily consisted of U.S. Treasury and government agencies, which we use primarily for the collateral purposes for sweep accounts maintained by commercial customers. The balances of these securities fluctuate as the aggregate balance of our sweep accounts fluctuate.

We regularly adjust our investments in liquid assets based upon our assessment of: (1) expected loan demands; (2) expected deposit flows; (3) yields available on interest-earning deposits and securities; and (4) the objectives of our asset/liability management policy.

Our most liquid assets are cash and cash equivalents. The levels of these assets depend on our operating, financing, lending and investing activities during any given period. At March 31, 2012, total cash and cash equivalents totaled $55.6 million, net of reserve requirements. Securities classified as available-for-sale whose market value exceeds our cost, which provides additional sources of liquidity, totaled $372,000 at March 31, 2012. Other liquid assets as of March 31, 2012 included: U.S. Treasury securities and collateralized mortgage, net of pledged securities, totaling $2.8

million, and certificates of deposit of $13.2 million. At March 31, 2012, the Company had an over collateralized securities pledging position of $5.0 million.

In addition, at March 31, 2012, we had the ability to borrow a total of approximately $85.1 million from the FHLB. On March 31, 2012, we had $56.4 million of borrowings outstanding. We have the ability to increase our borrowing capacity with the FHLB by pledging additional loans. We have received approval from the Federal Reserve Bank to access it's discount window. The Company's unused borrowing capacity with the Federal Reserve Bank was approximately $47.7 million at March 31, 2012. In addition, we had the following available lines of credit to use as contingency funding sources: $3.0 million with Bankers Bank, N.E. and available Fed Funds to purchase of $3.0 million.

Certificates of deposit due within one year of March 31, 2012 totaled $97.3 million, or 47.6%, of our certificates of deposit. If these maturing deposits do not remain with us, we will be required to seek other sources of funds, including other certificates of deposit and borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before March 31, 2013. We believe, however, based on past experience that a significant portion of our certificates of deposit will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

Capital Management

We are subject to various regulatory capital requirements administered by the Federal Deposit Insurance Corporation, including a risk-based capital measure. The risk-based capital guidelines include both a definition of capital and a framework for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. At March 31, 2012, the Company exceeded all of its regulatory capital requirements. The Company is considered “well capitalized” under regulatory guidelines. The Company is subject to the Federal Reserve Board’s capital adequacy guidelines for bank holding companies (on a consolidated basis) substantially similar to those of the FDIC. The Company exceeded these requirements at March 31, 2012.

The Company’s and Bank’s actual capital amounts and ratios as of March 31, 2012 and December 31, 2011 are presented in the following table:

	Actual		Minimum for Capital Adequacy Purposes		Minimum to be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars In Thousands)					
As of March 31, 2012						
Total Capital to Risk Weighted Assets						
Company	$92,913	19.5 %	$38,134	8.0 %	N/A	N/A
Bank	$82,415	17.3 %	$38,061	8.0 %	$47,576	10.0 %
Tier 1 Capital to Risk Weighted Assets						
Company	$88,461	18.6 %	$19,067	4.0 %	N/A	N/A
Bank	$77,963	16.4 %	$19,030	4.0 %	$28,546	6.0 %
Tier 1 Capital to Average Assets						
Company	$88,461	14.7 %	$24,089	4.0 %	N/A	N/A
Bank	$77,963	13.0 %	$24,050	4.0 %	$30,062	5.0 %

	Actual		Minimum for Capital Adequacy Purposes		Minimum to be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars In Thousands)					
As of December 31, 2011:						
Total Capital to Risk Weighted Assets						
Company	$94,009	19.6 %	$38,362	8.0 %	N/A	N/A
Bank	$81,606	17.0 %	$38,291	8.0 %	$47,864	10.0 %
Tier 1 Capital to Risk Weighted Assets						
Company	$89,433	18.7 %	$19,181	4.0 %	N/A	N/A
Bank	$77,030	16.1 %	$19,146	4.0 %	$28,718	6.0 %
Tier 1 Capital to Average Assets						
Company	$89,433	14.8 %	$24,148	4.0 %	N/A	N/A
Bank	$77,030	12.8 %	$24,096	4.0 %	$30,120	5.0 %

Restrictions on Dividends

Dividends from Chicopee Bancorp, Inc. may depend, in part, upon receipt of dividends from the Bank. The subsidiary may pay dividends to its parent out of so much of its net income as the Bank's directors deem appropriate, subject to the limitation that the total of all dividends declared by the Bank in any calendar year may not exceed the total of its net income of that year combined with its retained net income of the preceding two years and subject to minimum regulatory capital requirements. The approval of the Massachusetts Commissioner of Banks is required if the total of all dividends declared in any calendar year exceeds the total of its net profits for that year combined with its retained net profits of the preceding two years. Net profits for this purpose means the remainder of all earnings from current operations plus actual recoveries on loans and investments and other assets after deducting from the total thereof all current operating expenses, actual losses, accrued dividends on preferred stock, if any and all federal and state taxes.

There were no dividends paid for the three months ended March 31, 2012.

