

111 South Wacker Drive Chicago, IL 60606 Telephone: 312-443-0700 Fax: 312-443-0336 www.lockelord.com

Tim Farber Direct Telephone: 312-443-0532

Direct Fax: 312-896-6552 tfarber@lockelord.com

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

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).

STATE OF CONNECTICUT SUPERIOR COURT www.jud.ct.gov	AMELIA WALLES
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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	Address of court		
Hartford	90 Washington St, Hartfo	ord, CT 06106	
Name of Out-of-State attorney	Timothy S F	arber In Re Pro Hac Vice Application	
Name of agency, commission, bo		and the transfer of the transf	Case number
Connecticut Insurance D	epartment (Ex 18-03
this Court to permit Out	of-State Attorney Applicant member of the bar of the S	undersigned, a member in good standing of Timothy S. Farber Itate of Connecticut, to appear pro hac vice in a proceeding before (name of agency	on behalf of (client name)
		Tracecounty before (name or agency	Commission, Board, or mbuna
Connecticut Insurance D	repartment		
• •	•	ts the following: w office located at (include firm name, if ap	plicable): Locke Lord LLP, 20
The Out-of-State Attorn Wacker, Suite 4100 Chic	• • •	e located at (include firm name, if applicable	e): Locke Lord LLP, 111 South
The Out-of-State Attorn	ey Applicant is a member in	good standing of the bar(s) of: Illinois and	Missouri
Please see attached.	, commission, board, or tribi	unal) the Connecticut Insurance Departmen	because
		ccused by the judicial authority,	
, ,	roceedings, including depos		as Department
	nsibility for any such filings a	with the court. and the Connecticut Insuran and for the conduct of the cause or proceed	
Certification (Require	ed for all matters currently pe	ending before any agency, commission, boar	d, or tribunal)
I certify that a copy of this (date)consent for electronic deliv	document was or will immediate to all agencies, commissions, l	ely be mailed or delivered electronically or non-eboards, tribunals, attorneys and self-represented es, attorneys and self-represented parties received.	electronically on d parties of record and that written
	I sheet or sheets with name and ac	ddress which the copy was mailed or delivered to.	Date
Signed (Signature of filer)		Print or type name of person signing Theodore P. Augustinos	Date signed
Mailing address (Number, street, to	own_state and zip code)	Theodore F. Augustinus	Telephone number
20 Church St. Ste 2000 H			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:

Party Name	Counsel Name	Address of Counsel
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
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 PERMISSION TO APPEAR PRO HAC VICE

JD-CL-143 Rev. 5-17 P.B. 2-16



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Complete Affidavit and deliver to Connecticut attorney making application on your behalf.

Court Information	n:		
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Hartford	90 Washington St. Hartfo	ord, CT 06106	
	for a Court Case:		
Name of case			Docket number
If Application is	·	or Municipal Agency, Commission	n, Board, or Tribunal:
	-	arber In Re Pro Hac Vice Application	on
Name of agency, commi			Case number
Connecticut Insur	ance Department		Ex. 18-03
Affidavit:			haine duly sweet de donne and any
i, Timothy S. Farl			_, being duly sworn, do depose and say:
I am over the a	ge of 18 and believe in the duties	and obligations of an oath.	
	davit in support of an Application to necticut Insurance Department	to appear <i>pro hac vice</i> before (nan	ne of court, agency, commission, board,
for a proceeding	g regarding (client name) CVS He	alth Corporation	
I have a law of 60606	ice located at (include firm name,	if applicable): Locke Lord LLP 111	South Wacker, Suite 4100 Chicago IL,
I am a member	in good standing of the bar(s) of:	Illinois	
I certify that:			have I ever been reprimanded, siplined, nor have I ever resigned from
	There is a grievance pending ag	gainst me, or I have been discipline	ed 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.
l hereby desia	nate the Chief Clerk for the Judicia	al District of Hartford	as my agent
	ocess and service of notice may b		

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.

