

Attorneys & Counselors

111 South Wacker Drive
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Tim Farber
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June 26, 2018

VIA FEDERAL EXPRESS

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), all subsidiaries of Aetna Inc. (the "Domestic Insurers") by CVS Health Corporation- Pro Hac Vice Forms-Docket # EX 18-03

Dear Mr. Kosky:

Enclosed please find copies of the *pro hac vice* forms filed today in the State of Connecticut Superior Court. As required by the application, we are now forwarding these copies to you.

Thank you again for your consideration in this matter. If you require any additional information please do not hesitate to contact me by phone at 312-443-0532 or by email at tfarber@lockelord.com.

Very truly yours,

LOCKE LORD LLP


Tim Farber

Enclosures

**APPLICATION FOR PERMISSION FOR ATTORNEY TO APPEAR
PRO HAC VICE BEFORE A MUNICIPAL OR STATE AGENCY,
COMMISSION, BOARD OR TRIBUNAL**

JD-CL-142 Rev. 5-17
P.B. 2-16

STATE OF CONNECTICUT
SUPERIOR COURT
www.jud.ct.gov



Instructions

1. Complete this Application and attach completed Affidavit of Attorney Seeking Permission to Appear Pro Hac Vice (JD-CL-143).
2. File as new case using Case Type M 88 and pay pro hac vice fee electronically.
3. Enter the Out-of-State Attorney's name as the plaintiff and "In Re: Pro Hac Vice Application" as the defendant (select person and use last name field).

ADA NOTICE

The Judicial Branch of the State of Connecticut complies with the Americans with Disabilities Act (ADA). If you need a reasonable accommodation in accordance with the ADA, contact a court clerk or an ADA contact person listed at www.jud.ct.gov/ADA.

Judicial district Hartford	Address of court 90 Washington St, Hartford, CT 06106
--------------------------------------	---

Name of Out-of-State attorney
Timothy S. Farber In Re Pro Hac Vice Application

Name of agency, commission, board or tribunal Connecticut Insurance Department	Case number Ex 18-03
--	-------------------------

Pursuant to Section 2-16 of the Practice Book, the undersigned, a member in good standing of the Connecticut bar, moves this Court to permit Out-of-State Attorney Applicant **Timothy S. Farber**, an attorney who is not a member of the bar of the State of Connecticut, to appear *pro hac vice* on behalf of (client name) **CVS Health Corporation** in a proceeding before (name of agency, commission, board, or tribunal) **Connecticut Insurance Department**

In support of this motion, the undersigned represents the following:
The undersigned is a Connecticut attorney with a law office located at (include firm name, if applicable): **Locke Lord LLP, 20 Church Street Suite 2000, Hartford, CT 06103**

The Out-of-State Attorney Applicant has a law office located at (include firm name, if applicable): **Locke Lord LLP, 111 South Wacker, Suite 4100 Chicago IL, 60606**

The Out-of-State Attorney Applicant is a member in good standing of the bar(s) of: **Illinois and Missouri**

Good cause exists to permit the Out-of-State Attorney Applicant to represent the client named above in the proceeding before (name of agency, commission, board, or tribunal) **the Connecticut Insurance Department** because:

Please see attached.

- The undersigned represents that s/he will, unless excused by the judicial authority,
- a. Be present at all proceedings, including depositions,
 - b. Sign all pleadings, briefs or other papers filed with the court. **and the Connecticut Insurance Department.**
 - c. Assume full responsibility for any such filings and for the conduct of the cause or proceeding and of the attorney to whom such privilege is accorded.

Certification (Required for all matters currently pending before any agency, commission, board, or tribunal)

I certify that a copy of this document was or will immediately be mailed or delivered electronically or non-electronically on (date) _____ to all agencies, commissions, boards, tribunals, attorneys and self-represented parties of record and that written consent for electronic delivery was received from all entities, attorneys and self-represented parties receiving electronic delivery.

Name and address of each party and attorney that copy was mailed or delivered to*

Please see attached.

*If necessary, attach additional sheet or sheets with name and address which the copy was mailed or delivered to.

