Aristotle Holding, Inc.
Form S-4/A
November 14, 2011

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As filed with the U.S. Securities and Exchange Commission on November 14, 2011

Registration No. 333-177187

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

AMENDMENT NO. 1
TO
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ARISTOTLE HOLDING, INC.
(Exact name of registrant as specified in its charter)

Delaware	**5912**	**45-2884094**
(State or other jurisdiction of incorporation or organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

c/o Express Scripts, Inc.
One Express Way
St. Louis, Missouri 63121
(314) 996-0900
(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Keith J. Ebling, Esq.
Executive Vice President, General Counsel and Corporate Secretary
Express Scripts, Inc.
One Express Way
St. Louis, Missouri 63121
(314) 996-0900

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Lou R. Kling Howard L. Ellin Kenneth M. Wolff Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036 (212) 735-3000	**Thomas M. Moriarty, General Counsel, Secretary and President, Global Pharmaceutical Strategies Medco Health Solutions, Inc. 100 Parsons Pond Drive Franklin Lakes, New Jersey 07417 (201) 269-3400**	**James C. Morphy Matthew G. Hurd Sullivan & Cromwell LLP 125 Broad Street New York, New York 10004 (212) 558-4000**

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the mergers described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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. (Check one):

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

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY SUBJECT TO COMPLETION DATED NOVEMBER 14, 2011

Express Scripts, Inc. **Medco Health Solutions, Inc.**

**TO THE STOCKHOLDERS OF EXPRESS SCRIPTS, INC. AND MEDCO HEALTH SOLUTIONS, INC.
MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

November 14, 2011

Dear Stockholders:

Express Scripts, Inc. (Express Scripts) and Medco Health Solutions, Inc. (Medco) have entered into a merger agreement providing for the combination of Express Scripts and Medco under a new holding company named Aristotle Holding, Inc. The mergers will combine the expertise of two complementary pharmacy benefit managers to accelerate efforts to lower the cost of prescription drugs and improve the quality of care for Americans. George Paz will serve as chairman and CEO of the combined organization. The board of directors of the combined company will consist of the current members of the board of directors of Express Scripts and two current independent Medco board members.

Upon completion of the mergers, Express Scripts stockholders will receive one share of common stock of Aristotle Holding, Inc. for each share of Express Scripts common stock. For each share of Medco common stock, Medco stockholders will receive (i) $28.80 in cash, without interest, and (ii) 0.81 shares of common stock of Aristotle Holding, Inc. We anticipate that Express Scripts stockholders will hold approximately 59%, and Medco stockholders will hold approximately 41%, of the shares of Aristotle Holding, Inc. s common stock issued and outstanding immediately after the consummation of the mergers. Aristotle Holding, Inc. intends to apply to list its common stock on the NASDAQ under the symbol ESRX, subject to official notice of issuance and, following consummation of the mergers, we anticipate that Aristotle Holding, Inc. will change its name to Express Scripts Holding Company.

Completion of the mergers requires, among other things, the separate approvals of both Express Scripts stockholders and Medco stockholders. To obtain these required approvals, Express Scripts will hold a special meeting of Express Scripts stockholders on December 21, 2011 and Medco will hold a special meeting of Medco stockholders on December 21, 2011.

EXPRESS SCRIPTS AND MEDCO S BOARDS OF DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE FOR THE PROPOSALS TO ADOPT THE MERGER AGREEMENT.

Information about the special meetings, the mergers and the other business to be considered by Express Scripts stockholders and Medco stockholders is contained in this document and the documents incorporated by reference, which we urge you to read carefully. In particular, see Risk Factors beginning on page 37.

Your vote is very important. Whether or not you plan to attend the special meeting of Express Scripts stockholders or the special meeting of Medco stockholders, as applicable, please submit a proxy to vote your shares as soon as possible to make sure your shares are represented at the applicable special meeting. Your failure to vote will have the same effect as voting against the proposal to adopt the merger agreement.

[*SIGNATURE*]
George Paz
President, Chief Executive Officer, and
Chairman of the Board
Express Scripts, Inc.

[*SIGNATURE*]
David B. Snow, Jr.
Chairman of the Board and Chief Executive Officer
Medco Health Solutions, Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities to be issued in connection with the mergers or determined if the accompanying joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The accompanying joint proxy statement/prospectus is dated November 14, 2011, and is first being mailed or otherwise delivered to stockholders of Express Scripts and stockholders of Medco on or about November 18, 2011.

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ADDITIONAL INFORMATION

The accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about Express Scripts and Medco from documents that are not included in or delivered with the joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference in the joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Express Scripts, Inc. One Express Way Saint Louis, Missouri, 63121 Attention: Investor Relations (314) 810-3115 *www.express-scripts.com (Investor Information tab)*	Medco Health Solutions, Inc. 100 Parsons Pond Drive, Mail Stop F3-3 Franklin Lakes, New Jersey 07417 Attention: Investor Relations (201) 269-4279 *www.medcohealth.com (Investors tab)*

In addition, if you have questions about the mergers or the special meetings, or if you need to obtain copies of the accompanying joint proxy statement/prospectus, proxy cards, election forms or other documents incorporated by reference in the joint proxy statement/prospectus, you may contact the appropriate contact listed below. You will not be charged for any of the documents you request.

If you are an Express Scripts stockholder: MacKenzie Partners Inc. 105 Madison Avenue New York, NY 10016 (800) 322-2885 (call toll free) (212) 929-5500 (call collect) E-mail: proxy@mackenziepartners.com	If you are a Medco stockholder: D.F. King & Co., Inc. 48 Wall Street, 22nd Floor New York, NY 10005 (800) 967-4612 (call toll free) or (212) 269-5550 (call collect) E-mail: medco@dfking.com

If you would like to request documents, please do so by December 19, 2011, in order to receive them before the special meetings.

For a more detailed description of the information incorporated by reference in the accompanying joint proxy statement/prospectus and how you may obtain it, see Where You Can Find More Information beginning on page 208 of the accompanying joint proxy statement/prospectus.

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EXPRESS SCRIPTS, INC.
One Express Way
Saint Louis, Missouri 63121

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
December 21, 2011

The board of directors of Express Scripts, Inc. has called for a special meeting of the stockholders of Express Scripts, Inc., a Delaware corporation (Express Scripts), to be held at the principal executive offices of Express Scripts, One Express Way, Saint Louis, Missouri 63121, on December 21, 2011 at 7:30 a.m., Central time, to consider and vote upon the following matters:

1. to adopt the Agreement and Plan of Merger, dated as of July 20, 2011, as amended on November 7, 2011 and as it may be amended from time to time (the merger agreement), by and among Express Scripts, Medco Health Solutions, Inc. (Medco), Aristotle Holding, Inc. (New Express Scripts), Aristotle Merger Sub, Inc., and Plato Merger Sub, Inc; and

2. to approve the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement).

THE EXPRESS SCRIPTS BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EXPRESS SCRIPTS STOCKHOLDERS VOTE FOR EACH PROPOSAL.

The record date for the determination of the stockholders entitled to notice of, and to vote at, the Express Scripts special meeting, or any adjournment or postponement of the Express Scripts special meeting, was the close of business on November 4, 2011. At least ten days prior to the meeting, a complete list of stockholders of record as of November 4, 2011 will be available for inspection by any stockholder for any purpose germane to the meeting, during ordinary business hours, at the office of the Secretary of the Company at One Express Way, Saint Louis, Missouri 63121. As a stockholder of record, you are cordially invited to attend the meeting in person. Regardless of whether you expect to be present at the meeting, please either complete, sign and date the enclosed proxy card and mail it promptly in the enclosed envelope, or vote electronically via the Internet or telephone as described in greater detail in the proxy statement and on the enclosed proxy card. Returning the enclosed proxy card, or voting electronically or telephonically, will not affect your right to vote in person if you attend the meeting. You should NOT send certificates representing Express Scripts common stock with the proxy.

By Order of the Board of Directors,

Keith J. Ebling
Executive Vice President, General Counsel
and Corporate Secretary

One Express Way
Saint Louis, Missouri 63121
November 14, 2011

YOUR VOTE IS VERY IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY, WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE MERGERS OR THE SPECIAL MEETING PLEASE CONTACT EXPRESS SCRIPTS, INC., ATTENTION: INVESTOR

RELATIONS, ONE EXPRESS WAY, SAINT LOUIS, MISSOURI 63121, (314) 810-3115. IF YOU HAVE QUESTIONS ABOUT VOTING YOUR SHARES, PLEASE FOLLOW THE CONTACT INSTRUCTIONS ON YOUR PROXY CARD.

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MEDCO HEALTH SOLUTIONS, INC.
100 Parsons Pond Drive
Franklin Lakes, New Jersey 07417

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
December 21, 2011

The board of directors of Medco Health Solutions, Inc. has called for a special meeting of the stockholders of Medco Health Solutions, Inc., a Delaware corporation (Medco), to be held at the Woodcliff Lake Hilton, 200 Tice Boulevard, Woodcliff Lake, New Jersey 07677 on December 21, 2011 at 9:00 a.m., Eastern time, to consider and vote upon the following matters:

1. to adopt the Agreement and Plan of Merger, dated as of July 20, 2011, as amended on November 7, 2011 and as it may be amended from time to time (the merger agreement), by and among Express Scripts, Inc., Medco, Aristotle Holding, Inc., Aristotle Merger Sub, Inc., and Plato Merger Sub, Inc;

2. to approve the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement); and

3. to approve, by non-binding advisory vote, certain compensation arrangements for Medco s named executive officers in connection with the mergers contemplated by the merger agreement.

THE MEDCO BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT MEDCO STOCKHOLDERS VOTE FOR EACH PROPOSAL.

Holders of Medco common stock of record at the close of business on November 4, 2011 are entitled to vote at the Medco special meeting, or any adjournment or postponement of the Medco special meeting. At least ten days prior to the meeting, a complete list of stockholders of record as of November 4 will be available for inspection by any stockholder for any purpose germane to the meeting, during ordinary business hours, at the office of the Secretary of Medco at 100 Parsons Pond Drive, Franklin Lakes, New Jersey 07417. As a stockholder of record, you are cordially invited to attend the meeting in person. Regardless of whether you expect to be present at the meeting, please either complete, sign and date the enclosed proxy card and mail it promptly in the enclosed envelope, or vote electronically via the Internet or telephone as described in greater detail in the proxy statement and on the enclosed proxy card. Returning the enclosed proxy card, or voting electronically or telephonically, will not affect your right to vote in person if you attend the meeting. You should NOT send certificates representing Medco common stock with the proxy.

By Order of the Board of Directors,

Thomas M. Moriarty
General Counsel, Secretary and President,
Global Pharmaceutical Strategies

November 14, 2011

YOUR VOTE IS VERY IMPORTANT. PLEASE VOTE YOUR SHARES PROMPTLY, WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING. YOU CAN FIND INSTRUCTIONS FOR VOTING ON THE ENCLOSED PROXY CARD. IF YOU HAVE QUESTIONS ABOUT THE MERGERS OR

THE SPECIAL MEETING PLEASE CONTACT MEDCO HEALTH SOLUTIONS, INC., ATTENTION: INVESTOR RELATIONS, 100 PARSONS POND DRIVE, FRANKLIN LAKES, NEW JERSEY 07471, (201) 269-3400. IF YOU HAVE QUESTIONS ABOUT VOTING YOUR SHARES, PLEASE FOLLOW THE CONTACT INSTRUCTIONS ON YOUR PROXY CARD.

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QUESTIONS AND ANSWERS ABOUT THE MERGERS AND THE SPECIAL MEETINGS

The following questions and answers are intended to address briefly some commonly asked questions regarding the mergers and the special meetings. These questions and answers may not address all questions that may be important to you as a stockholder. To better understand these matters, and for a description of the legal terms governing the mergers, you should carefully read this entire joint proxy statement/prospectus, including the annexes, as well as the documents that have been incorporated by reference in this joint proxy statement/prospectus. See Where You Can Find More Information beginning on page 208. All references in this joint proxy statement/prospectus to Express Scripts refer to Express Scripts, Inc., a Delaware corporation; all references in this joint proxy statement/prospectus to Medco refer to Medco Health Solutions, Inc., a Delaware corporation; all references in this joint proxy statement/prospectus to New Express Scripts refer to Aristotle Holding, Inc. (which we anticipate will change its name to Express Scripts Holding Company following consummation of the mergers), a Delaware corporation and a direct wholly owned subsidiary of Express Scripts; all references in this joint proxy statement/prospectus to Express Scripts Merger Sub refer to Aristotle Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of New Express Scripts; all references in this joint proxy statement/prospectus to Medco Merger Sub refer to Plato Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of New Express Scripts; all references in this joint proxy statement/prospectus to the Merger Subs refer to the Express Scripts Merger Sub and the Medco Merger Sub, collectively; unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to we refer to Express Scripts and Medco; and all references to the merger agreement refer to the Agreement and Plan of Merger, dated as of July 20, 2011, as amended by Amendment No. 1 to Agreement and Plan of Merger, dated as of November 7, 2011 (which we refer to as the first amendment to the merger agreement), and as it may be amended from time to time, by and among Express Scripts, Medco, New Express Scripts, Express Scripts Merger Sub and Medco Merger Sub, a copy of which is attached as Annex A to this joint proxy statement/prospectus.

About the Mergers

Q: **Why am I receiving this joint proxy statement/prospectus?**

A: Express Scripts and Medco have entered into the merger agreement providing for the combination of Express Scripts and Medco under a new holding company named Aristotle Holding, Inc. (which we refer to as New Express Scripts). Pursuant to the merger agreement, Medco Merger Sub will be merged with and into Medco, and Express Scripts Merger Sub will be merged with and into Express Scripts. As a result, Medco and Express Scripts will each become wholly owned subsidiaries of New Express Scripts. As a result of the transactions contemplated by the merger agreement, former Medco and Express Scripts stockholders will own stock in New Express Scripts, which is expected to be listed for trading on the NASDAQ. We refer to these mergers as the Medco merger and the Express Scripts merger, respectively, and together as the mergers.

Medco is holding a special meeting of stockholders, which we refer to as the Medco special meeting, in order to obtain the stockholder approval necessary to adopt the merger agreement, which we refer to as the Medco stockholder approval. Medco stockholders will also be asked to approve the adjournment of the Medco special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement) and to approve, by non-binding, advisory vote, certain compensation arrangements for Medco s named executive officers in connection with the mergers.

Express Scripts is holding a special meeting of stockholders, which we refer to as the Express Scripts special meeting, in order to obtain the stockholder approval necessary to adopt the merger agreement. We refer to this approval as the Express Scripts stockholder approval. Express Scripts stockholders will also be asked to approve the adjournment of the Express Scripts special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement).

We will be unable to complete the mergers unless both the Express Scripts stockholder approval and the Medco stockholder approval are obtained at the respective special meetings.

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We have included in this joint proxy statement/prospectus important information about the mergers, the merger agreement (a copy of which is attached as Annex A) and the Express Scripts and Medco special meetings. You should read this information carefully and in its entirety. The enclosed voting materials allow you to vote your shares without attending the applicable special meeting. Your vote is very important and we encourage you to submit your proxy as soon as possible.

Q: **What will Medco stockholders receive in the Medco merger?**

A: Upon completion of the Medco merger, each share of common stock of Medco, par value $0.01 per share, which we refer to as Medco common stock, will be converted into (i) the right to receive $28.80 in cash, without interest and (ii) 0.81 shares of validly issued, fully paid and non-assessable New Express Scripts common stock, par value $0.01 per share, which we refer to collectively as the Medco merger consideration. Shares of Medco common stock held in a Medco employee benefit plan will be converted into the Medco merger consideration. However, shares held by Medco as treasury stock or that are owned by Medco, Medco Merger Sub or any wholly owned subsidiary of Medco and shares with respect to which appraisal rights are properly exercised and not withdrawn, which we collectively refer to as the Medco excluded shares, will not receive the Medco merger consideration. Shares held by Medco as treasury stock or that are owned by Medco, Medco Merger Sub or any wholly owned subsidiary of Medco will be canceled.

Medco stockholders will not receive any fractional shares of New Express Scripts common stock in the Medco merger. Instead of receiving any fractional shares, each holder of Medco common stock will be paid an amount in cash, without interest, rounded down to the nearest cent, equal to the product of (i) the amount of the fractional share interest in a share of New Express Scripts common stock to which such holder would otherwise be entitled (rounded to three decimal places) and (ii) an amount equal to the average of the closing sale prices of Express Scripts common stock on the NASDAQ Stock Market, which we refer to as the NASDAQ, for each of the 15 consecutive trading days ending with the fourth complete trading day prior to the date on which the closing of the mergers takes place, which we refer to as the closing date.

Q: **What will Express Scripts stockholders receive in the Express Scripts merger?**

A: Upon completion of the Express Scripts merger, each share of common stock of Express Scripts, par value $0.01 per share, which we refer to as Express Scripts common stock, will be converted into one share of New Express Scripts common stock, which we refer to as the Express Scripts merger consideration. Shares held by Express Scripts as treasury stock or that are owned by Express Scripts, Express Scripts Merger Sub or any other wholly owned subsidiary of Express Scripts, which we refer to as the Express Scripts excluded shares, will not receive the Express Scripts merger consideration and will be canceled.

Q: **Should I send in my share certificates now for the exchange?**

A: *Medco Stockholders*: No. Medco stockholders should keep any share certificates they hold at this time. After the mergers are completed, Medco stockholders holding Medco share certificates will receive from New Express Scripts exchange agent a letter of transmittal and instructions on how to obtain the Medco merger consideration.

Express Scripts Stockholders: No. Express Scripts stockholders should keep any Express Scripts share certificates they hold both now and after the mergers are completed. As of the effective time of the Express Scripts merger, holders of Express Scripts common stock will be deemed to have received shares of New Express Scripts common stock (without the requirement to surrender any certificate previously representing shares of Express Scripts common stock or the issuance of new certificates representing New Express Scripts common stock).

Q: **What equity stake will former Medco stockholders and Express Scripts stockholders hold in New Express Scripts?**

A: Upon completion of the mergers, it is anticipated that Express Scripts stockholders, on the one hand, and Medco stockholders, on the other hand, will hold approximately 59% and 41%, respectively, of the shares of common stock of New Express Scripts issued and outstanding immediately after the consummation of the mergers.

Q: **How do I calculate the value of the Medco merger consideration?**

A: Because New Express Scripts will issue a fixed number of shares of New Express Scripts common stock in exchange for each share of Medco common stock, the value of the Medco merger consideration that Medco stockholders will receive in the Medco merger for each share of Medco common stock will depend on the price per share of Express Scripts common stock at the time the merger is completed. That price will not be known at the time of the Medco special meetings and may be greater or less than the current price of Express Scripts common stock or the price of Express Scripts common stock at the time of the special meetings.

Based on the closing price of $52.54 per share of Express Scripts common stock on the NASDAQ on July 20, 2011, the date of the execution of the merger agreement and the last trading day before the public announcement of the merger agreement, the Medco merger consideration represented approximately $71.36 per share of Medco common stock, a premium of 27.9% over the closing price of $55.78 per share of Medco common stock on the New York Stock Exchange, which we refer to as the NYSE, on July 20, 2011. Based on the closing price of $47.02 per share of Express Scripts common stock on the NASDAQ on November 10, 2011, the latest practicable date before the printing of this joint proxy statement/prospectus, the Medco merger consideration represented approximately $66.89 per share of Medco common stock.

Q: **How do I calculate the value of the Express Scripts merger consideration?**

A: Because New Express Scripts will issue a fixed number of shares of New Express Scripts common stock in exchange for each share of Express Scripts common stock, the value of the Express Scripts merger consideration that Express Scripts stockholders will receive in the Express Scripts merger for each share of Express Scripts common stock will depend on the price per share of Express Scripts common stock at the time the merger is completed. That price will not be known at the time of the Express Scripts special meetings and may be greater or less than the current price or the price at the time of the special meetings.

Based on the closing price of $52.54 per share of Express Scripts common stock on the NASDAQ on July 20, 2011, the date of the execution of the merger agreement and the last trading day before the public announcement of the merger agreement, the Express Scripts merger consideration represented $52.54 per share of Express Scripts common stock. Based on the closing price of $47.02 per share of Express Scripts common stock on the NASDAQ on November 10, 2011, the latest practicable date before the printing of this joint proxy statement/prospectus, the Express Scripts merger consideration represented approximately $47.02 per share of Express Scripts common stock.

Q: **What conditions must be satisfied to complete the mergers?**

A: Express Scripts and Medco are not required to complete the merger unless a number of conditions are satisfied or waived. These conditions include, among others: (i) receipt of both the Express Scripts stockholder approval and Medco stockholder approval; (ii) that the shares of New Express Scripts common stock have been approved for listing on the NASDAQ, subject to official notice of issuance; (iii) absence of any injunctions, orders or laws that would prohibit, restrain or make illegal the mergers; (iv) effectiveness of the registration statement on Form S-4, of which this joint proxy statement/prospectus forms a part, and the absence of any stop order; and (v) receipt of certain regulatory approvals and the completion of certain regulatory filings, including expiration or termination of the waiting period (and any extensions thereof) under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended, and the rules and regulations promulgated thereunder, which we refer to as the HSR Act, and unless they are not received prior to the fifth business day prior to the outside date, without giving any effect to any extension thereof, certain approvals from, and filings with, the Centers for Medicare & Medicaid Services and certain state insurance departments relating to Express Scripts and Medco s insurance company subsidiaries. Additionally, Express Scripts is not required to complete the mergers unless (i) there are no legal proceedings commenced by a governmental entity seeking an order that would prohibit, restrain or make illegal the consummation of the mergers under U.S. antitrust laws; (ii) there are no motions by a governmental entity

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pending in a United States Court of Appeals, seeking an expedited appeal of the matters set forth in clause (i) that have been granted; (iii) no request for any such expedited appeal by a governmental entity has been made; and (iv) all deadlines to make any request referred to in clause (iii) have passed, except in the cases of clauses (iii) and (iv), to the extent any such request or petition has been subsequently denied; provided that the conditions summarized in clauses (iii) and (iv) will cease to be conditions from and after the 5th business day preceding the outside date (as the outside date may be extended pursuant to the terms of the merger agreement) (as more fully described in the section titled Termination of the Merger Agreement).

For a more complete summary of the conditions that must be satisfied or waived prior to completion of the mergers, see The Merger Agreement Conditions to the Merger beginning on page 174.

Q: **What constitutes a quorum?**

A: *Express Scripts Special Meeting:* Holders of a majority in voting power of the Express Scripts common stock issued and outstanding and entitled to vote at the Express Scripts special meeting, present in person or represented by proxy, constitutes a quorum. In the absence of a quorum, a majority of the Express Scripts stockholders, present in person or represented by proxy, will have power to adjourn the special meeting. As of the record date for the Express Scripts special meeting, 242,745,155 shares of Express Scripts common stock would be required to achieve a quorum.

Medco Special Meeting: Holders of one-third of the outstanding shares of Medco common stock entitled to vote at the Medco special meeting, present in person or represented by proxy, constitutes a quorum. In the absence of a quorum, the chairman of the meeting or a majority of the Medco stockholders, present in person or represented by proxy, will have the power to adjourn the special meeting. As of the record date for the Medco special meeting, 129,050,938 shares of Medco common stock would be required to achieve a quorum.

Q: **What vote is required to approve each Medco proposal?**

A: *Proposal to Adopt the Merger Agreement by Medco stockholders:* Adopting the merger agreement requires the affirmative vote of holders of a majority of the shares of Medco common stock outstanding and entitled to vote. **Accordingly, a Medco stockholder s failure to submit a proxy card or to vote in person at the special meeting, an abstention from voting, or the failure of a Medco stockholder who holds his or her shares in street name through a broker or other nominee to give voting instructions to such broker or other nominee, which we refer to as a broker non-vote, will have the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

Proposal to Adjourn the Medco Special Meeting by Medco stockholders: Approving the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement) requires the affirmative vote of holders of a majority of the shares of Medco common stock present, in person or represented by proxy, at the special meeting and entitled to vote on the adjournment proposal. **Accordingly, abstentions will have the same effect as a vote AGAINST the proposal to adjourn the special meeting, while broker non-votes and shares not in attendance at the special meeting will have no effect on the outcome of any vote to adjourn the special meeting.**

Proposal Regarding Certain Medco Merger-Related Executive Compensation Arrangements: In accordance with Section 14A of the Securities Exchange Act of 1934 (as amended), which we refer to as the Exchange Act, Medco is providing stockholders with the opportunity to approve, by non-binding, advisory vote, certain compensation payments for Medco s named executive officers in connection with the mergers, as reported in the section of this joint proxy statement/prospectus entitled Advisory Vote on Merger-Related Compensation for

Medco Named Executive Officers beginning on page 182. Approving this merger-related executive compensation requires the affirmative vote of holders of a majority of the shares of Medco common stock present, in person or represented by proxy, at the special meeting and entitled to vote on the proposal to approve such merger-related compensation. **Accordingly, abstentions will have the same effect as a vote AGAINST the proposal to approve the merger-related executive**

compensation, while broker non-votes and shares not in attendance at the special meeting will have no effect on the outcome of any vote to approve the merger-related executive compensation.

Q: **What vote is required to approve each Express Scripts proposal?**

A: *Proposal to Adopt the Merger Agreement by Express Scripts stockholders:* Adopting the merger agreement requires the affirmative vote of holders of a majority of the shares of Express Scripts common stock outstanding and entitled to vote. **Accordingly, an Express Scripts stockholder s failure to submit a proxy card or to vote in person at the special meeting, an abstention from voting, or the failure of an Express Scripts stockholder who holds his or her shares in street name through a broker or other nominee to give voting instructions to such broker or other nominee, will have the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

Proposal to Adjourn the Express Scripts Special Meeting by Express Scripts Stockholders: Approving the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement) requires the affirmative vote of holders of a majority of the shares of Express Scripts common stock present, in person or represented by proxy, at the special meeting and entitled to vote on the adjournment proposal, regardless of whether a quorum is present. **Accordingly, abstentions will have the same effect as a vote AGAINST the proposal to adjourn the special meeting, while broker non-votes and shares not in attendance at the special meeting will have no effect on the outcome of any vote to adjourn the special meeting.**

Q: **What are the recommendations of the Medco board of directors?**

A: The Medco board of directors, which we refer to as the Medco board, has unanimously (i) approved the merger agreement and consummation of the Medco merger upon the terms and subject to the conditions set forth in the merger agreement, (ii) determined that the terms of the merger agreement, the Medco merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Medco and its stockholders, (iii) directed that the merger agreement be submitted to Medco stockholders for adoption at the Medco special meeting, (iv) recommended that Medco s stockholders adopt the merger agreement and (v) declared that the merger agreement is advisable.

The Medco board unanimously recommends that Medco stockholders vote:

FOR the proposal to adopt the merger agreement;

FOR the proposal to approve the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement); and

FOR the proposal to approve, by non-binding, advisory vote, certain compensation arrangements for Medco s named executive officers in connection with the mergers contemplated by the merger agreement.

See The Mergers Recommendation of the Medco Board; Medco s Reasons for the Merger beginning on page 86.

Q: **What are the recommendations of the Express Scripts board of directors?**

A: The Express Scripts board has unanimously (i) approved the merger agreement and the consummation of the transactions contemplated by the merger agreement upon the terms and subject to the conditions set forth in the merger agreement, (ii) determined that the terms of the Express Scripts merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Express Scripts and its stockholders, (iii) directed that the merger agreement be submitted to Express Scripts stockholders for adoption, (iv) recommended that Express Scripts stockholders adopt the merger agreement and (v) declared that the merger agreement is advisable.

The Express Scripts board unanimously recommends that Express Scripts stockholders vote:

FOR the proposal to adopt the merger agreement; and

FOR the proposal to approve the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement).

See The Mergers Recommendation of the Express Scripts Board; Express Scripts Reasons for the Mergers beginning on page 105.

Q: **When do you expect the mergers to be completed?**

A: Express Scripts and Medco are working to complete the mergers as quickly as possible, and we anticipate that they will be completed in the first half of 2012. However, the mergers are subject to various regulatory approvals and other conditions which are described in more detail in this joint proxy statement/prospectus, and it is possible that factors outside the control of both companies could result in the mergers being completed at a later time, or not at all.

Q: **What are my U.S. Federal income tax consequences as a result of the mergers?**

A: It is anticipated that the Express Scripts merger and the Medco merger, taken together, will qualify as an exchange described in Section 351 of the Internal Revenue Code of 1986, as amended, which we refer to as the Code. It is a condition to Medco s obligation to complete the Medco merger that Medco receive a written opinion of its counsel, Sullivan & Cromwell LLP, which we refer to as Sullivan & Cromwell, to the effect that the Express Scripts merger and the Medco merger, taken together, will qualify as an exchange described in Section 351 of the Code. It is a condition to Express Scripts obligation to complete the Express Scripts merger that New Express Scripts receive an opinion of its counsel, Skadden, Arps, Slate, Meagher & Flom LLP, which we refer to as Skadden, to the effect that the Express Scripts merger and the Medco merger, taken together, will qualify as an exchange described in Section 351 of the Code. If the Express Scripts merger and the Medco merger, taken together, qualify as an exchange described in Section 351, then:

U.S. holders (as defined in the section entitled The Mergers Material U.S. Federal Income Tax Consequences) of Express Scripts common stock will not recognize gain or loss for U.S. federal income tax purposes as a result of the exchange of Express Scripts common stock for New Express Scripts common stock; and

U.S. holders of Medco common stock generally will recognize gain, but not loss, on the exchange of Medco common stock for a combination of New Express Scripts common stock and cash (excluding any cash received in lieu of a fractional shares) equal to the lesser of:

the excess of (i) the sum of the fair market value of New Express Scripts common stock received in the Medco merger and the amount of cash received in the Medco merger over (ii) the stockholder s tax basis in the Medco common stock surrendered in the Medco merger, and

the amount of cash received by such stockholder in the Medco merger.

You are strongly urged to consult with a tax advisor to determine the particular U.S. federal, state or local or foreign income or other tax consequences of the mergers to you. See The Mergers Material U.S. Federal Income Tax Consequences on page 141.

Q: **Are Medco stockholders entitled to appraisal rights?**

A: Under Delaware law, holders of shares of Medco common stock that meet certain requirements will have the right to obtain payment in cash for the fair value of their shares of Medco common stock, as determined by the Delaware Court of Chancery, rather than the Medco merger consideration. To exercise appraisal rights, Medco stockholders must strictly follow the procedures prescribed by Delaware law. These procedures are summarized under the section entitled The Mergers Appraisal Rights beginning on page 145. In addition, the text of the applicable appraisal rights provisions of Delaware law is included as Annex H to this joint proxy statement/prospectus.

Q: **Are Express Scripts stockholders entitled to appraisal rights?**

A: No. Under Delaware law, holders of shares of Express Scripts common stock will not have the right to obtain payment in cash for the fair value of their shares of Express Scripts common stock, as determined by the Delaware Court of Chancery, rather than the Express Scripts merger consideration.

Q: **If the mergers are completed, when can I expect to receive the Medco merger consideration for my shares of Medco common stock?**

A: *Certificated Shares:* As soon as reasonably practicable after the effective time of the Medco merger, New Express Scripts will cause an exchange agent to mail to each holder of certificated shares of Medco common stock a form of letter of transmittal and instructions for use in effecting the exchange of Medco common stock for the Medco merger consideration. After receiving the proper documentation from a holder of Medco common stock, the exchange agent will deliver to such holder the cash and New Express Scripts common stock to which such holder is entitled under the merger agreement. More information on the documentation a holder of Medco common stock is required to deliver to the exchange agent may be found under the section entitled The Mergers Conversion of Shares; Exchange of Certificates; No Fractional Shares beginning on page 137.

Book Entry Shares: Each holder of record of one or more book entry shares of Medco common stock whose shares will be converted into the right to receive the Medco merger consideration will automatically, upon the effective time of the Medco merger, be entitled to receive, and New Express Scripts will cause the exchange agent to deliver to such holder as promptly as practicable after the effective time, the cash and New Express Scripts common stock to which such holder is entitled under the merger agreement. Holders of book entry shares will not be required to deliver a certificate or an executed letter of transmittal to the exchange agent in order to receive the Medco merger consideration.

