

**BEFORE THE INSURANCE COMMISSIONER  
OF THE STATE OF DELAWARE**

**In the Matter Of: The Form A Application            )  
Regarding the Acquisition of Control of            )  
Brighthouse Life Insurance Company            )  
("Brighthouse Life")<sup>1</sup> by Brighthouse            )  
Financial, Inc. and Brighthouse Holdings,  
LLC**

Docket No. 3344-2016

**AMENDED SCHEDULING ORDER**

A teleconference in the above-captioned matter was held on April 21, 2017, for the purpose of discussing certain amendments to the procedural schedule for pre-hearing submissions and hearing on the Form A Application Regarding the Acquisition of Control of Brighthouse Life Insurance Company ("Brighthouse Life") by Brighthouse Financial, Inc. and Brighthouse Holdings, LLC ("Applicants"). The participants were Jay Klein, Regulatory Counsel for Brighthouse Life; William Yemc and Edward Little, outside counsel for Brighthouse Life and the Applicants; Donna Culver, outside counsel for the Delaware Department of Insurance ("DOI"); and former Vice Chancellor John W. Noble, hearing officer ("Hearing Officer").

Upon hearing from the participants, the Hearing Officer orders as follows:

1. A public hearing in this matter is scheduled for June 5, 2017 and June 6, 2017 (if necessary) at 9:00 a.m. (EDT) at a location to be determined. The DOI shall publish notice of the hearing in accordance with the requirements of Delaware law no later than May 15, 2017,

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<sup>1</sup> Note that MetLife Insurance Company USA changed its name to Brighthouse Life Insurance Company on March 6, 2017.

and shall submit a draft form of Notice of Hearing to the Hearing Officer, Applicants and Brighthouse Life at least one week prior thereto.

2. At the conclusion of the presentation of the evidence, the public may offer comment in this matter as a follow up to the hearing. The record of the proceeding will remain open until 5:00 p.m. (EDT) on June 6, 2017 to permit the public to submit written comments, which must be furnished to the Hearing Officer and to counsel for all parties.

3. The Hearing Officer shall conduct an initial pre-hearing conference with the parties in May at a date and time to be determined.

4. No later than May 26, 2017, the parties shall exchange, and submit to the Hearing Officer, any stipulated facts, pre-hearing memoranda, pre-filed testimony and a list of witnesses and exhibits that each party expects to present at the public hearing.

5. The Hearing Officer shall conduct a final pre-hearing conference with the parties on May 30, 2017 at a time to be determined.

6. No later than June 12, 2017, the parties shall exchange, and submit to the Hearing Officer, any post-hearing memoranda, proposed findings of fact and conclusions of law and any comment or response to any written statements received from the public.

Date:

April 28, 2017

  
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John W. Noble, Hearing Officer