Signed (Signature of filer) ▶	Print or type name of person signing Theodore P. Augustinos	Date signed
Mailing address (Number, street, town, state and zip code) 20 Church St. Ste 2000 Hartford, CT 06103		Telephone number 860-541-7710

Response to Good Cause Section:

Good cause exists to permit the Out-of-State Attorney Applicant to represent the client named above in the proceeding before the Connecticut Insurance Department because Out-of-State Attorney is nationwide counsel for CVS Health Corporation in relation to its acquisition of Aetna Inc. and is responsible for obtaining approvals from state agencies throughout the country. Therefore, Out-of-State Attorney has specialized knowledge regarding the transaction and CVS Health Corporation's affairs. This specialized knowledge is necessary for the proceeding before the Connecticut Insurance Department. Out-of-State Attorney has been working with CVS Health Corporation on this transaction for several months and has been active in the preparation for all hearings in this and other states.

Response to Certification Section:

Name and address of each party and attorney that copy was mailed or delivered to:

<u>Party Name</u>	<u>Counsel Name</u>	<u>Address of Counsel</u>
State of Connecticut Insurance Department	Jared T. Kosky	153 Market Street, 7th Floor Hartford, CT 06103 Phone: (860) 297-2998 Email: Jared.Kosky@ct.gov
CVS Health Corporation	Steven T. Whitmer Timothy S. Farber Ashlee M. Knuckey	Locke Lord LLP 111 South Wacker Drive Chicago, IL 60606 Phone: (312) 443-1869 (STW) Email: swhitmer@lockelord.com tfarber@lockelord.com aknuckey@lockelord.com
Aetna Inc.	Daniel W. Krane	Drinker Biddle & Reath LLP One Logan Square, Ste. 2000 Philadelphia, PA 19103-6996 Phone: (215) 988-2488 Email: Daniel.Krane@dbr.com

**AFFIDAVIT OF ATTORNEY SEEKING
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If Application is for a Court Case:

Name of case	Docket number
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If Application is for a proceeding before a State or Municipal Agency, Commission, Board, or Tribunal:

Name of out-of-state attorney Timothy S. Farber In Re Pro Hac Vice Application	
Name of agency, commission, board or tribunal Connecticut Insurance Department	Case number Ex. 18-03

Affidavit:

I, Timothy S. Farber, being duly sworn, do depose and say:

I am over the age of 18 and believe in the duties and obligations of an oath.

I make this Affidavit in support of an Application to appear *pro hac vice* before (name of court, agency, commission, board, or tribunal) Connecticut Insurance Department

for a proceeding regarding (client name) CVS Health Corporation

I have a law office located at (include firm name, if applicable): Locke Lord LLP 111 South Wacker, Suite 4100 Chicago IL, 60606

I am a member in good standing of the bar(s) of: Illinois

I certify that: There is no grievance pending against me in any jurisdiction, nor have I ever been reprimanded, suspended, placed on inactive status, disbarred or otherwise disciplined, nor have I ever resigned from the practice of law in any jurisdiction.

There is a grievance pending against me, or I have been disciplined as follows (explain):

I have paid the Client Security Fund Fee due for June of 2018, the calendar year in which the application is made.

I hereby designate the Chief Clerk for the Judicial District of Hartford as my agent upon whom process and service of notice may be served.

I agree to register with the Statewide Grievance Committee in accordance with the provisions of Chapter 2 of the Connecticut Rules of Practice while appearing in the matter in this State and for two years after the completion of the matter in which I have appeared *pro hac vice* and will notify the Statewide Grievance Committee of the expiration of the two year period.

I have appeared 0 times *pro hac vice* in the superior court or in any other proceedings in the State of Connecticut since I first appeared *pro hac vice* in this state; the case names and docket numbers of those proceedings are:

I have previously been assigned Juris Number N/A as a *pro hac vice* attorney in Connecticut.

I understand that, unless excused by the judicial authority, Connecticut Attorney Theodore P. Augustinos, who submitted the Application on my behalf, must be present at all proceedings, including depositions in a proceeding, and must sign all pleadings, briefs and other papers filed with the court, agency, commission, board, or tribunal named above, and assume full responsibility for them and for the conduct of the cause or proceeding and of this Affiant.

Good Cause exists to permit me to represent the client named in this Affidavit in the proceeding before the above named court, agency, commission, board, or tribunal.

(Describe the facts or circumstances affecting the personal or financial welfare of the client that establish "good cause"):

I am nationwide counsel for CVS Health Corporation in relation to its acquisition of Aetna Inc. and I am responsible for obtaining approvals from state agencies throughout the country. Therefore, I have specialized knowledge regarding the transaction and CVS Health Corporation's affairs. This specialized knowledge is necessary for the proceeding before the Connecticut Insurance Department. I have been working with CVS Health Corporation on this transaction for several months and have been active in the preparation for all hearings in this and other states.