Q: **If the mergers are completed, when can I expect to receive the New Express Scripts common stock for my shares of Express Scripts common stock?**

The conversion of shares of Express Scripts common stock into shares of New Express Scripts common stock will occur automatically at the effective time of the Express Scripts merger. As of the effective time of the Express Scripts merger, holders of Express Scripts common stock will be deemed to have received shares of New Express Scripts common stock (without the requirement to surrender any certificate previously representing shares of Express Scripts common stock or the issuance of new certificates representing New Express Scripts common stock). Additional information may be found under the section entitled The Mergers Conversion of Shares; Exchange of Certificates; No Fractional Shares beginning on page 137.

Q: **What happens if I sell my shares of Medco common stock or Express Scripts common stock before the applicable special meeting?**

A: The record dates for the Medco special meeting, which we refer to as the Medco record date, and for the Express Scripts special meeting, which we refer to as the Express Scripts record date, are earlier than the date of the special meetings and the date that the mergers are expected to be completed. If you transfer your shares after the applicable record date, but before the applicable special meeting, unless the transferee requests a proxy, you will retain your right to vote at such special meeting, but will have transferred the right to receive the Medco merger consideration or the Express Scripts merger consideration, as applicable, in the mergers. In order to receive the

Medco merger consideration or the Express Scripts merger consideration, as applicable, you must hold your shares through completion of the mergers.

Q: **What happens if I sell my shares of Medco common stock or Express Scripts common stock after the applicable special meeting, but before the applicable effective time?**

A: If you transfer your shares after the applicable special meeting, but before the applicable effective time, you will have transferred the right to receive Medco merger consideration or Express Scripts merger consideration, as applicable, in the mergers. In order to receive the Medco merger consideration or the Express Scripts merger consideration, you must hold your shares of Medco or Express Scripts, as applicable. through completion of the mergers.

About the Special Meetings

Q: **When and where will the Medco and Express Scripts special meetings be held?**

A: *Medco:* The Medco special meeting will be held at the Woodcliff Lake Hilton, 200 Tice Boulevard, Woodcliff Lake, New Jersey 07677 on December 21, 2011, at 9:00 a.m., Eastern time, unless the special meeting is adjourned or postponed.

Express Scripts: The Express Scripts special meeting will be held at the principal executive offices of Express Scripts, One Express Way, Saint Louis, Missouri 63121 on December 21, 2011, at 7:30 a.m., Central time, unless the special meeting is adjourned or postponed.

Q: **Who is entitled to vote at the Medco and Express Scripts special meetings?**

A: *Medco Special Meeting:* Medco has fixed November 4, 2011 as the Medco record date. If you were a Medco stockholder at the close of business on the Medco record date, you are entitled to vote on matters that come before the Medco special meeting. However, a Medco stockholder may only vote his or her shares if he or she is present in person or is represented by proxy at the Medco special meeting.

Express Scripts Special Meeting: Express Scripts has fixed November 4, 2011 as the Express Scripts record date. If you were an Express Scripts stockholder at the close of business on the Express Scripts record date, you are entitled to vote on matters that come before the Express Scripts special meeting. However, an Express Scripts stockholder may only vote his or her shares if he or she is present in person or is represented by proxy at the Express Scripts special meeting.

Q: **How many votes do I have?**

A: *Medco:* Medco stockholders are entitled to one vote at the Medco special meeting for each share of Medco common stock held of record as of the Medco record date. As of the close of business on the Medco record date, there were 387,152,813 outstanding shares of Medco common stock.

Express Scripts: Express Scripts stockholders are entitled to one vote at the Express Scripts special meeting for each share of Express Scripts common stock held of record as of the Express Scripts record date. As of the close of business on the Express Scripts record date, there were 485,490,309 outstanding shares of Express Scripts common stock.

Q: **What if I hold shares in both Express Scripts and Medco?**

A: If you are a stockholder of both Express Scripts and Medco, you will receive two separate packages of proxy materials. A vote as a Medco stockholder for the proposal to adopt the merger agreement will not constitute a vote as an Express Scripts stockholder for the proposal to adopt the merger agreement, or vice versa. **THEREFORE, PLEASE MARK, SIGN, DATE AND RETURN ALL PROXY CARDS THAT YOU RECEIVE, WHETHER FROM EXPRESS SCRIPTS OR MEDCO, OR SUBMIT A PROXY AS BOTH AN EXPRESS SCRIPTS AND MEDCO STOCKHOLDER OVER THE INTERNET OR BY TELEPHONE.**

Q: **My shares are held in "street name" by my broker. Will my broker automatically vote my shares for me?**

A: No. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the "beneficial holder" of the shares held for you in what is known as "street name." If this is the case, this joint proxy statement/prospectus has been forwarded to you by your brokerage firm, bank or other nominee, or its agent. As the beneficial holder, you have the right to direct your broker, bank or other nominee as to how to vote your shares. If you do not provide voting instructions to your broker on a particular proposal on which your broker does not have discretionary authority to vote, your shares will not be voted on that proposal. This is called a "broker non-vote."

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We believe that (i) under the DGCL, broker non-votes will be counted for purposes of determining the presence or absence of a quorum at the Express Scripts special meeting and the Medco special meeting and (ii) under the current rules of the NYSE and the NASDAQ, brokers do not have discretionary authority to vote on either of the Express Scripts proposals or on any of the Medco proposals. To the extent that there are any broker non-votes, a broker non-vote will have the same effect as a vote **AGAINST** the proposal to adopt the merger agreement but will have no effect on the other proposals.

Q: **What do I need to do now?**

A: Read and consider the information contained in this joint proxy statement/prospectus carefully, and then please vote your shares as soon as possible so that your shares may be represented at your special meeting.

Q: **How do I vote?**

A: You can vote in person by completing a ballot at the special meeting, or you can vote by proxy before the special meeting. Even if you plan to attend your company s special meeting, we encourage you to vote your shares by proxy as soon as possible. After carefully reading and considering the information contained in this joint proxy statement/prospectus, please submit your proxy by telephone or over the Internet in accordance with the instructions set forth on the enclosed proxy card, or mark, sign and date the proxy card, and return it in the enclosed postage-paid envelope as soon as possible so that your shares may be voted at your company s special meeting. For detailed information, see The Express Scripts Special Meeting How to Vote beginning on page 73 and The Medco Special Meeting How to Vote beginning on page 68. **YOUR VOTE IS VERY IMPORTANT.**

Q: **As a participant in a Medco or Express Scripts 401(k) plan or employee stock purchase plan, how do I vote shares held in my plan account?**

A: If you are a participant in the Express Scripts Inc. Employee Stock Purchase Plan, you should have received separate proxy voting instruction cards from the plan trustees and you have the right to provide voting directions to the plan trustee by submitting your voting instruction card for those shares of Express Scripts common stock that are held by the plan and allocated to your plan account.

Participants in the Medco Health Solutions, Inc. 401(k) Savings Plan will receive separate voting instruction cards covering their shares held in the plan. The plan trustee will not vote shares of Medco common stock for which no voting instructions are received from plan participants. Shares of Medco common stock purchased through a Medco employee stock purchase plan, including the employee stock purchase program previously maintained for employees of Accredo Health, Incorporated under the Accredo Health, Incorporated 2002 Long-Term Incentive Plan, are held in brokerage accounts and are treated the same as other beneficially owned shares.

Q: **Can I change my vote after I have submitted a proxy by telephone or over the Internet or submitted my completed proxy card?**

A: Yes. You can change your vote by revoking your proxy at any time before it is voted at the Medco or Express Scripts special meeting, as applicable. You can do this in one of four ways: (1) submit a proxy again by telephone or over the Internet prior to midnight on the night before the special meeting; (2) sign another proxy card with a later date and return it prior to midnight on the night before the special meeting; (3) attend the applicable special meeting and complete a ballot; or (4) send a written notice of revocation to the secretary of Medco or Express Scripts, as applicable, so that it is received prior to midnight on the night before the special meeting.

If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote.

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Q: **What should stockholders do if they receive more than one set of voting materials for a special meeting?**

A: You may receive more than one set of voting materials for a special meeting, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. Please complete, sign, date and return each proxy card and voting instruction card that you receive. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card.

Q: **Who should I call if I have questions about the proxy materials or voting procedures?**

A: If you have questions about the merger, or if you need assistance in submitting your proxy or voting your shares or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact the proxy solicitation agent for the company in which you hold shares.

If you are a Medco stockholder, you should contact D.F. King & Co., Inc., the proxy solicitation agent for Medco, by mail at 48 Wall Street, 22nd Floor, New York, NY 10005 by telephone at (800) 967-4612 (toll free) or (212) 269-5550 (collect), or by email at medco@dfking.com.

If you are an Express Scripts stockholder, you should contact MacKenzie Partners Inc., the proxy solicitation agent for Express Scripts, by mail at 105 Madison Avenue, New York, NY 10016, by telephone at (800) 322-2885 (toll free) or (212) 929-5500 (collect), or by e-mail at proxy@mackenziepartners.com.

If your shares are held in a stock brokerage account or by a bank or other nominee, you should contact your broker, bank or other nominee for additional information.

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SUMMARY

The following summary highlights selected information from this joint proxy statement/prospectus and may not contain all of the information that may be important to you. Accordingly, stockholders are encouraged to carefully read this entire joint proxy statement/prospectus, its annexes and the documents referred to or incorporated by reference in this joint proxy statement/prospectus. Each item in this summary includes a page reference directing you to a more complete description of that item. Please see the section entitled Where You Can Find More Information beginning on page 208.

Information about the Companies (Page 64)

Express Scripts, Inc.

Express Scripts, Inc., which we refer to as Express Scripts, was incorporated in Missouri in September 1986, and reincorporated in Delaware in March 1992. Express Scripts provides integrated pharmacy benefit management services including network-pharmacy claims processing, home delivery services, specialty benefit management, benefit-design consultation, drug-utilization review, formulary management, and medical and drug data analysis services. Express Scripts also distributes a full range of biopharmaceutical products and provides extensive cost-management and patient-care services. Express Scripts principal executive offices are located at One Express Way, Saint Louis, Missouri, 63121. Express Scripts telephone number is (314) 996-0900 and its web site is www.express-scripts.com.

Medco Health Solutions, Inc.

The predecessor entity to Medco Health Solutions, Inc. was originally incorporated in June 1983 and operated as a publicly traded company from 1984 until its acquisition by Merck & Co., Inc. in 1993. After its spin-off from Merck & Co., Inc., Medco Health Solutions, Inc., which we refer to as Medco, became an independent publicly traded company on August 19, 2003. Medco provides pharmacy benefit management services, including comprehensive management of prescription claims, benefit-design consultation, clinical management services, clinical and specialty pharmacy services and research support. Medco s principal executive offices are located at 100 Parsons Pond Drive, Franklin Lakes, New Jersey 07417. Medco s telephone number is (201) 269-3400 and its web site is www.medcohealth.com.

Aristotle Holding, Inc.

Aristotle Holding, Inc., which we refer to as New Express Scripts, is a Delaware corporation and a direct wholly owned subsidiary of Express Scripts. Aristotle Holding, Inc. was organized on July 15, 2011, solely for the purpose of effecting the mergers and, following consummation of the mergers, we anticipate that Aristotle Holding, Inc. will change its name to Express Scripts Holding Company. Pursuant to the merger agreement, Plato Merger Sub, Inc. will be merged with and into Medco, and Aristotle Merger Sub, Inc. will be merged with and into Express Scripts. As a result, Medco and Express Scripts will each become wholly owned subsidiaries of New Express Scripts. As a result of the transactions contemplated by the merger agreement, New Express Scripts will become a publicly traded corporation, and former Medco and Express Scripts stockholders will own stock in New Express Scripts. New Express Scripts has not carried on any activities other than in connection with the mergers. New Express Scripts principal executive offices are located at One Express Way, Saint Louis, Missouri 63121.

Aristotle Merger Sub, Inc.

Aristotle Merger Sub, Inc., which we refer to as Express Scripts Merger Sub, is a Delaware corporation and a direct wholly owned subsidiary of New Express Scripts. Express Scripts Merger Sub was organized on July 15, 2011, solely for the purpose of effecting the mergers. Express Scripts Merger Sub will be merged with and into Express Scripts and, as a result, Express Scripts will become a wholly owned subsidiary of New Express Scripts. It has not carried on any activities other than in connection with the mergers. Express Scripts Merger Sub s principal executive offices are located at One Express Way, Saint Louis, Missouri 63121.

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Plato Merger Sub, Inc.

Plato Merger Sub, Inc., which we refer to Medco Merger Sub, is a Delaware corporation and a direct wholly owned subsidiary of New Express Scripts. Medco Merger Sub was organized on July 15, 2011, solely for the purpose of effecting the mergers. Medco Merger Sub will be merged with and into Medco and, as a result, Medco will become a wholly owned subsidiary of New Express Scripts. It has not carried on any activities other than in connection with the mergers. Medco Merger Sub s principal executive offices are located at One Express Way, Saint Louis, Missouri 63121.

The Mergers

Express Scripts and Medco have entered into the merger agreement providing for the combination of Express Scripts and Medco under a new holding company, New Express Scripts. As a result of the transactions contemplated by the merger agreement, former Medco stockholders and Express Scripts stockholders will own stock in New Express Scripts, which is expected to be listed for trading on the NASDAQ. Pursuant to the merger agreement, Medco Merger Sub will be merged with and into Medco, and Express Scripts Merger Sub will be merged with and into Express Scripts. As a result, Medco and Express Scripts will each become wholly owned subsidiaries of New Express Scripts.

The organization of Express Scripts, Medco and New Express Scripts before and after the mergers is illustrated on the following page.

Merger Consideration Received by Medco Stockholders (Page 154)

As a result of the Medco merger, each outstanding share of Medco common stock, other than Medco excluded shares, will be converted into (i) the right to receive $28.80 in cash, without interest and (ii) 0.81 shares of validly issued, fully paid and non-assessable of New Express Scripts common stock, par value $0.01 per share, which we refer to as New Express Scripts common stock. Medco stockholders will not receive any fractional shares of New Express Scripts common stock pursuant to the Medco merger. Instead of receiving any fractional shares, each holder of Medco common stock will be paid an amount in cash, without interest, rounded down to the nearest cent, equal to the product of (A) the amount of the fractional share interest in a share of New Express Scripts common stock to which such holder would otherwise be entitled (rounded to three decimal places) and (B) an amount equal to the average of the closing sale prices of Express Scripts common stock on the NASDAQ for each of the 15 consecutive trading days ending with the fourth complete trading day prior to the closing date. A description of the New Express Scripts common stock to be issued in connection with the Medco merger is set forth under the section entitled Description of New Express Scripts Capital Stock beginning on page 187.

Merger Consideration Received by Express Scripts Stockholders (Page 154)

As a result of the Express Scripts merger, each outstanding share of Express Scripts common stock, other than Express Scripts excluded shares, will be converted into one share of New Express Scripts common stock (without the requirement to surrender any certificate previously representing any shares of Express Scripts common stock or the issuance of new certificates representing New Express Scripts common stock). A description of the New Express Scripts common stock to be issued in connection with the Express Scripts merger is set forth in the section entitled Description of New Express Scripts Capital Stock beginning on page 187.

Total New Express Scripts Shares to be Issued

Based on the number of shares of Medco common stock outstanding as of November 4, 2011 and the number of shares of Express Scripts common stock outstanding as of November 4, 2011, the latest practicable date before the printing of this joint proxy statement/prospectus, and assuming no Medco stock options or Express Scripts stock options are exercised between November 4, 2011 and the effective times of the mergers, the total number of shares of New Express Scripts common stock will be approximately 799,084,088.

Comparative Per Share Market Price and Dividend Information (Page 36)

Express Scripts common stock is listed on the NASDAQ under the symbol ESRX. Medco common stock is listed on the NYSE under the symbol MHS. The following table shows the closing prices of Express Scripts common stock and Medco common stock as reported on July 20, 2011, the last trading day before the merger agreement was publicly announced, and on November 10, 2011, the last practicable trading day before the date of this joint proxy statement/prospectus. This table also shows the value of the Medco merger consideration per share of Medco common stock, which was calculated by adding (i) the cash portion of the Medco merger consideration, or $28.80, and (ii) the closing price of Express Scripts common stock as of the specified date multiplied by the exchange ratio of 0.81.

	Medco Common Stock	**Express Scripts Common Stock**	**Value Per Share of Medco Common Stock**

July 20, 2011	$	55.78	$	52.54	$	71.36
November 10, 2011	$	56.87	$	47.02	$	66.89

The market prices of Express Scripts common stock and Medco common stock will fluctuate prior to the consummation of the mergers. You should obtain current market quotations for the shares.

Neither Medco nor Express Scripts currently pays a quarterly dividend on its common stock. Under the terms of the merger agreement, during the period before the effective times of the mergers, Medco is prohibited from paying any dividends on its common stock and Express Scripts is prohibited from paying any

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dividend on its common stock, unless Medco or Express Scripts has received written consent from the other party.

Medco Special Meeting (Page 65)

Date, Time and Place

A special meeting of the stockholders of Medco will be held at the Woodcliff Lake Hilton, 200 Tice Boulevard, Woodcliff Lake, New Jersey 07677 on December 21, 2011, at 9:00 a.m., Eastern time, unless the special meeting is adjourned or postponed.

Purpose of the Special Meeting

At the special meeting, Medco stockholders will be asked to consider and vote upon the following matters:

a proposal to adopt the merger agreement;

a proposal to approve the adjournment of the Medco special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement); and

a proposal to approve, by non-binding advisory vote, certain compensation arrangements for Medco s named executive officers in connection with the mergers contemplated by the merger agreement.

Record Date; Shares Entitled to Vote

Only holders of record of shares of Medco common stock at the close of business on the Medco record date (November 4, 2011) will be entitled to vote shares held at that date at the Medco special meeting or any adjournments or postponements thereof. Each outstanding share of Medco common stock entitles its holder to cast one vote.

As of the Medco record date, there were 387,152,813 shares of Medco common stock outstanding and entitled to vote at the Medco special meeting.

Vote Required

Proposal to Adopt the Merger Agreement by Medco stockholders: Adopting the merger agreement requires the affirmative vote of holders of a majority of the shares of Medco common stock outstanding and entitled to vote. **Accordingly, a Medco stockholder s failure to submit a proxy card or to vote in person at the special meeting, an abstention from voting, or the failure of a Medco stockholder who holds his or her shares in street name through a broker or other nominee to give voting instructions to such broker or other nominee, will have the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

Proposal to Adjourn the Medco Special Meeting by Medco stockholders: Approving the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement) requires the affirmative vote of holders of a majority of the shares of Medco common stock present, in person or represented by proxy, at the special meeting and entitled to vote on the adjournment proposal. **Accordingly, abstentions will have the same effect as a vote AGAINST the proposal to adjourn the special meeting, while broker non-votes and shares not in attendance at the special meeting will have no effect on the outcome of any vote to adjourn the special meeting.**

Proposal Regarding Certain Medco Merger-Related Executive Compensation Arrangements: In accordance with Section 14A of the Exchange Act, Medco is providing stockholders with the opportunity to approve, by non-binding, advisory vote, certain compensation payments for Medco s named executive officers in connection with the mergers, as reported in the section of this joint proxy statement/prospectus entitled Advisory Vote on Merger-related Compensation for Medco Named Executive Officers beginning on page 182. Approving this merger-related executive compensation requires the affirmative vote of holders of a majority of the shares of Medco common stock present, in person or represented by proxy, at the special meeting and entitled to vote on the proposal to approve such merger-related compensation. **Accordingly, abstentions will have the same effect as a vote AGAINST the proposal to approve the merger-related executive compensation, while broker non-votes and shares not in attendance at the special meeting will have no effect on the outcome of any vote to approve the merger-related executive compensation.**

Express Scripts Special Meeting (Page 70)

Date, Time and Place

A special meeting of the stockholders of Express Scripts will be held at the principal executive offices of Express Scripts, One Express Way, Saint Louis, Missouri 63121 on December 21, 2011, at 7:30 a.m., Central time, unless the special meeting is adjourned or postponed.

Purposes of the Special Meeting

At the special meeting, Express Scripts stockholders will be asked to consider and vote upon the following matters:

- a proposal to adopt the merger agreement; and
- a proposal to approve the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement)

Record Date; Shares Entitled to Vote

Holders of Express Scripts common stock as of the close of business on the Express Scripts record date (November 4, 2011) are entitled to vote at the special meeting or any adjournment or postponement thereof. Each share of Express Scripts common stock is entitled to one vote. As of the Express Scripts record date, 485,490,309 shares of Express Scripts common stock were outstanding.

Vote Required

Proposal to Adopt the Merger Agreement by Express Scripts stockholders: Adopting the merger agreement requires the affirmative vote of holders of a majority of the shares of Express Scripts common stock outstanding and entitled to vote. **Accordingly, an Express Scripts stockholder s failure to submit a proxy card or to vote in person at the special meeting, an abstention from voting, or the failure of an Express Scripts stockholder who holds his or her shares in street name through a broker or other nominee to give voting instructions to such broker or other nominee, will have the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

Proposal to Adjourn the Express Scripts Special Meeting by Express Scripts stockholders: Approving the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement) requires the affirmative vote of holders of a majority of the shares of Express Scripts common stock present, in person or represented by proxy, at the special meeting and entitled to vote on the adjournment proposal, regardless of whether a quorum is present. **Accordingly, abstentions will have the same effect as a vote AGAINST the proposal to adjourn the special meeting, while broker non-votes and shares not in attendance at the special meeting will have no effect on the outcome of any vote to adjourn the special meeting.**

Recommendation of the Medco Board (Page 86)

The Medco board has unanimously (i) approved the merger agreement and consummation of the Medco merger upon the terms and subject to the conditions set forth in the merger agreement, (ii) determined that the terms of the merger agreement, the Medco merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Medco and its stockholders, (iii) directed that the merger agreement be submitted to Medco stockholders for adoption at the Medco special meeting, (iv) recommended that Medco s stockholders adopt the merger agreement and (v) declared that the merger agreement is advisable. In addition, on November 7, 2011, the Medco board approved the first amendment to the merger agreement and recommended that Medco s stockholders adopt the merger agreement as so amended.

THE MEDCO BOARD UNANIMOUSLY RECOMMENDS THAT MEDCO STOCKHOLDERS VOTE:

FOR THE PROPOSAL TO ADOPT THE MERGER AGREEMENT;

FOR THE PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING (IF IT IS NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT); AND

FOR THE PROPOSAL TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR MEDCO S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGERS CONTEMPLATED BY THE MERGER AGREEMENT.

We refer to the recommendation that Medco stockholders vote **FOR** the proposal to adopt the merger agreement as the Medco recommendation. See The Mergers Recommendation of the Medco board; Medco s Reasons for the Merger beginning on page 86.

Recommendation of the Express Scripts Board (Page 105)

The Express Scripts board has unanimously (i) approved the merger agreement and the consummation of the transactions contemplated by the merger agreement upon the terms and subject to the conditions set forth in the merger agreement, (ii) determined that the terms of the Express Scripts merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Express Scripts and its stockholders, (iii) directed that the merger agreement be submitted to Express Scripts stockholders for adoption, (iv) recommended that Express Scripts stockholders adopt the merger agreement and (v) declared that the merger agreement is advisable.

THE EXPRESS SCRIPTS BOARD UNANIMOUSLY RECOMMENDS THAT EXPRESS SCRIPTS STOCKHOLDERS VOTE:

FOR THE PROPOSAL TO ADOPT THE MERGER AGREEMENT; AND

FOR THE PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING (IF IT IS NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT).

We refer to the recommendation that Express Scripts stockholders vote **FOR** the proposal to adopt the merger agreement as the Express Scripts recommendation. See The Mergers Recommendation of the Express Scripts Board; Express Scripts Reasons for the Mergers beginning on page 105.

Opinions of Financial Advisors to Medco (Page 90)

Opinion of J.P. Morgan Securities LLC

On July 20, 2011, J.P. Morgan Securities LLC, which we refer to as J.P. Morgan, rendered its oral opinion, subsequently confirmed in writing on the same day, to the Medco board that, as of such date and subject to the various factors, procedures, assumptions, qualifications and limitations set forth in its written opinion, the Medco merger consideration to be paid in the Medco merger was fair, from a financial point of view, to the holders of Medco s common stock.

The full text of J.P. Morgan s written opinion dated July 20, 2011, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex B to this joint proxy statement/prospectus and is incorporated herein by reference. The summary of J.P. Morgan s opinion set forth in this joint proxy statement/prospectus under the caption titled Opinions of Financial Advisors to Medco Opinion of J.P. Morgan beginning on page 90 is qualified in its entirety by reference to the full text of the opinion.

Medco s stockholders are urged to read the opinion in its entirety. J.P. Morgan provided its opinion for the information of the Medco board (in its capacity as such) in connection with and for the purposes of its evaluation of the transactions contemplated by the merger agreement. J.P. Morgan s written opinion addresses only the fairness of the Medco merger consideration to be paid to the holders of Medco s common stock in the Medco merger, and does not address any other matter. J.P. Morgan s opinion does not constitute a recommendation to any of Medco s stockholders as to how such stockholder should vote with respect to the transactions contemplated in the merger agreement or any other matter. The Medco merger consideration to be paid to the holders of Medco s common stock in the Medco merger was determined in negotiations between Medco and Express Scripts, and the decision to approve and recommend the transactions contemplated in the merger agreement was made independently by the Medco board. J.P. Morgan s opinion and financial analyses were among the many factors considered by the Medco board in its evaluation of the transactions contemplated by the merger agreement and should not be viewed as determinative of the views of the Medco board or management with respect to the transactions contemplated by the merger agreement or the Medco merger consideration.

J.P. Morgan and Lazard are collectively referred to herein as Medco s financial advisors.

Opinion of Lazard Frères & Co. LLC

On July 20, 2011, Lazard Frères & Co. LLC, which we refer to as Lazard, rendered its oral opinion to the Medco board of directors, subsequently confirmed in writing, that, as of such date, and based upon and subject to the assumptions, procedures, factors, qualifications and limitations set forth therein, the per share merger consideration to be paid to holders of Medco common stock (other than shares of Medco common stock held in treasury by Medco or owned by Medco, Medco Merger Sub or any other wholly owned subsidiary of Medco, or holders who are entitled to and properly demand an appraisal of their shares of Medco common stock) in the mergers was fair, from a financial point of view, to such holders.

The full text of Lazard s written opinion, dated July 20, 2011, which sets forth the assumptions made, procedures followed, factors considered, and qualifications and limitations on the review undertaken by Lazard in connection with its opinion is attached to this joint proxy statement/prospectus as Annex C and is incorporated into this joint proxy statement/prospectus by reference. We encourage you to read Lazard s opinion, and the section titled Opinions of Financial Advisors to Medco Opinion of Lazard beginning on page 97, carefully and in their entirety. **Lazard s opinion was directed to Medco s board of directors for the information and assistance of the Medco board of directors in connection with its evaluation of the transactions contemplated by the merger agreement and only addressed the fairness, from a financial point of view, to the holders of Medco common stock of the per share merger consideration to be paid to certain holders of Medco common stock in the mergers as of the date of Lazard s opinion. Lazard s opinion did not address any other aspect of the transactions contemplated by the merger agreement and was not intended to and does not constitute a recommendation to any holder of Medco common stock as to how such holder should vote or act with respect to the mergers or any matter relating thereto.**

Opinions of Financial Advisors to Express Scripts (Page 109)

Opinion of Credit Suisse Securities (USA) LLC

In connection with the mergers, Express Scripts financial advisor, Credit Suisse Securities (USA) LLC, which we refer to as Credit Suisse, delivered an opinion, dated July 20, 2011, to the Express Scripts board as to the fairness, from a financial point of view and as of the date of such opinion, to Express Scripts of the Medco merger consideration. The full text of Credit Suisse s written opinion is attached to this joint proxy statement/prospectus as

Annex D and sets forth, among other things, the procedures followed, assumptions made, matters considered and limitations on the scope of review undertaken. **Credit Suisse s opinion was provided to the Express Scripts board (in its capacity as such) for its information in connection with its evaluation of the Medco merger consideration and did not address any other aspect of the proposed mergers, including the relative merits of the mergers as compared to alternative transactions or strategies that might be available to Express Scripts or the underlying business decision of Express**

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Scripts to proceed with the mergers. The opinion does not constitute advice or a recommendation to any stockholder as to how such stockholder should vote or act on any matter relating to the proposed mergers or otherwise.

Opinion of Citigroup Global Markets Inc.

Citigroup Global Markets Inc., which we refer to as Citigroup, was retained to act as financial advisor to Express Scripts in connection with the proposed transaction. In connection with this engagement, Express Scripts requested Citigroup to evaluate the fairness, from a financial point of view, of the consideration to be issued and paid in the Medco merger by Express Scripts as of the date of Citigroup s opinion. On July 20, 2011, at a meeting of the Express Scripts board, Citigroup rendered to the Express Scripts board an oral opinion, which was confirmed by delivery of a written opinion dated July 20, 2011, to the effect that, as of that date and based on and subject to the matters, considerations and limitations set forth in the opinion, Citigroup s work and other factors it deemed relevant, each as described in greater detail in the section titled The Mergers Opinions of Financial Advisors to Express Scripts , the consideration to be issued and paid by Express Scripts in the Medco merger was fair, from a financial point of view, to Express Scripts. Citigroup s opinion, the issuance of which was approved by Citigroup s authorized internal committee, was provided to the Express Scripts board in connection with its evaluation of the proposed Medco merger and was limited to the fairness, from a financial point of view, as of the date of the opinion, to Express Scripts of the consideration to be issued and paid by Express Scripts in the Medco merger. **Citigroup s opinion does not address any other aspects or implications of the mergers and does not constitute a recommendation to any stockholder as to how such stockholder should vote or act on any matters relating to the proposed mergers. The summary of Citigroup s opinion is qualified in its entirety by reference to the full text of the opinion. We encourage you to read the full text of Citigroup s written opinion, which is attached to this joint proxy statement/prospectus as Annex E and sets forth, among other things, the procedures followed, assumptions made, matters considered and limitations on the scope of review undertaken.**

Credit Suisse and Citigroup are collectively referred to herein as Express Scripts financial advisors.

Interests of Officers and Directors in the Mergers (Page 131)

Certain of Medco s and Express Scripts executive officers and directors have financial interests in the mergers that are different from, or in addition to, the interests of Medco s and Express Scripts stockholders. The members of the Medco board and the Express Scripts board were aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the mergers and in recommending to Medco and Express Scripts stockholders that the merger agreement be adopted. These interests are described in more detail in the section of this document entitled The Mergers Interests of Officers and Directors in the Merger beginning on page 131.

Governmental and Regulatory Approvals (Page 139)

Express Scripts and Medco are not required to complete the merger unless a number of regulatory conditions are satisfied or waived. These conditions include: (i) absence of any injunctions, orders or laws that would prohibit, restrain or make illegal the mergers and (ii) receipt of certain regulatory approvals and the completion of certain regulatory filings, including expiration or termination of the waiting period (and any extensions thereof) under the HSR Act, and unless they are not received prior to the fifth business day prior to the outside date, without giving any effect to any extension thereof, certain approvals from, and filings with, the Centers for Medicare & Medicaid Services and certain state insurance departments relating to Express Scripts and Medco s insurance company subsidiaries. Additionally, Express Scripts is not required to complete the mergers unless (i) there are no legal proceedings commenced by a governmental entity seeking an order that would prohibit, restrain or make illegal the consummation of the mergers under U.S. antitrust laws; (ii) there are no motions by a governmental entity pending in a United States Court of Appeals, seeking an expedited appeal of the matters set forth in clause (i) that has been granted; (iii) no request for any such expedited appeal by a governmental entity has been made; and (iv) all deadlines to make any request referred to in clause (iii) have passed, except in the cases of clauses (iii) and (iv), to the extent any such request or petition has been subsequently denied; provided that the conditions summarized in clauses (iii) and (iv) will cease to be conditions from and after the 5th business day preceding the outside date (as it may be extended) (as more fully described in the section titled Termination of the Merger Agreement).

Each of Express Scripts, New Express Scripts and Medco have agreed to use their reasonable best efforts to take, or cause to be taken, all actions necessary, proper or advisable to comply promptly with all legal requirements which may be imposed on such party or its subsidiaries with respect to the mergers, to consummate the transactions contemplated by the merger agreement as promptly as practicable and to obtain (and to cooperate with the other party to obtain) any consent, authorization, order or approval of, or any exemption by, any governmental entity or any other third party which is required in connection with the transactions contemplated by the merger agreement, and to comply with the terms and conditions of any such consent, authorization, order or approval. These approvals include approval under, or notices pursuant to, the HSR Act and certain approvals from, and filings with, the Centers for Medicare & Medicaid Services and certain state insurance departments relating to Express Scripts and Medco s insurance company subsidiaries.

