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July 20, 2018

VIA FedEx

Jared T. Kosky
Counsel
State of Connecticut Insurance Department
153 Market Street, 7th Floor
Hartford, CT 06103

Re: Proposed Acquisition of Control of Aetna Life Insurance Company, Aetna Insurance Company of Connecticut, Aetna Health and Life Insurance Company, Aetna Health Inc. (a Connecticut corporation) and Aetna Better Health Inc. (a Connecticut corporation), Subsidiaries of Aetna Inc. (the "Domestic Insurers") by CVS Health Corporation-Docket # EX 18-03

Dear Mr. Kosky:

On behalf of CVS Health Corporation, (the "Applicant"), enclosed please find updated NAIC biographical affidavits for two officers of the Domestic Insurers which replace the NAIC biographical affidavits previously provided. One set is redacted by having the supplemental personal information pages removed while the other set with the supplemental personal information pages included is confidential. A flash drive containing the public redacted biographical affidavits is also enclosed. Five copies of each NAIC biographical affidavit are included.

Thank you again for your consideration in this matter. If you require any additional information, please contact the undersigned by email at tfarber@lockelord.com or by phone at (312) 443-0532.

Very truly yours,

LOCKE LORD LLP



Tim Farber

Enclosures

Applicant Name (Company): See Attachment A

NAIC No. See Attachment A

FEIN: See Attachment A

BIOGRAPHICAL AFFIDAVIT

To the extent permitted by law, this affidavit will be kept confidential by the state insurance regulatory authority. The affiant may be required to provide additional information during the third-party verification process if they have attended a foreign school or lived and worked internationally.

(Print or Type)

Full name, address and telephone number of the present or proposed entity under which this biographical statement is being required (Do Not Use Group Names). See Attachment A

In connection with the above-named entity, I herewith make representations and supply information about myself as hereinafter set forth. (Attach addendum or separate sheet if space hereon is insufficient to answer any question fully.) IF ANSWER IS "NO" OR "NONE," SO STATE.

1. Affiant's Full Name (Initials Not Acceptable) First: Robert Middle: Mark Last: Kessler

2. a. Are you a citizen of the United States?

Yes No

b. Are you a citizen of any other country?

Yes No

If yes, what country? _____

3. Affiant's Occupation or Profession Attorney

4. Affiant's Business Address 4500 E. Cotton Center Blvd., Phoenix, AZ 85040

Business Telephone 602-659-1141 Business Email KesslerR@aetna.com

5. Education and training:

| <u>College/ University</u> | <u>City/ State</u> | <u>Dates Attended</u> | <u>Degree Obtained</u> |
|--|------------------------|-----------------------|-----------------------------|
| <u>University of Southern California</u> | <u>Los Angeles, CA</u> | <u>09/86 – 05/90</u> | <u>Bachelors of Arts</u> |
| <u>Graduate Studies: College/ University</u> | <u>City/ State</u> | <u>Dates Attended</u> | <u>Degree Obtained</u> |
| <u>Illinois It Chicago – Kent COL</u> | <u>Chicago, IL</u> | <u>08/91 – 06/94</u> | <u>Juris Doctor</u> |
| <u>Other Training: Name</u> | <u>City/ State</u> | <u>Dates Attended</u> | <u>Degree/Certification</u> |
| <u>None</u> | | | |

Note: If affiant attended a foreign school, please provide full address and telephone number of the college/university. If applicable, provide the foreign student Identification Number and/or attach foreign diploma or certificate of attendance to the Biographical Affidavit Personal Supplemental Information.