Signed (Out-of-State Attorney/Affiant) <i>Timothy S. Farber</i>	Print name Timothy S. Farber	Date signed <i>6/25/18</i>
Subscribed and sworn to before me:	Signed (Commissioner of Superior Court/Notary Public) <i>Lorraine M. Kachurik</i>	Date signed <i>6/25/18</i>

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Judicial district Hartford	Address of court 90 Washington St, Hartford, CT 06106
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Name of Out-of-State attorney
Steven T. Whitmer In Re Pro Hac Vice Application

Name of agency, commission, board or tribunal Connecticut Insurance Department	Case number Ex 18-03
--	-------------------------

Pursuant to Section 2-16 of the Practice Book, the undersigned, a member in good standing of the Connecticut bar, moves this Court to permit Out-of-State Attorney Applicant **Steven T. Whitmer**, an attorney who is not a member of the bar of the State of Connecticut, to appear *pro hac vice* on behalf of (client name) **CVS Health Corporation** in a proceeding before (name of agency, commission, board, or tribunal) **Connecticut Insurance Department**

In support of this motion, the undersigned represents the following:
The undersigned is a Connecticut attorney with a law office located at (include firm name, if applicable): **Locke Lord LLP, 20 Church Street Suite 2000, Hartford, CT 06103**

The Out-of-State Attorney Applicant has a law office located at (include firm name, if applicable): **Locke Lord LLP, 111 South Wacker, Suite 4100 Chicago IL, 60606**

The Out-of-State Attorney Applicant is a member in good standing of the bar(s) of: **Illinois**

Good cause exists to permit the Out-of-State Attorney Applicant to represent the client named above in the proceeding before (name of agency, commission, board, or tribunal) **the Connecticut Insurance Department** because:

Please see attached.

- The undersigned represents that s/he will, unless excused by the judicial authority,
- a. Be present at all proceedings, including depositions,
 - b. Sign all pleadings, briefs or other papers filed with the court. **and the Connecticut Insurance Department.**
 - c. Assume full responsibility for any such filings and for the conduct of the cause or proceeding and of the attorney to whom such privilege is accorded.

Certification (Required for all matters currently pending before any agency, commission, board, or tribunal)

I certify that a copy of this document was or will immediately be mailed or delivered electronically or non-electronically on (date) _____ to all agencies, commissions, boards, tribunals, attorneys and self-represented parties of record and that written consent for electronic delivery was received from all entities, attorneys and self-represented parties receiving electronic delivery.

Name and address of each party and attorney that copy was mailed or delivered to*
Please see attached.

*If necessary, attach additional sheet or sheets with name and address which the copy was mailed or delivered to.

Signed (Signature of filer) ▶	Print or type name of person signing Theodore P. Augustinos	Date signed
Mailing address (Number, street, town, state and zip code) 20 Church St. Ste 2000 Hartford, CT 06103		Telephone number 860-541-7710

Response to Good Cause Section:

Good cause exists to permit the Out-of-State Attorney Applicant to represent the client named above in the proceeding before the Connecticut Insurance Department because Out-of-State Attorney is nationwide counsel for CVS Health Corporation in relation to its acquisition of Aetna Inc. and is responsible for obtaining approvals from state agencies throughout the country. Therefore, Out-of-State Attorney has specialized knowledge regarding the transaction and CVS Health Corporation's affairs. This specialized knowledge is necessary for the proceeding before the Connecticut Insurance Department. Out-of-State Attorney has been working with CVS Health Corporation on this transaction for several months and has been active in the preparation for all hearings in this and other states.