Off-Balance Sheet Arrangements

In the normal course of operations, we engage in a variety of financial transactions that, in accordance with U.S. generally accepted accounting principles, are not recorded in our financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers' requests for funding and take the form of loan commitments, letters of credit and lines of credit. We currently have no plans to engage in hedging activities in the future.

Credit-Related Financial Instruments

The Company is a party to credit related financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit, and various financial instruments with off-balance-sheet risk. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets.

The Company’s exposure to credit loss is represented by the contractual amount of these commitments. The Company follows the same credit policies in making commitments as it does for on-balance-sheet instruments.

The following financial instruments were outstanding whose contract amounts represent credit risk:

	March 31, 2012	December 31, 2011
Commitments to grant loans	$ 25,109	$ 16,957
Unfunded commitments for construction loans	15,900	18,665
Unfunded commitments under lines of credit	71,773	72,466
Standby letters of credit	1,252	1,139

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for equity lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management's credit evaluation of the customer. Collateral held varies but may include cash, securities, accounts receivable, inventory, property, plant and equipment, and real estate.

Unfunded commitments under commercial lines of credit, revolving credit lines and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit are uncollateralized, usually do not contain a specified maturity date, and may not be drawn upon to the total extent to which the Company is committed.

"Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others", requires certain disclosures and liability recognition for the fair value at issuance of guarantees that fall within its scope. The Company does not issue any guarantees that would require liability recognition or disclosure, other than its standby letters of credit. The Company has issued conditional commitments in the form of standby letters of credit to guarantee payment on behalf of a customer and guarantee the performance of a customer to a third party. Standby letters of credit generally arise in connection with lending relationships. The credit risk involved in issuing these instruments is essentially the same as that involved in extending loans to customers. Contingent obligations under standby letters of credit totaled $1.3 million at March 31, 2012 and $1.1 million at December 31, 2011, respectively, and represent the maximum potential future payments the Company could be required to make. Typically, these instruments have terms of 12 months or less and expire unused; therefore, the total amounts do not necessarily represent future cash requirements. Each customer is evaluated individually for creditworthiness under the same underwriting standards used for commitments to extend credit and on-balance sheet instruments. The Company's policies governing loan collateral apply to standby letters of credit at the time of credit extension. Loan-to-value ratios are generally consistent with loan-to-value requirements for other commercial loans secured by similar types of collateral. The fair value of the Company's standby letters of credit at March 31, 2012 and December 31, 2011 was insignificant.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Qualitative Aspects of Market Risk

We manage the interest rate sensitivity of our interest-bearing liabilities and interest-earning assets in an effort to minimize the adverse effects of changes in the interest rate environment. Deposit accounts typically react more quickly to changes in market interest rates than mortgage loans because of the shorter maturities of deposits. As a result, sharp increases in interest rates may adversely affect our earnings while decreases in interest rates may beneficially affect our earnings. To reduce the potential volatility of our earnings, we have sought to improve the

match between asset and liability maturities and rates, while maintaining an acceptable interest rate spread. Our strategy for managing interest rate risk emphasizes: adjusting the maturities of borrowings; adjusting the investment portfolio mix and duration; increasing our focus on shorter-term, adjustable-rate commercial and multi-family lending; selling fixed-rate mortgage loans; and periodically selling available-for-sale securities. We currently do not participate in hedging programs, interest rate swaps or other activities involving the use of derivative financial instruments.

We have an Asset/Liability Committee, which includes members of management, to communicate, coordinate and control all aspects involving asset/liability management. The committee reports to the Board of Directors of the Bank quarterly and establishes and monitors the volume, maturities, pricing and mix of assets and funding sources with the objective of managing assets and funding sources to provide results that are consistent with liquidity, growth, risk limits and profitability goals.

Quantitative Aspects of Market Risk

We analyze our interest rate sensitivity to manage the risk associated with interest rate movements through the use of interest income simulation. The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are "interest rate sensitive." An asset or liability is said to be "interest rate sensitive" within a specific time period if it will mature or reprice within that time period.

Our goal is to manage asset and liability positions to moderate the effects of interest rate fluctuations on net interest income. Interest income simulations are completed quarterly and presented to the Asset/Liability Committee and Board of Directors of the Bank. The simulations provide an estimate of the impact of changes in interest rates on net interest income under a range of assumptions. The numerous assumptions used in the simulation process are reviewed by the Asset/Liability Committee and the Board of Directors of the Bank on a quarterly basis. Changes to these assumptions can significantly affect the results of the simulation. The simulation incorporates assumptions regarding the potential timing in the repricing of certain assets and liabilities when market rates change and the changes in spreads between different market rates. The simulation analysis incorporates management's current assessment of the risk that pricing margins will change adversely over time due to competition or other factors.

Simulation analysis is only an estimate of our interest rate risk exposure at a particular point in time. We continually review the potential effect changes in interest rates could have on the repayment of rate sensitive assets and funding requirements of rate sensitive liabilities.