Medco and Express Scripts have also agreed that in no event will Express Scripts or New Express Scripts or their subsidiaries or affiliates be required to (nor will Medco and its subsidiaries be permitted to unless directed by Express Scripts), (i) divest, license, hold separate or otherwise dispose of, or allow a third party to utilize, any portion of its or their respective businesses, assets or contracts (subject to certain exceptions listed below) or (ii) take any other action that may be required or requested by any governmental entity in connection with obtaining the consents, authorizations, orders or approvals contemplated by the merger agreement that would have an adverse impact, in any material respect, on the business of Express Scripts, New Express Scripts, Medco or their respective subsidiaries. However, Express Scripts has agreed, conditioned on the closing, to the extent necessary to ensure satisfaction of certain conditions to the closing of the mergers, on or prior to the outside date (as it may be extended), to:

- the divestiture or disposition of one mail order dispensing facility of Express Scripts, Medco or any of their respective subsidiaries; provided that it is not the Express Scripts facility located in St. Louis, Missouri;

- the divestiture or disposition of the property, plant and equipment associated with specialty pharmacy dispensing or infusion facilities of Express Scripts, Medco or any of their respective subsidiaries having a net book value not in excess of $30 million in the aggregate; provided that it not include the property, plant or equipment at the Express Scripts facility located in Indianapolis, Indiana; and

- the divestiture, disposition, termination, expiration, assignment, delegation, novation or transfer of contracts of Express Scripts, Medco or their respective subsidiaries which generated, collectively, EBITDA not in excess of $115 million during the most recently available 12 calendar month period ending on the applicable date of such agreement; provided, that in the case of pharmacy benefits management customer contracts, the aggregate annual number of adjusted prescription drug claims subject to this obligation will not exceed 35 million (where adjusted prescription drug claims means (x) retail prescription drug claims, plus the product of (y)(i) mail prescription drug claims multiplied by (ii) three, such calculation to be performed using claims made during the preceding 12 calendar month period) and EBITDA means EBITDA as calculated by Express Scripts in a manner consistent with the methodology utilized in the earnings releases Express Scripts has publicly filed with the Securities and Exchange Commission, which we refer to as the SEC).

While the parties have agreed, under certain circumstances, to take the actions set forth in the paragraph above pursuant to the merger agreement, the parties may also elect to take other actions. Express Scripts, after prior consultation with Medco to the extent practicable, shall have the principal responsibility for devising and implementing the strategy for obtaining any necessary antitrust or competition clearances, and shall take the lead in all meetings and communications with any governmental entity in connection with obtaining any necessary antitrust or competition clearances. The parties have also agreed that, as between Express Scripts and Medco, Express Scripts will determine the manner in which any of the actions specified in the three bullet points above will be implemented.

Under the HSR Act and the rules and regulations promulgated thereunder, the Medco merger may not be consummated until the expiration of a 30-calendar-day waiting period following the parties filing of their respective HSR Act notification forms or the earlier termination of that waiting period. If the U.S. Department of Justice, which we refer to as the DOJ, or the Federal Trade Commission, which we refer to as the FTC, issues a Request for Additional Information and Documentary Material, which we refer to as a second request, prior to the expiration of the initial waiting period, the parties must observe a second 30-day waiting period, which would begin to run only after both parties have substantially complied with the request for additional information, unless the waiting period is terminated earlier.

Express Scripts and Medco each filed the required HSR notification and report forms on August 3, 2011, commencing the initial 30-calendar-day waiting period. As previously disclosed by each of Medco and Express Scripts in their respective current reports on Form 8-K, filed September 6, 2011, on September 2, 2011, Express Scripts and Medco each received a second request from the FTC in connection with the FTC s review of the Medco merger. A second request was anticipated by the parties at the time of signing of the merger agreement. Issuance of the second request extends the waiting period under the HSR Act until 30 days after both parties have substantially complied with the requests, unless the waiting period is terminated sooner by the FTC. Express Scripts and Medco have been cooperating with the FTC staff since shortly after the announcement of the mergers and intend to continue to work cooperatively with the FTC staff in the review of the Medco merger. Express Scripts and Medco intend to respond to the second request as promptly as practicable.

At any time before or after the mergers are completed, either the DOJ, the FTC or U.S. state attorneys general could take action under the antitrust laws in opposition to the mergers, including seeking to enjoin completion of the mergers, condition completion of the mergers upon the divestiture of assets of Express Scripts, Medco or their subsidiaries or impose restrictions on New Express Scripts post-merger operations. Private parties may also seek to take legal action under the antitrust laws under some circumstances.

Express Scripts and Medco have been making the necessary notifications and filings with both state and federal regulators, including the Centers for Medicare & Medicaid Services and certain state insurance departments, to obtain the consents, authorizations and approvals contemplated by the merger agreement.

Express Scripts and Medco are not aware of any material governmental approvals or actions that are required for completion of the mergers other than those described above. It is presently contemplated that if any such additional governmental approvals or actions are required, those approvals or actions will be sought.

Express Scripts and Medco cannot assure you that all of the regulatory approvals described above will be obtained and, if obtained, Express Scripts and Medco cannot assure you as to the timing of any approvals, the ability to obtain the approvals on satisfactory terms or the absence of any litigation challenging such approvals.

Description of Financing (Page 184)

Upon completion of the Medco merger, Medco stockholders will receive cash consideration of approximately $11.1 billion in the aggregate. The consummation of the mergers is not subject to Express Scripts ability to obtain financing. However, Express Scripts intends to obtain financing for a portion of the cash component of the Medco merger consideration.

On August 5, 2011, Express Scripts entered into a $14.0 billion unsecured bridge facility, which we refer to as the bridge facility, the terms of which are set forth in a Credit Agreement, dated as of August 5, 2011, which we refer to as the bridge credit agreement, among Express Scripts, New Express Scripts, the lenders named therein, Citibank, N.A., as syndication agent, and Credit Suisse AG, Cayman Islands Branch, which we refer to as CS, as administrative agent. Prior to the consummation of the Express Scripts merger, Express Scripts is the borrower under the bridge facility. New Express Scripts will assume the role, rights and obligations of Express Scripts and become the borrower under the bridge credit agreement upon consummation of the Express Scripts merger. The bridge facility will be available for Express Scripts to pay a portion of the cash consideration in accordance with the merger agreement, to repay any existing indebtedness that will become due or otherwise default upon consummation of the mergers and to pay related fees and expenses. On August 29, 2011, Express Scripts entered into a five-year $4.0 billion term loan facility, which we refer to as the term facility, and a five-year $1.5 billion revolving loan facility, which we refer to as the revolving facility and, together with the term facility, as the permanent facility, the terms of which are set forth in a Credit Agreement, dated as of August 29, 2011, which we refer to as the term/revolving credit agreement, among Express Scripts, New Express Scripts, the lenders named therein, Citibank, N.A., as syndication agent, and CS, as administrative agent. Prior to the consummation of the Express Scripts merger, Express Scripts is the borrower under the permanent facility. New Express Scripts will assume the role, rights and obligations of Express Scripts and become the borrower under the term/revolving credit agreement upon consummation of the Express Scripts merger. The term facility will be available for Express Scripts to pay a portion of the cash consideration in accordance with the merger agreement, to repay any existing indebtedness that will become due or otherwise default upon consummation of the mergers and to pay related fees and expenses. The revolving facility will be available for working capital needs and general corporate purposes. Upon entry into the term facility, the commitments under the bridge facility were automatically reduced by $4.0 billion. For a more complete description of Express Scripts debt financing for the mergers, see the section entitled Description of Financing beginning on page 184.

Express Scripts intends to borrow $4.0 billion under the term facility in connection with the mergers. The balance of the financing in connection with the mergers could take any of several forms or any combination of them, including but not limited to the following: (i) Express Scripts may draw funds under the bridge facility; (ii) Express Scripts may issue senior notes in the public and/or private capital markets; and (iii) Express Scripts may use cash on hand. When any senior notes are issued, the commitments under the bridge facility will automatically reduce in an amount equal to the aggregate principal amount of such senior notes.

In connection with the completion of the mergers, New Express Scripts will guarantee the existing indebtedness of Express Scripts and Medco. New Express Scripts pro forma consolidated indebtedness as of September 30, 2011, after giving effect to the mergers, would be approximately $19.8 billion.

No Solicitation (Page 164)

Subject to certain exceptions, each of Express Scripts and Medco has agreed to not solicit, initiate or knowingly encourage, or take any other action designed to facilitate, any inquiries or the making of any proposal which constitutes, or may reasonably be expected to lead to, any takeover proposal (as defined in the merger agreement) from any third party, or engage in any discussions or negotiations regarding any takeover proposal. Notwithstanding these restrictions, the merger agreement provides that, prior to obtaining stockholder approval to adopt the merger agreement, under specific circumstances, each of Express Scripts and Medco may provide information to, and engage in discussions and negotiations with, third parties in response to an unsolicited acquisition proposal that constitutes or which is reasonably expected to lead to a superior proposal (as defined in the merger agreement) if the Medco board or the Express Scripts board, as applicable, determines in good faith, after consultation with outside legal counsel, that a failure to take such action with respect to the takeover proposal would be inconsistent with its fiduciary duties to its stockholders under applicable law.

Restrictions on Recommendation Withdrawal (Page 166)

The merger agreement generally restricts the ability of each of the Express Scripts and Medco boards of directors from withdrawing its recommendation that its stockholders adopt the merger agreement. However, each of the Express Scripts board and the Medco board may withdraw its recommendation (i) in circumstances not involving or relating to a takeover proposal, if such board concludes in good faith, after consultation with its outside legal counsel, that the failure to take such action would be inconsistent with the exercise of its fiduciary duties to its stockholders under applicable laws; or (ii) in response to a superior proposal, if such board of directors concludes that a failure to change its recommendation would be inconsistent with the exercise of its fiduciary duties to its stockholders under applicable laws and, if requested by the other party, its representatives shall have negotiated in good faith with the other party for six business days (and in the case of any material amendment or modification to such superior proposal, for a period expiring upon the later to

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occur of three business days and the end of such six business day period) regarding any revisions to the terms of the transactions contemplated by the merger agreement proposed by the other party in response to such superior proposal. Each of Medco and Express Scripts, as the case may be, have the contractual right to the benefit of the matching rights described in the foregoing sentence no more than one time with respect to a takeover proposal, including any material amendments or modifications thereof.

Conditions to Completion of the Mergers (Page 174)

Conditions to Express Scripts , New Express Scripts and Medco s Obligations to Complete the Mergers

The obligations of Express Scripts, Express Scripts Merger Sub and New Express Scripts to consummate the Express Scripts merger and of Medco, Medco Merger Sub and New Express Scripts to consummate the Medco merger are subject to the satisfaction or waiver, to the extent permitted, of the following conditions:

Medco has obtained the Medco stockholder approval, and Express Scripts has obtained the Express Scripts stockholder approval;

the shares of New Express Scripts common stock issuable pursuant to the merger agreement have been approved for listing on the NASDAQ subject to official notice of issuance;

the absence of any order which prohibits, restrains or makes illegal the consummation of the mergers;

effectiveness of the registration statement for the New Express Scripts common stock being issued in the mergers and the absence of any stop order suspending such effectiveness; and

receipt of certain regulatory approvals and the completion of certain regulatory filings, including expiration or termination of the waiting period under the HSR Act (and any extensions thereof) and, unless they are not received prior to the fifth business day prior to the outside date, without giving effect to any extension thereof, certain approvals from, and filings with, the Centers for Medicare & Medicaid Services and certain state insurance departments relating to Express Scripts and Medco s insurance company subsidiaries.

Conditions to Express Scripts , New Express Scripts and the Merger Subs Obligation to Complete the Mergers

The obligations of Express Scripts, New Express Scripts and Express Scripts Merger Sub to consummate the Express Scripts merger and of New Express Scripts and Medco Merger Sub to consummate the Medco merger are subject to the satisfaction or waiver, to the extent permitted, of the following conditions:

Medco s representations and warranties are true and correct as of the date of the merger agreement and the closing date, subject to certain materiality or material adverse effect qualifications described in the merger agreement, and Express Scripts has received a certificate from officers of Medco to that effect;

Medco has performed in all material respects all of its obligations under the merger agreement, and Express Scripts has received a certificate from officers of Medco to that effect;

the receipt by New Express Scripts of a tax opinion from Skadden to the effect that the Express Scripts merger and the Medco merger, taken together, will qualify as an exchange described in Section 351 of the Code; and

the (i) absence of any legal proceedings commenced by a governmental entity seeking an order that would prohibit, restrain or make illegal the consummation of the mergers under U.S. antitrust laws; (ii) the absence of any motions by a governmental entity pending in a United States Court of Appeals, seeking an expedited appeal of the matters set forth in clause (i) that have been granted; (iii) the absence of any request for any such expedited appeal by a governmental entity; and (iv) all deadlines to make any request referred to in clause (iii) have passed without any request for such expedited appeal having been made or filed by any governmental entity, except in the cases of clauses (iii) and (iv), to the extent any such request or petition has been subsequently denied; provided that the conditions summarized in clauses (iii) and (iv) will cease to be conditions from and after the fifth business day preceding the outside date (as it may be extended) (as more fully described in the section titled Termination of the Merger Agreement).

Conditions to Medco s Obligation to Complete the Mergers

The obligation of Medco to consummate the Medco merger is subject to the satisfaction or waiver, to the extent permitted, of the following conditions:

New Express Scripts , Express Scripts and the Merger Subs representations and warranties are true and correct as of the date of the merger agreement and the closing date, subject to certain materiality or material adverse effect qualifications described in the merger agreement, and Medco has received a certificate from officers of Express Scripts to that effect;

Express Scripts has performed in all material respects all of its obligations under the merger agreement, and Medco has received a certificate from officers of Express Scripts to that effect; and

the receipt by Medco of a tax opinion from Sullivan & Cromwell to the effect that the Express Scripts merger and the Medco merger, taken together, will qualify as an exchange described in Section 351 of the Code.

Closing (Page 153)

Under the terms of the merger agreement, the closing of the mergers will occur as soon as practicable (but in any event, within three business days) after satisfaction or waiver of the conditions set forth in the merger agreement. We refer to the date on which the closing occurs as the closing date. However, neither Express Scripts nor Medco is obligated to effect the closing prior to the third business day following the final day of a marketing period (described below in the section titled The Merger Agreement Marketing Period) or such earlier date as Express Scripts may request on two business days written notice to Medco.

Termination (Page 176)

The merger agreement may be terminated and the mergers may be abandoned at any time prior to the effective time of the Medco merger, whether before or after the Medco stockholder approval and/or the Express Scripts stockholder approval:

by the mutual written consent of Express Scripts and Medco;

by either of Medco or Express Scripts:

if any governmental entity has issued an order permanently restraining, enjoining or otherwise prohibiting the mergers and such order has become final and non-appealable.

if the mergers have not been consummated by April 20, 2012, which we refer to as the outside date; provided, that if the conditions relating to (i) the absence of any order of a governmental entity prohibiting the mergers, (ii) obtaining the required governmental consents and (iii) the absence of legal proceedings seeking to prohibit the mergers have not been satisfied (or deemed satisfied) or waived by the fifth business day prior to April 20, 2012, either Express Scripts or Medco may extend the outside date from time to time to a date not later than July 20, 2012, and if such conditions have not been satisfied (or deemed satisfied) or waived by the fifth business day prior to July 20, 2012, either Express Scripts or Medco may extend the outside date from time to time to a date not later than October 22, 2012. This right of termination is not available to a party if its action or failure to act constitutes a material breach or violation of its covenants, agreements or other obligations under the merger agreement and such material breach or violation is the principal cause of, or directly resulted in, (x) the failure to satisfy the conditions to the obligations of the terminating party to consummate the merger prior to the outside date (as it may be extended) or (y) the failure of the closing to occur by the outside date (as it may be extended).

if the Express Scripts stockholder approval has not been obtained upon a vote taken at the duly convened Express Scripts special meeting or at any adjournment or postponement of such meeting.

if the Medco stockholder approval has not been obtained upon a vote taken at the duly convened Medco special meeting or at any adjournment or postponement of such meeting.

By Medco:

if (i) the Express Scripts board or any committee thereof makes, prior to the Express Scripts special meeting, an adverse recommendation change (as summarized in the section entitled The Mergers No Solicitation beginning on page 164); (ii) the Express Scripts board or any committee fails to include the Express Scripts recommendation in this joint proxy statement/prospectus; (iii) a tender offer or exchange offer is commenced and the Express Scripts board fails to recommend against acceptance of such tender offer or exchange offer by Express Scripts stockholders; (iv) the Express Scripts board or any committee refuses to affirm publicly the Express Scripts recommendation following any reasonable written request by Medco; or (v) the Express Scripts board formally resolves to take or publicly announces an intention to take any of the foregoing summarized actions;

prior to the receipt of the Express Scripts stockholder approval, if Express Scripts is in willful breach of its obligation to make and not withdraw the Express Scripts recommendation or its non-solicitation obligations (for purposes of the merger agreement, willful breach means (i) with respect to any breach of a representation or warranty contained in the merger agreement, a material breach of such representation or warranty that has been made with the knowledge of the breaching party, (ii) with respect to any breaches or failures to perform any of the covenants or other agreements contained in the merger agreement, a material breach, or failure to perform, that is a consequence of an act or omission undertaken by the breaching party with the knowledge that the taking of, or failure to take, such act would, or would be reasonably expected to, cause a material breach of the merger agreement and (iii) the failure by any party to consummate the mergers after all of the conditions to the mergers have been satisfied or waived (by the party entitled to waive any such applicable conditions));

if Express Scripts breaches or fails to perform any of its representations, warranties, covenants or agreements set forth in the merger agreement, and such breach or failure to perform (i) would give rise to the failure of a closing condition regarding the accuracy of Express Scripts representations and warranties or Express Scripts compliance with its covenants and agreements and (ii) is incapable of being cured by Express Scripts by the outside date (as it may be extended); or

prior to the receipt of the Medco stockholder approval, so that Medco may enter into a definitive agreement providing for a superior proposal.

By Express Scripts:

if (i) the Medco board or any committee thereof makes, prior to the Medco special meeting, an adverse recommendation change; (ii) the Medco board or any committee fails to include the Medco recommendation in this joint proxy statement/prospectus; (iii) a tender offer or exchange offer is commenced and the Medco board fails to recommend against acceptance of such tender offer or exchange offer by Medco stockholders; (iv) the Medco board or any committee refuses to affirm publicly the Medco recommendation following any reasonable written request by Express Scripts; or (v) the Medco board formally resolves to take or publicly announces an intention to take any of the foregoing summarized actions;

prior to the receipt of the Medco stockholder approval, if Medco is in willful breach of its obligation to make and not withdraw the Medco recommendation or its non-solicitation obligations;

if Medco breaches or fails to perform any of its representations, warranties, covenants or agreements set forth in the merger agreement, and such breach or failure to perform (i) would give rise to the failure of a closing condition regarding the accuracy of Medco s representations and warranties or Medco s compliance with its covenants and agreements and (ii) is incapable of being cured by Medco by the outside date (as it may be extended); or

prior to the receipt of the Express Scripts stockholder approval, so that Express Scripts may enter into a definitive agreement providing for a superior proposal.

Termination Fees; Expenses (Page 178)

All fees and expenses incurred by the parties are to be paid solely by the party that has incurred such fees and expenses except that:

the parties have agreed to share equally (i) the filing fee under the HSR Act and any fees for similar filings under foreign laws, (ii) the expenses in connection with printing and mailing this joint proxy statement/prospectus, (iii) all SEC filing fees paid or payable relating to the transactions contemplated by the merger agreement;

in the event that the merger agreement is terminated due to a failure to obtain the Express Scripts stockholder approval at the Express Scripts special meeting, or any adjournment or postponement thereof, Express Scripts will pay to Medco all documented, out of pocket expenses of Medco (including financing expenses) not to exceed $225 million; and

in the event that the merger agreement is terminated due to a failure to obtain the Medco stockholder approval at the Medco special meeting, or any adjournment or postponement thereof, Medco will pay to Express Scripts all documented, out of pocket expenses of Express Scripts (including financing expenses) not to exceed $225 million.

The merger agreement contains certain termination rights for Express Scripts and provides that Medco will pay Express Scripts a cash termination fee of $650 million, which we refer to as the termination fee, under specified circumstances, including if:

the merger agreement is terminated by Express Scripts, or could have been terminated by Express Scripts because: (i) the Medco board or any committee thereof makes, prior to the Medco special meeting, an adverse recommendation change, (ii) the Medco board or any committee fails to include the Medco recommendation in this joint proxy statement/prospectus, (iii) a tender offer or exchange offer is commenced and the Medco board fails to recommend against acceptance of such tender offer or exchange offer by Medco stockholders, (iv) the Medco board or any committee refuses to affirm publicly the Medco recommendation following any reasonable written request by Express Scripts or (v) or the Medco board formally resolves to take or publicly announces an intention to take any of the foregoing summarized actions; provided that for each of the foregoing clauses (i)-(v), in the event that there was no takeover proposal outstanding with respect to Medco at the time of the event giving rise to Express Scripts right to terminate the merger agreement, the termination fee will be $950 million;

the merger agreement is terminated by Express Scripts, or at the time of termination could have been terminated by Express Scripts because, prior to the receipt of the Medco stockholder approval, Medco is in willful breach of its obligation to make and not withdraw the Medco recommendation or its non-solicitation obligations; or

the merger agreement is terminated by Medco prior to the receipt of the Medco stockholder approval, so that Medco may enter into a definitive agreement providing for a superior proposal.

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The merger agreement provides that Medco will pay Express Scripts $227.5 million of the termination fee plus Express Scripts documented, out of pocket expenses up to $100 million if the merger agreement is, or could have been, terminated as the result of:

- a failure to consummate the mergers prior to the outside date (as it may be extended), and a takeover proposal (substituting 40% for 15% in the definition of takeover proposal in the merger agreement) for Medco is publicly disclosed prior to the date of termination and the vote seeking the Medco stockholder approval had not been taken prior to the seventh business day prior to the outside date (as it may be extended); or

- a failure to obtain the Medco stockholder approval at the Medco special meeting, and a takeover proposal (substituting 40% for 15% in the definition of takeover proposal) is publicly disclosed prior to the date of the Medco special meeting.

If, within one year of a termination described in either of the previous two bullets, Medco enters into a definitive agreement providing for, or otherwise consummates, a takeover proposal (substituting 40% for 15% in the definition of takeover proposal in the merger agreement), then Medco will pay to Express Scripts the full amount of the termination fee less any amount of the termination fee and any expenses previously paid.

Notwithstanding the foregoing, in no event shall Express Scripts expenses or the full amount of the termination fee be paid more than once, nor shall Express Scripts be paid an aggregate amount pursuant to the expense reimbursement and termination fee provisions of the merger agreement in excess of the full amount of the termination fee.

The merger agreement also contains reciprocal termination rights for Medco, specifically that Express Scripts will pay Medco the termination fee under specified circumstances, including if:

- the merger agreement is terminated by Medco, or could have been terminated by Medco because: (i) the Express Scripts board or any committee thereof makes, prior to the Express Scripts special meeting, an adverse recommendation change, (ii) the Express Scripts board or any committee fails to include the Express Scripts recommendation in this joint proxy statement/prospectus, (iii) a tender offer or exchange offer is commenced and the Express Scripts board fails to recommend against acceptance of such tender offer or offer by Express Scripts stockholders, (iv) the Express Scripts board or any committee refuses to affirm publicly the Express Scripts recommendation following any reasonable written request by Medco or (v) or the Express Scripts board formally resolves to take or publicly announces an intention to take any of the foregoing summarized actions; provided that for each of the foregoing clauses (i) - (v), in the event that there was no takeover proposal outstanding with respect to Express Scripts at the time of the event giving rise to Medco s right to terminate the merger agreement, the termination fee will be $950 million;

- the merger agreement is terminated by Medco, or at the time of termination could have been terminated by Medco because, prior to the receipt of the Express Scripts stockholder approval, Express Scripts is in willful breach of its obligation to make and not withdraw the Express Scripts recommendation or its non-solicitation obligations; or

- the merger agreement is terminated by Express Scripts prior to the receipt of the Express Scripts stockholder approval, so that Express Scripts may enter into a definitive agreement providing for a superior proposal.

The merger agreement provides that Express Scripts will pay Medco $227.5 million of the termination fee plus Medco s documented, out-of-pocket expenses up to $100 million if the merger agreement is, or could have been, terminated as the result of:

a failure to consummate the mergers prior to the outside date (as it may be extended), and a takeover proposal (substituting 40% for 15% in the definition of takeover proposal in the merger agreement) for Express Scripts is publicly disclosed prior to the date of termination and the vote seeking the Express Scripts stockholder approval had not been taken prior to the seventh business day prior to the outside date (as it may be extended); or

a failure to obtain the Express Scripts stockholder approval at the Express Scripts special meeting, and a takeover proposal (substituting 40% for 15% in the definition of takeover proposal) is publicly disclosed prior to the date of the Express Scripts special meeting.

If, within one year of a termination described in either of the two previous bullets, Express Scripts enters into a definitive agreement providing for, or otherwise consummates, a takeover proposal (substituting 40% for 15% in the definition of takeover proposal), then Express Scripts will pay to Medco the full amount of the termination fee less any amount of the termination fee and any expenses previously paid.

Notwithstanding the foregoing, in no event shall Medco s expenses or the full amount of the termination fee be paid more than once, nor shall Medco be paid an aggregate amount pursuant to the expense reimbursement and termination fee provisions of the merger agreement in excess of the full amount of the termination fee.

Material U.S. Federal Income Tax Consequences (Page 141)

It is anticipated that the Express Scripts merger and the Medco merger, taken together, will qualify as an exchange described in Section 351 of the Code. It is a condition to Medco s obligation to complete the Medco merger that Medco receive a written opinion of its counsel, Sullivan & Cromwell, to the effect that the Express Scripts merger and the Medco merger, taken together, will qualify as an exchange described in Section 351 of the Code. It is a condition to Express Scripts obligation to complete the Express Scripts merger that New Express Scripts receive an opinion of its counsel, Skadden, to the effect that the Express Scripts merger and the Medco merger, taken together, will qualify as an exchange described in Section 351 of the Code. If the Express Scripts merger and the Medco merger, taken together, qualify as an exchange described in Section 351, then:

U.S. holders (as defined in the section entitled The Mergers Material U.S. Federal Income Tax Consequences beginning on page 141) of Express Scripts common stock will not recognize gain or loss for U.S. federal income tax purposes as a result of the exchange of Express Scripts common stock for New Express Scripts common stock; and

U.S. holders of Medco common stock generally will recognize gain, but not loss, on the exchange of Medco common stock for a combination of New Express Scripts common stock and cash (excluding any cash received in lieu of a fractional shares) equal to the lesser of:

the excess of (i) the sum of the fair market value of New Express Scripts common stock received in the Medco merger and the amount of cash received in the Medco merger over (ii) the stockholder s tax basis in the Medco common stock surrendered in the Medco merger, and

the amount of cash received by such stockholder in the Medco merger.

You are strongly urged to consult with a tax advisor to determine the particular U.S. federal, state or local or foreign income or other tax consequences of the mergers to you. See The Mergers Material U.S. Federal Income Tax Consequences on page 141.

Appraisal Rights (Page 145)

Under Delaware law, holders of shares of Medco common stock that meet certain requirements will have the right to obtain payment in cash for the fair value of their shares of Medco common stock, as determined by the Delaware Court of Chancery, rather than the Medco merger consideration. To exercise appraisal rights, Medco stockholders must strictly follow the procedures prescribed by Delaware law. These procedures are summarized under the section entitled The Mergers Appraisal Rights beginning on page 145. In addition, the text of the applicable appraisal rights provisions of Delaware law is included as Annex H to this joint proxy statement/prospectus.

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Under Delaware law, holders of shares of Express Scripts common stock will not have the right to obtain payment in cash for the fair value of their shares of Express Scripts common stock, as determined by the Delaware Court of Chancery, rather than the Express Scripts merger consideration.

Listing of New Express Scripts Common Stock on the NASDAQ (Page 149)

New Express Scripts common stock received by Medco stockholders in the Medco merger and Express Scripts stockholders in the Express Scripts merger is expected to be listed on the NASDAQ under the symbol ESRX. After completion of the mergers, Medco common stock will no longer be listed or traded on the NYSE.

Comparison of Stockholder Rights (Page 192)

As a result of the mergers, the holders of Medco common stock and Express Scripts common stock will become holders of New Express Scripts common stock. Following the mergers, Medco stockholders and Express Scripts stockholders will have different rights as stockholders of New Express Scripts than they had as stockholders of Medco and Express Scripts due to the different provisions of the governing documents of Medco, Express Scripts and New Express Scripts. For additional information comparing the rights of stockholders of Medco, Express Scripts and New Express Scripts, see Comparison of Stockholder Rights beginning on page 192.

Litigation Relating to the Mergers (Page 149)

Since the announcement by the parties on July 21, 2011 that they had entered into the merger agreement, lawsuits have been filed by purported stockholders of Medco challenging the mergers. The complaints in the actions name as defendants Medco and/or various members of the Medco board as well as Express Scripts, New Express Scripts and the Merger Subs.

The plaintiffs in the purported class action complaints generally allege, among other things, that (i) the members of the Medco board breached their fiduciary duties to Medco and its stockholders by authorizing the mergers and (ii) Express Scripts, New Express Scripts and the Merger Subs aided and abetted the alleged breaches of fiduciary duty by Medco and its directors. The plaintiffs seek, among other things, to enjoin the defendants from consummating the mergers on the agreed-upon terms, and unspecified compensatory damages, together with the costs and disbursements of the action. Further detail concerning these lawsuits are set forth under the section entitled The Mergers Litigation Relating to the Mergers beginning on page 149.

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF EXPRESS SCRIPTS

The following data, insofar as it relates to each of the years 2006-2010, has been derived from annual financial statements, including the consolidated balance sheets at December 31, 2010 and 2009 and the related consolidated statements of income and of cash flows for each of the three years in the period ended December 31, 2010 and notes thereto which are incorporated by reference in this joint proxy statement/prospectus. The data for the nine months ended September 30, 2011 and 2010 has been derived from unaudited financial statements which are also incorporated by reference in this joint proxy statement/prospectus and which in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the unaudited interim periods. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Express Scripts or the combined company, and you should read the following information together with Express Scripts audited consolidated financial statements, the notes related thereto and the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations contained in Express Scripts Annual Report on Form 10-K for the year ended December 31, 2010, and Express Scripts unaudited condensed consolidated financial statements, the notes related thereto and the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations contained in Express Scripts Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, which are incorporated by reference in this joint proxy statement/prospectus. For more information, see the section entitled Where You Can Find More Information beginning on page 208.

	As of and for the Nine Months Ended September 30,		As of and for the Year Ended December 31,				
millions, except per share data)	**2011**	**2010**	**2010**	**2009(1)**	**2008(2)**	**2007(3)**	**2006**
atement of Operations Data							
evenues(4)	$ 34,026.9	$ 33,679.0	$ 44,973.2	$ 24,722.3	$ 21,941.2	$ 21,788.9	$ 21,532.
et income from continuing erations	985.4	875.0	1,204.6	826.6	775.9	598.0	473.
et income	985.4	851.6	1,181.2	827.6	776.1	567.8	474.
asic earnings (loss) per share:(5)							
ontinued operations	$ 1.95	$ 1.61	$ 2.24	$ 1.57	$ 1.56	$ 1.15	$ 0.8
scontinuing operations(6)		(0.04)	(0.04)			(0.06)	
et earnings	1.95	1.57	2.19	1.57	1.56	1.09	0.8
luted earnings (loss) per share:(5)							
ontinued operations	$ 1.93	$ 1.60	$ 2.21	$ 1.55	$ 1.54	$ 1.13	$ 0.8
scontinuing operations(6)		(0.04)	(0.04)			(0.06)	
et earnings	1.93	1.56	2.17	1.56	1.54	1.08	0.8
ommon stock dividends declared	$	$	$	$	$	$	$
eighted average number of ares:(5)							
asic	506.1	541.9	538.5	527.0	497.8	520.8	559.
luted	510.3	547.5	544.0	532.2	503.6	528.0	568.
alance Sheet Data							
otal Assets	$ 10,871.7	$ 10,194.7	$ 10,557.8	$ 11,931.2	$ 5,509.2	$ 5,256.4	$ 5,108.
ebt:							

ort-term debt	999.9	0.1	0.1	1,340.1	420.0	260.1	180.
ng-term debt	2,989.3	2,493.4	2,493.7	2,492.5	1,340.3	1,760.3	1,270.
ockholders Equity	2,164.7	3,220.0	3,606.6	3,551.8	1,078.2	696.4	1,124.