Response to Certification Section:

Name and address of each party and attorney that copy was mailed or delivered to:

<u>Party Name</u>	<u>Counsel Name</u>	<u>Address of Counsel</u>
State of Connecticut Insurance Department	Jared T. Kosky	153 Market Street, 7th Floor Hartford, CT 06103 Phone: (860) 297-2998 Email: Jared.Kosky@ct.gov
CVS Health Corporation	Steven T. Whitmer Timothy S. Farber Ashlee M. Knuckey	Locke Lord LLP 111 South Wacker Drive Chicago, IL 60606 Phone: (312) 443-1869 (STW) Email: swhitmer@lockelord.com tfarber@lockelord.com aknuckey@lockelord.com
Aetna Inc.	Daniel W. Krane	Drinker Biddle & Reath LLP One Logan Square, Ste. 2000 Philadelphia, PA 19103-6996 Phone: (215) 988-2488 Email: Daniel.Krane@dbr.com

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If Application is for a Court Case:

Name of case	Docket number
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If Application is for a proceeding before a State or Municipal Agency, Commission, Board, or Tribunal:

Name of out-of-state attorney Steven T. Whitmer In Re Pro Hac Vice Application	
Name of agency, commission, board or tribunal Connecticut Insurance Department	Case number Ex. 18-03

Affidavit:

I, Steven T. Whitmer, being duly sworn, do depose and say:

I am over the age of 18 and believe in the duties and obligations of an oath.

I make this Affidavit in support of an Application to appear *pro hac vice* before (name of court, agency, commission, board, or tribunal) Connecticut Insurance Department

for a proceeding regarding (client name) CVS Health Corporation

I have a law office located at (include firm name, if applicable): Locke Lord LLP 111 South Wacker, Suite 4100 Chicago IL, 60606

I am a member in good standing of the bar(s) of: Illinois

I certify that: There is no grievance pending against me in any jurisdiction, nor have I ever been reprimanded, suspended, placed on inactive status, disbarred or otherwise disciplined, nor have I ever resigned from the practice of law in any jurisdiction.

There is a grievance pending against me, or I have been disciplined as follows (explain):

I have paid the Client Security Fund Fee due for June of 2018, the calendar year in which the application is made.

I hereby designate the Chief Clerk for the Judicial District of Hartford as my agent upon whom process and service of notice may be served.

I agree to register with the Statewide Grievance Committee in accordance with the provisions of Chapter 2 of the Connecticut Rules of Practice while appearing in the matter in this State and for two years after the completion of the matter in which I have appeared *pro hac vice* and will notify the Statewide Grievance Committee of the expiration of the two year period.

I have appeared 0 times *pro hac vice* in the superior court or in any other proceedings in the State of Connecticut since I first appeared *pro hac vice* in this state; the case names and docket numbers of those proceedings are:


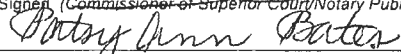
I have previously been assigned Juris Number N/A as a *pro hac vice* attorney in Connecticut.

I understand that, unless excused by the judicial authority, Connecticut Attorney Theodore P. Augustinos, who submitted the Application on my behalf, must be present at all proceedings, including depositions in a proceeding, and must sign all pleadings, briefs and other papers filed with the court, agency, commission, board, or tribunal named above, and assume full responsibility for them and for the conduct of the cause or proceeding and of this Affiant.

Good Cause exists to permit me to represent the client named in this Affidavit in the proceeding before the above named court, agency, commission, board, or tribunal.

(Describe the facts or circumstances affecting the personal or financial welfare of the client that establish "good cause"):

I am nationwide counsel for CVS Health Corporation in relation to its acquisition of Aetna, Inc. and I am responsible for obtaining approvals from state agencies throughout the country. Therefore, I have specialized knowledge regarding the transaction and CVS Health Corporation's affairs. This specialized knowledge is necessary for the proceeding before the Connecticut Insurance Department. I have been working with CVS Health Corporation on this transaction for several months and have been active in the preparation for all hearings in this and other states.

Signed (Out-of-State Attorney/Affiant) 	Print name Steven T. Whitmer	Date signed 6-25-18
Subscribed and sworn to before me:	Signed (Commissioner of Superior Court/Notary Public) 	Date signed 6-25-2018

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OFFICIAL SEAL
PATSY ANN BATES
Notary Public - State of Illinois
My Commission Expires 2/14/2022

**APPLICATION FOR PERMISSION FOR ATTORNEY TO APPEAR
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Judicial district Hartford	Address of court 90 Washington St, Hartford, CT 06106
Name of Out-of-State attorney Ashlee M. Knuckey In Re Pro Hac Vice Application	
Name of agency, commission, board or tribunal Connecticut Insurance Department	Case number Ex 18-03

Pursuant to Section 2-16 of the Practice Book, the undersigned, a member in good standing of the Connecticut bar, moves this Court to permit Out-of-State Attorney Applicant Ashlee M. Knuckey, an attorney who is not a member of the bar of the State of Connecticut, to appear *pro hac vice* on behalf of (client name) CVS Health Corporation in a proceeding before (name of agency, commission, board, or tribunal) Connecticut Insurance Department