Applicant Name (Company): See Attachment A

NAIC No. See Attachment A

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6. List of memberships in professional societies and associations:

| <u>Name of Society/Association</u> | <u>Contact Name</u> | <u>Address of Society/Association</u> | <u>Telephone Number of Society/Association</u> |
|------------------------------------|----------------------------------|--|--|
| State Bar of California | William Hebert, President | 1149 South Hill Street Los Angeles, CA 90015 | (213) 765-1000 |
| State Bar of Georgia | S. Lester Tate III, President | 104 Marietta St. NW, Suite 100 | (404) 527-8700 (800) 334-6865 |
| State Bar of Arizona | John F. Phelps, CEO/Executive | 4201 North 24th Street Phoenix, AZ 85016-6288 | (602) 252-4804 |

7. Present or proposed position with the applicant entity: See Attachment A

8. List complete employment record for the past twenty (20) years, whether compensated or otherwise (up to and including present jobs, positions, partnerships, owner of an entity, administrator, manager, operator, directorates or officerships). Please list the most recent first. Attach additional pages if the space provided is insufficient. It is only necessary to provide telephone numbers and supervisory information for the past ten (10) years. Additional information may be required during the third-party verification process for international employers.

Beginning/Ending Dates (MM/YY) 06/18 - Present Employer's Name: Aetna Resources
Address: 4500 E. Cotton Center Blvd. City: Phoenix State: AZ Zip: 85040
Country: USA Phone: 602-659-1141 Offices/Positions Held: Vice President, Head of Local Markets Legal Group
Type of Business: Health Insurance Supervisor/Contact: Charles Klippel 860-273-0045

Beginning/Ending Dates (MM/YY) 08/07 - 06/18 Employer's Name: Aetna Medicaid Administrators LLC
Address: 4500 E. Cotton Center Blvd. City: Phoenix State: AZ Zip: 85040
Country: USA Phone: 602-659-1141 Offices/Positions Held: Head of Medicaid & State Sponsored Business*
Type of Business: Health Insurance Supervisor/Contact: Charles Klippel 860-273-0045

* 07/10-6/25/18: Head of Medicaid & State Sponsored Business, Legal & Corporate Secretary for affiliated companies; 08/07-07/10: Chief Counsel for Legal Affairs & Assist. Secretary; 09/07-12/09: for affiliated company

Beginning/Ending Dates (MM/YY) 06/06 - 08/07 Employer's Name: Aetna Medicaid Administrators LLC (f.k.a Schaller Anderson, Incorporated)
Address: 4645 E. Cotton Center Blvd. City: Phoenix State: AZ Zip: 85040
Country: USA Phone: 602-659-1141 Offices/Positions Held: Counsel
Type of Business: Medicaid Supervisor/Contact: Michelle Matiski 860-273-8597

Beginning/Ending Dates (MM/YY) 06/96 - 06/06 Employer's Name: K&R Law Group LLP
Address: 350 S. Grand Avenue, Suite 2100 City: Los Angeles State: CA Zip: 90071
Country: USA Phone: N/A Offices/Positions Held: Partner
Type of Business: Law Firm Supervisor/Contact: Michael Foster, Managing Partner **Firm Dissolved**

Applicant Name (Company): See Attachment A

NAIC No. See Attachment A

FEIN: See Attachment A

9. a. Have you ever been in a position which required a fidelity bond?

Yes No

If any claims were made on the bond, give details: _____

b. Have you ever been denied an individual or position schedule fidelity bond, or had a bond canceled or revoked?

Yes No

If yes, give details: _____

10. List any professional, occupational and vocational licenses (including licenses to sell securities) issued by any public or governmental licensing agency or regulatory authority or licensing authority that you presently hold or have held in the past. For any non-insurance regulatory issuer, identify and provide the name, address and telephone number of the licensing authority or regulatory body having jurisdiction over the license (s) issued. If your professional license number is your Social Security Number (SSN) or embeds your SSN or any sequence of more than five numbers that are reasonably identifiable as your SSN, then write SSN for that portion of the professional license number that is represented by your SSN. (For example, "SSN", "12-SSN-345" or "1234-SSN" (last 6 digits)). Attach additional pages if the space provided is insufficient.