(1) Includes the acquisition of certain subsidiaries of WellPoint that provide pharmacy benefit management services (NextRx) effective December 1, 2009.

(2) Includes the acquisition of the Pharmacy Services Division of MSC Medical Services Company (MSC) effective July 22, 2008.

(3) Includes the acquisition of ConnectYourCare (CYC) effective October 10, 2007.

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(4) Includes retail pharmacy co-payments of $4,374.0 and $4,688.4 for the nine months ended September 30, 2011 and 2010, respectively and $6,181.4, $3,132.1, $3,153.6, $3,554.5, and $4,012.7 for the years ended December 31, 2010, 2009, 2008, 2007, and 2006, respectively. We changed our accounting policy for member co-payments during the third quarter of 2008 to include member co-payments to retail pharmacies in revenue and cost of revenue. The table reflects the change in our accounting policy for all periods presented.

(5) Earnings per share and weighted average shares outstanding have been restated to reflect the two-for-one stock splits effective June 8, 2010 and June 22, 2007, respectively.

(6) Primarily consists of the results of operations from the discontinued operations of Phoenix Marketing Group line of business (PMG) and Infusion Pharmacy (IP), which were classified as a discontinued operation in the second quarter of 2010 and the fourth quarter of 2007, respectively.

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF MEDCO

The following data, insofar as it relates to each of the years 2006-2010, has been derived from annual financial statements, including the consolidated balance sheets at December 25, 2010 and December 26, 2009 and the related consolidated statements of income and of cash flows for each of the three years in the period ended December 25, 2010 and notes thereto which are incorporated by reference in this joint proxy/prospectus. The data for the nine months ended September 24, 2011 and September 25, 2010 has been derived from unaudited financial statements which are incorporated by reference in this joint proxy/prospectus and which in the opinion of management, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the unaudited interim periods. The information set forth below is only a summary and is not necessarily indicative of the results of future operations of Medco or the combined company, and you should read the following information together with Medco s audited consolidated financial statements, the notes related thereto and the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations contained in Medco s Annual Report on Form 10-K for the year ended December 25, 2010, and Medco s unaudited condensed consolidated financial statements, the notes related thereto and the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations contained in Medco s Quarterly Report on Form 10-Q for the quarterly period ended September 24, 2011, which are incorporated by reference in this joint proxy statement/prospectus. For more information, see the section entitled Where You Can Find More Information beginning on page 208.

	As of and for the Fiscal Nine Months Ended		As of and for the Fiscal Years Ended				
	September 24, 2011	September 25, 2010(1)	December 25, 2010(1)	December 26, 2009	December 27, 2008(2)	December 29, 2007(3)	December 3 2006(4)
In millions, except per share data)							
atement of Operations Data							
evenues(5)	$ 51,075.1	$ 49,038.2	$ 65,968.3	$ 59,804.2	$ 51,258.0	$ 44,506.2	$ 42,543.
et income	1,031.3	1,048.9	1,427.3	1,280.3	1,102.9	912.0	630.
asic earnings per share:(6)							
et earnings	$ 2.60	$ 2.33	$ 3.22	$ 2.66	$ 2.17	$ 1.66	$ 1.0
luted earnings per share:(6)							
et earnings	$ 2.55	$ 2.28	$ 3.16	$ 2.61	$ 2.13	$ 1.63	$ 1.0
ommon stock dividends declared	$	$	$	$	$	$	$
eighted average number of ares:(6)							
asic	397.0	450.2	443.0	481.1	508.6	550.2	594.
luted	404.7	459.3	451.8	490.0	518.6	560.9	603.
alance Sheet Data							
otal Assets	$ 15,863.6	$ 16,570.2	$ 17,097.3	$ 17,915.5	$ 17,010.9	$ 16,217.9	$ 14,388.
ebt:							
hort-term debt	36.4	18.8	23.6	15.8	600.0	600.0	325.
urrent portion of long-term debt	2,000.0						75.
ong-term debt	3,002.2	5,004.8	5,003.6	4,000.1	4,002.9	2,894.4	866.
ockholders Equity	3,550.4	4,454.0	3,986.8	6,387.2	5,957.9	6,875.3	7,503.

(1) The consolidated data for 2010 includes the operating results of United BioSource Corporation (UBC) commencing on the September 16, 2010 acquisition date.

(2) The consolidated data for 2008 includes the operating results of Europa Apotheek Venlo B.V. (Europa Apotheek) commencing on the April 28, 2008 acquisition date.

(3) The consolidated data for 2007 includes the operating results of PolyMedica Corporation (PolyMedica) and Critical Care Systems, Inc. (Critical Care) commencing on the October 31, 2007 and November 14, 2007 acquisition dates, respectively.

(4) The consolidated data for 2006 includes a pre-tax legal settlements charge of $162.6 million recorded in the first quarter of 2006, with a $99.9 million after-tax effect, or $0.17 per diluted share on a split-adjusted basis (see note (6) below).

(5) Includes retail co-payments of $6,908 and $6,966 in the first nine months of 2011 and 2010, respectively and $9,241 million for 2010, $8,661 million for 2009, $7,666 million for 2008, $7,553 million for 2007, and $7,394 million for 2006.

(6) Common share and per share amounts have been retrospectively adjusted for the two-for-one stock split, which became effective on January 24, 2008.

SELECTED UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

The following unaudited pro forma statements of operations data for the year ended December 31, 2010 and the nine months ended September 30, 2011 reflect the mergers of Medco by Express Scripts as if they had occurred on the first day of each period presented. The following unaudited pro forma balance sheet data at September 30, 2011 reflect the mergers as if they had occurred on September 30, 2011. Such pro forma financial data is based on the historical financial statements of Express Scripts and Medco and gives effect to the mergers of Medco by Express Scripts under the acquisition method of accounting for business combinations. The unaudited pro forma condensed combined financial information presented below and throughout this joint proxy statement/prospectus for the year ended December 31, 2010 and as of and for the nine months ended September 30, 2011 includes historical consolidated financial information of Medco that has been derived from Medco s historical consolidated financial statements for the fiscal year ended December 25, 2010 and as of and for the nine-month period ended September 24, 2011. As a result, the pro forma financial information is based on certain assumptions and adjustments as discussed in the section titled Unaudited Pro Forma Condensed Combined Financial Statements, including assumptions relating to the allocation of the consideration paid for the assets acquired and liabilities assumed of Medco based on preliminary estimates of their fair value. The following should be read in connection with the section of this joint proxy statement/prospectus to exchange entitled Unaudited Pro Forma Condensed Combined Financial Statements, and other information included in or incorporated by reference into this document.

	Unaudited Pro Forma Combined	
	Nine Months Ended September 30, 2011	Fiscal Year Ended December 31, 2010
	(in millions, except per share amounts)	
Statement of Operations Data:		
Net revenues	$ 84,853.3	$ 110,675.3
Net earnings	1,290.1	1,504.2
Average number of common shares outstanding basic	827.7	897.3
Average number of common shares outstanding diluted	838.1	910.0
Earnings per common share:		
Basic	$ 1.56	$ 1.68
Diluted	1.54	1.65
Balance Sheet Data:		
Cash and cash equivalents	$ 224.1	
Total assets	52,657.1	
Long-term debt	18,759.6	
Total stockholders equity	17,555.5	
Per share cash dividends		

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COMPARATIVE PER SHARE DATA

Presented below are Express Scripts and Medco s historical per share data for the nine months ended September 30, 2011 and the year ended December 31, 2010 and unaudited pro forma combined per share data for the nine months ended September 30, 2011 and the year ended December 31, 2010. This information should be read together with the consolidated financial statements and related notes of Express Scripts and Medco that are incorporated by reference in this document and with the unaudited pro forma combined financial data included under the Selected Unaudited Pro Forma Combined Financial Information section of this document. The pro forma information is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the mergers had been completed as of the beginning of the periods presented, nor is it necessarily indicative of the future operating results or financial position of the combined company. The historical book value per share is computed by dividing total stockholders equity (deficit) by the number of shares of common stock outstanding at the end of the period. The pro forma earnings per share of the combined company is computed by dividing the pro forma net income by the pro forma weighted average number of shares outstanding. The pro forma book value per share of the combined company is computed by dividing total pro forma stockholders equity by the pro forma number of shares of common stock outstanding at the end of the period. The Medco unaudited pro forma equivalent per share financial information is computed by multiplying the Express Scripts unaudited pro forma combined per share amounts by the exchange ratio (0.81 shares of Express Scripts common stock for each share of Medco common stock).

Neither Express Scripts nor Medco has paid dividends on common stock during 2011 or 2010, and neither entity has any current intention of doing so.

	Nine Month Ended September 30, 2011 (Express Scripts) and September 24, 2011 (Medco)	Year Ended December 31, 2010 (Express Scripts) and December 25, 2010 (Medco)
Express Scripts historical data		
Earnings per share:		
Basic	$ 1.95	$ 2.19
Diluted	1.93	2.17
Book value per share	4.45	6.83
Medco historical data		
Earnings per share:		
Basic	2.60	3.22
Diluted	2.55	3.16
Book value per share	9.18	9.71
Express Scripts unaudited pro forma equivalent data		
Earnings per share:		
Basic	1.56	1.68
Diluted	1.54	1.65

Book value per share	21.95	N/A
Medco unaudited pro forma equivalent data		
Earnings per share:		
Basic	1.26	1.36
Diluted	1.25	1.34
Book value per share	17.78	

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COMPARATIVE PER SHARE MARKET PRICE DATA AND DIVIDEND INFORMATION

Express Scripts common stock is traded on the NASDAQ under the symbol ESRX. Medco common stock is traded on the NYSE under the symbol MHS. The following table sets forth, for the periods indicated, the high and low sales prices per share of Express Scripts common stock and Medco common stock on the NASDAQ and NYSE, respectively.

	Express Scripts Common Stock(1)		Medco Common Stock	
	High	Low	High	Low
Fiscal Year 2011				
First Quarter	$ 58.77	$ 50.91	$ 65.39	$ 51.80
Second Quarter	60.89	52.27	64.92	53.11
Third Quarter	57.47	37.06	66.38	47.78
Fourth Quarter (through November 10, 2011)	48.39	34.47	58.12	44.60
Fiscal Year 2010				
First Quarter	51.62	41.38	66.94	58.96
Second Quarter	54.00	37.75	65.35	53.46
Third Quarter	49.69	41.55	57.82	43.45
Fourth Quarter	55.68	47.23	64.24	50.36
Fiscal Year 2009				
First Quarter	29.82	21.38	48.95	36.46
Second Quarter	34.71	22.53	48.00	37.93
Third Quarter	39.91	31.80	56.82	44.53
Fourth Quarter	44.94	37.50	66.00	53.11

(1) Prices of Express Scripts common stock adjusted to reflect two-for-one stock split effective June 8, 2010.

Neither Express Scripts nor Medco has paid dividends on common stock during 2011 or 2010, and neither entity has any current intention of doing so.

RISK FACTORS

In addition to the other information included in, or incorporated by reference in, and found in the Annexes attached to, this joint proxy statement/prospectus, including the matters addressed in Cautionary Statement Regarding Forward-Looking Statements beginning on page 63, you should carefully consider the risks described below before deciding how to vote. You should also read and consider the risk factors associated with each of the businesses of Express Scripts and Medco because these risk factors may affect the operations and financial results of the combined company. These risk factors may be found under Part I, Item 1A in each of Express Scripts Annual Report on Form 10-K for the year ended December 31, 2010 and Medco s Annual Report on Form 10-K for the year ended December 25, 2010 and Part II, Item 1A in each of Express Scripts Quarterly Reports on Form 10-Q for the quarters ended September 30, 2011 and June 30, 2011 and Medco s Quarterly Reports on Form 10-Q for the quarters ended September 24, 2011 and June 25, 2011, each of which is on file with the SEC and all of which are incorporated by reference into this proxy statement/prospectus. Furthermore, you should read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference herein. See Where You Can Find More Information beginning on page 208 for the location of information incorporated by reference in this joint proxy statement/prospectus. Additional risks and uncertainties not presently known to Express Scripts or Medco or that are not currently believed to be important also may adversely affect the mergers and New Express Scripts following the mergers.

Risk Factors Relating to the Mergers

Medco and Express Scripts stockholders cannot be sure of the market value of the shares of New Express Scripts common stock to be issued upon completion of the mergers.

Express Scripts stockholders and Medco stockholders will receive a fixed number of shares of New Express Scripts common stock in the mergers rather than a number of shares with a particular fixed market value. The market values of Express Scripts common stock and Medco common stock at the time of the mergers may vary significantly from their prices on the date the merger agreement was executed, the date of this joint proxy statement/prospectus or the date on which Express Scripts stockholders and Medco stockholders vote on the mergers. Because the respective merger consideration exchange ratios will not be adjusted to reflect any changes in the market prices of Express Scripts common stock or Medco common stock, the market value of the New Express Scripts common stock issued in the mergers and the Express Scripts common stock and Medco common stock surrendered in the mergers may be higher or lower than the values of these shares on earlier dates. 100% of the Express Scripts merger consideration to be received by Express Scripts stockholders will be New Express Scripts common stock. The percentage of the value of the Medco merger consideration to be received by Medco stockholders that is comprised of New Express Scripts common stock may fluctuate, but was 60% on July 20, 2011, the last full trading day prior to the announcement of the mergers, and was approximately 57% on November 10, 2011, the latest practicable date before the printing of this joint proxy statement/prospectus.

Changes in the market prices of Express Scripts common stock and Medco common stock may result from a variety of factors that are beyond the control of Express Scripts or Medco, including changes in their businesses, operations and prospects, regulatory considerations, governmental actions, and legal proceedings and developments. Market assessments of the benefits of the mergers, the likelihood that the mergers will be completed, the terms and mix of acquisition financing, and general and industry-specific market and economic conditions may also have an effect on the market price of Express Scripts common stock and Medco common stock. Changes in market prices of Medco common stock and Express Scripts common stock may also be caused by fluctuations and developments affecting domestic and global securities markets. Neither Express Scripts nor Medco is permitted to terminate the merger agreement solely because of changes in the market price of either party s respective common stock.

In addition, it is anticipated that the mergers may not be completed until a significant period of time has passed after the special meetings. As a result, the market values of Express Scripts common stock and/or the Medco common stock may vary significantly from the date of the special meetings to the date of the completion of the mergers. You are urged to obtain up-to-date prices for Express Scripts common stock and the Medco common stock. There is no assurance that the mergers will be completed, that there will not be a delay in the completion of the mergers or that all or any of the anticipated benefits of the mergers will be obtained. See Comparative Per Share Market Price and Dividend Information for ranges of historic prices of Express Scripts common stock and Medco common stock.

Obtaining required regulatory approvals may prevent or delay completion of the mergers or reduce the anticipated benefits of the mergers or may require changes to the structure or terms of the mergers.

Consummation of the mergers is conditioned upon, among other things, the expiration or termination of the waiting period (and any extensions thereof) applicable to the mergers under the HSR Act. At any time before or after the mergers are consummated, any of the DOJ, the FTC or U.S. state attorneys general could take action under the antitrust laws in opposition to the mergers, including seeking to enjoin completion of the mergers, condition completion of the mergers upon the divestiture of assets of Express Scripts, Medco or their subsidiaries or impose restrictions on New Express Scripts post-merger operations. These could negatively affect the results of operations and financial condition of the combined company following completion of the mergers. Any such requirements or restrictions may prevent or delay completion of the mergers or may reduce the anticipated benefits of the mergers, which could also have a material adverse effect on the combined company s business and cash flows, financial condition and results of operations. Additionally, Express Scripts has agreed to take certain actions, conditioned on the closing, and may take other actions that Express Scripts determines in its sole discretion to take, to the extent necessary to ensure satisfaction, on or prior to the outside date (as it may be extended), of certain conditions to the closing of the mergers relating to regulatory approvals as further described in the section titled The Mergers Governmental and Regulatory Approvals beginning on page 139. Certain of these actions may be taken after receipt of the approval of the stockholders of each of Medco and Express Scripts and it is not currently contemplated that any such stockholder approval would be resolicited in the event that any of these actions are taken after the special meetings.

Consummation of the mergers is also conditioned upon the receipt of certain approvals from, and making filings with, the Centers for Medicare & Medicaid Services and certain state insurance departments relating to Express Scripts and Medco s insurance company subsidiaries. The condition relating to the receipt of certain approvals from, and making filings with, the Centers for Medicare & Medicaid Services and certain state insurance departments is deemed to be satisfied, if it is not earlier satisfied, on the fifth business day prior to the outside date, without giving effect to any extension thereof. No assurance can be given that the required regulatory approvals will be obtained or that the required conditions to closing will be satisfied, and, even if all such approvals are obtained and the conditions are satisfied, no assurance can be given as to the terms, conditions and timing of the approvals. See The Merger Agreement Conditions to Completion of the Mergers for a discussion of the conditions to the consummation of the mergers and The Mergers Regulatory Approvals for a discussion of the regulatory approvals required in connection with the consummation of the mergers.

Failure to successfully combine the businesses of Express Scripts and Medco in the expected time frame may adversely affect New Express Scripts future results.

The success of the mergers will depend, in part, on New Express Scripts ability to realize the anticipated benefits from combining the businesses of Express Scripts and Medco as further described in the section titled The Mergers Recommendation of the Express Scripts Board; Express Scripts Reasons for the Mergers beginning on page 105 and The Mergers Recommendation of the Medco Board; Medco s Reasons for the Merger beginning on page 86. To realize these anticipated benefits, the businesses of Express Scripts and Medco must be successfully combined. Historically, Express Scripts and Medco have been independent companies, and they will continue to be operated as such until the completion of the mergers. The management of New Express Scripts may face significant challenges in consolidating the functions of Medco and Express Scripts, integrating the technologies, organizations, procedures, policies and operations, as well as addressing the different business cultures at the two companies, and retaining key personnel. If the combined company is not successfully integrated, the anticipated benefits of the mergers may not be realized fully or at all or may take longer to realize than expected. The integration may also be complex and time consuming, and require substantial resources and effort. The integration process and other disruptions resulting from the mergers may also disrupt each company s ongoing businesses and/or adversely affect our relationships with employees, regulators and others with whom we have business or other dealings.

Express Scripts and Medco will be subject to business uncertainties and contractual restrictions while the mergers are pending.

Uncertainty about the effect of the mergers on employees and customers may have an adverse effect on Medco or Express Scripts and consequently on the combined company. These uncertainties may impair Medco s ability to retain and motivate key personnel and could cause customers and others that deal with Medco to defer entering into contracts with Medco or making other decisions concerning Medco or seek to change existing business relationships with Medco. Certain of Medco s customer contracts contain change of control restrictions that may give rise to a right of termination or cancellation in connection with the mergers. In addition, if key employees depart because of uncertainty about their future roles and the potential complexities of the mergers, Medco s and Express Scripts business could be harmed. In addition, the merger agreement restricts Express Scripts and Medco from making certain acquisitions and taking other specified actions until the mergers occur without the consent of the other party. These restrictions may prevent Express Scripts and Medco from pursuing attractive business opportunities that may arise prior to the completion of the mergers. See the section entitled The Merger Agreement Covenants and Agreements beginning on page 161 for a description of the restrictive covenants applicable to Express Scripts and Medco.

The merger agreement limits Express Scripts and Medco s ability to pursue alternatives to the mergers.

Each of Express Scripts and Medco has agreed that it will not solicit, initiate, knowingly encourage or facilitate inquiries or proposals or engage in discussions or negotiations regarding takeover proposals, subject to limited exceptions, including that a party may take certain actions in the event it receives an unsolicited takeover proposal that constitutes a superior proposal or is reasonably expected to lead to a superior proposal, and the party s board of directors determines in good faith, after consultation with its outside legal counsel, that a failure to take action with respect to such takeover proposal would be inconsistent with its fiduciary duties. Each party has also agreed that its board of directors will not change its recommendation to its stockholders or approve any alternative agreement, subject to limited exceptions, including that, at any time prior to the applicable stockholder or member approval, the applicable board of directors may make a change in recommendation (i) in circumstances not involving or relating to a takeover proposal, if such board concludes in good faith, after consultation with its outside legal counsel, that the failure to take such action would be inconsistent with the exercise of its fiduciary duties to its stockholders under applicable laws; or (ii) in response to a superior proposal, if such board of directors concludes that a failure to change its recommendation would be inconsistent with the exercise of its fiduciary duties to its stockholders under applicable laws and, if requested by the other party, its representatives shall have negotiated in good faith with the other party for six business days (and in the case of any material amendment or modification to such superior proposal, for a period expiring upon the later to occur of three business days and the end of such six business day period) regarding any revisions to the terms of the transactions contemplated by the merger agreement proposed by the other party in response to such superior proposal. The merger agreement also requires each party to call, give notice of and hold a meeting of its stockholders for the purposes of obtaining the applicable stockholder approval. This special meeting requirement does not apply to a party in the event that the merger agreement is terminated in accordance with its terms. See The Merger Agreement Stockholders Meeting and Duty to Recommend. In addition, under specified circumstances, Express Scripts or Medco may be required to pay a termination fee of $950 million, $650 million or $227.5 million (depending on the specific circumstances) if the merger is not consummated. Express Scripts or Medco may also be required to reimburse the other party for its expenses, up to a maximum amount of either $225 million or $100 million (depending on the specific circumstances), in connection with the termination of the merger agreement. See the section entitled The Merger Agreement Termination Fees; Expenses beginning on page 178 for a description of the circumstances under which such termination fees and expense reimbursements are payable. Notwithstanding the foregoing, in no event shall either party s expenses or the full amount of the termination fee be paid to such party more than once, nor shall either party be paid an aggregate amount pursuant to the expense reimbursement and termination fee provisions of the merger agreement in excess of the full amount of the termination fee. In addition, upon adoption of the merger agreement by the Express Scripts stockholders or the Medco stockholders at either company s special meeting, the right of such adopting party to terminate the merger agreement in response to a superior proposal is eliminated. These provisions might discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of Express Scripts or Medco from considering or proposing an acquisition, even if it were prepared to pay consideration with a higher price per share than that proposed in the mergers, or might result in a potential competing acquiror proposing to pay a lower price per share to acquire Express Scripts or Medco than it might otherwise have been willing to pay.

Certain directors and executive officers of Express Scripts and Medco may have interests in the mergers that are different from, or in addition to or in conflict with, yours.

Executive officers of Express Scripts and Medco negotiated the terms of the merger agreement and the boards of Express Scripts and Medco approved the merger agreement and unanimously recommend that you vote in favor of the proposal to adopt the merger agreement. These directors and executive officers may have interests in the mergers that are different from, or in addition to or in conflict with, yours. These interests include the continued employment of certain executive officers of Express Scripts and Medco by New Express Scripts, the continued positions of certain directors of Express Scripts and Medco as directors of New Express Scripts, and the indemnification of former Medco directors and Express Scripts and Medco officers by New Express Scripts and the surviving corporations. With respect to Medco directors and executive officers, these interests also include the treatment in the Medco merger of employment agreements, change-of-control severance agreements, restricted stock units, deferred stock units, options and other rights held by these directors and executive officers. You should be aware of these interests when you consider your board of directors recommendation that you vote in favor of the mergers. For a discussion of the interests of directors and executive officers in the mergers, see The Mergers Interests of Officers and Directors in the Mergers.

The shares of New Express Scripts common stock to be received by Medco stockholders and Express Scripts stockholders as a result of the mergers will have different rights from shares of Medco common stock and Express Scripts common stock.

Following completion of the mergers, Medco stockholders and Express Scripts stockholders will no longer be stockholders of Medco and Express Scripts but will instead be stockholders of New Express Scripts. There will be important differences between your current rights as a Medco stockholder or Express Scripts stockholder and your rights as a New Express Scripts stockholder. See Comparison of Stockholder Rights for a discussion of the different rights associated with Express Scripts common stock and Medco common stock.

Both Express Scripts stockholders and Medco stockholders will have a reduced ownership and voting interest after the mergers and will exercise less influence over management.

After the completion of the mergers, the Express Scripts stockholders and Medco stockholders will own a smaller percentage of New Express Scripts than they currently own of Express Scripts and Medco, respectively. Upon completion of the mergers, it is anticipated that Express Scripts stockholders, on the one hand, and Medco stockholders, on the other hand, will hold approximately 59% and 41%, respectively, of the shares of common stock of New Express Scripts issued and outstanding immediately after the consummation of the mergers. Consequently, Express Scripts stockholders, as a group, and Medco stockholders, as a group, will each have reduced ownership and voting power in the combined company compared to their ownership and voting power in Express Scripts and Medco, respectively. In particular, Medco stockholders, as a group, will have less than a majority of the ownership and voting power of New Express Scripts and, therefore, will be able to exercise less collective influence over the management and policies of New Express Scripts than they currently exercise over the management and policies of Medco.

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Failure to complete the mergers could negatively impact the stock prices, businesses and financial results of Express Scripts and Medco.

If the mergers are not completed, the ongoing businesses of Express Scripts and Medco may be adversely affected and Express Scripts and Medco will be subject to several risks and consequences, including the following:

- Medco may be required, under certain circumstances, to pay Express Scripts a termination fee of $950 million, $650 million or $227.5 million (depending on the specific circumstances). Medco may also be required, under certain circumstances, to pay the out of pocket expenses of Express Scripts up to a maximum amount of either $100 million or $225 million (depending on the specific circumstances) under the merger agreement. Notwithstanding the foregoing, in no event shall Express Scripts   expenses or the full amount of the termination fee be paid more than once, nor shall Express Scripts be paid an aggregate amount pursuant to the expense reimbursement and termination fee provisions of the merger agreement in excess of the full amount of the termination fee;

- Express Scripts may be required, under certain circumstances, to pay Medco a termination fee of $950 million, $650 million or $227.5 million (depending on the specific circumstances). Express Scripts may also be required, under certain circumstances, to pay the out of pocket expenses of Medco up to a maximum amount of either $100 million or $225 million (depending on the specific circumstances). Notwithstanding the foregoing, in no event shall Medco s expenses or the full amount of the termination fee be paid more than once, nor shall Medco be paid an aggregate amount pursuant to the expense reimbursement and termination fee provisions of the merger agreement in excess of the full amount of the termination fee;

- Medco and Express Scripts will be required to pay certain costs relating to the mergers, whether or not the mergers are completed, such as significant fees and expenses relating to financing arrangements and legal, accounting, financial advisor and printing fees;

- Express Scripts may be required to pay significant fees and expenses relating to financing arrangements, whether or not the mergers are completed, which may include investment banking fees and commissions, commitment fees, early termination or redemption premiums, interest on debt financing between the date of incurrence and the date of repayment, professional fees and other costs and expenses;

- under the merger agreement, each of Express Scripts and Medco is subject to certain restrictions on the conduct of its business prior to completing the mergers which may adversely affect its ability to execute certain of its business strategies; and

- matters relating to the mergers may require substantial commitments of time and resources by Express Scripts and Medco management, which could otherwise have been devoted to other opportunities that may have been beneficial to Express Scripts and Medco as independent companies, as the case may be.

In addition, if the mergers are not completed, Express Scripts and/or Medco may experience negative reactions from the financial markets and from their respective customers and employees. Express Scripts and Medco also could be subject to litigation related to a failure to complete the mergers or to enforce their respective obligations under the merger agreement. If the mergers are not consummated, Express Scripts and Medco cannot assure their respective stockholders that the risks described will not materially affect the business, financial results and stock prices of Express Scripts and/or Medco.

Express Scripts   inability to satisfy and comply with conditions under its existing financing arrangements or raise additional or replacement financing could delay or prevent the completion of the mergers.

New Express Scripts , Express Scripts and the Merger Subs obligations under the merger agreement are not subject to any conditions regarding their ability to finance, or obtain financing, for the transactions contemplated by the merger agreement, and they are obligated under the merger agreement to have sufficient funds available to satisfy their obligations under the merger agreement.

In addition to cash on hand, Express Scripts must raise a substantial amount of capital from third party sources to finance the transactions contemplated by the merger agreement. This financing may take any of several forms or any combination of them, including but not limited to the following: (i) Express Scripts may draw funds under the bridge facility; (ii) Express Scripts may issue senior notes in the public and/or private capital markets which would reduce availability of the bridge facility; and (iii) Express Scripts intends to borrow $4.0 billion under the term facility. See Description of Financing beginning on page 184.

The bridge credit agreement and the term/revolving credit agreement contain customary conditions to funding and require Express Scripts to maintain a maximum consolidated leverage ratio of 3.5 to 1.0 and a minimum interest coverage ratio of 3.5 to 1.0. There is a risk that these conditions or covenants will not be satisfied or complied with, as applicable, on a timely basis or at all. There is also a risk that one or more members of the lending syndicate will default on its obligations to provide its committed portion of the financing (and the commitments of any defaulting syndicate member cannot be replaced on a timely basis). There are a number of risks and uncertainties associated with the execution of a capital markets financing, particularly in light of recent volatility in the capital markets and economic factors affecting U.S. and global economies. All of these risks are magnified given the scale of financing required to consummate the transactions contemplated by the merger agreement. Any failure of Express Scripts to satisfy and comply with conditions under its existing financing arrangements or raise additional or replacement financing could delay or impede the closing of the mergers.

Following consummation of the mergers, the credit rating of Express Scripts and/or Medco could be downgraded, which may increase its borrowing costs and could give rise to an obligation to redeem existing indebtedness.

We currently anticipate that following the closing of the mergers, all eligible domestic subsidiaries of New Express Scripts will guarantee the indebtedness of New Express Scripts. By virtue of the transaction structure whereby Medco and Express Scripts will become wholly owned subsidiaries of New Express Scripts, absent further action, this would result in incremental debt at both Express Scripts (and its consolidated guarantor subsidiaries) and Medco (and its consolidated guarantor subsidiaries). New Express Scripts also expects to add its guarantee to the existing Express Scripts debt and Medco debt, such that substantially all outstanding indebtedness of New Express Scripts, Express Scripts and Medco would, as a credit matter, have the benefit of the earnings and credit support of the combined company. New Express Scripts will by reason of the debt incurred to finance the Medco merger consideration have considerably higher aggregate levels of indebtedness than Express Scripts and Medco currently have in the aggregate, and there can be no assurance that the credit ratings of the existing Express Scripts debt or Medco debt will not be subject to a downgrade below investment grade. On July 21, 2011, Moody s Investors Service, Inc. and Standard & Poor s Rating Services assigned credit ratings of Baa3 and BBB+, respectively, to Express Scripts. On July 25, 2011, Fitch Ratings assigned a credit rating of BBB to Express Scripts. On July 25, 2011, Fitch Ratings assigned a credit rating of BBB to Medco.

In the event that the notes in an aggregate principal amount of $4.0 billion issued by Express Scripts under the indenture dated June 9, 2009, which we refer to as the Express indenture, receive a below investment grade rating from each of Moody s Investors Service, Inc. and Standard & Poor s Rating Services and such downgrade constitutes a below investment grade rating event (as defined in the Express indenture) during the period continuing until 60 days after consummation of the mergers (subject to extension if the rating of the notes is under publicly announced consideration for possible downgrade by either of such rating agencies), each holder of the notes would have the right to require Express Scripts to repurchase all or part of such holder s notes at a purchase price in cash equal to 101% of the aggregate principal amount of the notes repurchased, plus accrued and unpaid interest, if any, on the notes repurchased, to the date of purchase and Express Scripts would likely be required to refinance such indebtedness. Additionally, in the event that the notes in an aggregate principal amount of $2.5 billion issued by Medco under the indenture dated March 18, 2008, which we refer to as the Medco indenture, are rated below their investment grade rating by each of Moody s Investors Service, Inc., Fitch Ratings and Standard & Poor s Rating Services and such downgrade constitutes a below investment grade rating event (as defined in the Medco indenture) on the 60th day (subject to extension if the rating of the notes is under publicly announced consideration for possible downgrade by any such rating agency) following the Medco merger, then Medco would be required to offer to repurchase its notes at a repurchase price of 101% of the aggregate principal amount of the notes repurchased, plus accrued but unpaid interest. Any such obligation to offer to repurchase outstanding Express Scripts or Medco indebtedness, or both, could necessitate obtaining significant amounts of refinancing capital. No assurance can be given as to the terms or availability of refinancing capital. Any such obligation could have an adverse effect on New Express Scripts financial condition. Moreover, if a ratings downgrade were to occur or New Express Scripts fails to obtain an investment grade rating, even if such event does not give rise to a redemption obligation, the combined company could experience higher borrowing costs in the future and more restrictive covenants which would reduce profitability and diminish operational flexibility.

