

In the Matter of the Acquisition of Control
of Superior Vision Insurance Plan of Wisconsin, Inc.
by MetLife, Inc.

List of Exhibits – Case No. 20-C43830

- Ex. 1 List of Exhibits in the Matter of the Acquisition of Control of Superior Vision Insurance Plan of Wisconsin, Inc. by MetLife, Inc. (Case No. 20-C43830)
- Ex. 2 Form A Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer
- 2.1 Exhibit A-1 to the Form A: Redacted Agreement and Plan of Merger
 - 2.2 Exhibit A-2 to the Form A: Unredacted Agreement and Plan of Merger **[CONFIDENTIAL]**
 - 2.3 Exhibit B-1 to the Form A: Pre-Closing Organizational Chart of the Applicant and its Affiliates
 - 2.4 Exhibit B-2 to the Form A: Post-Closing Organizational Chart of the Applicant and its Affiliates
 - 2.5 Exhibit C to the Form A: List of the Directors and Executive Officers of the Applicant
 - 2.6 Exhibit D to the Form A: NAIC Biographical Affidavits **[CONFIDENTIAL]**
 - 2.7 Exhibit E to the Form A: Three-Year Financial Projections for the Domestic Insurer **[CONFIDENTIAL]**
 - 2.8 Exhibit F to the Form A: List of the Proposed Post-Closing Directors of the Domestic Insurer
 - 2.9 Exhibit G-1 to the Form A: Applicant's Annual Reports on Form 10-K for the Fiscal Year Ended December 31 of each of 2015, 2016, 2017, 2018 and 2019 (includes audited financial statements)
 - 2.10 Exhibit G-2 to the Form A: Applicant's Quarterly Reports on Form 10-Q for the Quarterly Periods Ended March 31, 2020 and June 30, 2020
 - 2.11 Exhibit H to the Form A: Applicant's Annual Reports to Shareholders for each of 2019 and 2018
 - 2.12 Exhibit I to the Form A: Competitive Impact Statement
 - 2.13 Exhibit J to the Form A: Consent to Jurisdiction Statement
- Ex. 3 Wisconsin Disclaimer of Control Filing by and on behalf of MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust dated October 6, 2020
- 3.1 Exhibit A to Wisconsin Disclaimer of Control Filing – MetLife Policyholder Trust Agreement by and among Metropolitan Life Insurance Company and MetLife, Inc. and Wilmington Trust Company and Chase Mellon Shareholder Services, L.L.C. dated November 3, 1999

- 3.2 Exhibit B to Wisconsin Disclaimer of Control Filing – Form 10-K of the MetLife Policyholder Trust as of December 31, 2019
 - 3.3 Exhibit C to Wisconsin Disclaimer of Control Filing – Form 10-Q of MetLife, Inc. as of June 30, 2020
 - 3.4 Exhibit D to Wisconsin Disclaimer of Control Filing – Amendment No. 82 to Schedule 13D of MetLife, Inc. dated August 6, 2020
 - 3.5 Exhibit E to Wisconsin Disclaimer of Control Filing – Form 8-K of MetLife, Inc. dated September 8, 2020
- Ex. 4 Draft Form D, “Prior Notice of a Transaction”, filed with the Office of the Commissioner of Insurance, State of Wisconsin, by and on behalf of Superior Vision Insurance Plan of Wisconsin, Inc., dated October 8, 2020, concerning the Agreement to Apportion Consolidated Federal Income Tax Liability and Benefits of Consolidated Returns dated June 24, 1986, as amended, March 10, 2010, among MetLife, Inc. and its subsidiaries
- 4.1 Exhibit A to the Draft Form D – Agreement to Apportion Consolidated Federal Income Tax Liability and Benefits of Consolidated Returns dated June 24, 1986, as amended, March 10, 2010, among MetLife, Inc. and its subsidiaries
- Ex. 5 Draft Form D, “Prior Notice of a Transaction”, filed with the Office of the Commissioner of Insurance, State of Wisconsin, by and on behalf of Superior Vision Insurance Plan of Wisconsin, Inc., dated October 8, 2020, concerning the Member Services and Facilities Agreement, as yet undated, between MetLife Services and Solutions, LLC and Superior Vision Insurance Plan of Wisconsin, Inc.
- 5.1 Exhibit A to the Draft Form D – Member Services and Facilities Agreement, as yet undated, between MetLife Services and Solutions, LLC and Superior Vision Insurance Plan of Wisconsin, Inc. **[CONFIDENTIAL]**
- Ex. 6 Letter to Mr. Jay W. Klein, Vice President and Associate General Counsel, MetLife Group, Inc., from Steven J. Junior, OCI, dated November 3, 2020
- Ex. 7 Letter to Ms. Beth Andrews, MetLife Policyholder Trust c/o Wilmington Trust Company, as Trustee, from Steven J. Junior, OCI, dated November 3, 2020
- Ex. 8 Email to Steven J. Junior, OCI, from Stephanie H. Dobecki, Sidley Austin LLP, dated November 18, 2020, concerning response from Beth Andrews, MetLife Policyholder Trust c/o Wilmington Trust Company, as Trustee
- 8.1 Letter to Steven J. Junior, OCI, from Beth Andrews, MetLife Policyholder Trust c/o Wilmington Trust Company, as Trustee

- Ex. 9 Email to Steven J. Junior, OCI, from Stephanie H. Dobecki, Sidley Austin LLP, dated November 23, 2020, concerning response on behalf of MetLife, Inc.
- 9.1 Letter to Steven J. Junior, OCI, from Stephanie H. Dobecki, Sidley Austin LLP, dated November 18, 2020, whereby MetLife, Inc. responded to OCI questions, and included a redacted Master Services and Facilities Agreement **[REDACTED]**
- Ex. 10 Email to Kevin G. Fitzgerald, Foley & Lardner LLP, from Steven J. Junior, OCI, dated November 29, 2020, conveying the Notice of Hearing and related cover letter
- 10.1 Cover Letter to Notice of Hearing for Case No. 20-C43830
- 10.2 Notice of Hearing for Case No. 20-C43830
- Ex. 11 Email to Steven J. Junior, OCI, from Kevin G. Fitzgerald, Foley & Lardner LLP, dated November 29, 2020, in response to receipt of the Notice of Hearing
- Ex. 12 Email to Kevin G. Fitzgerald, Foley & Lardner LLP, from Steven J. Junior, OCI, dated November 29, 2020, conveying the following additional documents:
- 12.1 Draft Case Recommendation Memorandum for Case No. 20-C43830 **[CONFIDENTIAL]**
- 12.2 Form of Waiver by MetLife, Inc. in the event that they would like expedited entry of a Final Decision in accordance with the Proposed Decision
- 12.3 Form of Waiver by Versant Health, Inc., Versant Health Holdco, Inc., Versant Health Consolidations Corp., Block Vision Holdings Corporation, and Superior Vision Insurance Plan of Wisconsin, Inc. in the event that they would like expedited entry of a Final Decision in accordance with the Proposed Decision
- Ex. 13 Email to Kevin G. Fitzgerald, Foley & Lardner LLP, from Steven J. Junior, OCI, dated November 30, 2020, conveying the Draft List of Exhibits
- 13.1 Draft List of Exhibits for Case No. 20-C43830
- Ex. 14 Email to Steven J. Junior, OCI, from Kevin G. Fitzgerald, Foley & Lardner LLP, dated December XX, 2020, with response to and suggestions for Case Recommendation Memorandum and List of Exhibits
- Ex. 15 OCI Recommendation Memorandum for Case No. 20-C43830