Organization/Issuer of License State Bar of Arizona Address 4201 North 24th Street
City Phoenix State/Province AZ Country USA Postal Code 86016-6288
License Type Attorney's License License # 026787 Date Issued 2/16/2017
Date Expired Active Non-insurance Regulatory Phone Number (if known) 602-252-4804
Reason for Termination Not Applicable. Note: originally licensed with the State Bar of Arizona with an "in house counsel" license-registration effective 2/2009; this was updated to a full, active license effective 2/16/2017 (same bar number).

Organization/Issuer of License State Board of California Address 1149 South Hill Street
City Los Angeles State/Province CA Country USA Postal Code 90015
License Type Attorney's License License # 183729 Date Issued 11/1996
Date Expired N/A Non-insurance Regulatory Phone Number (if known) 213-765-1000
Reason for Termination Changed status to inactive effective 3/1/2010 (still member of State Bar of California)

**See Attachment B for additional license information*

11. In responding to the following, if the record has been sealed or expunged, and the affiant has personally verified that the record was sealed or expunged, an affiant may respond "no" to the question. Have you ever:

a. Been refused an occupational, professional, or vocational license or permit by any regulatory authority, or any public administrative, or governmental licensing agency?

Yes No

b. Had any occupational, professional, or vocational license or permit you hold or have held, been subject to any judicial, administrative, regulatory, or disciplinary action?

Yes No

Applicant Name (Company): See Attachment A

NAIC No. See Attachment A

FEIN: See Attachment A

- c. Been placed on probation or had a fine levied against you or your occupational, professional, or vocational license or permit in any judicial, administrative, regulatory, or disciplinary action?
Yes No
- d. Been charged with, or indicted for, any criminal offense(s) other than civil traffic offenses?
Yes No
- e. Pled guilty, or nolo contendere, or been convicted of, any criminal offense(s) other than civil traffic offenses?
Yes No
- f. Had adjudication of guilt withheld, had a sentence imposed or suspended, had pronouncement of a sentence suspended, or been pardoned, fined, or placed on probation, for any criminal offense(s) other than civil traffic offenses?
Yes No
- g. Been subject to a cease and desist letter or order, or enjoined, either temporarily or permanently, in any judicial, administrative, regulatory, or disciplinary action, from violating any federal, state law or law of another country regulating the business of insurance, securities or banking, or from carrying out any particular practice or practices in the course of the business of insurance, securities or banking?
Yes No
- h. Been, within the last ten (10) years, a party to any civil action involving dishonesty, breach of trust, or a financial dispute?
Yes No
- i. Had a finding made by the Comptroller of any state or the Federal Government that you have violated any provisions of small loan laws, banking or trust company laws, or credit union laws, or that you have violated any rule or regulation lawfully made by the Comptroller of any state or the Federal Government?
Yes No
- j. Had a lien or foreclosure action filed against you or any entity while you were associated with that entity?
Yes No

If the response to any question above is yes, please provide details including dates, locations, disposition, etc. Attach a copy of the complaint and filed adjudication or settlement as appropriate.

Not Applicable

12. List any entity subject to regulation by an insurance regulatory authority that you control directly or indirectly. The term "control" (including the terms "controlling," "controlled by" and "under common control with") means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract other than a commercial contract for goods or non-management services, or otherwise, unless the power is the result of an official position with or corporate office held by the person. Control shall be presumed to exist if any person, directly or indirectly, owns, controls,

Applicant Name (Company): See Attachment A

NAIC No. See Attachment A

FEIN: See Attachment A

holds with the power to vote, or holds proxies representing, ten percent (10%) or more of the voting securities of any other person. _____

None

If any of the stock is pledged or hypothecated in any way, give details. None

13. Do [Will] you or members of your immediate family individually or cumulatively subscribe to or own, beneficially or of record, 10% or more of the outstanding shares of stock of any entity subject to regulation by an insurance regulatory authority, or its affiliates? An "affiliate" of, or person "affiliated" with, a specific person, is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

Yes No

If yes, please identify the company or companies in which the cumulative stock holdings represent 10% or more of the outstanding voting securities.

If any of the shares of stock are pledged or hypothecated in any way, give details.