Express Scripts, Medco and New Express Scripts will incur significant transaction and merger-related transition costs in connection with the mergers.

Express Scripts and Medco expect that they and New Express Scripts will incur significant, non-recurring costs in connection with consummating the mergers and integrating the operations of the two companies. Express Scripts and Medco may incur additional costs to maintain employee morale and to retain key employees. Express Scripts and Medco will also incur significant fees and expenses relating to financing arrangements and legal, accounting and other transaction fees and other costs associated with the mergers. Some of these costs are payable regardless of whether the mergers are completed. Moreover, under specified circumstances, Express Scripts or Medco may be required to pay a termination fee of $950 million, $650 million or $227.5 million (depending on the specific circumstances) if the merger is not consummated. Express Scripts or Medco may also be required to reimburse the other party for its expenses, up to a maximum amount of either $225 million or $100 million (depending on the specific circumstances), in connection with the termination of the merger agreement. Notwithstanding the foregoing, in no event shall either party s expenses or the full amount of the termination fee be paid to such party more than once, nor shall either party be paid an aggregate amount pursuant to the expense reimbursement and termination fee provisions of the merger agreement in excess of the full amount of the termination fee. See The Merger Agreement Termination Fees; Expenses beginning on page 178.

The unaudited pro forma financial information included in this document may not be indicative of what New Express Scripts actual financial position or results of operations would have been.

The unaudited pro forma financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what New Express Scripts actual financial position or results of operations would have been had the mergers been completed on the dates indicated. The unaudited pro forma financial information reflects adjustments, which are based upon preliminary estimates, to allocate the purchase price to Medco s net assets. The purchase price allocation reflected in this document is preliminary, and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of Medco as of the date of the completion of the mergers. In addition, subsequent to the closing date, there may be further refinements of the purchase price allocation as additional information becomes available. Accordingly, the final purchase accounting adjustments may differ materially from the pro forma adjustments reflected in this document. See Express Scripts and Medco Unaudited Pro Forma Condensed Combined Financial Information for more information.

Several lawsuits have been filed against Medco, members of the Medco board, Express Scripts, New Express Scripts and the Merger Subs challenging the mergers, and an adverse ruling in such lawsuits may prevent the mergers from becoming effective or from becoming effective within the expected timeframe.

Medco, members of the Medco board, Express Scripts, New Express Scripts and the Merger Subs are named as defendants in lawsuits brought by and on behalf of Medco stockholders challenging the mergers, seeking, among other things, to enjoin the defendants from completing the mergers on the agreed-upon terms. See The Mergers Litigation Relating to the Mergers for more information about these lawsuits.

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One of the conditions to the closing of the mergers is that no order has been enforced, enacted or issued or is applicable to the mergers or other transactions contemplated by the merger agreement by any governmental entity which prohibits, restrains or makes illegal the consummation of the mergers or other transactions contemplated by the merger agreement. As such, if the plaintiffs are successful in obtaining an injunction prohibiting the defendants from completing the mergers on the agreed upon terms, then such injunction may prevent the mergers from becoming effective, or from becoming effective within the expected timeframe.

Express Scripts, Medco and, subsequently, the combined company must continue to retain, motivate and recruit executives and other key employees, which may be difficult in light of uncertainty regarding the mergers, and failure to do so could negatively affect the combined company.

For the mergers to be successful, during the period before the merger is completed, both Express Scripts and Medco must continue to retain, motivate and recruit executives and other key employees. Moreover, the combined company must be successful at retaining and motivating key employees following the completion of the mergers. Experienced employees in the industries in which Express Scripts and Medco operate are in high demand and competition for their talents can be intense. Employees of both Express Scripts and Medco may experience uncertainty about their future role with the combined company until, or even after, strategies with regard to the combined company are announced or executed. The potential distractions of the mergers may adversely affect the ability of Express Scripts, Medco or, following completion of the mergers, the combined company, to retain, motivate and recruit executives and other key employees and keep them focused on applicable strategies and goals. A failure by Express Scripts, Medco or, following the completion of the mergers, the combined company, to attract, retain and motivate executives and other key employees during the period prior to or after the completion of the mergers could have a negative impact on the business of Express Scripts, Medco or the combined company.

Risk Factors Relating to New Express Scripts after Completion of the Mergers

New Express Scripts will face intense competition in the pharmacy benefits management business.

New Express Scripts will operate in a very competitive industry, and competition could compress its margins and impair its ability to attract and retain clients. New Express Scripts failure to differentiate its products and services in the marketplace could magnify the impact of the competitive environment.

New Express Scripts will operate in an industry that is subject to significant market pressures brought about by customer demands, legislative and regulatory activity and other market factors. Competition in the marketplace has caused many pharmacy benefit management companies, which we refer to as PBMs, to reduce the prices charged to clients for core services and share a larger portion of rebates, formulary fees and related revenues received from pharmaceutical manufacturers with clients. This combination of lower pricing and increased revenue sharing, as well as increased demand for enhanced service offerings and higher service levels, puts pressure on operating margins, which have historically been offset by a variety of positive trends including lower drug purchasing costs, increased generic usage, drug price inflation and increased rebates. New Express Scripts failure or inability to maintain these positive trends, or identify and implement new ways to mitigate pricing pressures, could negatively impact its ability to attract or retain clients, or negatively impact its margins.

We believe the entities that will become the combined company s clients upon closing are well informed and organized and can easily move between New Express Scripts and its competitors. These factors together with the impact of the competitive marketplace may make it difficult for New Express Scripts to retain existing clients, sell to new clients and cross-sell additional services to clients, which could materially adversely affect New Express Scripts business and financial results. This requires New Express Scripts to differentiate its business offerings by innovating and delivering products and services that demonstrate value to New Express Scripts clients, particularly in response to market changes from public policy. Further, the reputational impact of a service-related event, or New Express Scripts failure to innovate and deliver products

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and services that demonstrate value to its clients, may affect New Express Scripts ability to retain or grow profitable clients which could have a material adverse effect on its financial results.

Government regulatory efforts, including efforts to reduce healthcare costs and alter healthcare financing practices, could lead to a decreased demand for New Express Scripts services or to reduced profitability.

During the past several years, the U.S. healthcare industry has been subject to an increase in governmental regulation at both the federal and state levels. Future governmental regulation could, directly or indirectly, have adverse consequences on the business and operations of New Express Scripts which are impossible to predict at present. Efforts to control healthcare costs, including prescription drug costs, are underway at the federal and state government levels. There have also been a number of recent proposals and enactments by the federal government and various states to reduce Medicare Part D and Medicaid reimbursement levels in response to budget problems. We expect other similar proposals in the future. Government efforts to reduce healthcare costs and alter healthcare financing practices could lead to a decreased demand for New Express Scripts services or to reduced profitability.

Adverse economic conditions could adversely affect New Express Scripts earnings and New Express Scripts results of operations.

The continuing, prolonged recessionary U.S. economic environment may continue to impact demand for, and utilization under, certain of New Express Scripts products and services, and New Express Scripts profitability with respect to such products and services. Adverse economic conditions have caused and could continue to cause employers to stop offering prescription benefit coverage as an employee benefit or elect to offer this coverage on a voluntary, employee-funded basis, or with higher member co-pays, as a means to reduce their operating costs. Together with higher unemployment and significant employment layoffs and downsizings, these conditions could lead to a loss of members and cause a reduction in utilization for New Express Scripts services. In addition, continued difficult economic conditions have caused and could continue to cause members to be unwilling or unable to spend the money necessary to have prescriptions filled or refilled as prescribed, which trend is exacerbated when plan sponsors move to plan designs with higher member co-pays. Further, lower volumes result in diseconomies of scale which reduce New Express Scripts profitability under certain products and services. As a result, New Express Scripts volumes, earnings, profitability and cash flows may decline.

Express Scripts and Medco are involved in arrangements with third parties that may restrict Express Scripts and Medco s, and subsequently New Express Scripts , ability to sell, market, promote and develop products in certain markets.

Express Scripts and Medco are each party to numerous co-promotion, development, licensing and other agreements and arrangements with third parties, some of which may contain provisions limiting Express Scripts or Medco s ability to sell, market, promote and/or develop products in specified markets. Following the consummation of the transactions contemplated by the merger agreement, products previously marketed by either Express Scripts or Medco may become subject to these restrictions by virtue of the combination of the two companies under New Express Scripts. If it is determined that any of New Express Scripts products are subject to these restrictions, New Express Scripts may be required to divest, license or otherwise cease marketing these products in various geographic territories, potentially worldwide, and may or may not be entitled to retain passive revenue in connection with actions taken to comply with any such restriction. In the event any product captured by these restrictions as a result of the mergers contributes significantly to sales, the divesture of rights to market the product could have an adverse effect on New Express Scripts business, cash flows, results of operations, financial position and prospects.

New Express Scripts will have considerably higher levels of indebtedness than Express Scripts and Medco currently have, which will likely result in higher relative debt service costs and less cash flow from operations available to fund growth, stock repurchases and other corporate purposes.

The indebtedness of Express Scripts and Medco was approximately $4.0 billion for Express Scripts as of September 30, 2011 and approximately $5.0 billion for Medco as of September 24, 2011. Although the financing mix for the transactions contemplated by the merger agreement has not yet been determined, assuming such transactions are funded with $14.0 billion of new indebtedness, the combined company would have had pro forma indebtedness as of September 30, 2011, of approximately $19.8 billion.

Upon completion of the mergers, New Express Scripts will have incurred acquisition debt financing of up to $14.0 billion. On August 5, 2011, Express Scripts entered into a $14.0 billion unsecured bridge term loan facility. Prior to the consummation of the Express Scripts merger, Express Scripts is the borrower under the bridge facility. New Express Scripts will assume the role, rights and obligations of Express Scripts and become the borrower under the bridge credit agreement upon consummation of the Express Scripts merger. The bridge facility will be available for Express Scripts to pay a portion of the cash consideration in accordance with the merger agreement, to repay any existing indebtedness that will become due or otherwise default upon consummation of the mergers, and to pay related fees and expenses. On August 29, 2011, Express Scripts entered into a $5.5 billion permanent facility consisting of a five-year $4.0 billion term loan facility and a five-year $1.5 billion revolving loan facility. Prior to the consummation of the Express Scripts merger, Express Scripts is the borrower under the permanent facility. New Express Scripts will assume the role, rights and obligations of Express Scripts and become the borrower under the term/revolving credit agreement upon consummation of the Express Scripts merger. The term facility will be available for Express Scripts to pay a portion of the cash consideration in accordance with the merger agreement, to repay any existing indebtedness that will become due or otherwise default upon consummation of the mergers and to pay related fees and expenses. The revolving facility will be available for working capital needs and general corporate purposes. Upon entry into the term facility, the commitments under the bridge facility were automatically reduced by $4.0 billion.

This level of indebtedness will:

- require New Express Scripts to dedicate a greater percentage (compared with Medco and Express Scripts on a stand-alone basis) of its cash flow from operations to payments on its debt, thereby reducing the availability of cash flow to fund capital expenditures, pursue other acquisitions or investments in new technologies, make stock repurchases, pay dividends and for general corporate purposes;

- increase New Express Scripts vulnerability to general adverse economic conditions, including increases in interest rates if the borrowings bear interest at variable rates or if such indebtedness is refinanced at a time when interest rates are higher; and

- limit New Express Scripts flexibility in planning for, or reacting to, changes in or challenges relating to its business and industry.

The covenants to which Express Scripts or New Express Scripts has agreed or may agree in connection with the financing, and New Express Scripts potential indebtedness and higher debt-to-equity ratio in comparison to that of Express Scripts or Medco on a recent historical basis, may have the effect, among other things, of restricting New Express Scripts financial and operating flexibility to respond to changing business and economic conditions, creating competitive disadvantages compared to other competitors with lower debt levels and increasing borrowing costs.

The market price for shares of New Express Scripts common stock may be affected by factors different from those affecting the market price for shares of Medco common stock and Express Scripts common stock.

Upon completion of the Medco merger, holders of Medco common stock and Express Scripts common stock will become holders of New Express Scripts common stock. Express Scripts business differs from that of Medco, and accordingly the results of operations of the combined company will be affected by factors different from those currently affecting the results of operations of Medco and Express Scripts. For a discussion of the businesses of Express Scripts and Medco and of certain factors to consider in connection with those businesses, see the documents incorporated by reference in this joint proxy statement/prospectus and referred to under the section entitled Where You Can Find More Information beginning on page 208.

Government investigations involving Express Scripts or Medco, or New Express Scripts after completion of the mergers, could lead to the commencement of civil and/or criminal proceedings involving the imposition of substantial fines, penalties and injunctive or administrative remedies, including exclusion from government reimbursement programs, which could give rise to other investigations or litigation by government entities or private parties.

We cannot predict whether future or pending investigations to which Express Scripts or Medco, or New Express Scripts after completion of the mergers, may become subject would lead to a judgment or settlement involving a significant monetary award or restrictions on its operations. The pricing, sales and marketing programs and arrangements and related business practices of Express Scripts, Medco and other participants in the health care industry are under increasing scrutiny from federal and state regulatory, investigative, prosecutorial and administrative entities. These entities include the Department of Justice and its U.S. Attorneys Offices, the Office of Inspector General of the Department of Health and Human Services, the FDA, the Federal Trade Commission and various state Attorneys General offices. Many of the health care laws under which certain of these governmental entities operate, including the federal and state anti-kickback statutes and statutory and common law false claims laws, have been construed broadly by the courts and permit the government entities to exercise significant discretion. In the event that any of those governmental entities believes that wrongdoing has occurred, one or more of them could institute civil or criminal proceedings which, if resolved unfavorably, could subject Express Scripts or Medco, or New Express Scripts after completion of the mergers, to substantial fines, penalties and injunctive or administrative remedies, including exclusion from government reimbursement programs. In addition, an adverse outcome to a government investigation could prompt other government entities to commence investigations of Express Scripts or Medco, or, after completion of the mergers, New Express Scripts, or cause those entities or private parties to bring civil claims against it. We also cannot predict whether any investigations will affect marketing practices or sales. Any such result could have a material adverse impact on Express Scripts or Medco s, or New Express Scripts after completion of the mergers, results of operations, cash flows, financial condition or business.

Regardless of the merits or outcomes of any investigation, government investigations are costly, divert management s attention from our business and may result in substantial damage to our reputation. For additional information about these investigations, see the respective reports of Medco and Express Scripts described under Where You Can Find More Information beginning on page 208.

Pending and future litigation or other proceedings could subject New Express Scripts to significant monetary damages or penalties and/or require New Express Scripts to change its business practices, either of which could have a material adverse effect on the business operations and future financial results or condition of New Express Scripts.

New Express Scripts will be subject to risks relating to litigation, regulatory proceedings and other similar actions in connection with its business operations, including the dispensing of pharmaceutical products by its home delivery pharmacies, services rendered in connection with its disease management offerings and its pharmaceutical services operations. Following the mergers, New Express Scripts could be liable for those proceedings pending against Express Scripts or Medco as disclosed in Express Scripts Annual Report on Form 10-K for the year ended December 31, 2010 and Medco s Annual Report on Form 10-K for the year ended December 25, 2010 and in each of Express Scripts Quarterly Reports on Form 10-Q for the quarters ended September 30, 2011 and June 30, 2011 and Medco s Quarterly

Reports on Form 10-Q for the quarters ended September 24, 2011 and June 25, 2011, each of which is on file with the SEC and all of which are incorporated by reference into this proxy statement/prospectus. If one or more of these proceedings has an unfavorable outcome, New Express Scripts cannot provide any assurance that it would not have a material adverse effect on its business and financial results, including its ability to attract and retain clients as a result of the negative reputational impact of such an outcome. Further, while certain costs are covered by insurance, New Express Scripts may incur uninsured costs that are material to its financial performance in the defense of such proceedings.

There are other legal matters in which adverse outcomes could negatively affect New Express Scripts results of operations, cash flows, financial condition or business.

Unfavorable outcomes in other pending litigation matters, or in future litigation, including litigation concerning product pricing, securities law violations, product liability claims, matters relating to the Employee Retirement Income Security Act of 1974, as amended (which we refer to as ERISA), patent and intellectual property disputes, and antitrust matters could preclude the commercialization of products, negatively affect the profitability of existing products and subject New Express Scripts to substantial fines, penalties and injunctive or administrative remedies, including exclusion from government reimbursement programs. Any such result could materially and adversely affect New Express Scripts results of operations, cash flows, financial condition or business.

Further, aggressive plaintiffs counsel often file litigation on a wide variety of allegations whenever there is media attention or negative discussion about the efficacy or safety of a product and whenever the stock price is volatile; even when the allegations are groundless, we may need to expend considerable funds and other resources to respond to such litigation. For further information on material legal matters facing Express Scripts and Medco see the reports described under Where You Can Find More Information beginning on page 208.

Changes in laws and regulations could adversely affect our business and the business of New Express Scripts.

All aspects of our respective businesses, and consequently the business of New Express Scripts, including pharmacy benefits management, manufacturing, marketing, pricing, sales, litigation and intellectual property rights are, or in the case of New Express Scripts, will be, subject to extensive legislation and regulation. Changes in applicable federal and state laws and agency regulations, as well as the laws and regulations of foreign jurisdictions, could have a material adverse effect on our respective businesses, and consequently the business of New Express Scripts.

Additional Risks Relating to Express Scripts, Medco and New Express Scripts after the mergers.

Express Scripts and Medco s businesses are, and will continue to be, subject to the risks described in (i) Part I, Item 1A in Express Scripts Annual Report on Form 10-K for the year ended December 31, 2010, (ii) Part I, Item 1A in Medco s Annual Report on Form 10-K for the year ended December 25, 2010, (iii) Part II, Item 1A in Express Scripts Quarterly Reports on Form 10-Q for the quarters ended September 30, 2011 and June 30, 2011, (iv) Part II, Item 1A in Medco s Quarterly Reports on Form 10-Q for the quarters ended September 24, 2011 and June 25, 2011 and (v) Exhibit 99.1 to Medco s Current Report on Form 8-K filed on July 21, 2011, in each case, as filed with the SEC and incorporated by reference in this joint proxy statement/prospectus. See Where You Can Find More Information beginning on page 208 for the location of information incorporated by reference in this joint proxy statement/prospectus.

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EXPRESS SCRIPTS AND MEDCO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The unaudited pro forma condensed combined financial information presented below is derived from the historical financial statements of Express Scripts and Medco, adjusted to give effect to the mergers. For a summary of the mergers, see the section of this joint proxy statement/prospectus entitled The Mergers.

The unaudited pro forma condensed combined statements of operations for the nine months ended September 30, 2011 and for the year ended December 31, 2010 give effect to the mergers as if they had occurred on the first day of the earliest period presented. The unaudited pro forma condensed combined balance sheet gives effect to the mergers as if they had occurred on September 30, 2011.

The pro forma adjustments are preliminary and have been made solely for informational purposes. The actual results reported by the combined company in periods following the mergers may differ significantly from that reflected in these pro forma financial statements for a number of reasons, including but not limited to cost savings from operating efficiencies, synergies and the impact of the incremental costs incurred in integrating the two companies. As a result, the pro forma information is not intended to represent and is not necessarily indicative of what the combined company s financial condition or results of operations would have been had the mergers been completed on the applicable dates of this pro forma financial information. In addition, the pro forma financial information does not purport to project the future financial condition and results of operations of the combined company.

The unaudited pro forma condensed combined financial information is based upon the historical financial statements of Express Scripts and Medco. The pro forma financial statements are based on various assumptions, including assumptions relating to the consideration paid and the allocation thereof to the assets acquired and liabilities assumed from Medco based on preliminary estimates of fair value. The pro forma assumptions and adjustments are described in the accompanying notes presented on the following pages. Pro forma adjustments are those that are directly attributable to the transaction, are factually supportable and, with respect to the unaudited pro forma statement of operations, are expected to have a continuing impact on the consolidated results. The final purchase price and the allocation thereof will differ from that reflected in the pro forma financial statements after final valuation procedures are performed and amounts are finalized following the completion of the mergers.

The unaudited pro forma condensed combined financial information does not reflect any cost savings from operating efficiencies, synergies or other restructurings that could result from the mergers.

Unaudited Pro Forma Condensed Combined Balance Sheet
September 30, 2011

(in millions)	Express Scripts September 30, 2011	Medco September 24, 2011	Reclassifications for Consistent Presentation(1)	Pro Forma Adjustments	Pro Forma Combined September 30, 2011
Assets					
Current assets:					
Cash and cash equivalents	$ 1,062.6	$ 161.5	$	$ (1,000.0)(A)	$ 224.1
Restricted cash and investments	19.9	5.3			25.2
Receivables, net	1,770.7		4,270.5		6,041.2
Manufacturer accounts receivable, net		1,859.8	(1,859.8)		
Client accounts receivable, net		2,410.7	(2,410.7)		
Inventories	340.2	788.1			1,128.3
Deferred taxes	45.0	266.9			311.9
Prepaid expenses and other current assets	68.0	69.7		(3.7)(B)	134.0
Total current assets	3,306.4	5,562.0		(1,003.7)	7,864.7
Property and equipment, net	388.8	1,027.1		(C)	1,415.9
Goodwill	5,485.4	6,957.7		17,318.6 (D)	29,761.7
Other intangible assets, net	1,665.8	2,214.4		9,618.3 (D)	13,498.5
Other assets	25.3	102.4		(11.4)(B)	116.3
Total assets	$ 10,871.7	$ 15,863.6	$	$ 25,921.8	$ 52,657.1
Liabilities and stockholders equity					
Current liabilities:					
Claims and rebates payable	$ 2,710.9	$	$ 4,156.0	$	$ 6,866.9
Accounts payable	744.3		1,006.3		1,750.6
Claims and other accounts payable		2,960.5	(2,960.5)		
Client rebates and guarantees payable		2,201.8	(2,201.8)		
Accrued expenses	688.6	940.0			1,628.6
Short-term debt		36.4			36.4
	999.9	2,000.0		(2,000.0) (B)	999.9

Current maturities of long-term debt						
Total current liabilities	5,143.7	8,138.7		(2,000.0)		11,282.4
Long-term debt	2,989.3	3,002.2		12,768.1	(B)	18,759.6
Deferred tax liabilities		972.2	(972.2)			
Other liabilities	574.0	200.1	972.2	3,313.3	(E)	5,059.6
Total liabilities	8,707.0	12,313.2		14,081.4		35,101.6
Stockholders equity:						
Preferred stock						
Common stock	6.9	6.7		(3.1)	(F)	10.5
Additional paid-in capital	2,422.5	8,760.0		6,778.9	(F)	17,961.4
Accumulated other comprehensive income (loss)	15.6	(31.6)		31.6	(F)	15.6
Retained earnings	6,355.2	7,668.2		(7,819.9)	(F)	6,203.5
	8,800.2	16,403.3		(1,012.5)		24,191.0
Common stock in treasury at cost	(6,635.5)	(12,852.9)		12,852.9	(F)	(6,635.5)
Total stockholders equity	2,164.7	3,550.4		11,840.4		17,555.5
Total liabilities and stockholders equity	$ 10,871.7	$ 15,863.6	$	$ 25,921.8		$ 52,657.1

(1) See Note 1 Basis of Presentation for explanation of reclassifications.

See accompanying notes to the unaudited pro forma condensed combined financial statements

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Nine Months Ended September 30, 2011

(in millions, except per share data)	Express Scripts September 30, 2011	Medco September 24, 2011	Reclassifications for Consistent Presentation[(1)]	Pro Forma Adjustments	Pro Forma Combined September 30, 2011
Revenues	$ 34,026.9	$ 51,075.1	$	$ (248.7)(G)	$ 84,853.3
Cost of revenues	31,661.5	47,732.4	(76.9)	(248.7)(G)	79,068.3
Gross profit	2,365.4	3,342.7	76.9		5,785.0
Selling, general and administrative	628.6	1,263.0	296.5	894.4(H)	3,082.5
Amortization of intangibles		219.6	(219.6)		
Operating income	1,736.8	1,860.1		(894.4)	2,702.5
Other income (expense):					
Interest income and other income (expense)	7.8	(1.7)			6.1
Interest expense	(184.3)	(156.4)		(280.9)(I)	(621.6)
	(176.5)	(158.1)		(280.9)	(615.5)
Income before income taxes	1,560.3	1,702.0		(1,175.3)	2,087.0
Provision for income taxes	574.9	670.7		(448.7)(J)	796.9
Net income from continuing operations	$ 985.4	$ 1,031.3	$	$ (726.6)	$ 1,290.1
Weighted average number of common shares outstanding during the period:					
Basic:	506.1	397.0		(75.4)(K)	827.7
Diluted:	510.3	404.7		(76.9)(K)	838.1
Basic earnings per share from continuing operations	$ 1.95	$ 2.60			$ 1.56
Diluted earnings per share from continuing operations	$ 1.93	$ 2.55			$ 1.54

(1) See Note 1 Basis of Presentation for explanation of reclassifications.

See accompanying notes to the unaudited pro forma condensed combined financial statements

Unaudited Pro Forma Condensed Combined Statement of Operations
For the Fiscal Year Ended December 31, 2010

(in millions, except per share data)	Express Scripts December 31, 2010	Medco December 25, 2010	Reclassifications for Consistent Presentation[1]	Pro Forma Adjustments	Pro Forma Combined December 31, 2010
Revenues	$ 44,973.2	$ 65,968.3	$	$ (266.2)(G)	$ 110,675.3
Cost of revenues	42,015.0	61,633.2	(101.5)	(266.2)(G)	103,280.5
Gross profit	2,958.2	4,335.1	101.5		7,394.8
Selling, general and administrative	887.3	1,550.4	388.9	1,352.5(H)	4,179.1
Amortization of intangibles		287.4	(287.4)		
Operating income	2,070.9	2,497.3		(1,352.5)	3,215.7
Other income (expense):					
Interest income and other income	4.9	9.4			14.3
Interest expense	(167.1)	(172.5)		(465.5)(I)	(805.1)
	(162.2)	(163.1)		(465.5)	(790.8)
Income before income taxes	1,908.7	2,334.2		(1,818.0)	2,424.9
Provision for income taxes	704.1	906.9		(690.3)(J)	920.7
Net income from continuing operations	$ 1,204.6	$ 1,427.3	$	$ (1,127.7)	$ 1,504.2
Weighted average number of common shares outstanding during the period:					
Basic:	538.5	443.0		(84.2)(K)	897.3
Diluted:	544.0	451.8		(85.8)(K)	910.0
Basic earnings per share from continuing operations	$ 2.24	$ 3.22			$ 1.68
Diluted earnings per share from continuing operations	$ 2.21	$ 3.16			$ 1.65

(1) See Note 1 Basis of Presentation for explanation of reclassifications.

See accompanying notes to the unaudited pro forma condensed combined financial statements

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Notes to Unaudited Pro Forma Condensed Combined Financial Statements

Note 1 Basis of Presentation

The unaudited pro forma condensed combined financial information was prepared using the acquisition method of accounting and was based on the historical audited financial statements of Express Scripts and Medco for the years ended December 31, 2010 and December 25, 2010, respectively, and unaudited financial statements of Express Scripts and Medco as of and for the nine months ended September 30, 2011 and September 24, 2011, respectively. Certain reclassifications have been made to the historical financial statements of Medco to conform to Express Scripts presentation, including the presentation of claims and rebates payable as a separate line item from accounts payable and condensing Medco s receivable balances into one line item. Additionally, Medco s product revenues and service revenues have been combined into a single line item and amortization of intangibles has been included in selling, general and administrative expenses to conform to Express Scripts presentation. Finally, the following adjustments have been made to cost of revenues and selling, general and administrative expense:

(in millions)	Nine Months Ended September 30, 2011	Twelve Months Ended December 31, 2010
Reclassify bad debt expense[1]	$ (100.4)	$ (130.5)
Reclassify labor and benefits expense[2]	(8.7)	(11.6)
Allocation of IT related expenses[3]	32.2	40.6
Net adjustment to cost of revenues	$ (76.9)	$ (101.5)
Reclassify bad debt expense[1]	$ 100.4	$ 130.5
Reclassify labor and benefits expense[2]	8.7	11.6
Allocation of IT related expenses[3]	(32.2)	(40.6)
Medco historical amortization of intangibles[4]	219.6	287.4
Net adjustment to selling, general and administrative	$ 296.5	$ 388.9

(1) Bad debt expense recorded by Medco has been reclassified from cost of revenues to selling, general and administrative expenses for consistent presentation in the unaudited pro forma condensed combined statements of operations.

(2) Medco allocates a portion of the labor and benefits expenses for certain employees who manage its relationships with retail pharmacies and pharmaceutical manufacturers to cost of revenues. The allocated amount of these labor and benefits expenses has been reclassified to selling, general and administrative expense for consistent presentation in the unaudited pro forma condensed combined statements of operations.

(3) Adjustments have been made to allocate a portion of Medco s pharmacy technology expenses from selling, general and administrative expense to cost of revenues for consistent presentation in the unaudited pro forma condensed combined statements of operations.

(4) Amortization of intangibles, presented as a separate line item in Medco s historical financial statements, has been condensed into selling, general and administrative expense for consistent presentation in the unaudited pro forma condensed combined statements of operations.

The unaudited pro forma condensed combined statements of operations for the year ended December 31, 2010 and for the nine months ended September 30, 2011 give effect to the proposed mergers as if they had occurred on the first day of the earliest period presented. The unaudited condensed combined balance sheet as of September 30, 2011 gives effect to the mergers as if they had occurred on September 30, 2011.

The acquisition method of accounting is based on authoritative guidance for business combinations and uses the fair value concepts defined in authoritative guidance. We prepared the unaudited pro forma condensed combined financial information using the acquisition method of accounting under these existing U.S. GAAP standards.

Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

The authoritative guidance for business combinations requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date if fair value can reasonably be estimated. If the fair value of an asset or liability that arises from a contingency cannot be determined, the asset or liability is recognized if it is probable that an asset existed or a liability has been incurred at the acquisition date and the amount of such asset or liability can be reasonably determined. In addition, the guidance establishes that the consideration transferred be measured at the closing date of the acquisition at the then-current market price. As the purchase price includes shares to be issued for consideration in the mergers, this will likely result in an equity component that is different from the amount assumed in these unaudited pro forma condensed combined financial statements.

The authoritative guidance for fair value defines the term fair value, sets forth the valuation requirements for any asset or liability measured at fair value, expands related disclosure requirements and specifies a hierarchy of valuation techniques based on the nature of inputs used to develop the fair value measures. Fair value is defined in the guidance as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This is an exit price concept for the valuation of the asset or liability. In addition, market participants are assumed to be buyers and sellers in the principal (or the most advantageous) market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. As a result of these standards, we may be required to record assets that we do not intend to use or sell (defensive assets) and/or to value assets at fair value measurements that do not reflect Express Scripts intended use of those assets. Many of these fair value measurements can be highly subjective and it is also possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

The pro forma adjustments described below have been developed based on assumptions and estimates, including assumptions relating to the consideration to be paid and the allocation thereof to the assets acquired and liabilities assumed from Medco based on preliminary estimates of fair value. The final purchase price and the allocation thereof will differ from that reflected in the pro forma condensed combined financial statements after final valuation procedures are performed and amounts are finalized following the completion of the mergers.

The unaudited pro forma condensed combined financial statements are provided for illustrative purposes only and do not purport to represent what the actual consolidated results of operations or the consolidated financial position of New Express Scripts would have been had the mergers occurred on the dates assumed, nor are they necessarily indicative of future consolidated results of operations or financial position.

The unaudited pro forma condensed combined financial statements do not reflect any cost savings from operating efficiencies, synergies or other restructurings that could result from the mergers. Additionally, no adjustments were made to reflect termination costs to be incurred in connection with the mergers, as such costs are not currently factually supportable.

Express Scripts has been determined to be the acquirer under the acquisition method of accounting based on various considerations. Upon closing of the mergers, Express Scripts stockholders are expected to own approximately 59% of New Express Scripts and Medco stockholders are expected to own approximately 41%. Additionally, New Express Scripts will transfer cash and issue common stock as the merger consideration to Medco stockholders. Further, the Board of Directors and senior management of New Express Scripts will be comprised primarily of current Express Scripts board members and senior management, respectively.

