

Table of Contents For Exhibits

The Tab Numbers Are Consistent with the Exhibit Numbers

(i.e. Tab 1 is Exhibit 1, Tab 2-A Contains Exhibit 2-A)

<u>Exhibit 1</u>	Agreement and Plan of Merger dated as of December 3, 2017 (the “ <u>Merger Agreement</u> ”), among CVS Health, Aetna and Hudson Merger Sub Corp. (Filed with CVS Health Form A Statement dated January 17, 2018 (the “Original Form A”)) ¹
<u>Exhibit 2-A</u>	CVS Health Form 8-K filed with the Securities and Exchange Commission on December 4, 2017. (Filed with Original Form A)
<u>Exhibit 2-B</u>	CVS Health Form 8-K filed with the Securities and Exchange Commission on December 5, 2017. (Filed with Original Form A)
<u>Exhibit 3-A</u>	Current organizational chart of CVS Health and its affiliates. (Filed with Original Form A)
<u>Exhibit 3-B</u>	Current organizational chart of Aetna and its affiliates. (Filed with Original Form A)
<u>Exhibit 3-C</u>	Pro Forma organizational chart of CVS Health and its affiliates following the Transaction. (Filed with Original Form A)
<u>Exhibit 4-A</u>	Item 1 of CVS Health’s 2016 Annual Report on Form 10-K. (Filed with Original Form A)
<u>Exhibit 4-B</u>	Item 1 of CVS Health’s 2015 Annual Report on Form 10-K. (Filed with Original Form A)
<u>Exhibit 4-C</u>	Item 1 of CVS Health’s 2014 Annual Report on Form 10-K. (Filed with Original Form A)
<u>Exhibit 4-D</u>	Item 1 of CVS Health’s 2013 Annual Report on Form 10-K. (Filed with Original Form A)
<u>Exhibit 4-E</u>	Item 1 of CVS Health’s 2012 Annual Report on Form 10-K. (Filed with Original Form A)

¹ Exhibits filed with the Original Form A [and First Amended and Restated Form A Statement dated August 13, 2018](#) that remain unchanged are not being refiled with this Amended and Restated Form A Statement.

- Exhibit 5-A Aetna's 2016 Annual Report to Stockholders on Form 10-K (Filed with Original Form A)
- Exhibit 5-B Aetna's 2015 Annual Report to Stockholders on Form 10-K. (Filed with Original Form A)
- Exhibit 5-C Aetna's 2014 Annual Report to Stockholders on Form 10-K. (Filed with Original Form A)
- Exhibit 5-D Aetna's 2017 Annual Report to Stockholders on Form 10-K.
- Exhibit 6 CVS Health's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017. (Filed with Original Form A)
- Exhibit 7-A Directors and Executive Officers of CVS Health (~~Updated~~[Filed with Amended and Restated Form A dated August 13, 2018 \("First Amended and Restated Form A"\)](#))²
- Exhibit 7-B Directors and Executive Officers of CVS Pharmacy (~~Updated~~[Filed with the First Amended and Restated Form A](#))³
- Exhibit 8-A NAIC Biographical Affidavits of Directors and Executive Officers of CVS Health. *The Applicant is requesting confidential treatment with respect to the personal information in the biographical affidavits and is filing redacted biographical affidavits with the complete confidential biographical affidavits filed under separate cover.* (~~Updated~~[Filed with the First Amended and Restated Form A](#))⁴
- Exhibit 8-B NAIC Biographical Affidavits of Directors and Executive Officers of CVS Pharmacy. *The Applicant is requesting confidential treatment with respect to the personal information in the biographical affidavits and is filing redacted biographical affidavits with the complete confidential biographical affidavits filed under separate cover.* (~~Updated~~[Filed with the First Amended and Restated Form A](#))⁵
- Exhibit 9-A Bridge Facility Commitment Letter, dated December 3, 2017, among CVS Health, Barclays Bank PLC, Goldman Sachs Bank USA, Goldman Sachs Lending Partners LLC, Bank of America, N.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated. (Filed with Original Form A)

² Updated with list provided to Insurance Department under cover of letter dated June 8, 2018.

³ Updated with list provided to Insurance Department under cover of letter dated June 8, 2018.