	7			
I have previously been assigned Juris N	umber N/A	as a pro	hac vice attorney ir	n Connecticut.
I understand that, unless excused by the	e judicial authority, Cor	nnecticut Attorney	Theodore P. Augustir	nos
who submitted the Application on my be must sign all pleadings, briefs and other and assume full responsibility for them a	half, must be present a	at all proceedings, ourt, agency, com	including depositions mission, board, or tri	s in a proceeding bunal named abo
Good Cause exists to permit me to repre		in this Affidavit in t	he proceeding befor	e the above nam
court, agency, commission, board, or trik (Describe the facts or circumstances affe		financial welfare of	the client that estab	lish "good cause"
l am nationwide counsel for CVS Health C	orporation in relation t	o its acquisition of A	Aetna Inc. and I am re	esponsible for
obtaining approvals from state agencies t	hroughout the country.	. Therefore, I have s	pecialized knowledge	e regarding the
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Name of Out-of-State attorney		to De Des Hee Was Applicables	
Name of agency, commission,		itmer In Re Pro Hac Vice Application	Case number
Connecticut Insurance			Ex 18-03
Pursuant to Section 2	2-16 of the Practice Book, the	undersigned, a member in good standing o	of the Connecticut bar, moves
•	out-of-State Attorney Applicant		
an attorney who is no CVS Health Corporation Connecticut Insurance	on	State of Connecticut, to appear <i>pro hac vic</i> in a proceeding before (name of agence	,
In support of this moti The undersigned is a	ion, the undersigned represen	ts the following: w office located at (include firm name, if a	pplicable): Locke Lord LLP, 20
The Out-of-State Atto Wacker, Suite 4100 Ch	* **	e located at (include firm name, if applicab	le): Locke Lord LLP, 111 South
The Out-of-State Atto	rney Applicant is a member in	good standing of the bar(s) of: Illinois	
	•	ey Applicant to represent the client named unal) the Connecticut Insurance Departme	
			because
Please see attached.			
	spents that alba will wales a	voused by the judicial outhority	
•		xcused by the judicial authority,	
	Il proceedings, including depos	with the court. and the Connecticut Insura	Dan-st
c. Assume full resp		and for the conduct of the cause or procee	
Certification (Requ	uired for all matters currently pe	ending before any agency, commission, boa	ard, or tribunal)
(date)	to all agencies, commissions,	ely be mailed or delivered electronically or non- boards, tribunals, attorneys and self-represente es, attorneys and self-represented parties rece	ed parties of record and that written
	ty and attorney that copy was mailed or del		<u> </u>
	onal sheet or sheets with name and ac	ddress which the copy was mailed or delivered to.	
Signed (Signature of filer)		Print or type name of person signing	Date signed
Mailing address (Number, stree	at town state and zin code	Theodore P. Augustinos	Telephone number
20 Church St. Ste 2000			860-541-7710