Express Scripts performed a preliminary review of Medco s accounting policies, based primarily on publicly available information, to determine whether any adjustments were necessary to ensure comparability in the pro forma combined financial statements. At this time, Express Scripts is not aware of any differences that would have a material impact on the pro forma combined financial statements. The unaudited pro forma condensed combined financial statements do not reflect any differences in accounting policies. Upon completion of the mergers, or as more information becomes available, Express Scripts will perform a more

Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

detailed review of Medco s accounting policies. As a result of that review, differences may be identified between the accounting policies of the two companies that, when conformed, could have a material impact on the combined financial statements.

Note 2 Preliminary Purchase Price

The total consideration for the transaction is $26.7 billion, composed of $66.89 per share in cash and New Express Scripts stock (valued based on the closing price of Express Scripts stock on November 10, 2011), including $28.80 in cash and 0.81 shares for each Medco share outstanding. The purchase price for the business combination is estimated as follows:

Estimated Purchase Price Including Debt Assumed (in millions):

Cash to be paid to Medco stockholders[1]	$ 11,141.9
Value of shares of New Express Scripts common stock to be issued to Medco stockholders[2]	14,734.5
Value of New Express Scripts restricted stock units to be issued to holders of Medco restricted stock units[3]	215.0
Value of New Express Scripts stock options to be issued to holders of Medco stock options[3][4]	593.0
Consideration to be transferred	26,684.4
Debt assumed	5,380.4
Total purchase price	$ 32,064.8

(1) Equals Medco outstanding shares as of September 24, 2011 multiplied by $28.80 per share.

(2) Equals Medco outstanding shares as of September 24, 2011 multiplied by the exchange ratio of 0.81, multiplied by the Express Scripts closing share price at November 10, 2011 of $47.02.

(3) In accordance with applicable accounting guidance, the fair value of replacement awards attributable to precombination service is recorded as part of the consideration transferred in the mergers, while the fair value of replacement awards attributable to postcombination service is recorded separately from the business combination and recognized as compensation cost in the post-acquisition period over the remaining service period. The portion of Medco stock options attributable to precombination and postcombination service is estimated based on the ratio of vested to unvested stock options and the average vesting period. These postcombination compensation costs have been recorded as adjustments to the unaudited pro forma condensed combined statements of operations for the year ended December 31, 2010 and the nine months ended September 30, 2011. See Note 4 Unaudited Pro Forma Adjustments *(H)* for adjustment amounts. Various estimates were used in this calculation, including average remaining vesting period. These estimates could differ significantly from actual amounts calculated at the date of the mergers, and such differences could have a material impact on the total purchase price.

(4) The fair value of the New Express Scripts equivalent stock options was estimated as of November 10, 2011 using the Black-Scholes valuation model utilizing various assumptions. The expected volatility of the New Express

Scripts common stock price is based on the average historical volatility over the expected term based on daily closing stock prices of Express Scripts 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 stock price volatility and expected term are based on Express Scripts best estimates at this time, both of which impact the fair value of the option calculated under the Black-Scholes methodology and, ultimately, the total consideration that will be recorded at the effective time of the mergers. These estimates are subject to change with market conditions and other circumstances, and these changes may have a material impact on the fair value of stock options used to calculate the total purchase price.

Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

Since the Express Scripts stock price at the November 10, 2011 measurement date used for purposes of these unaudited condensed combined pro forma financial statements exceeds the average stock price for the 15 days prior to and including such measurement date, which is used to calculate the exchange ratio, excess fair value of $109.9 million is recorded for the replacement stock options. For the purposes of the unaudited condensed combined pro forma statements of operations, this excess fair value has been amortized over the remaining vesting period of the stock options resulting in additional compensation expense of $67.2 million and $22.9 million for the year ended December 31, 2010 and the nine months ended September 30, 2011, respectively. Express Scripts will recalculate the fair values of the Medco stock options and the converted options as of the closing date to determine the excess fair value amounts, if any, to be recorded as compensation expense by New Express Scripts.

Medco s stock incentive plan includes a provision for the acceleration of vesting of awards granted under the Medco stock incentive plan in certain circumstances involving termination in connection with a change in control. No adjustments have been made to the unaudited pro forma condensed combined financial statements as a result of this provision, as Express Scripts cannot currently predict the nature and extent of terminations to be made in connection with the mergers.

The portion of the purchase price to be paid in shares of New Express Scripts common stock is valued based on the number of Medco shares outstanding immediately prior to the mergers and the Express Scripts share price on that date. A 10% difference in Express Scripts stock price would change the purchase price by approximately $1.6 billion with a corresponding change to goodwill. Additionally, a 10% change in the number of Medco shares outstanding would change the purchase price by approximately $2.6 billion, with a corresponding change to goodwill. The actual purchase price will fluctuate with the price of Express Scripts common stock until the effective date of the acquisition and the final valuation could differ significantly from the current estimate.

Note 3 Preliminary Purchase Price Allocation

The combined company will allocate the purchase price paid by Express Scripts to the fair value of the Medco assets acquired and liabilities assumed. The pro forma purchase price allocation below has been developed based on preliminary estimates of fair value using the historical financial statements of Medco as of September 24, 2011. In addition, the allocation of the purchase price to acquired intangible assets is based on preliminary fair value estimates and is subject to final management analysis, with the assistance of third party valuation advisors, at the completion of the mergers. Once Express Scripts and its third party valuation advisors have full access to the specifics of Medco s intangible assets, additional insight will be gained that could impact: (i) the estimated total value assigned to intangible assets, (ii) the estimated allocation of value between finite-lived and indefinite-lived intangible assets and/or (iii) the estimated weighted-average useful life of each category of intangible assets. The estimated intangible asset values and their useful lives could be impacted by a variety of factors that may become known to us only upon access to additional information and/or by changes in such factors that may occur prior to the effective time of the mergers.

The estimated intangible assets are comprised of customer contracts with an estimated useful life of 10 years and trade names with an estimated useful life of 5 years, which is consistent with the estimated benefit period. Since Express Scripts has limited information at this time to value all of the intangible assets, the estimated fair values were based primarily on current estimates of Medco s expected future cash flows for all customer contracts and trade names. Express Scripts expects that the estimated value assigned to Medco s customer contracts is likely to change as access is gained by Express Scripts to the specifics of Medco s customer contracts and as life and renewal assumptions are refined. Additional intangible asset classes may be identified as the valuation process continues, however such items are currently not expected to be material to the overall purchase price allocation. A 10% change in the amount allocated to identifiable intangible assets would increase or decrease annual amortization expense by $140.0 million. The residual amount of the purchase price after preliminary allocation to identifiable intangibles has been allocated to goodwill. The

Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

actual amounts recorded when the mergers are complete may differ materially from the pro forma amounts presented below (in millions):

Tangible assets acquired:	
Current assets	$ 5,558.3
Property and equipment, net	1,027.1
Other non-current assets	91.0
Total tangible assets acquired	6,676.4
Value assigned to intangible assets acquired	11,700.0
Liabilities assumed, excluding debt	(7,274.6)
Deferred tax liability related to acquired intangible assets and replacement stock awards included in the purchase price	(3,313.3)
Total assets acquired in excess of liabilities assumed	7,788.5
Goodwill	24,276.3
Total purchase price	32,064.8
Less debt assumed	(5,380.4)
Total payments to Medco stockholders	$ 26,684.4

Note 4 Unaudited Pro Forma Adjustments

Unaudited Pro Forma Condensed Combined Balance Sheet

(A) Sources and Uses

(in millions)	
Sources of funds:	
Express Scripts cash on hand at September 30, 2011	$ 1,000.0
Term loan facility	4,000.0
Additional debt financing	8,426.3
Total sources of funds	$ 13,426.3
Use of funds:	
Cash payments to Medco stockholders	$ 11,141.9
Payment of Medco 2012 term loan and revolving credit facility	2,000.0
Express Scripts transaction costs(1)	151.7
New debt issuance costs(2)	132.7
Total use of funds	$ 13,426.3

(1) In accordance with applicable accounting guidance, the transactions costs are expensed as they are incurred.

(2) See Note *(D)* below

In connection with the mergers, on August 5, 2011, Express Scripts entered into the $14.0 billion unsecured bridge facility. On the effective date of the bridge facility and prior to the consummation of the Express Scripts merger, Express Scripts will be the borrower under the bridge facility. New Express Scripts will assume the role, rights and obligations of Express Scripts and become the borrower under the bridge facility upon consummation of the Express Scripts merger. The bridge facility will be available for Express Scripts or New Express Scripts to pay a portion of the cash consideration in accordance with the merger

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Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

agreement, to repay any existing indebtedness that will become due or otherwise default upon consummation of the mergers, and to pay related fees and expenses.

In connection with the mergers, on August 29, 2011, Express Scripts entered into a $5.5 billion permanent facility consisting of the five-year $4.0 billion unsecured term loan facility and the five-year $1.5 billion unsecured revolving loan facility. On the effective date of the permanent facility and prior to the consummation of the Express Scripts merger, Express Scripts will be the borrower under the permanent facility. New Express Scripts will assume the role, rights and obligations of Express Scripts and become the borrower under the term/revolving credit agreement upon consummation of the Express Scripts merger. The term loan facility will be available for Express Scripts to pay a portion of the cash consideration in accordance with the merger agreement, to repay any existing indebtedness that will become due or otherwise default upon consummation of the mergers and to pay related fees and expenses. The revolving loan facility will be available for working capital needs and general corporate purposes. Upon entry into the term loan facility, the commitments under the bridge facility were automatically reduced by $4.0 billion. Upon funding of the term loan facility, the $1.5 billion revolving loan facility will replace Express Scripts current $750 million revolving credit facility.

In the period leading up to the closing of the mergers, Express Scripts may pursue other financing opportunities to replace all or portions of the bridge facility, or, in the event that Express Scripts draws upon the bridge facility, Express Scripts may refinance all or a portion of the bridge facility at a later date. The proceeds from these borrowings may be used to pay a portion of the cash consideration to be paid in the mergers and to pay related fees and expenses.

Express Scripts intends to borrow $4.0 billion under the term loan facility in connection with the mergers. The balance of the financing in connection with the mergers could take any of several forms or any combination of them, including but not limited to the following: (i) Express Scripts may draw up to $10.0 billion under the bridge facility, reduced by the amount of proceeds from any senior notes offerings; (ii) Express Scripts may issue senior notes in the public and/or private capital markets; and (iii) Express Scripts may use cash on hand. When any senior notes are issued, the commitments under the bridge facility will automatically reduce in an amount equal to the aggregate principal amount of such senior notes. Amounts borrowed for funding the mergers may differ significantly from the amounts assumed in the sources of funds table above.

(B) Debt

Upon close of the mergers, Express Scripts intends to settle Medco s $2.0 billion of current debt outstanding under its unsecured credit agreements.

The adjustment to long-term debt is comprised of the following items (in millions):

Financing incurred in connection with the mergers	$ 12,426.3
Adjust Medco pre-merger fixed rate debt to fair value	341.8
Total adjustment to long-term debt	$ 12,768.1

The fair values of Medco s senior notes were estimated based on observable relevant market information.

Additionally, deferred financing fees of $3.7 million and $11.4 million relating to pre-merger Medco debt have been eliminated from Prepaid expenses and other current assets and Other assets, respectively, in connection with the adjustment of Medco s debt to fair value.

(C) Property and equipment, net

Based on the preliminary fair value assessment, the carrying value of Medco s property and equipment at September 24, 2011 approximates fair value. As such, the carrying value of Medco s property and equipment was used in the preliminary purchase price allocation, and no adjustments were made to the unaudited pro forma condensed combined balance sheet. Adjustments may be required when additional information is

Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

obtained and a more detailed review is performed over the fair value of property and equipment. The actual amounts recorded when the mergers are completed may differ materially from the current book value of property and equipment.

(D) Goodwill and other intangible assets

The net adjustment to goodwill includes the elimination of Medco pre-merger goodwill balances and is calculated as follows (in millions):

Purchase price allocation to goodwill (Note 3)	$ 24,276.3
Elimination of pre-merger Medco goodwill	(6,957.7)
Total adjustment to goodwill	$ 17,318.6

The net adjustment to other intangible assets, net, is calculated as follows (in millions):

New intangibles recorded:	
Value assigned to intangible assets acquired[(1)]	$ 11,700.0
Debt issuance costs[(2)]	132.7
Elimination of Medco pre-merger other intangibles	(2,214.4)
Total adjustment to other intangible assets	$ 9,618.3

(1) Based on the preliminary valuation, intangible assets acquired is comprised of $9.4 billion of customer contracts and $2.3 billion of trade names.

(2) These represent deferred financing fees incurred in connection with the bridge facility, the term loan facility and the revolving loan facility. Amounts incurred in connection with the bridge facility are being amortized over nine months, and amounts incurred in relation to the term loan facility and the revolving loan facility are being amortized over the five year term of such facilities. Estimated amounts to be incurred in connection with the other proposed financing transaction are being amortized over an estimated weighted average period of 11.1 years. This amortization period may differ materially from the estimates used for the purposes of these unaudited pro forma condensed combined financial statements. See Note *(I)* below for a sensitivity analysis of the impact of our assumptions to interest expense.

See Note 3 for the estimated purchase price allocation. The final valuation could differ significantly from the current estimate. The pro forma purchase price allocation is preliminary as the mergers have not yet been completed. The pro forma presentation assumes that the historical values of Medco s tangible assets and liabilities approximate fair value. Additionally, the allocation of the purchase price to acquired intangible assets is preliminary and subject to the final outcome of management s analysis to be conducted, with the assistance of valuation advisors, upon the completion of the mergers. The residual amount of the purchase price has been allocated to goodwill. The actual amounts recorded when the mergers are completed may differ materially from the pro forma amounts presented herein.

(E) Deferred taxes

The adjustment reflects an increase of $3,621.8 million in deferred tax liabilities associated with the recording of new identifiable intangible assets for the combined company. This amount was calculated using a tax rate of 38.18%, which represents Express Scripts and Medco s estimated blended rate for the first nine months of 2011, which approximates the relevant statutory rate. This was offset by an additional adjustment of $308.5 million associated with the portion of replacement stock options and restricted stock units allocated to the purchase price. The actual amounts recorded for deferred taxes may differ materially from the pro forma amounts presented herein.

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Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

(F) Equity

The historical stockholders equity of Medco will be eliminated upon the completion of the mergers. The total stockholders equity of the combined company will be increased over the pre-merger Express Scripts amounts by the value of the common stock issued in connection with the purchase price. New Express Scripts will be issuing approximately $15.5 billion of stock as part of the purchase price consideration. The calculation below estimates the number of shares issued to be 313.4 million using a share price of $47.02 (Express Scripts closing share price on November 10, 2011), and the number of replacement stock options and restricted stock units to be 50.1 million. The number of shares issued is dependent on the number of Medco shares, restricted shares and options outstanding on the date of the mergers. See the calculation of the pro forma adjustments to common stock and additional paid-in capital below (in millions):

	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Common Stock in Treasury at Cost
Elimination of pre-merger Medco equity balances	$ (6.7)	$ (8,760.0)	$ 31.6	$ (7,668.2)	$ 12,852.9
Impact of shares to be issued to Medco stockholders	3.6	15,538.9			
Estimated transaction fees				(151.7)	
Total pro forma adjustment	$ (3.1)	$ 6,778.9	$ 31.6	$ (7,819.9)	$ 12,852.9

<u>Unaudited Pro Forma Condensed Combined Statements of Operations</u>

(G) Revenues and Cost of revenues

Adjustments have been included in the unaudited pro forma condensed combined statements of operations to eliminate revenues and cost of revenues from transactions between Express Scripts and Medco. Express Scripts and Medco s pharmacies may be included in the pharmacy networks of the other respective company in order to fulfill members prescriptions for certain drugs that are under limited or exclusive distribution contracts with manufacturers.

(H) Selling, general and administrative

(in millions)	Nine Months Ended September 30, 2011	Twelve Months Ended December 31, 2010
Intangible asset amortization[1]	$ 830.4	$ 1,112.6
Post combination stock compensation expense (Note 2)	85.7	241.3
Elimination of non-recurring charges directly attributable to the transaction	(20.3)	

Elimination of amortization of prior service costs and actuarial gain/loss related to pension and other post-retirement benefit plans[2]		(1.4)		(1.4)
Net adjustment to selling, general and administrative	$	894.4	$	1,352.5

(1) As of the effective time of the mergers, identifiable intangible assets are required to be measured at fair value and these acquired assets could include assets that are not intended to be used or sold or that are intended to be used in a manner other than their highest and best use. For purposes of these unaudited pro forma condensed combined financial statements, it is assumed that all assets will be used and that all assets will be used in a manner that represents the highest and best use of those assets. Adjustments have been included in the unaudited pro forma condensed combined statements of operations to record the estimated net increase in amortization expense for other intangible assets. The incremental additional expense

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Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

was calculated on a straight-line basis using a preliminary estimated useful life of 10 years for customer contracts and 5 years for trade names to amortize the preliminary estimated value of $11.7 billion assigned to identifiable intangible assets. Express Scripts is still considering a modified pattern of benefit method of amortization over 10 years for customer contracts. A modified pattern of benefit method of amortization would result in a greater portion of the expense recorded in the first 5 years to better reflect the expected cash flows under the mergers, resulting in greater amortization expense during the early years. Further assessments will also be performed regarding the appropriate amortization method for trade names and any other definite-lived intangible assets identified. A determination will be made as Express Scripts is able to perform a more detailed review of Medco s records.

(2) In January 2011, Medco amended its postretirement healthcare benefit plan, discontinuing the benefit for all active non-retirement eligible employees. Medco had previously reduced and capped the benefit through a 2003 plan amendment, the effect of which resulted in a prior service credit reflected as a component of accumulated other comprehensive loss in stockholders equity. As this amount is being eliminated on the unaudited pro forma condensed combined balance sheet in connection with the elimination of Medco s pre-merger equity, adjustments have been made to eliminate the corresponding amortization of pension and postretirement prior service costs and actuarial gains and losses from selling, general and administrative expenses.

(I) Interest Expense

For the purposes of the unaudited condensed combined pro forma financial statements, Express Scripts is assumed to partially fund the mergers through drawing $4.0 billion under the term loan facility and up to $10.0 billion under the bridge facility, reduced in proportion to the gross proceeds from any senior notes offerings. The adjustment included in the unaudited pro forma condensed combined statements of operations reflects the additional interest expense using an estimated weighted average interest rate of 4.17% for the nine months ended September 30, 2011 and 3.93% for the twelve months ended December 31, 2010. For purposes of estimating the weighted average interest rate, we have made certain assumptions regarding a proposed financing transaction. The actual weighted average interest rate may differ from the estimated rate due to changes in market conditions or differences between the actual terms of any debt financing and our assumptions. The estimated interest rates for the bridge facility and the term loan facility were calculated using the prime rate plus a margin of 0.50%, based on our consolidated leverage ratio as of September 30, 2011. The interest rate for the bridge facility also assumes that the margin will increase by 0.25% on the 90th day after the funding date and by an additional 0.25% every 90 days thereafter, per the terms of the bridge financing credit agreement. Adjustments have also been made for the historical interest expense related to Medco s $2.0 billion of debt outstanding under its unsecured credit agreements that will be repaid at the closing of the mergers.

Notes to Unaudited Pro Forma Condensed Combined Financial Statements (Continued)

The adjustment to interest expense reflects the following (in millions):

	Nine Months Ended September 30, 2011	Twelve Months Ended December 31, 2010
Interest expense on financing incurred in connection with the mergers assuming a weighted average interest rate of 4.17% for the nine months ended September 30, 2011 and 3.93% for the year ended December 31, 2010	$ 388.2	$ 487.7
Amortization associated with increase in pre-merger Medco debt to fair value, amortized over the remaining life of each obligation	(56.5)	(79.4)
Eliminate write-off of bridge facility deferred financing fees upon entry into term loan facility	(26.0)	
Eliminate amortization of bridge facility deferred financing costs recorded in the nine months ended September 30, 2011[(1)]	(15.0)	
Amortization of deferred financing costs recorded in connection with financing assumed in connection with the mergers (See (*B*) above)	6.7	73.9
Historical interest cost debt to be repaid	(16.5)	(16.7)
Total adjustment to interest expense	$ 280.9	$ 465.5
Impact of 1/8% increase in weighted average interest rates	$ 11.6	$ 15.5

(1) This amount is being eliminated since the deferred financing fees incurred in connection with the bridge facility are being amortized over nine months. As such, the entire amount of amortization is assumed to occur in the twelve months ended December 31, 2010.

(J) Income taxes

The pro forma combined income tax provision has been adjusted for the tax effect of adjustments to income before income taxes at the estimated blended effective rate for the periods presented as the effective rate approximates the statutory rate for the periods presented. The effective tax rate of the combined company could be significantly different depending on post-acquisition activities.

(K) Basic and diluted shares

The unaudited pro forma condensed combined basic and diluted earnings per share calculations are based on the combined basic and diluted weighted-average shares. The historical basic and diluted weighted average shares of Medco are assumed to be replaced by the shares expected to be issued by New Express Scripts at an exchange ratio of 0.81 per Medco share.

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This material may include forward-looking statements, both with respect to us and our industry, that reflect our current views with respect to future events and financial performance. Statements that include the words expect, intend, plan, believe, project, anticipate, will, may, would and similar statements of a future or forward may be used to identify forward-looking statements. All forward-looking statements address matters that involve risks and uncertainties, many of which are beyond our control. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements. We believe that these factors include, but are not limited to, the following:

STANDARD OPERATING FACTORS

Our ability to remain profitable in a very competitive marketplace is dependent upon our ability to attract and retain clients while maintaining our margins, to differentiate our products and services from others in the marketplace, and to develop and cross sell new products and services to our existing clients;

Our failure to anticipate and appropriately adapt to changes in the rapidly changing health care industry;

Changes in applicable laws or regulations, or their interpretation or enforcement, or the enactment of new laws or regulations, which apply to our business practices (past, present or future) or require us to spend significant resources in order to comply;

Changes to the healthcare industry designed to manage healthcare costs or alter healthcare financing practices;

Changes relating to our participation in Medicare Part D, the loss of Medicare Part D eligible members, or our failure to otherwise execute on our strategies related to Medicare Part D;

A failure in the security or stability of our technology infrastructure, or the infrastructure of one or more of our key vendors, or a significant failure or disruption in service within our operations or the operations of such vendors;

Our failure to effectively execute on strategic transactions, or to integrate or achieve anticipated benefits from any acquired businesses;

The termination, or an unfavorable modification, of our relationship with one or more key pharmacy providers, or significant changes within the pharmacy provider marketplace;

The termination, 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 industry pricing benchmarks;

Results in pending and future litigation or other proceedings which would 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;

Our failure to execute on, or other issues arising under, certain key client contracts;

The impact of our debt service obligations on the availability of funds for other business purposes, and the terms and our required compliance with covenants relating to our indebtedness;

Our failure to attract and retain talented employees, or to manage succession and retention for our Chief Executive Officer or other key executives;

TRANSACTION-RELATED FACTORS

Uncertainty as to whether Express Scripts and Medco will be able to consummate the mergers on the terms set forth in the merger agreement;

The ability to obtain governmental approvals of the mergers;

Uncertainty as to the market value of Express Scripts merger consideration and the stock component of the Medco merger consideration;

Failure to realize the anticipated benefits of the mergers, including as a result of a delay in completing the mergers or a delay or difficulty in integrating the businesses of Express Scripts and Medco;

Uncertainty as to the long-term value of New Express Scripts common shares;

Limitations on the ability of Express Scripts and New Express Scripts to incur new debt in connection with the mergers;

The expected amount and timing of cost savings and operating synergies; and

Failure to receive the approval of the stockholders of either Express Scripts or Medco for the mergers.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and elsewhere, including the risk factors included in Express Scripts most recent reports on Form 10-K and Form 10-Q and the risk factors included in Medco s most recent reports on Form 10-K and Form 10-Q and other documents of Express Scripts, New Express Scripts and Medco on file with the SEC. Any forward-looking statements made in this material are qualified in their entirety by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us or our business or operations. Except to the extent required by applicable law, we undertake no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

INFORMATION ABOUT THE COMPANIES

Express Scripts, Inc.

Express Scripts, Inc. was incorporated in Missouri in September 1986, and reincorporated in Delaware in March 1992. Express Scripts provides integrated pharmacy benefit management services including network-pharmacy claims processing, home delivery services, specialty benefit management, benefit-design consultation, drug-utilization review, formulary management, and medical and drug data analysis services. Express Scripts also distributes a full range of biopharmaceutical products and provides extensive cost-management and patient-care services. Express Scripts principal executive offices are located at One Express Way, Saint Louis, Missouri, 63121. Express Scripts telephone number is (314) 996-0900 and its web site is www.express-scripts.com.

Medco Health Solutions, Inc.

The predecessor entity to Medco Health Solutions, Inc. was originally incorporated in June 1983 and operated as a publicly traded company from 1984 until its acquisition by Merck & Co., Inc. in 1993. After its spin-off from

Merck & Co., Inc., Medco Health Solutions, Inc. became an independent publicly traded company on August 19, 2003. Medco provides pharmacy benefit management services, including comprehensive management of prescription claims, benefit-design consultation, clinical management services, clinical and specialty pharmacy services and research support. Medco s principal executive offices are located at 100 Parsons Pond Drive, Franklin Lakes, New Jersey 07417. Medco s telephone number is (201) 269-3400 and its web site is www.medcohealth.com.

Aristotle Holding, Inc.

Aristotle Holding, Inc. is a Delaware corporation and a direct wholly owned subsidiary of Express Scripts. Aristotle Holding, Inc. was organized on July 15, 2011, solely for the purpose of effecting the mergers and, following consummation of the mergers, we anticipate that Aristotle Holding, Inc. will change its name to Express Scripts Holding Company. Pursuant to the merger agreement, Plato Merger Sub, Inc. will be merged with and into Medco, and Aristotle Merger Sub, Inc. will be merged with and into Express Scripts. As a result, Medco and Express Scripts will each become wholly owned subsidiaries of New Express Scripts. As a result of the transactions contemplated by the merger agreement, New Express Scripts will become a publicly traded corporation, and former Medco and Express Scripts stockholders will own stock in New Express Scripts. New Express Scripts has not carried on any activities other than in connection with the mergers. New Express Scripts principal executive offices are located at One Express Way, Saint Louis, Missouri 63121.

Aristotle Merger Sub, Inc.

Aristotle Merger Sub, Inc. is a Delaware corporation and a direct wholly owned subsidiary of New Express Scripts. Express Scripts Merger Sub was organized on July 15, 2011, solely for the purpose of effecting the mergers. Express Scripts Merger Sub will be merged with and into Express Scripts and, as a result, Express Scripts will become a wholly owned subsidiary of New Express Scripts. It has not carried on any activities other than in connection with the mergers. Express Scripts Merger Sub s principal executive offices are located at One Express Way, Saint Louis, Missouri 63121.

Plato Merger Sub, Inc.

Plato Merger Sub, Inc. is a Delaware corporation and a direct wholly owned subsidiary of New Express Scripts. Medco Merger Sub was organized on July 15, 2011, solely for the purpose of effecting the mergers. Medco Merger Sub will be merged with and into Medco and, as a result, Medco will become a wholly owned subsidiary of New Express Scripts. It has not carried on any activities other than in connection with the mergers. Medco Merger Sub s principal executive offices are located at One Express Way, Saint Louis, Missouri 63121.

THE MEDCO SPECIAL MEETING

This section contains information about the special meeting of Medco stockholders that has been called to consider and adopt the merger agreement, to approve the adjournment of the Medco special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement) and to approve, by non-binding advisory vote, certain compensation arrangements for Medco s named executive officers in connection with the mergers.

This joint proxy statement/prospectus is being furnished to the stockholders of Medco in connection with the solicitation of proxies by the Medco board for use at the Medco special meeting. Medco is first mailing this joint proxy statement/prospectus and accompanying proxy card to its stockholders on or about November 18, 2011.

Date, Time and Place

A special meeting of the stockholders of Medco will be held at the Woodcliff Lake Hilton, 200 Tice Boulevard, Woodcliff, New Jersey 07677 on December 21, 2011, at 9:00 a.m., Eastern time, unless the special meeting is adjourned or postponed.

Purpose

At the special meeting, Medco stockholders will be asked to consider and vote upon the following matters:

a proposal to adopt the merger agreement;

a proposal to approve the adjournment of the Medco special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement); and

a proposal to approve, by non-binding advisory vote, certain compensation arrangements for Medco s named executive officers in connection with the mergers contemplated by the merger agreement.

Recommendation of the Medco Board

The Medco board has unanimously (i) approved the merger agreement and consummation of the Medco merger upon the terms and subject to the conditions set forth in the merger agreement, (ii) determined that the terms of the merger agreement, the Medco merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Medco and its stockholders, (iii) directed that the merger agreement be submitted to Medco stockholders for adoption at the Medco special meeting, (iv) recommended that Medco s stockholders adopt the merger agreement and (v) declared that the merger agreement is advisable.

The Medco board unanimously recommends that Medco stockholders vote:

FOR the proposal to adopt the merger agreement;

FOR the proposal to approve the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement); and

FOR the proposal to approve, by non-binding advisory vote, certain compensation arrangements for Medco s named executive officers in connection with the mergers contemplated by the merger agreement.

See The Mergers Recommendation of the Medco board; Medco s Reasons for the Merger beginning on page 86.

Medco stockholders should carefully read this joint proxy statement/prospectus in its entirety for more detailed information concerning the merger agreement, the proposed transactions and certain compensation arrangements for Medco s named executive officers in connection with the mergers. In addition, Medco stockholders are directed to the merger agreement, which is attached as Annex A to this joint proxy statement/prospectus.

Record Date; Shares Entitled to Vote

Only holders of record of shares of Medco common stock at the close of business on the Medco record date (November 4, 2011) will be entitled to vote shares held at that date at the Medco special meeting or any adjournments or postponements thereof. Each outstanding share of Medco common stock entitles its holder to cast one vote.

As of the Medco record date, there were 387,152,813 shares of Medco common stock, par value $0.01 per share, outstanding and entitled to vote at the Medco special meeting.

Quorum

The presence, in person or represented by proxy, of holders of one-third of the Medco common stock issued and outstanding and entitled to vote at the Medco special meeting constitutes a quorum. In the absence of a quorum, the chairman of the special meeting or the holders of a majority of the Medco common stock issued and outstanding and entitled to vote at the special meeting, present in person or represented by proxy, will have power to adjourn the special meeting. As of the record date for the Medco special meeting, 129,050,938 shares of Medco common stock will be required to achieve a quorum.

Holders of shares of Medco common stock present in person at the Medco special meeting but not voting, and shares of Medco common stock for which Medco has received proxies indicating that their holders have abstained, will be counted as present at the Medco special meeting for purposes of determining whether a quorum is established.

Under the rules that govern brokers who have record ownership of shares that are held in street name for their clients, the beneficial owners of the shares, brokers have discretion to vote these shares on routine matters but not on non-routine matters. The adoption of the merger agreement is not considered a routine matter. Accordingly, brokers will not have discretionary voting authority to vote your shares on that matter at the Medco special meeting. A broker non-vote occurs when brokers do not have discretionary voting authority and have not received instructions from the beneficial owners of the shares on a particular non-routine matter. A broker will not be permitted to vote on the proposal to adopt the merger agreement without instruction from the beneficial owner of the shares of Medco common stock held by that broker. Accordingly, shares of Medco common stock beneficially owned that have been designated on proxy cards by the broker, bank or nominee as not voted on the proposal to adopt the merger agreement (broker non-vote) will have the same effect as a vote **AGAINST** the proposal to adopt the merger agreement. Broker non-votes, if any, will be counted for purposes of determining whether a quorum exists at the special meeting. If you hold shares of Medco stock through a broker, bank or other organization with custody of your shares, follow the voting instructions you receive from that organization.