⁴ Redacted biographical affidavits updated to include those biographical affidavits provided to the Insurance Department under cover of letter dated February 21, 2018. Both redacted and unredacted biographical affidavits have been updated to include Mr. Deric Rice and Mr. Kevin Hourican whose biographical affidavits were included with the updated list of directors and executive officers provided to the Insurance Department under cover of letter dated June 6, 2018. Ms. Foulkes, who resigned, has been removed.

⁵ Ms. Foulkes, who has resigned, has been removed.

- Exhibit 9-B Joinder to Bridge Facility Commitment Letter, dated December 15, 2017, among CVS Health, Barclays Bank PLC, Goldman Sachs Bank USA, Goldman Sachs Lending Partners LLC, Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated and each of the Additional Commitment Parties party thereto. (Filed with Original Form A)
- Exhibit 9-C Term Loan Agreement, dated as of December 15, 2017, by and among CVS Health, the lenders party thereto and Barclays Bank PLC, as administrative agent. (Filed with Original Form A)
- Exhibit 9-D CVS Health Form 8-K filed with the Securities and Exchange Commission on December 19, 2017. (Filed with Original Form A)
- Exhibit 10-A CVS Health's 2016 Annual Report to Stockholders (including audited consolidated Financial Statements and the independent public accounting firm's report thereon) and CVS Health Form 10-K Filed with the SEC For Fiscal Year Ended December 31, 2016. (Filed with Original Form A)
- Exhibit 10-B CVS Health's 2015 Annual Report to Stockholders (including audited consolidated Financial Statements and the independent public accounting firm's report thereon) and CVS Health Form 10-K Filed with the SEC For Fiscal Year Ended December 31, 2015. (Filed with Original Form A)
- Exhibit 10-C CVS Health's 2014 Annual Report to Stockholders (including audited consolidated Financial Statements and the independent public accounting firm's report thereon) and CVS Health Form 10-K Filed with the SEC For Fiscal Year Ended December 31, 2014. (Filed with Original Form A)
- Exhibit 10-D CVS Health's 2013 Annual Report to Stockholders (including audited consolidated Financial Statements and the independent public accounting firm's report thereon) and CVS Health Form 10-K Filed with the SEC For Fiscal Year Ended December 31, 2013. (Filed with Original Form A)
- Exhibit 10-E CVS Health's 2012 Annual Report to Stockholders (including audited consolidated Financial Statements and the independent public accounting firm's report thereon) and CVS Health Form 10-K Filed with the SEC For Fiscal Year Ended December 31, 2012. (Filed with Original Form A)
- Exhibit 11 CVS Health Investor Fact Sheet and Investor Presentation December 4, 2017. (Filed with Original Form A)
- Exhibit 12 Financial Projections of the Domestic Insurers (Updated)⁶

⁶ ~~Updated Aetna Life Insurance Company projections which reflect changes in liabilities (fluctuations adjusted in all other liabilities) as~~ The ALIC financial projections have been updated from those provided to the ~~Insurance~~ Department in the May 14, 2018 Form A response. ~~CVS Health and Aetna do not currently anticipate changes in total assets, net income or capital and surplus from the projections that were provided with the Original Form A~~ Department under cover of letter dated August 31, 2018 to provide for the Divestiture. The remainder of the Domestic Insurer financial projections remain the same.