The table below sets forth an approximation of our exposure as a percentage of estimated net interest income for the next 12 month period using interest income simulation. The simulation uses projected repricing of assets and liabilities at March 31, 2012 on the basis of contractual maturities, anticipated repayments and scheduled rate adjustments. Prepayment rates can have a significant impact on interest income simulation. Because of the large percentage of loans we hold, rising or falling interest rates have a significant impact on the prepayment speeds of our earning assets that, in turn, affect the rate sensitivity position. When interest rates rise, prepayments tend to slow. When interest rates fall, prepayments tend to rise. Our asset sensitivity would be reduced if prepayments slow and vice versa. While we believe such assumptions to be reasonable, there can be no assurance that assumed prepayment rates will approximate future mortgage-backed security and loan repayment activity.

The following table reflects changes in estimated net interest income for the Company at March 31, 2012 through March 31, 2013:

Changes in Interest Rates (Basis Points)	Percentage Change in Estimated Net Interest Income over Twelve Months
Up 500 - 24 Months	7.2%
Up 400 - 24 Months	5.2%
Up 300 - 12 Months	4.3%
Up 200 - 12 Months	18.0%
Up 100 - 12 Months	3.4%
Base	0.0%

Down 100 Basis Points	-1.5%

As indicted in the table above the results of a 100 basis and 200 basis point instantaneous increases in interest rates is estimated to increase net interest income by 3.4% and 18.0% over a 12-month time horizon, when compared to a flat scenario. A 300 basis point gradual increase in interest rates over a 12-month time horizon is estimated to increase net interest income by 4.3%. A 400 and 500 basis point increase in market interest rates over a 24-month time horizon is estimated to increase net interest income by 5.2% and 7.2% in the first twelve months.

Item 4. Controls and Procedures.

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in the Company's internal control over financial reporting during the quarter ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Such routine legal proceedings, in the aggregate, are believed by management to be immaterial to the financial condition and results of operations of the Company.

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2011, which could materially affect our business, financial condition or future results. Additional risks not presently known to us, or that we currently deem immaterial, may also adversely affect our business, financial condition or results of operations. At March 31, 2012, the risk factors for the Company have not changed materially from those reported in our 2011 Annual Report on Form 10-K. However, the risks described in our 2011 Annual Report on Form 10-K are not the only risks that we face.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) Unregistered Sales of Equity Securities – Not applicable

(b) Use of Proceeds – Not applicable

(c) Repurchase of Our Equity Securities –

On September 30, 2011, the Company announced that the Board of Directors authorized a sixth Stock Repurchase Program for the purchase of up to 287,000, or 5%, shares of the Company's common stock outstanding upon the completion of the fifth Stock Repurchase Program. On November 3, 2011, the Company announced that it had completed its fifth Stock Repurchase Program for the purchase of 303,004 shares, at an average price per share of $13.84. During the first quarter of 2012, the Company repurchased 128,589 shares of Company stock, at an average price per share of $14.38. The Company intends to repurchase its shares from time to time at prevailing prices in the

open market, in block transactions or in privately negotiated transactions. Repurchases will be made under rule 10b-5(1) repurchase plans. The repurchased shares will be held by the Company as treasury stock and will be available for general corporate purposes. Repurchases made in the first quarter of 2012 were as follows:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid Per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
January 1-31, 2012	46,100	$ 14.21	49,700	237,300
February 1-29, 2012	80,289	14.49	129,989	157,011
March 1-31, 2012	2,200	13.97	132,189	154,811
Total	128,589	$ 14.38		

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

3.1 Articles of Incorporation of Chicopee Bancorp, Inc. (1)
3.2 Bylaws of Chicopee Bancorp, Inc. (2)
4.0 Stock Certificate of Chicopee Bancorp, Inc. (1)
31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.0 Section 1350 Certification
101.0 The following financial information from Chicopee Bancorp Inc.'s Quarterly Report on Form 10-Q for the three months ended March 31, 2012, formatted in XBRL (Extensible Business Reporting Language) includes: (i) the Consolidated Balance Sheets as of March 31, 2012 and December 31, 2011, (ii) the Consolidated Statements of Earnings for each of the three month periods ended March 31, 2012 and 2011, (iii) the Consolidated Statement of Other Comprehensive Income for each of the three month periods ended March 31, 2012 and 2011, (iv) the Consolidated Statements of Cash Flows for each of the three month period ended March 31, 2012 and 2011, (v) the Consolidated Statements of Changes in Stockholders' Equity for the three month period ended March 31, 2012 and 2011, and (vi) the Notes to Consolidated Financial Statements, tagged in summary and detail. (3)

(1)

Incorporated herein by reference to the Exhibits to the Company's Registration Statement on Form S-1 (File No. 333-132512), as amended, initially filed with the Securities and Exchange Commission on March 17, 2006.

(2) Incorporated herein by reference to Exhibit 3.2 to the Company's 8-K (File No. 000-51996) filed with the Securities and Exchange Commission on August 1, 2007.

(3) This information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHICOPEE BANCORP, INC.

Dated: May 9, 2012	By:	/s/ William J. Wagner William J. Wagner Chairman of the Board, President and Chief Executive Officer (principal executive officer)
Dated: May 9, 2012	By:	/s/ Guida R. Sajdak Guida R. Sajdak Senior Vice President, Chief Financial Officer and Treasurer (principal financial and chief accounting officer)