Vote Required

Proposal to Adopt the Merger Agreement by Medco stockholders: Adopting the merger agreement requires the affirmative vote of holders of a majority of the shares of Medco common stock outstanding and entitled to vote. **Accordingly, a Medco stockholder s failure to submit a proxy card or to vote in person at the special meeting, an abstention from voting, or the failure of a Medco stockholder who holds his or her shares in street name through a broker or other nominee to give voting instructions to such broker or other nominee, will have the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

Proposal to Adjourn the Medco Special Meeting by Medco stockholders: Approving the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement) requires the affirmative vote of holders of a majority of the shares of Medco common stock present, in person or represented by proxy, at the special meeting and entitled to vote on the adjournment proposal. **Accordingly, abstentions will have the same effect as a vote AGAINST the proposal to adjourn the special meeting, while broker non-votes and shares not in attendance at the special meeting will have no effect on the outcome of any vote to adjourn the special meeting.**

Proposal Regarding Certain Medco Merger-related Executive Compensation Arrangements: In accordance with Section 14A of the Exchange Act, Medco is providing stockholders with the opportunity to approve, by non-binding, advisory vote, certain compensation payments for Medco s named executive officers in connection with the mergers, as reported in the section of this joint proxy statement/prospectus entitled Advisory Vote on Merger-related Compensation for Medco Named Executive Officers beginning on page 182. Approving this merger-related executive compensation requires the affirmative vote of holders of a majority of the shares of Medco common stock present, in person or represented by proxy, at the special meeting and entitled to vote on the proposal to approve such merger-related compensation. **Accordingly, abstentions will have the same effect as a vote AGAINST the proposal to approve the merger-related executive compensation, while broker non-votes and shares not in attendance at the special meeting will have no effect on the outcome of any vote to approve the merger-related executive compensation.**

Voting by Medco s Directors and Executive Officers

As of the Medco record date, Medco s directors and executive officers and certain of their affiliates beneficially owned 5,802,509 shares of Medco common stock entitled to vote at the Medco special meeting. This represents approximately 1.5% in voting power of the outstanding shares of Medco common stock entitled to be cast at the Medco special meeting. Each Medco director and executive officer and certain of their affiliates has indicated his or her present intention to vote, or cause to be voted, the shares of Medco common stock owned by him or her for the proposal to adopt the merger agreement. As of the Medco record date, Medco did not beneficially own any shares of Medco common stock.

How to Vote

Stockholders may vote using any of the following methods:

By telephone or on the Internet

You can vote by calling the toll-free telephone number on your proxy card. Please have your proxy card handy when you call. Easy-to-follow voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded.

The website for Internet voting is www.proxyvote.com. Please have your proxy card handy when you go online. As with telephone voting, you can confirm that your instructions have been properly recorded. If you vote on the Internet, you also can request electronic delivery of future proxy materials.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day beginning on or about November 18, 2011, and will close at 11:59 p.m. Eastern time on December 20, 2011. The availability of telephone and Internet voting for beneficial owners will depend on the voting processes of your broker, bank or other holder of record. Therefore, Medco recommends that you follow the voting instructions in the materials you receive.

If you vote by telephone or on the Internet, you do not need to return your proxy card.

By mail

If you received your special meeting materials by mail, you may complete, sign and date the proxy card or voting instruction card and return it in the prepaid envelope. If you are a stockholder of record and you return your signed proxy card but do not indicate your voting preferences, the persons named in the proxy card will vote the shares represented by that proxy as recommended by the Medco board.

In person at the special meeting

All Medco stockholders as of the Medco record date may vote in person at the special meeting. You may also be represented by another person at the Medco special meeting by executing a proper proxy designating that person. If you are a beneficial owner of Medco shares, you must obtain a legal proxy from your broker, bank or other holder of record and present it to the inspectors of election with your ballot to be able to vote at the special meeting.

By granting a proxy or submitting voting instructions

You may vote by granting a proxy or, for shares held in street name, by submitting voting instructions to your bank, broker or other holder of record.

Voting of Proxies

If you vote by Internet, by telephone or by completing, signing, dating and mailing your proxy card or voting instruction card, your shares will be voted in accordance with your instructions. If you are a stockholder of record and you sign, date and return your proxy card but do not indicate how you want to vote or do not indicate that you wish to abstain, your shares will be voted **FOR** the proposal to adopt the merger agreement, **FOR** the proposal to adjourn the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement) and **FOR** the proposal to approve, by non-binding advisory vote, certain compensation arrangements for Medco s named executive officers in connection with the mergers, and in the discretion of the proxyholders on any other matter that may properly come before the meeting at the discretion of the Medco board.

Revoking Your Proxy

If you are a stockholder of record, you may revoke your proxy at any time before it is voted at the Medco special meeting. To do this, you must:

- enter a new vote by telephone, over the Internet, or by signing and returning another proxy card at a later date;
- provide written notice of the revocation to our Corporate Secretary or deliver another duly executed proxy or voter instruction form dated subsequent to the date thereof to the addressee named in the proxy or voter instruction form; or
- attend the Medco special meeting and vote in person.

If your shares are held in street name, you must contact your broker or nominee to revoke and vote your proxy.

Attending the Special Meeting

Only Medco stockholders of record, or beneficial owners of Medco common stock, as of the record date, may attend the special meeting in person. You will need an admission ticket or proof of ownership to enter the special meeting. An admission ticket is attached to your proxy card if you hold shares directly in your name as a stockholder of record. If you plan to attend the Medco special meeting, please vote your proxy, but keep the admission ticket and bring it with you to the special meeting.

If your shares are held beneficially in the name of a broker, bank or other holder of record, you must present proof of your ownership of Medco common stock, such as a bank or brokerage account statement, to be admitted to the special meeting. Please note that if you plan to attend the special meeting in person and would like to vote there, you will need to bring a legal proxy from your broker, bank or other holder of record as explained above. If your shares are held beneficially and you would rather have an admission ticket, you can obtain one in advance by mailing a written request, along with proof of your ownership of Medco common stock, to:

Investor Relations Department
Medco Health Solutions, Inc.
100 Parsons Pond Drive, Mail Stop F3-3
Franklin Lakes, New Jersey 07417

Stockholders also must present a form of photo identification, such as a driver s license, in order to be admitted to the special meeting. **No cameras, recording equipment, large bags or packages will be permitted in the special meeting.**

Confidential Voting

Proxy instructions, ballots and voting tabulations that identify individual Medco stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within Medco or to third parties, except: (i) as necessary to meet applicable legal requirements, (ii) to allow for the tabulation of votes and certification of the vote and (iii) to facilitate a successful proxy solicitation. Occasionally, stockholders provide written comments on their proxy cards. All comments received are then forwarded to Medco s management.

Stockholders Sharing an Address

Medco has adopted a procedure approved by the SEC called householding. Under this procedure, beneficial stockholders who have the same address and last name and who do not participate in electronic delivery or Internet access of proxy materials will receive only one copy of stockholder documents unless one or more of these stockholders notifies Medco that they wish to continue receiving individual copies. This procedure is designed to reduce duplicate mailings and save significant printing and processing costs, as well as natural resources. Each stockholder who participates in householding will continue to receive a separate proxy card. Your consent to householding is perpetual unless you withhold or revoke it. You may revoke your consent at any time by contacting Broadridge Financial Solutions, Inc., either by calling toll-free at (800) 542-1061, or by writing to Broadridge Financial Solutions, Inc. Householding Department, 51 Mercedes Way, Edgewood, New York 11717. You will be removed from the householding program within 30 days of receipt of your response, after which you will receive an individual copy of the stockholder documents.

Solicitation of Proxies

Medco is soliciting proxies for the Medco special meeting from Medco stockholders. Medco has also retained D.F. King & Co., Inc. to solicit proxies for the special meeting from Medco stockholders for a fee of approximately $15,000, plus reasonable out-of-pocket expenses. Medco will bear the entire cost of soliciting proxies from Medco stockholders, except that Medco and Express Scripts will share equally the expenses incurred in connection with the printing and mailing of this joint proxy statement/prospectus and filing all soliciting materials with the SEC. In addition to this mailing, Medco s directors, officers and employees (who will not receive any additional compensation for such services) may solicit proxies. Solicitation of proxies will be undertaken through the mail, in person, by telephone, the Internet and videoconference.

Medco may also reimburse brokerage houses and other custodians, nominees and fiduciaries for their expenses for forwarding proxy and solicitation materials to the beneficial owners of Medco common stock and in obtaining voting instructions from such beneficial owners.

Other Business

There are no other matters that the Medco board intends to present, or has reason to believe others will present, at the Medco special meeting. If you have returned your signed and completed proxy card and other matters are properly presented for voting at the special meeting, the proxy committee appointed by the Medco board (the persons named in your proxy card if you are a stockholder of record) will have the discretion to vote on those matters for you. For additional information on how business can be brought before a meeting, see Bylaw 2.10 of Medco s bylaws.

Assistance

If you need assistance in completing your proxy card or have questions regarding Medco s special meeting, please contact D.F. King & Co., Inc., the proxy solicitation agent for Medco, by mail at 48 Wall Street, 22nd Floor, New York, NY 10005, by telephone at (800) 967-4612 (toll free) or (212) 269-5500 (collect), or by e-mail at medco@dfking.com.

THE EXPRESS SCRIPTS SPECIAL MEETING

This section contains information about the special meeting of Express Scripts stockholders that has been called to consider and adopt the merger agreement and to approve the adjournment of the Express Scripts special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement).

This joint proxy statement/prospectus is being furnished to the stockholders of Express Scripts in connection with the solicitation of proxies by the Express Scripts board for use at the Express Scripts special meeting. Express Scripts is first mailing this joint proxy statement/prospectus and accompanying proxy card to its stockholders on or about November 18, 2011.

Date, Time and Place

A special meeting of the stockholders of Express Scripts will be held at the principal executive offices of Express Scripts, One Express Way, Saint Louis, Missouri 63121 on December 21, 2011, at 7:30 a.m., Central time, unless the special meeting is adjourned or postponed.

Purpose

At the special meeting, Express Scripts stockholders will be asked to consider and vote upon the following matters:

a proposal to adopt the merger agreement; and

a proposal to approve the adjournment of the Express Scripts special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement).

Had the transaction been structured as a direct acquisition of Medco by Express Scripts, Express Scripts stockholders would have been required to vote to authorize the issuance of shares of Express Scripts. In the holding company structure contemplated by the merger agreement, the shares will instead be issued by New Express Scripts.

Recommendation of the Express Scripts Board

The Express Scripts board has unanimously (i) approved the merger agreement and the consummation of the transactions contemplated by the merger agreement upon the terms and subject to the conditions set forth in the merger agreement, (ii) determined that the terms of the Express Scripts merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Express Scripts and its stockholders, (iii) directed that the merger agreement be submitted to Express Scripts stockholders for adoption, (iv) recommended that Express Scripts stockholders adopt the merger agreement and (v) declared that the merger agreement is advisable.

The Express Scripts board unanimously recommends that Express Scripts stockholders vote:

FOR the proposal to adopt the merger agreement; and

FOR the proposal to approve the adjournment of the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement).

See The Mergers Recommendation of the Express Scripts Board; Express Scripts Reasons for the Mergers beginning on page 105.

Express Scripts stockholders should carefully read this joint proxy statement/prospectus in its entirety for more detailed information concerning the merger agreement and the proposed transactions. In addition, Express Scripts stockholders are directed to the merger agreement, which is attached as Annex A to this joint proxy statement/prospectus.

Record Date; Shares Entitled to Vote

Only holders of record of shares of Express Scripts common stock at the close of business on the Express Scripts record date (November 4, 2011) will be entitled to vote shares held at that date at the Express Scripts special meeting or any adjournments or postponements thereof. Each outstanding share of Express Scripts common stock entitles its holder to cast one vote.

As of the Express Scripts record date, there were 485,490,309 shares of Express Scripts common stock, par value $0.01 per share, outstanding and entitled to vote at the Express Scripts special meeting.

Quorum

Holders of a majority in voting power of the Express Scripts common stock issued and outstanding and entitled to vote at the Express Scripts special meeting, present in person or represented by proxy, constitute a quorum. In the absence of a quorum a majority of the Express Scripts stockholders, present in person or represented by proxy will have power to adjourn the special meeting. As of the record date for the Express Scripts special meeting, 242,745,155 shares of Express Scripts common stock will be required to achieve a quorum.

Holders of shares of Express Scripts common stock present in person at the Express Scripts special meeting but not voting, and shares of Express Scripts common stock for which Express Scripts has received proxies indicating that their holders have abstained, will be counted as present at the Express Scripts special meeting for purposes of determining whether a quorum is established.

Under the rules that govern brokers who have record ownership of shares that are held in street name for their clients, the beneficial owners of the shares, brokers have discretion to vote these shares on routine matters but not on non-routine matters. The adoption of the merger agreement is not considered a routine matter. Accordingly, brokers will not have discretionary voting authority to vote your shares on that matter at the Express Scripts special meeting. A broker non-vote occurs when brokers do not have discretionary voting authority and have not received instructions from the beneficial owners of the shares. A broker will not be permitted to vote on the proposal to adopt the merger agreement without instruction from the beneficial owner of the shares of Express Scripts common stock held by that broker. Accordingly, shares of Express Scripts common stock beneficially owned that have been designated on proxy cards by the broker, bank or nominee as not voted (broker non-vote) will have the same effect as a vote **AGAINST** the proposal to adopt the merger agreement. Broker non-votes, if any, will be counted for purposes of determining whether a quorum exists at the special meeting.

Vote Required

Proposal to Adopt the Merger Agreement by Express Scripts stockholders: Adopting the merger agreement requires the affirmative vote of holders of a majority of the shares of Express Scripts common stock outstanding and entitled to vote. **Accordingly, an Express Scripts stockholder s failure to submit a proxy card or to vote in person at the special meeting, an abstention from voting, or the failure of an Express Scripts stockholder who holds his or her shares in street name through a broker or other nominee to give voting instructions to such broker or other nominee, will have the same effect as a vote AGAINST the proposal to adopt the merger agreement.**

Proposal to Adjourn the Express Scripts Special Meeting by Express Scripts stockholders: Approving the adjournment of the special meeting by stockholders (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement) requires the affirmative vote of holders of a majority of the shares of Express Scripts common stock present in person or represented by proxy at the special meeting and entitled to vote on the adjournment proposal, regardless of whether a quorum is present. **Accordingly, abstentions will have the same effect as a vote AGAINST the proposal to adjourn the special meeting, while broker non-votes and shares not in attendance at the special meeting will have no effect on the outcome of any vote to adjourn the special meeting.**

Voting by Express Scripts Directors and Executive Officers

As of the Express Scripts record date, Express Scripts directors and executive officers and certain of their affiliates beneficially owned 3,677,764 shares of Express Scripts common stock entitled to vote at the Express Scripts special meeting. This represents approximately less than 1% in voting power of the outstanding shares of Express Scripts common stock entitled to be cast at the Express Scripts special meeting. Each Express Scripts director and executive officer and certain of their affiliates has indicated his or her present intention to vote, or cause to be voted, the shares of Express Scripts common stock owned by him or her for the proposal to adopt the merger agreement. As of the Express Scripts record date, Express Scripts did not beneficially own any shares of Express Scripts common stock.

How to Vote

If you are a stockholder of record (that is, if your shares of Express Scripts common stock are registered in your name with American Stock Transfer & Trust Company, Express Scripts transfer agent), there are four ways you can vote:

By attending the special meeting and voting in person by ballot;

By visiting the Internet at www.proxyvote.com;

By calling toll-free (within the U.S. or Canada) 1-800-690-6903; or

By completing, dating, signing and returning the enclosed proxy card in the accompanying prepaid reply envelope.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day beginning on or about November 18, 2011 and will close at 11:59 p.m. (Eastern time) on December 20, 2011. Submitting a proxy over the Internet or by telephone is convenient, saves on postage and mailing costs and is recorded immediately, minimizing risk that postal delays may cause votes to arrive late and therefore not be counted. Stockholders who attend the Express Scripts special meeting may vote in person, and any previously submitted proxies will be superseded by the vote cast at the Express Scripts special meeting.

Shares that are held in a brokerage account in the name of the broker are said to be held in street name. Stockholders who hold their shares in street name will need to obtain a voting instruction card from the institution that holds their shares and must follow the voting instructions given by that institution. Stockholders who hold shares in street name and wish to vote at the Express Scripts special meeting must obtain a legal proxy form from the institution that holds their shares and bring that proxy to the Express Scripts special meeting.

Voting of Proxies

If you vote by Internet, by telephone or by completing, signing, dating and mailing your proxy card or voting instruction card, your shares will be voted in accordance with your instructions. If you are a stockholder of record and you sign, date and return your proxy card but do not indicate how you want to vote or do not indicate that you wish to abstain, your shares will be voted **FOR** the proposal to adopt the merger agreement and **FOR** the proposal to adjourn the special meeting (if it is necessary or appropriate to solicit additional proxies if there are not sufficient votes to adopt the merger agreement).

Revoking Your Proxy

If you are a stockholder of record, you may revoke your proxy at any time before it is voted at the Express Scripts special meeting. To do this, you must:

enter a new vote by telephone, over the Internet, or by signing and returning another proxy card at a later date;

provide written notice of the revocation to our Corporate Secretary or deliver another duly executed proxy or voter instruction form dated subsequent to the date thereof to the addressee named in the proxy or voter instruction form; or attend the Express Scripts special meeting and vote in person.

If your shares are held in street name, you must contact your broker or nominee to revoke and vote your proxy.

Attending the Special Meeting

All Express Scripts stockholders as of the close of business on the record date may attend the Express Scripts special meeting but must have an admission ticket. If you are a stockholder of record, the ticket attached to the proxy card will admit you and one guest. If you are a beneficial owner of Express Scripts shares, you may request a ticket by writing to the Office of the Secretary, One Express Way, Saint Louis, Missouri 63121 or by faxing your request to 866-230-8345. You must provide evidence of your ownership of shares with your ticket request, which you can obtain from your broker, bank or nominee. Express Scripts encourages you or your broker to fax your ticket request and proof of ownership in order to avoid any mail delays. **No cameras, recording equipment, large bags or packages will be permitted in the special meeting.**

Confidential Voting

As a matter of policy, Express Scripts keeps confidential proxies, ballots and voting tabulations that identify individual stockholders. Such documents are available for examination only by the inspector of election and certain of Express Scripts employees and Express Scripts transfer agent and proxy solicitor who are associated with processing proxy cards and tabulating the vote. The vote of any stockholder is not disclosed except in a contested proxy solicitation or as may be necessary to meet legal requirements.

Stockholders Sharing an Address

Express Scripts may send a single set of stockholder documents to any household at which two or more stockholders reside. This process is called householding. This reduces the volume of duplicate information received at your household and helps us to reduce costs. Your materials may be householded based on your prior express or implied consent. If your materials have been householded and you wish to receive separate copies of these documents, or if you are receiving duplicate copies of these documents and wish to have the information householded, you may write or call our Investor Relations department at the following address or phone number: Express Scripts, Inc., One Express Way, Saint Louis, Missouri 63121, Investor Relations, telephone number (314) 810-3123.

Solicitation of Proxies

Express Scripts is soliciting proxies for the Express Scripts special meeting from Express Scripts stockholders. Express Scripts has also retained MacKenzie Partners Inc. to solicit proxies for the special meeting from Express Scripts stockholders for a fee of $50,000 plus reasonable out-of-pocket expenses. Express Scripts will bear the entire cost of soliciting proxies from Express Scripts stockholders, except that Express Scripts and Medco will share equally the expenses incurred in connection with the printing and mailing of this joint proxy statement/prospectus and filing all soliciting materials with the SEC. In addition to this mailing, Express Scripts directors, officers and employees (who will not receive any additional compensation for such services) may solicit proxies. Solicitation of proxies will be undertaken through the mail, in person, by telephone, the Internet and videoconference.

Express Scripts will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to the beneficial owners of Express Scripts common stock.

Other Business

The Express Scripts board is not aware of any other business to be acted upon at the special meeting. For additional information on how business can be brought before a meeting, see Bylaw 1.12 of Express Scripts bylaws.

Assistance

If you need assistance in completing your proxy card or have questions regarding Express Scripts special meeting, please contact MacKenzie Partners Inc. by mail at 105 Madison Avenue, New York, NY 10016, by telephone at (800) 322-2885 (toll free) or (212) 929-5500 (collect), or by email at proxy@mackenziepartners.com.

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THE MERGERS

General

On July 20, 2011, the Medco board and the Express Scripts board each approved the merger agreement, attached hereto as Annex A which provides for two separate mergers involving Express Scripts and Medco, respectively. First, the merger agreement provides for Express Scripts Merger Sub, a wholly owned subsidiary of New Express Scripts, to merge with and into Express Scripts, with Express Scripts surviving the merger as a wholly owned subsidiary of New Express Scripts. Second, immediately following the consummation of the Express Scripts merger, the merger agreement provides for the merger of Medco Merger Sub, another wholly owned subsidiary of New Express Scripts, with and into Medco, with Medco surviving the merger as a wholly owned subsidiary of New Express Scripts. As a result of the mergers, both of the surviving entities of the Express Scripts merger and the Medco merger will become wholly owned subsidiaries of New Express Scripts, which will be a publicly traded corporation. On November 7, 2011, Express Scripts, New Express Scripts, Medco and the Merger Subs entered into the first amendment to the merger agreement. You are encouraged to read the merger agreement and the first amendment to the merger agreement in their entirety because they are the legal documents that govern the mergers.

At the effective time of the Medco merger, each share of Medco common stock (other than Medco excluded shares) will be converted into (i) the right to receive $28.80 in cash, without interest and (ii) 0.81 shares of validly issued, fully paid and non-assessable of New Express Scripts common stock. At the effective time of the Express Scripts merger, each outstanding share of Express Scripts common stock (other than Express Scripts excluded shares) will be converted into one share of New Express Scripts common stock.

Background of the Mergers

The management and boards of directors of Express Scripts and Medco have regularly reviewed their respective companies results of operations and competitive positions in the industries in which they respectively operate as well as the strategic options of their respective businesses in light of economic and regulatory conditions, among other things, including whether the continued execution of their respective strategies as stand-alone companies or the possible sale to, or a combination with, a third party offers the best avenue to enhance stockholder value.

From time to time, these reviews of strategic options have led representatives of Medco and Express Scripts to consider and discuss the possibility of a business combination involving Express Scripts and Medco. In 2006, representatives of Express Scripts and representatives of Medco held preliminary discussions regarding a potential business combination transaction involving the companies. In connection with such discussions, Express Scripts and Medco entered into a mutual confidentiality agreement in November 2006. This confidentiality agreement expired in accordance with its terms in November 2009. Following these 2006 meetings, representatives of the two companies occasionally contacted each other to discuss whether the parties should re-explore a potential business combination; however, such preliminary discussions regarding any such business combination did not proceed further.

In connection with Medco senior management s and board of directors ongoing review of Medco s strategic direction, the evolving competitive landscape, and the need to respond proactively to healthcare reform initiatives, beginning in early February 2011, the Medco board determined to undertake a comprehensive review of strategic alternatives to Medco s stand-alone business plan. The strategic review was conducted over the course of nine meetings of the Medco board and the Mergers and Acquisitions Committee of the Medco board, which we refer to as the Medco M&A committee, held between February 1, 2011 and July 20, 2011. As part of the strategic review, the Medco board and the Medco M&A committee, assisted by Medco s senior management team and Medco s financial advisors, J.P. Morgan Securities LLC, which we refer to as J.P. Morgan, and Lazard Frères & Co. LLC, which we refer to as Lazard, and

Medco s legal advisors, reviewed (among other things) competition in the pharmacy benefit management sector generally, the status of relationships with key Medco customers, valuation trends for Medco and its competitors and the potential strategic actions that Medco and Medco s competitors could be expected to pursue in the near-, medium- and long-term future, including potential business combinations and other potential strategic transactions. The Medco board and the Medco M&A committee, assisted by Medco s senior management and J.P. Morgan and Lazard, and Medco s legal advisors, reviewed and analyzed a number of potential internal strategic measures and external strategic transactions that were potentially available to Medco, as well as Medco s stand-alone business plan and evolving changes and potential changes in the pharmacy benefits management industry, and considered the feasibility and potential benefits and risks of each such possible measure or transaction, including any regulatory risks that could be associated therewith. In particular, the Medco board and the Medco M&A committee considered the possibility of acquiring certain other companies, combining Medco with certain other companies and potential joint venture transactions with certain other companies. In connection with their review of transactions in which Medco could be combined with other companies, the Medco board and the Medco M&A committee considered, with their financial and legal advisors, the likelihood that such companies would have an interest in such a transaction, the regulatory aspects of such a transaction and the potential synergies and other factors affecting the consideration that such other parties could be prepared to pay. In particular, the Medco M&A committee and Medco s management and its financial and antitrust advisors conducted financial and antitrust analyses of potential business combination transactions between Medco and each of CVS Caremark and United Healthcare. The Medco board and the Medco M&A committee also discussed the current state of capital markets, interest rates and the potential reception by the equity markets in response to further consolidation that could be caused by some of the strategic transactions considered.

Throughout the strategic review process, senior management of Medco kept the Medco board and the Medco M&A committee apprised of the status of the negotiations between United Healthcare and Medco regarding the renewal of Medco s contract to provide pharmacy benefits management services to United Healthcare or other strategic business arrangements, and the Medco board and the Medco M&A committee considered throughout the strategic review process the likelihood that such negotiations would lead to a mutually satisfactory agreement. Discussions with respect to a renewal of the United Healthcare contract or an alternative arrangement took place with United Healthcare before the merger agreement was executed.

Over the course of the strategic review, the analysis conducted by the Medco board and the Medco M&A committee of all feasible alternatives led to the conclusion that the option that offered the best strategic alternative for delivering value to Medco s stockholders was a combination of Medco with Express Scripts. Among the reasons for this were management s expectation that the merger with Express Scripts had the potential to deliver over $1 billion in annual synergies, the improbability of any other third party in the pharmacy benefits management industry having the financial resources to offer a more attractive alternative to Medco than a potential combination with Express Scripts, and the fact that Medco s standalone plan and all feasible acquisitions of third-parties by Medco appeared to have less potential to deliver synergies, premium and accretion value to Medco s stockholders than a combination with Express Scripts. The Medco board and the Medco M&A committee also considered the risks to Medco of potential transactions that could occur in the near- and medium-term between Express Scripts and other parties in the pharmacy benefits management industry, including the risks to Medco s position with respect to its current and potential future customers and suppliers. At a June 8, 2011 meeting of the Medco M&A committee, it was the opinion of the Medco M&A committee that it was then the appropriate time to initiate contact with Express Scripts regarding a potential transaction and, accordingly, the Medco M&A committee determined to discuss this matter with the full Medco board.

At a Medco board meeting held on June 9, 2011, the Medco board, after detailed review and discussion of the status and results of Medco s strategic review, authorized Medco s chief executive officer, Mr. David B. Snow, Jr., to contact Express Scripts chief executive officer, Mr. George Paz, to discuss the possibility of a business combination transaction between Express Scripts and Medco.

On June 10, 2011, Mr. Snow telephoned Mr. Paz to discuss the possibility of a business combination transaction. Mr. Paz indicated that Express Scripts would be interested in having further discussions regarding a potential transaction. During this preliminary discussion between Mr. Paz and Mr. Snow, the specific pricing terms and proposed structure terms of any potential transaction were not discussed but the parties discussed that the potential transaction would take the form of an acquisition of Medco by Express Scripts. Mr. Snow and Mr. Paz agreed that the general counsel of Express Scripts, Mr. Keith Ebling, and the general counsel of Medco, Mr. Thomas Moriarty, should discuss the initial process for Medco and Express Scripts to consider the potential transaction. Later that day, Mr. Moriarty telephoned Mr. Ebling to discuss the initial process by which Medco and Express Scripts could evaluate the potential transaction, including the need to analyze the regulatory considerations relevant to a business combination and the need for a mutual confidentiality agreement. Subsequent to this discussion, Mr. Ebling informed representatives of Skadden, Arps, Slate, Meagher & Flom LLP, outside counsel to Express Scripts, which we refer to as Skadden, that Express Scripts had been approached by Medco and Express Scripts management was considering a potential transaction involving Medco.

On June 11, 2011, Mr. Moriarty delivered a draft mutual confidentiality agreement to Mr. Ebling. In the days following this delivery, representatives of management of each company, including Messrs. Ebling and Moriarty, as well as Skadden, acting on behalf of Express Scripts, and Sullivan & Cromwell LLP, outside counsel to Medco, which we refer to as Sullivan & Cromwell, acting on behalf of Medco, negotiated the terms of such mutual confidentiality agreement to permit the parties to determine whether they wished to proceed towards a transaction. During the course of these discussions, the companies determined that the standstill provisions included in the initial draft of the mutual confidentiality agreement would best be addressed at a later date, but, in any event, prior to either company making available any significant, business-related confidential information. Messrs. Ebling and Moriarty also discussed the need for the parties respective antitrust legal advisors to discuss their analyses regarding the potential transaction. The mutual confidentiality agreement was executed by the companies on June 14, 2011.

On June 15, 2011, Messrs. Snow, Paz, Moriarty and Ebling met at the offices of Dechert LLP, which we refer to as Dechert, antitrust counsel to Medco, in Washington, D.C. and discussed each party s interest in a transaction and the general manner in which such discussions should proceed. At such meeting, the parties agreed to make certain materials available through an online data room and to make other, potentially competitively sensitive materials available pursuant to a customary clean-room arrangement. Following this discussion, Messrs. Moriarty and Ebling and representatives of Dechert and Skadden had discussions regarding the potential transaction, including the regulatory approval process and the filings that would be involved in connection with any potential business combination. Representatives of Dechert and Skadden continued to confer throughout the negotiation of the potential transaction.

During this period, Mr. Paz made individual telephone calls to the members of the Express Scripts board and briefed each on the fact that Express Scripts had been approached by Medco. In the course of these discussions, Mr. Paz indicated to the directors that Express Scripts management would keep the Express Scripts board apprised of the progress of discussions with Medco, as well as of other strategic initiatives as they may develop. Members of the Express Scripts board informed Mr. Paz that management of Express Scripts should continue to explore the potential transaction with Medco. Mr. Paz also informed certain members of Express Scripts senior staff of the potential business combination involving Medco throughout this period.

During the period beginning on June 21, 2011 and extending through the date of the execution of the merger agreement, the parties conducted business due diligence investigations with respect to each other s business, legal, regulatory, technology and other matters and held discussions concerning their respective businesses and prospects and the potential synergies and commercial benefits that could result from the potential transaction. In addition, during that period, a number of meetings of the Express Scripts board and its senior management, and of the Medco board, the Medco M&A committee and the Medco senior management, were held, as more fully described throughout this section.

On June 22, 2011, members of Medco s and Express Scripts senior management teams, including Mr. Richard Rubino, the chief financial officer of Medco, Mr. Jeffrey Hall, the chief financial officer of Express Scripts, and Messrs. Ebling and Moriarty, discussed by telephone the potential transaction. In addition, Messrs. Moriarty and

Ebling discussed the need for a mutual standstill and exclusivity agreement as a condition to Medco s provision of additional due diligence information to Express Scripts in response to Express Scripts requests.

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In late June 2011, Express Scripts contacted Credit Suisse to discuss Credit Suisse s ability to act as Express Scripts financial advisor in connection with the potential transaction and to develop a proposal with respect to the financing of any such transaction, including making a determination as to whether any additional financing sources would be required in connection with such financing arrangements. Express Scripts selected Credit Suisse because of Credit Suisse s qualifications, experience, reputation and familiarity with Express Scripts, its business and industry, evidenced by Credit Suisse s providing prior investment banking and other financial services to Express Scripts unrelated to the potential transaction including, among other engagements, acting as (i) joint book-running manager for a $1.5 billion senior notes offering, a $2.5 billion senior notes offering and an approximately $1.6 billion common stock offering of Express Scripts, (ii) financial advisor to Express Scripts in connection with Express Scripts $4.675 billion acquisition of the NextRx pharmacy benefit management services business of WellPoint, Inc. and lead arranger for a related bridge term loan financing undertaken by Express Scripts in connection therewith, (iii) joint lead arranger and joint book-running manager for, or administrative agent for and lender under, an existing $750 million revolving credit facility of Express Scripts and (iv) financial advisor to Express Scripts and co-dealer manager in connection with the Express Scripts exchange offer for Caremark Rx, Inc.

On June 28 and 29, 2011, at a regularly scheduled meeting of the Express Scripts board, members of Express Scripts senior management discussed with the Express Scripts board the potential business combination involving Medco, including the possible next steps relating thereto. The Express Scripts board discussed at length the benefits and drawbacks of pursuing the proposed transaction, including potential synergies which, in the opinion of senior management, could be achieved through the potential transaction, as well as the regulatory approvals required to consummate the potential transaction. After discussion, the Express Scripts board directed management to move forward with discussions with Medco regarding a potential transaction. Following the meeting, representatives of Express Scripts management directed Skadden to prepare a draft merger agreement relating to the proposed transaction.