- Exhibit 13 Cash Flow Projections of CVS Health. (Filed with Original Form A)
- Exhibit 14 Business Plans of the Domestic Insurers. (Filed with Original Form A)
- Exhibit 15-A Annual Statements of Aetna Life Insurance Company For Years 2014-2016. (Filed with Original Form A)
- Exhibit 15-B Annual Statements of Aetna Insurance Company of Connecticut For Years 2014-2016. (Filed with Original Form A)
- Exhibit 15-C Annual Statements of Aetna Health and Life Insurance Company For Years 2014-2016. (Filed with Original Form A)
- Exhibit 15-D Annual Statements of Aetna Health Inc. (a Connecticut corporation) For Years 2014-2016. (Filed with Original Form A)
- Exhibit 15-E Annual Statements of Aetna Better Health Inc. (a Connecticut corporation) For Years 2014-2016. (Filed with Original Form A)
- Exhibit 15-F Annual Statements for the Domestic Insurers for 2017 [\(Filed with the First Amended and Restated Form A\)](#)⁷
- [Exhibit 15-G Quarterly Statements for the Domestic Insurers for the Quarter Ended June 30, 2018](#)
- Exhibit 16 Competitive Impact Analysis of the Transaction in the State of Connecticut. (Updated) ~~(Aetna Health and Life Insurance Company is currently writing Medicare Supplement in Connecticut. There are no current plans to suspend Medicare Supplement in Connecticut. Amended Exhibit 16 reflects this change and also includes Exhibit X).~~⁸
- Exhibit 17 Form S-4 Registration Statement Filed with the SEC on January 4, 2018. (Filed with Original Form A)
- Exhibit 18-A Financial Strength and Debt Ratings of the Applicant. (Filed with Original Form A)
- Exhibit 18-B Financial Strength and Debt Ratings of Aetna and the Domestic Insurers. (Filed with Original Form A)
- Exhibit 19 Material Litigation and Investigations of the Applicant. ~~(Updated~~[Filed with the First Amended and Restated Form A\)](#)⁹

⁷ Filed with the Applicant's May 14, 2018 Form A response to comments.

⁸ ~~Exhibit 16 has been updated in regard to Item A.2 (Health Only), page 2 to provide that "Aetna Health and Life Insurance Company is currently writing Medicare Supplement in Connecticut." This was provided with the May 14, 2018 Form A response to include the Divestiture.~~

⁹ The information included is from CVS Health's Form 10-Q for period ended June 30, 2018 and Annual Report to Stockholders for the Year Ended December 31, 2017.

- Exhibit 20 List of Regulatory Filings of the Applicant. (Filed with Original Form A)
- Exhibit 21 State of Connecticut Form A Checklist. (Filed with Original Form A)
- Exhibit 22 Redacted Disclosure Schedules to The Merger Agreement (Filed under cover of letter dated August 15, 2018 as a supplement to the First Amended and Restated Form A).¹⁰
- Exhibit 23 Company Organizational Documents (as defined in the Merger Agreement) (Filed with the First Amended and Restated Form A)
- Exhibit 24 Parent Organizational Documents (as defined in the Merger Agreement) (Filed with the First Amended and Restated Form A)¹¹
- Exhibit 25 Directors and Executive Officers of the Domestic Insurers (Filed with the First Amended and Restated Form A)¹²
- Exhibit 26 Biographical Affidavits of the Directors and Executive Officers of the Domestic Insurers. *The Applicant is requesting confidential treatment with respect to the personal information in the biographical affidavits and is filing redacted biographical affidavits with the complete confidential biographical affidavits filed under separate cover.* (Filed with the First Amended and Restated Form A)¹³
- Exhibit 27 CVS Health Form 8-K regarding the long term financing obtained March 6, 2018 by CVS Health. (Filed with the First Amended and Restated Form A)¹⁴
- Exhibit 28 CVS Health Deleveraging Slides. (Filed with the First Amended and Restated Form A)¹⁵
- Exhibit 29 A.M. Best Description of Leverage. (Filed with the First Amended and Restated Form A)¹⁶

¹⁰ Included in the Company (Aetna's) Disclosure Schedules is the detailed description of a contemplated employee retention program and the description of fines and their amounts requested in the Insurance Department's July 31, 2018 request letter to the Applicant.

¹¹ The Applicant has included the Articles and Bylaws that CVS Health provided to Aetna at the time of the Merger Agreement, as well as the Articles and Bylaws of CVS Health subsequently amended as described in the Form 8-K included with this Exhibit.

¹² Filed with the Applicant's May 14, 2018 Form A response to comments.

¹³ Filed with the Applicant's May 14, 2018 Form A response to comments and as subsequently updated under cover of letter dated July 20, 2018.

¹⁴ Filed with the Applicant's May 14, 2018 Form A response to comments.

¹⁵ Filed with the Applicant's May 14, 2018 Form A response to comments.

¹⁶ Filed with the Applicant's May 14, 2018 Form A response to comments.