In support of this motion, the undersigned represents the following:

The undersigned is a Connecticut attorney with a law office located at (include firm name, if applicable): Locke Lord LLP, 20 Church Street Suite 2000, Hartford, CT 06103

The Out-of-State Attorney Applicant has a law office located at (include firm name, if applicable): Locke Lord LLP, 111 South Wacker, Suite 4100 Chicago IL, 60606

The Out-of-State Attorney Applicant is a member in good standing of the bar(s) of: Illinois

Good cause exists to permit the Out-of-State Attorney Applicant to represent the client named above in the proceeding before (name of agency, commission, board, or tribunal) the Connecticut Insurance Department because:

Please see attached.

The undersigned represents that s/he will, unless excused by the judicial authority,

- a. Be present at all proceedings, including depositions,
- b. Sign all pleadings, briefs or other papers filed with the court. and the Connecticut Insurance Department.
- c. Assume full responsibility for any such filings and for the conduct of the cause or proceeding and of the attorney to whom such privilege is accorded.

Certification (Required for all matters currently pending before any agency, commission, board, or tribunal)

I certify that a copy of this document was or will immediately be mailed or delivered electronically or non-electronically on (date) _____ to all agencies, commissions, boards, tribunals, attorneys and self-represented parties of record and that written consent for electronic delivery was received from all entities, attorneys and self-represented parties receiving electronic delivery.

Name and address of each party and attorney that copy was mailed or delivered to*

Please see attached.

*If necessary, attach additional sheet or sheets with name and address which the copy was mailed or delivered to.

Signed (Signature of filer) ▶	Print or type name of person signing Theodore P. Augustinos	Date signed
Mailing address (Number, street, town, state and zip code) 20 Church St. Ste 2000 Hartford, CT 06103		Telephone number 860-541-7710

Response to Certification Section:

Name and address of each party and attorney that copy was mailed or delivered to:

<u>Party Name</u>	<u>Counsel Name</u>	<u>Address of Counsel</u>
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Hartford	90 Washington St. Hartford, CT 06106

If Application is for a Court Case:

Name of case	Docket number
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Name of out-of-state attorney	Ashlee M. Knuckey In Re Pro Hac Vice Application
Name of agency, commission, board or tribunal	Case number Ex. 18-03
Connecticut Insurance Department	

Affidavit:

I, Ashlee M. Knuckey, being duly sworn, do depose and say:

I am over the age of 18 and believe in the duties and obligations of an oath.

I make this Affidavit in support of an Application to appear *pro hac vice* before (name of court, agency, commission, board, or tribunal) Connecticut Insurance Department

for a proceeding regarding (client name) CVS Health Corporation

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I certify that: There is no grievance pending against me in any jurisdiction, nor have I ever been reprimanded, suspended, placed on inactive status, disbarred or otherwise disciplined, nor have I ever resigned from the practice of law in any jurisdiction.

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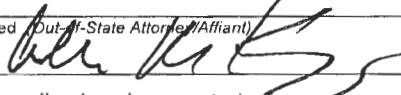
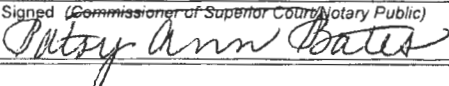
I have previously been assigned Juris Number N/A as a *pro hac vice* attorney in Connecticut.

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Good Cause exists to permit me to represent the client named in this Affidavit in the proceeding before the above named court, agency, commission, board, or tribunal.

(Describe the facts or circumstances affecting the personal or financial welfare of the client that establish "good cause"):

I am nationwide counsel for CVS Health Corporation in relation to its acquisition of Aetna Inc. and I am responsible for obtaining approvals from state agencies throughout the country. Therefore, I have specialized knowledge regarding the transaction and CVS Health Corporation's affairs. This specialized knowledge is necessary for the proceeding before the Connecticut Insurance Department. I have been working with CVS Health Corporation on this transaction for several months and have been active in the preparation for all hearings in this and other states.

Signed (Out-of-State Attorney/Affiant) 	Print name Ashlee M. Knuckey	Date signed 6-25-18
Subscribed and sworn to before me:	Signed (Commissioner of Superior Court/Notary Public) 	Date signed 6-25-2018

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