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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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Name of case			Docket number
If Application is fo	a proceeding before a Sta	ite or Municipal Agency, Co	ommission, Board, or Tribunal:
Name of out-of-state attorn	•		
No.		. Whitmer In Re Pro Hac Vice	
Name of agency, commission Connecticut Insurar			Case number Ex. 18-03
Connecticut insurar	ce Department		
Affidavit:			
Stoven T Whitme	-		hoing duly swarp, do donose and easy
l, Steven T. Whitme			, being duly sworn, do depose and say:
I am over the age	of 18 and believe in the du	ties and obligations of an oa	ath.
I make this Affida	vit in support of an Applicat	ion to appear <i>pro hac vice</i> b	efore (name of court, agency, commission, board,
or tribunal) Conn	ecticut Insurance Departmen	t	
- warren, dat make the back			
for a procooding	regarding (client name) CVS	Health Corneration	
ior a proceeding	egarding (client name) CV3	Health Corporation	
I have a law office	e located at (include firm na	me, if applicable): Locke Lor	rd LLP 111 South Wacker, Suite 4100 Chicago IL,
60606	•		
I am a member ir	good standing of the bar(s)	of: Illinois	
I certify that: [x]	There is no grievance pendi	ng against me in any jurisdi	ction, nor have I ever been reprimanded,
-	suspended, placed on inact	ive status, disbarred or othe	erwise disciplined, nor have I ever resigned from
	the practice of law in any jui		
	There is a grievance pendin	g against me, or I have been	n disciplined as follows (explain):
	,		,
,			
I have paid the C	lient Security Fund Fee due	for June of 2018 , the	calendar year in which the application is made.
,	,	,	,
I hereby designa	te the Chief Clerk for the Ju-	dicial District of Hartford	as my agent
upon whom proc	ess and service of notice ma	ay 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 previously been assigned Juris	Number N/A	as a pro	hac vice attorney in Connecticut.
understand that, unless excused by	the judicial authority, Co	onnecticut Attorney_T	heodore P. Augustinos
who submitted the Application on my l must sign all pleadings, briefs and oth and assume full responsibility for them	er papers filed with the	court, agency, comm	nission, board, or tribunal named ab
Good Cause exists to permit me to repourt, agency, commission, board, or		d in this Affidavit in tl	ne proceeding before the above nar
(Describe the facts or circumstances a		r financial welfare of	the client that establish "good cause
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Connecticut Insurance Dep			Ex 18-03
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Connecticut Insurance Dep	partment		
	•	s the following: v office located at (include firm name, if app	olicable): Locke Lord LLP, 20
The Out-of-State Attorney Wacker, Suite 4100 Chicag	• •	located at (include firm name, if applicable): Locke Lord LLP, 111 South
The Out-of-State Attorney	Applicant is a member in	good standing of the bar(s) of: Illinois	
Please see attached.	ommission, board, or tribu	nal) the Connecticut Insurance Department	because:
	-1- 4b -1 - 7b 10 1	arrand by Alan indicial and paids	
•		cused by the judicial authority,	
	ceedings, including deposi		
	ibility for any such filings a	with the court. and the Connecticut Insurance and for the conduct of the cause or proceedi	
Certification (Required	for all matters currently pe	nding before any agency, commission, board	d, or tribunal)
I certify that a copy of this doc (date) to consent for electronic delivery	cument was or will immediate all agencies, commissions, b y was received from all entitie	ly be mailed or delivered electronically or non-el oards, tribunals, attorneys and self-represented s, attorneys and self-represented parties receivi	ectronically on parties of record and that written
Name and address of each party and Please see attached.	attorney that copy was mailed or deliv	vered to*	
*If necessary, attach additional sl	neet or sheets with name and add	dress which the copy was mailed or delivered to.	
Signed (Signature of filer)		Print or type name of person signing	Date signed
>		Theodore P. Augustinos	
Mailing address (Number, street, town 20 Church St. Ste 2000 Hart	·		Telephone number 860-541-7710

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## Application is for a Court Case: Cocket number Cocket number	Court Informatio	n:							
If Application is for a Court Case: Name of case Docket number	Judicial district	!							
If Application is for a proceeding before a State or Municipal Agency, Commission, Board, or Tribunal: 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 Affidavit: 1. Ashlee M. Knuckey 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, 50606 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	Hartford	9	00 Washington St	. Hartford, CT 06	6106				
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Name of agency, commission, board or tribunal Case number Ex. 18-03 Affidavit: Ashlee M. Knuckey Ashlee M. Knuckey 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, 50606 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									
Ashlee M. Knuckey In Re Pro Hac Vice Application Case number Ex. 18-403 Affidavit: 1. Ashlee M. Knuckey			eeding before a	State or Munic	ipal Agen	cy, Commi	ssion, Board	, or Tribunal:	
Affidavit: Ashlee M. Knuckey	Name of out-of-state atto	rney	Achlaa	M Knuckey In	Re Pro Ha	c Vice Appl	ication		
Affidavit: I. Ashlee M. Knuckey	Name of agency, commis	ssion, board or		W. Kildckey III	110110110	- Tioo / (pp)		Case number	
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	I hereby design	nate the Cl	hief Clerk for the	Judicial Distric	t of Hartfo	rd			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.

			d docket numbers of	
I have previously been assigned Juris	Number N/A	as a p	ro hac vice attorney i	in Connecticut.
I understand that, unless excused by	the judicial authority,	Connecticut Attorney	Theodore P. August	inos
who submitted the Application on my l must sign all pleadings, briefs and oth and assume full responsibility for them	er papers filed with t	he court, agency, con	nmission, board, or tr	ibunal named above
Good Cause exists to permit me to repourt, agency, commission, board, or		med in this Affidavit in	the proceeding befo	re the above named
(Describe the facts or circumstances a		l or financial welfare o	of the client that estat	hlish "good cause"):
am nationwide counsel for CVS Health	Corporation in relati	on to its acquisition of	f Aetna Inc. and I am r	responsible for
obtaining approvals from state agencie	s throughout the coul	ntry. Therefore, I have	specialized knowledg	e regarding the
obtaining approvals from state agencie transaction and CVS Health Corporation	s throughout the cou n's affairs. This specia	ntry. Therefore, I have alized knowledge is ne	specialized knowledgecessary for the proce	ge regarding the eeding before the
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