- Exhibit 30 Documentation of anticipated cash demands including a debt payment schedule over the next 5 years with the amounts broken down by source. [\(Filed with the First Amended and Restated Form A\)](#)¹⁷
- Exhibit 31 Capital Management Plan. [\(Filed with the First Amended and Restated Form A\)](#)¹⁸
- Exhibit 32 CVS Health Corporate governance guidelines. [\(Filed with the First Amended and Restated Form A\)](#)¹⁹
- Exhibit 33 February 1, 2018 Form 8-K regarding the second request received from the Department of Justice [\(Filed with the First Amended and Restated Form A\)](#)²⁰
- Exhibit 34 Overview of the types of items requested in a second request. [\(Filed with the First Amended and Restated Form A\)](#)²¹
- Exhibit 35 Redacted HSR Filing Statements for Aetna and CVS Health. [\(Filed with the First Amended and Restated Form A\)](#)²²
- Exhibit 36 CVS Health Information Security Controls. [\(Filed with the First Amended and Restated Form A\)](#)²³
- Exhibit 37 CVS Health's 2017 Annual Report to Stockholders (including audited consolidated Financial Statements and the independent public accounting firm's report thereon) and CVS Health Form 10-K Filed with the SEC For Fiscal Year Ended December 31, 2017. [\(Filed with the First Amended and Restated Form A\)](#)²⁴
- Exhibit 38 Final Effective Form S-4 Registration Statement Filed with the SEC on February 9, 2018. [\(Filed with the First Amended and Restated Form A\)](#)²⁵
- Exhibit 39 CVS Health Form 10-Q For the Period Ended March 31, 2018. [\(Filed with the First Amended and Restated Form A\)](#)²⁶

¹⁷ Filed with the Applicant's July 24, 2018 Form A response to comments.

¹⁸ Filed with the Applicant's May 14, 2018 Form A response to comments.

¹⁹ Filed with the Applicant's May 14, 2018 Form A response to comments.

²⁰ Filed with the Applicant's May 14, 2018 Form A response to comments.

²¹ Filed with the Applicant's May 14, 2018 Form A response to comments.

²² Redactions of Item 4(c) and 4(d) document lists and Items 5 dollar amounts which are confidential.

²³ Filed with the Applicant's May 14, 2018 Form A response to comments.

²⁴ SEC Form 10-K provided to Insurance Department under cover of letter dated February 21, 2018 and Annual Report to Stockholders provided to Insurance Department in the Applicant's May 14, 2018 response.

²⁵ Filed under cover of letter to the Insurance Department dated February 21, 2018.

²⁶ Filed under cover letter to the Insurance Department dated June 8, 2018.

- Exhibit 40 CVS Health Form 10-Q For the Period Ended June 30, 2018. (Filed with the First Amended and Restated Form A)²⁷
- Exhibit 41 CVS Health Form 8-K dated June 6, 2018 Regarding Post-Closing Management. (Filed with the First Amended and Restated Form A)²⁸
- Exhibit 42 Copies of Regulatory Filings. (Filed with the First Amended and Restated Form A)²⁹
- Exhibit 43 CVS Health Form 8-K Filed with the Securities and Exchange Commission on September 27, 2018 Regarding the Divestiture
- Exhibit 44 Aetna Form 8-K filed with the Securities and Exchange Commission on September 27, 2018 Regarding the Divestiture

²⁷ Filed with SEC on August 8, 2018.

²⁸ Filed with the Insurance Department under cover of letter dated June 8, 2018.

²⁹ Filed with the Applicant's May 14, 2018 Form A response to comments. This includes a list of international filings. We have also included Form 8-K's filed with the SEC regarding the shareholder votes related to the transaction and dismissal of litigation related to the transaction.

Document comparison by Workshare 9 on Wednesday, September 26, 2018
7:32:07 PM

Input:	
Document 1 ID	interwovenSite://USDMS/America/69781240/2 - #69781240v2<America> - Amended CT CVS Table of Contents September 27
Description	#69781240v2<America> - Amended CT CVS Table of Contents
Document 2 ID	interwovenSite://USDMS/America/69781240/3
Description	#69781240v3<America> - Amended CT CVS Table of Contents September 27
Rendering set	Standard

Legend:	
Insertion	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	37
Deletions	12
Moved from	0
Moved to	0
Style change	0
Format changed	0

Total changes	49
---------------	----