On June 30, 2011, members of senior management of Medco and Express Scripts, including Messrs. Rubino, Hall and Ebling met in person in Columbus, Ohio to discuss, among other things, the parties views on valuation generally, including the possibility of premiums in the range of 20% to 30% of the then-current market price of Medco s common stock, the terms of a mutual standstill and exclusivity agreement and other key transaction matters.

Also on June 30, 2011, the Medco M&A committee met telephonically to review the status of discussions between the parties concerning the potential transaction. Members of senior management were in attendance and updated the Medco M&A committee concerning the status of the discussions, including with respect to the views on price, premium and estimated synergies that had been expressed by Express Scripts to members of Medco senior management. The Medco M&A committee also discussed with management the status of negotiations with Express Scripts regarding the entry into a mutual standstill and exclusivity agreement. The Medco M&A committee also discussed management s expectations regarding synergies and certain transaction terms, including the mix of stock and cash consideration, and the likelihood of any third parties being prepared to offer a more attractive alternative. Following such discussions, the Medco M&A committee authorized management to proceed with negotiating and entering into a mutual standstill and exclusivity agreement with Express Scripts in order to continue due diligence and discussions with Express Scripts regarding the potential transaction. Additionally, on June 30, 2011, Skadden, acting on behalf of Express Scripts, provided Sullivan & Cromwell, acting on behalf of Medco, with a draft of such mutual standstill and exclusivity agreement.

Express Scripts views with respect to valuation and the appropriate mix of consideration were based, among other factors, on a desire to include a significant cash component in the consideration to be paid to Medco stockholders, resulting in Express Scripts current stockholders maintaining a majority of the equity holdings in New Express Scripts, the ability of New Express Scripts to maintain an investment grade rating and the optimization of the financing arrangements available to Express Scripts and New Express Scripts in the financial markets.

On July 1, 2011, Messrs. Rubino and Hall discussed by telephone the potential synergies that could result from the potential transaction, and the valuation and potential Medco merger consideration. On the same date, Messrs. Ebling and Moriarty telephonically discussed the terms of a proposed standstill and exclusivity agreement between Express Scripts and Medco.

From July 1 through July 4, 2011, Mr. Ebling and Mr. Moriarty discussed by telephone on several occasions the terms of a mutual standstill and exclusivity agreement. In addition, Sullivan & Cromwell and Skadden had discussions regarding the terms of the mutual standstill and exclusivity agreement during that period.

During the week of July 4 to July 9, 2011, the parties continued to discuss, via telephone conversations and email exchanges, among other things, the due diligence process, the parties respective financial positions and operations, the possible benefits and risks of a combination and the course of action for further analysis of potential synergies that could result from the potential transaction.

On July 5, 2011, members of Express Scripts and Medco s senior management, including Messrs. Hall, Ebling, Rubino and Moriarty, met in Short Hills, New Jersey to further discuss the businesses of the companies, the basis of Express Scripts valuation of Medco common stock, the appropriate mix of stock and cash consideration to be paid in connection with the mergers, the regulatory approvals required to consummate the mergers and the overall timeline for proceeding with the potential transaction. Immediately preceding this meeting, Express Scripts and Medco entered into the mutual exclusivity and standstill agreement, pursuant to which each party agreed not to solicit third party proposals from, or provide confidential information to, certain third parties with respect to mergers or acquisitions of its capital stock over a certain threshold until August 15, 2011. In addition, the mutual standstill and exclusivity agreement prohibited each of Medco and Express Scripts and certain of their representatives from acquiring or offering to acquire the other s securities or material assets or seeking to influence, change or control the other s management, board of directors, governing instruments or policies until the earlier of March 31, 2012 or the occurrence of certain change of control transactions with respect to either party. The limitations on acquiring ownership of the other party s securities as well as the restrictions on soliciting third party proposals contained in the mutual standstill and exclusivity agreement terminated under certain circumstances specified therein. Prior to the execution of the standstill and exclusivity agreement, limited confidential material was made available between the companies. Also, on July 5, 2011, Express Scripts retained Holland & Knight LLP, which we refer to as Holland & Knight, as its legal counsel for certain health-care and insurance regulatory aspects of the proposed transaction.

Antitrust counsel for each of Medco and Express Scripts executed a written collective interest agreement on July 5, 2011 with respect to the exchange of confidential information.

From July 5 to July 12, 2011, members of senior management of Medco and Express Scripts and their legal advisors discussed on a number of occasions the establishment of, and the detailed access procedures in connection with, a clean room for the exchange and confidential analysis of certain sensitive business data. During the period between July 5, 2011 and July 12, 2011, members of senior management of each of Express Scripts and Medco had numerous discussions regarding the potential pricing of the proposed transaction. At the July 5, 2011 meeting, Medco initially proposed a per share price of $75.00 in a combination of stock and cash consideration, based upon the combined company achieving synergies of approximately $1 billion. After initial discussions, the parties agreed to proceed with further negotiation on the basis of an initial price range which valued Medco common stock between $70.00 and $75.00 per share, subject to Express Scripts satisfactory confirmation of its due diligence investigations. On July 8, 2011, the parties executed a clean room confidentiality agreement detailing the terms, conditions and procedures for the clean room process. As part of the clean room process, Express Scripts and Medco jointly retained a third-party consultant to assist with their analysis of certain business data based on certain sample data selected by Express Scripts and Medco and provided in the clean room. The third party-consultant s activities were limited to the performance of mathematical calculations based on such data and based upon a methodology mutually determined by Express Scripts and Medco.

On July 8, 2011, the Medco board met telephonically to discuss the status and progress of the potential transaction. Together with senior management and Medco s external financial and legal advisors, the Medco board reviewed the chronology of events since the previous Medco board meeting and the various workstreams engaged in the proposed transaction, including the due diligence review, the clean room process, regulatory analysis, and the discussions with Express Scripts regarding synergies, valuation, pricing and premium. Representatives of J.P. Morgan and Lazard discussed with the Medco board preliminary financial analyses of a potential transaction with Express Scripts assuming indicative prices, mixes of stock and cash consideration, synergies and capital structures. Among other things, the Medco board considered and discussed with its financial advisors the proposed leverage (debt to EBITDA) ratio for the combined company, the accretion to Medco stockholders at indicative prices and at different ratios of stock and cash consideration, value creation sensitivities pertaining to the New Express Scripts stock in light of the fact that Medco stockholders would become New Express Scripts stockholders following the mergers, and the value creation sensitivities relative to synergies, price-to-earnings multiples and other variables. In addition, representatives of Sullivan & Cromwell discussed with the Medco board its fiduciary duties and reviewed the process that the Medco board had undertaken to review strategic alternatives. Representatives of Dechert reviewed with the Medco board the process undertaken and information exchanged to date with respect to antitrust matters. Medco and Express Scripts also activated their virtual datarooms for the other party to view on this date.

On July 8, 2011, at a special meeting of the Express Scripts board, members of Express Scripts senior management discussed with the Express Scripts board the potential business combination involving Medco, including possible next steps relating thereto. The Express Scripts management also provided the Express Scripts board with an update regarding the potential timeline to signing a definitive agreement relating to the proposed transaction, the process for conducting due diligence on Medco and proposed financing for the potential transaction. In addition, the Express Scripts board and management team discussed the regulatory approvals which would be required to consummate the potential transaction.

On July 10, 2011, Express Scripts, through Skadden, delivered an initial draft of the merger agreement to Medco, through Sullivan & Cromwell. While the parties had previously had preliminarily discussions about the appropriate mix of consideration that would result in Medco stockholders ultimately receiving 60% of the consideration in the Medco merger as New Express Scripts stock and 40% of such consideration as cash, the initial draft merger agreement did not propose specific allocations for this mix. However, the initial draft merger agreement did raise the possibility that Express Scripts would have the ability to elect, in its sole discretion, to modify the relative mix of stock and cash consideration to be received by the Medco stockholders upon the consummation of the proposed transaction at any time prior to such consummation, both prior to and following a vote on the merger agreement by Medco and Express Scripts stockholders. In addition, the initial draft merger agreement contained a ratings condition with respect to the obligations of Express Scripts to consummate the mergers and contemplated the creation of a holding company which would be the ultimate parent company of each of Express Scripts and Medco following the mergers.

From July 10, 2011 until execution of definitive documentation on July 20, 2011, the companies and their respective advisors exchanged numerous drafts of the merger agreement and engaged in negotiations and discussions regarding the terms and conditions of the merger agreement. Significant areas of negotiation included the scope and degree of reciprocity of representations and warranties and interim operating covenants, the conditions to closing, the degree of conditionality associated with Express Scripts proposed financing of the cash portion of the Medco merger consideration, the scope of the parties obligations in connection with obtaining regulatory approvals, including antitrust approvals, the terms upon which Medco and Express Scripts could consider an alternative acquisition proposal and the process for dealing with any such proposal and the amount and triggers for the reimbursement of expenses and the payment of termination fees, which were reciprocal. The parties discussed extensively whether Medco and Express Scripts would be permitted to terminate the merger agreement to accept a superior proposal or would be required to submit the merger agreement to a vote of its stockholders, even if it received such a proposal. The parties also discussed various employee benefit and other employee- and compensation-related provisions of the merger agreement.

Concurrent with these discussions, representatives of management of each of the companies, Skadden, Holland & Knight, Sullivan & Cromwell, Dechert and the companies respective other representatives continued to have numerous discussions in person and by teleconference to review and discuss, among other things, due diligence, valuation, the companies respective financial information including financial projections and related assumptions, the results of the synergy analysis, Express Scripts proposed financing for the potential transaction, antitrust and other regulatory considerations, the terms of the merger agreement and the timeline for the potential transaction.

On July 11, 2011, representatives of Express Scripts met telephonically with representatives of Standard & Poor s Rating Services to discuss the indicative credit rating of the combined company which would likely result from the proposed transaction.

On July 11, 2011, Express Scripts contacted Citigroup to discuss Citigroup s ability to act, with Credit Suisse, as Express Scripts financial advisor in connection with the potential transaction and to develop a proposal with respect to the financing of any such transaction. Representatives of Express Scripts management and Citigroup discussed Citigroup s ability to deliver a fairness opinion on the contemplated timetable and Citigroup gave Express Scripts assurances that the contemplated timetable provided Citigroup with sufficient time to conduct its analysis and deliver an informed opinion. Express Scripts contacted Citigroup because of Citigroup s familiarity with Express Scripts, its business and industry, evidenced by Citigroup s prior investment banking and other financial services to Express Scripts unrelated to the potential transaction including, among other engagements, having acted as (i) Express Scripts financial advisor in connection with its acquisition of WellPoint Inc. s NextRx subsidiaries announced in April 2009, including, in connection therewith, serving as joint bookrunner on Express Scripts 5.25% Senior Notes due 2012 (aggregate principal amount $1.0 billion), 6.250% Senior Notes due 2014 (aggregate principal amount $1.0 billion) and 7.250% Senior Notes due 2019 (aggregate principal amount $500.0 million), and joint bookrunner on Express Scripts $1.6 billion follow-on offering of shares of Express Scripts common stock; (ii) joint lead arranger and syndication agent, and a participant in, Express Scripts $750.0 million revolving credit facility; (iii) joint bookrunner with respect to Express Scripts 3.125% Senior Notes due 2016 (aggregate principal amount $1.5 billion) and (iv) financial advisor to Express Scripts and co-dealer manager in connection with Express Scripts exchange offer for Caremark Rx, Inc. Express Scripts and Citigroup executed an engagement letter on July 20, 2011. In addition, Express Scripts management believed that Express Scripts would require a second lead financing source, in addition to Credit Suisse, given the amount of contemplated financing and that it would be beneficial to have that second lead financing source also act as a financial advisor in connection with the potential transaction.

From July 10, 2011 through July 13, 2011, representatives of Medco, Sullivan & Cromwell and Dechert reviewed and revised the initial draft of the merger agreement. On July 13, 2011, Medco delivered a revised draft of the merger agreement, including changes with respect to the termination rights of the parties, the various representations and warranties included in the merger agreement, and eliminating the force-the-vote provision that Express Scripts had proposed and replacing it with a right for either party to terminate the merger agreement (and concurrently pay a termination fee) in favor of entering into a definitive agreement relating to, or consummating, a superior proposal. The revised Medco draft also provided for an agreement from Express Scripts to use its best efforts to obtain regulatory approval for the proposed transaction, provided for specific performance of Express Scripts financing obligations and eliminated the credit ratings condition. Furthermore, the revised Medco draft eliminated the ability of Express Scripts to elect to modify the relative mix of stock and cash consideration to be received by the Medco stockholders upon the consummation of the proposed transaction at any time prior to such consummation.

During the period from July 10, 2011 to July 20, 2011, Express Scripts negotiated a debt commitment letter with Credit Suisse AG (in its capacity as a financing source to Express Scripts), Credit Suisse (in its capacity as arranger of financing for Express Scripts), and Citibank, N.A. (in its capacity as a financing source to Express Scripts and as arranger of financing for Express Scripts) for a bridge loan facility to Express Scripts to finance the cash portion of the consideration payable in the proposed transaction.

On July 13, 2011, representatives of Express Scripts met in person with representatives of Moody s Investors Service to discuss the indicative credit rating of the combined company which would likely result from the proposed transaction.

From July 13, 2011 through July 16, 2011, Express Scripts and Skadden reviewed and revised the draft merger agreement.

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On July 14, 2011, results of the third-party consultant s calculations were provided to Medco and Express Scripts.

On July 15, 2011, the Express Scripts board met telephonically to deliberate further on the proposed transaction, with representatives of senior management, Skadden and Credit Suisse also present. At the meeting, representatives of senior management presented a strategic and financial overview of the proposed transaction and reviewed potential financing strategies for the proposed transaction. Representatives of senior management also provided an overview of the preliminary terms of the merger agreement, the outcome of the diligence investigations conducted thus far and responded to questions from directors. The Express Scripts board also discussed with senior management the likelihood of the combined company maintaining an investment grade credit rating and the risks associated therewith and ways to mitigate such risks. Representatives of Skadden discussed in detail the Express Scripts board s fiduciary duties and responsibilities and the standards that the Express Scripts board should consider in evaluating the proposed transaction. Representatives of Skadden also provided an overview of the current terms of the merger agreement and responded to questions and comments from directors. The Express Scripts board also discussed with Credit Suisse, among other things, financial aspects of the proposed transaction and the current industry landscape.

On July 15, 2011, the Medco board met telephonically. Together with management and Medco s external financial and legal advisors, the Medco board reviewed the developments that had taken place since the last Medco board meeting, the status of negotiations with United Healthcare for a renewal and/or restructuring of the United Healthcare contract, the proposed terms of the Express Scripts transaction and the significant issues that remained to be negotiated. In particular, the Medco board reviewed the status of discussions regarding closing conditionality, financing matters and transaction structure and the reciprocal conditions and rights regarding termination. The Medco board emphasized providing the maximum degree of certainty, including regulatory certainty, regarding the closing of the proposed transaction that could reasonably be obtained. The Medco board also discussed the due diligence that each of Medco and Express Scripts had performed on the other up to that point, the number of board seats in a combined company that former Medco directors should occupy and the status of valuation discussions with Express Scripts. Following detailed discussion, the Medco board directed management to continue discussions and to seek transaction terms and conditions offering greater closing certainty than had been reflected in Express Scripts previous proposals.

On July 16, 2011 and July 17, 2011, representatives of Express Scripts, Medco, Skadden and Sullivan & Cromwell met in person at the New York offices of Skadden to continue to negotiate the terms of the merger agreement and on the 18th, 19th and 20th of July 2011, the parties had numerous telephone calls to continue to negotiate the terms of the merger agreement telephonically. During these meetings and calls, the parties discussed several possible transaction structures. Representatives of Express Scripts informed Medco that Express Scripts preferred the holding company structure for a number of reasons, including the operational flexibility it would provide the combined company, and the parties agreed to this structure. Furthermore, based on Express Scripts conversations with Moody s Investors Service and Standard and Poor s Rating Services, Express Scripts determined that eliminating the credit ratings condition was an acceptable risk, provided that the mix of consideration to be received by Medco stockholders be fixed at 60% stock of New Express Scripts and 40% cash. At Medco s insistence, the parties also agreed to mutual termination rights upon entering into a superior proposal with a third party, in the place of a mutual force the vote provision that would have required both parties to submit the merger agreement proposal to a vote of their respective stockholders even in the event that a competing proposal had been made prior to the date of the stockholder meeting. In return for such agreement, Express Scripts insisted that it have a meaningful period of time to match a superior proposal made by a third party, including the time necessary to raise any additional financing. During the course of these discussions, representatives of Medco proposed that the board of directors of the combined entity include two or three directors currently serving on the Medco board. During this period, the parties also discussed certain actions that each party would agree to take in connection with obtaining required regulatory approvals from the applicable governmental authorities.

Over the course of the negotiations with Express Scripts, the Medco board and Medco s senior management considered the appropriateness of the 60%/40% mix of stock and cash consideration in light of the following factors: the fact that the cash portion would provide a measure of value certainty and the fact that the stock portion would provide Medco stockholders with an opportunity to participate in any value creation as a result of the transaction; the fact that Express Scripts expected to finance a significant portion of the cash consideration and the impact of potential changes in conditions in the financing markets; senior management s view, based on discussions with Express Scripts, of various alternate structures for the transaction; that Express Scripts did not articulate a willingness to significantly alter the mix of stock and cash portion of the consideration from a 60%/40% ratio; and the tax implications to Medco stockholders of various mixes of consideration.

Throughout the weekend of July 16, 2011 and into the week beginning July 17, Medco and Express Scripts conducted numerous due diligence conference calls regarding one another s businesses, including discussions regarding outstanding legal actions involving Medco and Express Scripts and, on July 17 and 18, 2011, due diligence calls with each of their respective auditors and advisors.

On July 18, 2011, the full Express Scripts board met telephonically with representatives of senior management, Skadden, Credit Suisse, and Citigroup also present. Representatives of senior management and Skadden provided the Express Scripts board with an update regarding the negotiation of a definitive merger agreement and responded to questions and comments from the Express Scripts board. Senior management also provided an overview of its financial analysis of the proposed transaction and reviewed the status of discussions around the various financing strategies available to fund the proposed transaction. The Express Scripts board also discussed the potential benefits that the proposed transaction would provide to Express Scripts stockholders, communications strategy and the challenges that could be encountered in connection with obtaining regulatory approval for the proposed transaction. Credit Suisse and Citigroup then each discussed with the Express Scripts board financial matters relating to the proposed transaction and various financing strategies under discussion. The Express Scripts board also continued its discussion from the July 15 meeting regarding the proposed corporate, regulatory and governance structure of the combined entity that would result from the proposed transaction, including the steps required, if necessary, by the merger agreement to obtain the regulatory approvals in order to consummate the proposed transaction. Following these discussions, the Express Scripts board authorized management to agree that the combined entity s board of directors would include two independent directors currently serving on the Medco board. Although the merger agreement provides for two of Medco s independent directors to join the New Express Scripts board, there were no discussions between Medco and Express Scripts regarding any specific directors or the continued future employment with New Express Scripts of any specific executive officers prior to the execution of the merger agreement.

On July 18, 2011, Messrs. Snow, Paz, Rubino and Hall negotiated the Medco merger consideration in the amount of $28.80 in cash and 0.81 shares of New Express Scripts common stock per share of Medco common stock and, given that the ownership interest of the Medco stockholders following completion of the proposed transaction would be approximately 40%, discussed Medco s proposal to include two or three independent members of the Medco board on the board of directors of New Express Scripts following the consummation of the proposed transaction.

On July 18, 2011, Skadden, acting on behalf of Express Scripts, provided to Sullivan & Cromwell, acting on behalf of Medco, a draft debt commitment letter from Credit Suisse and Citibank, N.A. for a $14 billion 364-day bridge term loan credit facility to finance the cash component of the Medco merger consideration to be paid to Medco s stockholders. Medco and its external legal and financial advisors provided comments on the draft debt commitment letter.

On July 19, 2011, the full Express Scripts board held a meeting in person with representatives of senior management, Skadden, Credit Suisse, and Citigroup also present. Skadden provided the Express Scripts board members with an update regarding the final negotiations of a definitive merger agreement and made a presentation with respect to the directors fiduciary duties. Representatives of Skadden also reviewed the regulatory approvals required by the proposed transaction and the commitments that would be made by the parties under the proposed merger agreement to obtain such approvals. Senior management briefed the Express Scripts board on discussions with ratings agencies regarding the indicative ratings of the combined company s indebtedness, as well as updating the Express Scripts board with respect to senior management s financial analysis of the proposed transaction and the various financing strategies available to fund the proposed transaction. Credit Suisse and Citigroup each updated the Express Scripts board as to certain financial terms of the proposed transaction based on the most recent negotiations of a definitive merger agreement and financing strategies available to fund the proposed transaction. The Express Scripts board also discussed the benefits that the proposed transaction could provide, the challenges that would be encountered in combining the cultures and operations of the companies, the legal status of the combined entities and the regulatory approvals required to consummate the mergers.

On July 19, 2011, the Medco board met telephonically to discuss the status and progress of the proposed transaction with Express Scripts. Together with management and Medco s external financial and legal advisors, the Medco board reviewed the developments that had taken place since the last Medco board meeting, including the progress that had been made in negotiations with Express Scripts. Representatives of Sullivan & Cromwell described the material terms of the proposed transaction and the merger agreement and the status of the issues remaining to be agreed upon, which the Medco board discussed in detail. In addition, representatives of Dechert discussed the antitrust provisions in the merger agreement, the reasons for such provisions and their related antitrust analysis. Representatives of senior management then updated the Medco board on the discussion on price and presented the proposed Medco merger consideration of $28.80 in cash and 0.81 shares of New Express Scripts common stock per share of Medco common stock. The Medco board and representatives of J.P. Morgan and Lazard discussed the joint financial analyses of J.P. Morgan and Lazard, a preliminary analysis of the Medco merger consideration and the effects that changes in the stock price of Express Scripts could have on the Medco merger consideration following signing of the merger agreement, and a preliminary analysis of the premium represented by the Medco merger consideration. The Medco board, along with its legal and financial advisors, also reviewed and discussed (i) the various strategic alternatives (including Medco s stand-alone plan) that the Medco board had considered up to that point, including the likelihood of any third parties having an interest in offering, or being prepared to offer, a more attractive alternative to a transaction with Express Scripts, (ii) the relative advantages and disadvantages of a transaction with Express Scripts in comparison to such strategic alternatives and (iii) the business and strategic risks and opportunities associated with the various alternatives, including any regulatory risks associated therewith. As a result of such discussions, the Medco board determined that the proposed transaction with Express Scripts offered greater value to Medco s stockholders than the other strategic alternatives considered. The Medco board also discussed, together with J.P. Morgan, Lazard and Sullivan & Cromwell, Express Scripts proposed financing for the proposed transaction, including Express Scripts financing commitments, the likelihood that Express Scripts would be able to maintain an investment grade rating in connection with the financing, the absence of a financing condition to the consummation of the proposed transaction, the alternatives that would be available to Express Scripts if debt financing was not available and the effects that such alternatives would have on Medco stockholders. In addition, representatives of Sullivan & Cromwell discussed with the Medco board its fiduciary duties and reviewed the process that the Medco board had undertaken to fulfill its fiduciary duties, as well as the provisions of the merger agreement permitting the Medco board to enter into a superior proposal and the related reciprocal termination provisions and fees. The Medco board continued to emphasize providing the maximum degree of certainty, including regulatory certainty, regarding the closing of the proposed transaction that could reasonably be obtained.

On July 19, 2011 and July 20, 2011, Express Scripts, Medco and their respective representatives continued to negotiate the terms of a definitive merger agreement. The parties agreed that each party would, in certain circumstances, be responsible for paying the other party a termination fee in the amount of $950 million or, in other circumstances, $332.5 million and, in certain circumstances, be responsible for reimbursing the other party s expenses in an amount of up to either $225 million or $100 million, which would be the parties exclusive remedy, except in certain specified circumstances, in each case, as described more fully below under The Merger Agreement Termination Fees; Expenses beginning on page 178. In addition, during the course of July 19 and July 20, Express Scripts and Medco agreed to certain actions that each party would agree to take in connection with obtaining applicable regulatory approvals to the consummation of the mergers. The parties also compromised on a number of additional provisions in the merger agreement including in relation to the parties respective obligations in connection with financing the proposed mergers and the termination rights and fees which may be payable in connection therewith.

On July 20, 2011, the full Express Scripts board held a telephonic meeting, at which representatives of senior management, Skadden, Credit Suisse and Citigroup were in attendance. Senior management provided an update with respect to negotiations with Medco, and updated the Express Scripts board regarding senior management s financial review of the proposed transaction and the contemplated financing. Express Scripts general counsel and representatives from Skadden then summarized the terms of the merger agreement and the remaining open items to be finalized with Medco. Credit Suisse and Citigroup reviewed with the Express Scripts board their respective financial analysis of the Medco merger consideration to be issued and paid by New Express Scripts and rendered to the Express Scripts board an oral opinion, confirmed by delivery of a written opinion dated July 20, 2011, to the effect that, as of that date and based on and subject to the matters, considerations and limitations described in the opinion and the work performed by such firm and other factors it deemed relevant, the Medco merger consideration to be issued and paid by New Express Scripts was fair, from a financial point of view, to Express Scripts. The Express Scripts board also considered the factors described under Recommendation of the Express Scripts Board; Express Scripts Reasons for the Mergers beginning on page 105, as well as regulatory approval risks, the process of SEC review, the financing requirements of the proposed transaction and the various risks, such as non-consummation of the mergers and the failure of achieving the contemplated synergies, arising in connection with the proposed transaction. Following such deliberations, the Express Scripts board unanimously approved the proposed transaction on the terms set forth in the draft merger agreement, determined that the transactions contemplated thereby are fair to, advisable and in the best interests of Express Scripts and resolved to recommend that Express Scripts stockholders vote to adopt the merger agreement. The Express Scripts board then instructed senior management to finalize the transaction documents and enter into the merger agreement consistent with its instructions.

On July 20, 2011, the Medco board met in person at Medco s headquarters in Franklin Lakes, New Jersey to discuss the terms of the proposed transaction and the merger agreement and the developments since the previous day. Together with management and Medco s external financial and legal advisors, the Medco board reviewed the results of senior management s financial and legal due diligence analysis and the terms of the proposed transaction. Medco s general counsel and representatives of Sullivan & Cromwell updated the Medco board on the negotiations with Express Scripts since the previous Medco board meeting and reviewed with the Medco board the material terms of the merger agreement. Representatives of Dechert then discussed the antitrust regulatory analysis that they performed in connection with the proposed transaction and the related terms of the merger agreement. Members of senior management and senior internal legal counsel reviewed with the Medco board the results of their due diligence analysis of Express Scripts. In addition, senior management reviewed with the Medco board the compensation provisions of the merger agreement. Representatives of each of J.P. Morgan and Lazard discussed their financial analyses of the Medco merger consideration. Following discussion, (i) representatives of J.P. Morgan rendered the oral opinion of J.P. Morgan, which was subsequently confirmed in writing on the same day, that, as of July 20, 2011, and subject to the assumptions, procedures, factors, qualifications and limitations set forth in the written opinion, the Medco merger consideration was fair, from a financial point of view, to Medco s stockholders and (ii) representatives of Lazard stated the opinion of Lazard, which was subsequently confirmed in writing, that, as of July 20, 2011, and subject to the assumptions, procedures, factors, qualifications and limitations set forth in the written opinion, the Medco merger consideration was fair, from a financial point of view, to Medco s stockholders (with no opinion expressed as to Medco subsidiaries and certain other Medco-affiliated holders and holders who are entitled to and properly demand an appraisal of their shares of Medco common stock). The J.P. Morgan and Lazard opinions are more fully described under the section Opinions of the Financial Advisors to Medco beginning on page 90. Following extensive discussion of all of the foregoing by the Medco board, the Medco board approved the merger agreement and the consummation of the Medco merger upon the terms and subject to the conditions set forth in the Medco merger, determined that the terms of the merger agreement, the Medco merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Medco and its stockholders, directed that the merger agreement be submitted to the stockholders of Medco for adoption, recommended that Medco s stockholders adopt the merger agreement and declared that the merger agreement is advisable.

After execution of the debt commitment letter, a copy of which was provided to Medco and its financial and legal advisors, each of Express Scripts, Medco, New Express Scripts and the Merger Subs executed and delivered the merger agreement, effective as of July 20, 2011. On the morning of July 21, 2011, Express Scripts and Medco issued a joint press release announcing the transaction.

Following the announcement by the parties that they had entered into the merger agreement on July 21, 2011, certain putative stockholder class action lawsuits were filed by purported stockholders of Medco challenging the mergers. The complaints in the actions name as defendants Medco and/or various members of the Medco board as well as Express Scripts, New Express Scripts and the Merger Subs. Medco and Express Scripts continue to deny that they engaged in any of the wrongdoing alleged in the complaints; however, to avoid the risk that the litigation might delay or otherwise adversely affect the consummation of the merger and to minimize the expense of defending such actions, on November 7, 2011, Express Scripts and Medco entered into a memorandum of understanding with plaintiffs to settle the stockholder litigation pending in the United States District Court for the District of New Jersey and the Delaware Court of Chancery regarding the mergers. Pursuant to the memorandum of understanding, Express Scripts and Medco entered into the first amendment to the merger agreement and agreed to hold the special meetings of their respective stockholders to vote on the proposed mergers on such date or dates as determined by Medco and Express Scripts, but in no event prior to December 21, 2011. Express Scripts and Medco also agreed to include certain additional disclosures concerning the merger agreement in this joint proxy statement/prospectus. On November 7, 2011, the Medco board determined that the memorandum of understanding, the settlement of the stockholders litigation on the terms contemplated by the memorandum of understanding, and the proposed amendments to the merger agreement were in the best interests of Medco and unanimously voted to approve the memorandum of understanding and the first amendment to the merger agreement and recommended that Medco s stockholders adopt the merger agreement as so amended. On November 7, 2011, the Express Scripts board concluded that the memorandum of understanding and the proposed amendments to the merger agreement were in the best interests of Express Scripts and its stockholders, and unanimously voted to approve and authorize the memorandum of understanding and first amendment to the merger agreement. On November 7, 2011, Express Scripts, New Express Scripts, the Merger Subs and Medco executed the first amendment to the merger agreement, in order to effect the terms contemplated by the memorandum of understanding.

Recommendation of the Medco Board; Medco s Reasons for the Merger

At its meeting held on July 20, 2011, the Medco board unanimously (i) approved the merger agreement and consummation of the Medco merger upon the terms and subject to the conditions set forth in the merger agreement, (ii) determined that the terms of the merger agreement, the Medco merger and the other transactions contemplated by the merger agreement are fair to, and in the best interests of, Medco and its stockholders, (iii) directed that the merger agreement be submitted to Medco stockholders for adoption at the Medco special meeting, (iv) recommended that Medco s stockholders adopt the merger agreement and (v) declared that the merger agreement is advisable. In addition, on November 7, 2011, the Medco board approved the first amendment to the merger agreement and recommended that Medco s stockholders adopt the merger agreement as so amended.

ACCORDINGLY, THE MEDCO BOARD UNANIMOUSLY RECOMMENDS THAT MEDCO STOCKHOLDERS VOTE FOR THE PROPOSAL TO ADOPT THE MERGER AGREEMENT, FOR THE PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING (IF IT IS NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT) AND FOR THE PROPOSAL TO APPROVE, BY NON-BINDING ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR MEDCO S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGERS CONTEMPLATED BY THE MERGER AGREEMENT.

The Medco board consulted with Medco s outside financial and legal advisors and senior management at various times and considered a number of factors, including the following principal factors that the Medco board and the Medco M&A committee believe support such declarations, approvals, resolutions and recommendations:

the Medco board s knowledge of Medco s business, financial condition, results of operations, on both historical and prospective bases, and its understanding of Express Scripts business, financial condition, results of operations and prospects;

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the current industry, economic and market conditions and the risks for Medco on a stand-alone basis in a consolidating, competitive industry;

the need to be proactive in responding to current and contemplated healthcare reform initiatives;

the facts that the cost savings synergies anticipated to result from the combination of Medco s and Express Scripts businesses are expected to be at least $1 billion, that the combined company is estimated to be able to deliver more than $4 billion of annual cash from operations, and that the 0.81 fixed exchange ratio provides Medco stockholders with participation in the earnings of the combined company, which will be enhanced as synergies and other efficiencies arising from the mergers are realized over time and the combined company pursues and capitalizes on strategic opportunities that can be achieved with its substantial cash flows;

the Medco board s evaluation, over the course of nine (9) telephonic and in p