

LOBBYING REGISTRATION

Lobbying Disclosure Act of 1995 (Section 4)

Check if this is an Amended Registration

1. Effective Date of Registration Jan 01, 2007

2. House Identification Number 31842

Senate Identification Number 7257-1001982

REGISTRANT

3. Registrant Name: BROWNSTEIN HYATT & FARBER, P.C.
Address: 410 17TH STREET, 22ND FLOOR
City: DENVER State: CO Zip: 80202

4. Principal place of business (if different from line 3):

5. Telephone number and contact name:
3032231304 Contact: GEORGIANNE M. BATES
E-mail(optional): gbates@bhfs.com

6. General description of registrant's business or activities:
Law firm

CLIENT

A Lobbying firm is required to file a separate registration for each client. Organizations employing in-house lobbyists should check the box labeled "Self" and proceed to line 10.

Self

7. Client name: CAREMARK RX, INC.
Address: 1300 I STREET, N.W., SUITE 525 WEST
City: WASHINGTON State: DC Zip: 20005

8. Principal place of business (if different from line 7):

9. General description of client's business or activities:
Pharmaceutical Services Company

LOBBYISTS

10. Name of each individual who has acted or is expected to act as a lobbyist for the client identified on line 7. If any person listed in this section has served as a "covered executive branch official" or "covered legislative branch official" within two years of first acting as a lobbyist for the client, state the executive and/or legislative position(s) in which the person served.

Name: BROWNSTEIN, NORMAN
Covered Official Position (if applicable): N/A
Name: DELRAHIM, MAKAN
Covered Official Position (if applicable): DEPUTY ASST. AG - ANTI-TRUST DIV. - DEPT. OF JUSTICE
Name: MOTTUR, ALFRED
Covered Official Position (if applicable): N/A
Name: THOMPSON, V BRUCE
Covered Official Position (if applicable): N/A

LOBBYING ISSUES

11. General lobbying issue areas. Select all applicable codes listed in instructions and on the reverse side of Form LD-1, page 1:

FIN LBR PHA

12. Specific lobbying issues (current and anticipated):

Acquisition of Caremark by CVS

AFFILIATED ORGANIZATIONS

Registrant Name: BROWNSTEIN HYATT & FARBER, P.C. Client Name: CAREMARK RX, INC.

13. Is there an entity other than the client that contributes more than \$10,000 to the lobbying activities of the registrant in a semi-annual period **and** 13. Is there an entity other than the client that contributes more than \$10,000 to the lobbying activities of the registrant in a semi-annual period in whole or in major part, plans, supervises or controls the registrant's lobbying activities?

No, then go to line 14.

Yes, then complete the rest of this section for each entity matching the criteria above, then proceed to line 14.

FOREIGN ENTITIES

14. Is there any foreign entity that:

- a) holds at least 20% equitable ownership in the client or any organization identified on line 13; **OR**
- b) directly or indirectly, in whole or in major part, plans, supervises, controls, directs, finances or subsidizes activities of the client or any organization identified on line 13; **OR**
- c) is an affiliate of the client or any organization identified on line 13 and has a direct interest in the outcome of the lobbying activity?

No, then sign and date the registration.

Yes, then complete the rest of this section for each entity matching the criteria above, then sign and date the registration.

Signature: ON FILE Date: May 02, 2007

Printed Name and Title: -