None

14. Have you ever been adjudged a bankrupt?

Yes No

If yes, provide details: _____

15. To your knowledge has any company or entity for which you were an officer or director, trustee, investment committee member, key management employee or controlling stockholder, had any of the following events occur while you served in such capacity?

- a. Been refused a permit, license, or certificate of authority by any regulatory authority, or governmental-licensing agency?

Yes No

- b. Had its permit, license, or certificate of authority suspended, revoked, canceled, non-renewed, or subjected to any judicial, administrative, regulatory, or disciplinary action (including rehabilitation, liquidation, receivership, conservatorship, federal bankruptcy proceeding, state insolvency, supervision or any other similar proceeding)?

Yes No

- c. Been placed on probation or had a fine levied against it or against its permit, license, or certificate of authority in any civil, criminal, administrative, regulatory, or disciplinary action?

Yes No

Applicant Name (Company): See Attachment A

NAIC No. See Attachment A

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If the answer to any of the above is yes, please indicate and give details. When responding to questions (b) and (c), affiant should also include any events within twelve (12) months after his or her departure from the entity.

Aetna Inc. and its affiliates' current and past business practices of Aetna Inc. and its affiliates' are subject to review by various state insurance and health regulatory authorities and other state and federal authorities, including State Attorneys General. As a leading national managed care organization, Aetna Inc. and its affiliates regularly are the subject of such reviews and several such reviews currently are pending, some of which may be resolved during the year. These reviews may result in changes to or clarifications of Aetna Inc. the Company's and its affiliates' business practices, and have in the past, and in the future may, result in fines, penalties or other sanctions.

Note: If an affiant has any doubt about the accuracy of an answer, the question should be answered in the positive and an explanation provided.

Dated and signed this 19 day of July 2018 at Phoenix, AZ. I hereby certify under penalty of perjury that I am acting on my own behalf and that the foregoing statements are true and correct to the best of my knowledge and belief.

I hereby acknowledge that I may be contacted to provide additional information regarding international searches.

[Signature]

Robert M. Kessler

State of: Arizona County of: Maricopa

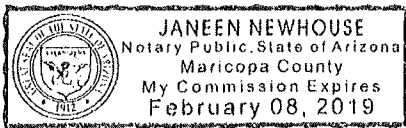
The foregoing instrument was acknowledged before me this 18th day of July, 2018

by Robert Kessler and:

who is personally known to me, or

who produced the following identification: _____

[SEAL]



[Signature]
Notary Public
Janeen Newhouse
Printed Notary Name
2/8/19
My Commission Expires

Attachment A

Full Name, Address and telephone number of the present or proposed entity(ies) under which this biographical statement is being required (Do Not Use Group Names). (Please see below)

Affiant: Robert M. Kessler

Applicant Name (Company): Aetna Better Health Inc., a Connecticut corporation

| | | |
|---|--|-------------------------|
| Aetna Better Health Inc. (CT) 151 Farmington Avenue Hartford, CT 06156 | NAIC No: 13174 | FEIN: 26-2867560 |
| | Present position with the applicant entity: | |
| | Secretary | |
| Aetna Better Health of California Inc. 2850 Shadelands Drive Walnut Creek, CA 94598 | NAIC No: | FEIN: 47-5178095 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health Inc. (GA) 1100 Abernathy Road, Suite 375 Atlanta, GA 30328 | NAIC No: 12328 | FEIN: 20-2207534 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health Inc. (IL) One South Wacker Drive, Suite 1200 Chicago, Illinois 60606 | NAIC No: 14043 | FEIN: 27-2512072 |
| | Present position with the applicant entity: | |
| | Secretary | |
| Aetna Better Health of Iowa Inc. 4320 NW 114 th Street Urbandale, Iowa 50322 | NAIC No: 15805 | FEIN: 47-3850677 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health, Inc. (LA) 4500 E. Cotton Center Boulevard Phoenix, Arizona 85040 | NAIC No: 15616 | FEIN: 80-0629718 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health of Michigan Inc. 1333 Gratiot Avenue, Suite 400 Detroit, MI 48207 | NAIC No: 12193 | FEIN: 20-1052897 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health of Kansas Inc. 9401 Indian Creek Parkway Overland Park, KS 66210 | NAIC No: 16072 | FEIN: 81-3370401 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |

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|--|---|------------------|
| Aetna Better Health of Kentucky Insurance Company 9900 Corporate Campus Dr., Ste. 1000 Louisville, KY 40223 | NAIC No: 15761 | FEIN: 47-3279217 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health of Missouri LLC 10 South Broadway, Suite 1200 St. Louis, Missouri 63102-1713 | NAIC No: 95318 | FEIN: 43-1702094 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health of Nevada Inc. 1140 N. Town Center Dr., Suite 190 Las Vegas, NV 89144 | NAIC No: 16148 | FEIN: 81-3564875 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health Inc. (NJ) 3 Independence Way, Suite 400 Princeton, New Jersey 08540 | NAIC No: 15611 | FEIN: 46-3203088 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health Inc. (NY) 55 West 125 th Street, Suite 1300 New York, NY 10027 | NAIC No: 14408 | FEIN: 45-2634734 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health of North Carolina Inc. 2801 Slater Road, Suite 200 Morrisville, NC 27560 | NAIC No: | FEIN: 82-3333789 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health Inc. (OH) 7400 West Campus Road, F494 New Albany, Ohio 43054 | NAIC No: 14409 | FEIN: 80-0671703 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health of Oklahoma Inc. 3030 N.W. Expwy Ste 625 Oklahoma City, OK 73112 | NAIC No: 15919 | FEIN: 81-1143850 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health Inc. (PA) 3721 TecPort Drive Harrisburg, PA 17111 | NAIC No: 13735 | FEIN: 27-0563973 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health Inc. (TN) 6705 Rockledge Drive, Suite 900 Bethesda, Maryland 20817 | NAIC No: | FEIN: 20-4416606 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |

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|--|--|------------------|
| Aetna Better Health of Texas Inc. 2777 Stemmons Freeway, Suite 300 Dallas, TX 75207 | NAIC No: 13735 | FEIN: 27-0563973 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Better Health of Washington, Inc. 600 University Street Seattle, WA 98101 | NAIC No: 16242 | FEIN: 81-3564875 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Florida Inc. 4500 E. Cotton Center Boulevard Phoenix, Arizona 85040 | NAIC No: 14409 | FEIN: 80-0671703 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Aetna Medicaid Administrators LLC 4500 E. Cotton Center Boulevard Phoenix, Arizona 85040 | NAIC No: | FEIN: 86-0842559 |
| | Present position with the applicant entity: | |
| | Secretary | |
| Coventry Health Care of West Virginia, Inc. 500 Virginia Street Charleston, WV 25301 | NAIC No: 95408 | FEIN: 55-0712129 |
| | Present position with the applicant entity: | |
| | Vice President and Secretary | |
| Delaware Physicians Care, Incorporated 4500 E. Cotton Center Boulevard Phoenix, Arizona 85040 | NAIC No: | FEIN: 73-1702435 |
| | Present position with the applicant entity: | |
| | Secretary | |
| Schaller Anderson Medical Administrators, Incorporated 4500 E. Cotton Center Boulevard Phoenix, Arizona 85040 | NAIC No: | FEIN: 01-0826783 |
| | Present position with the applicant entity: | |
| | Secretary | |

Attachment B – Additional Response to Question 10

Organization/Issuer of License State Board of Georgia Address 104 Marietta St. N.W., Suite 100
City Atlanta State/Province GA Country USA Postal Code 30303
License Type Attorney's License License # 416718 Date Issued 11/1994
Date Expired N/A Non-insurance Regulatory Phone Number (if known) 404-527-8700 or 800-334-6865
Reason for Termination Note: Changed status to inactive effective 6/14/2018 (still member of State Bar of Georgia)