

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-3**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**Post-Effective Amendment No. 1**

**BRIGHOUSE LIFE INSURANCE COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**06-0566090**

(I.R.S. Employer Identification Number)

**11225 North Community House Road, Charlotte, NC 28277  
(980) 365-7100**

(Address, including zip code, and telephone number, including area code,  
of registrant's principal executive offices)

**Brighthouse Life Insurance Company  
c/o The Corporation Trust Company  
1209 Orange Street  
Corporation Trust Center  
Wilmington, DE 19801  
(302) 658-7581**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copies to:*

W. Thomas Conner  
Carlton Fields  
1025 Thomas Jefferson St., N.W.  
Suite 400 West  
Washington, DC 20007-5208

Approximate date of commencement of proposed sale to the public: As soon as practicable following the effectiveness of the registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer   
Non-accelerated filer       Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

#### EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Amendment") to the Registration Statement on Form S-3 (File No. 333-263495) (the "Registration Statement") of Brighthouse Life Insurance Company is being filed solely for the purpose of including in the Registration Statement the additions/modifications reflected in the Supplement. Part II of the Registration Statement has also been updated pursuant to the requirements of Form S-3. The Amendment does not amend any other part of the Registration Statement.



The information in this supplement is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This supplement is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**BRIGHTHOUSE LIFE INSURANCE COMPANY**

**SUPPLEMENT DATED January 13, 2023**

**To the following prospectus:**

**Brighthouse Shield® Level Select 3-Year Annuity Prospectus dated August 1, 2022**

**For Brighthouse Shield® Level Select 3-Year Annuity Contracts**

**Issued On or After May 1, 2023**

For the Shield® Level Annuity Contracts (the “Contracts”) referenced above issued by Brighthouse Life Insurance Company (“BLIC,” the “Company,” “we,” “our” or “us”), this supplement describes certain enhancements to the Contracts that add (1) Shield Options that come with a new rate crediting type called Step Rate Edge, (2) new 2-year Terms available with certain Shield Options, (3) the Nasdaq-100 Index® available with Shield Options, and (4) additional 1-year Terms for Shield Options with Step Rate.

This supplement should be read in conjunction with the current prospectus for your Contract, i.e. the Brighthouse Shield® Level Select 3-Year Annuity Prospectus dated August 1, 2022, and should be retained for future reference. This supplement incorporates the prospectus by reference. The supplement amends certain information in your prospectus to reflect the addition of the enhancements. All other information in your prospectus remains unchanged. Unless specifically defined in this supplement, the terms used in this supplement have the same meaning as in your Contract’s prospectus. We will send you another copy of your prospectus without charge upon request. Please contact the Annuity Service Office at (888) 243-1932 or write to us at Brighthouse Life Insurance Company, Annuity Service Office, P.O. Box 305075, Nashville, TN 37230-5075.

**SHIELD OPTIONS**

To reflect the new Shield Options available, the following chart replaces the chart in your prospectus that lists the Shield Options available (each of which is issued with a Cap Rate unless otherwise noted as a Step Rate or Step Rate Edge) and indicates the availability of the Performance Lock Rider.

SHIELD OPTIONS		
TERM	INDEX	PERFORMANCE LOCK AVAILABLE
SHIELD 15 (up to 15% downside protection)		
1 Year	S&P 500® Index	<input checked="" type="checkbox"/>
	S&P 500® Index Step Rate	<input checked="" type="checkbox"/>
	S&P 500® Index Step Rate Edge	<input checked="" type="checkbox"/>
	Russell 2000® Index	<input checked="" type="checkbox"/>
	Russell 2000® Index Step Rate	<input checked="" type="checkbox"/>
	Russell 2000® Index Step Rate Edge	<input checked="" type="checkbox"/>
	MSCI EAFE Index	<input checked="" type="checkbox"/>
	MSCI EAFE Index Step Rate	<input checked="" type="checkbox"/>
	MSCI EAFE Index Step Rate Edge	<input checked="" type="checkbox"/>

	Nasdaq-100 Index®	<input checked="" type="checkbox"/>	
	Nasdaq-100 Index® Step Rate	<input checked="" type="checkbox"/>	
	Nasdaq-100 Index® Step Rate Edge	<input checked="" type="checkbox"/>	
2 Year	S&P 500® Index Step Rate	<input checked="" type="checkbox"/>	
	S&P 500® Index Step Rate Edge	<input checked="" type="checkbox"/>	
	Russell 2000® Index Step Rate	<input checked="" type="checkbox"/>	
	Russell 2000® Index Step Rate Edge	<input checked="" type="checkbox"/>	
	MSCI EAFE Index Step Rate	<input checked="" type="checkbox"/>	
	MSCI EAFE Index Step Rate Edge	<input checked="" type="checkbox"/>	
	Nasdaq-100 Index® Step Rate	<input checked="" type="checkbox"/>	
	Nasdaq-100 Index® Step Rate Edge	<input checked="" type="checkbox"/>	
	3 Year	S&P 500® Index	<input checked="" type="checkbox"/>
		Russell 2000® Index	<input checked="" type="checkbox"/>
MSCI EAFE Index		<input checked="" type="checkbox"/>	
Nasdaq-100 Index®		<input checked="" type="checkbox"/>	
SHIELD 10 (up to 10% downside protection)			
1 Year	S&P 500® Index	<input checked="" type="checkbox"/>	
	S&P 500® Index Step Rate	<input checked="" type="checkbox"/>	
	S&P 500® Index Step Rate Edge	<input checked="" type="checkbox"/>	
	Russell 2000® Index	<input checked="" type="checkbox"/>	
	Russell 2000® Index Step Rate	<input checked="" type="checkbox"/>	
	Russell 2000® Index Step Rate Edge	<input checked="" type="checkbox"/>	
	MSCI EAFE Index	<input checked="" type="checkbox"/>	
	MSCI EAFE Index Step Rate	<input checked="" type="checkbox"/>	
	MSCI EAFE Index Step Rate Edge	<input checked="" type="checkbox"/>	
	Nasdaq-100 Index®	<input checked="" type="checkbox"/>	
	Nasdaq-100 Index® Step Rate	<input checked="" type="checkbox"/>	
	Nasdaq-100 Index® Step Rate Edge	<input checked="" type="checkbox"/>	
2 Year	S&P 500® Index Step Rate	<input checked="" type="checkbox"/>	
	S&P 500® Index Step Rate Edge	<input checked="" type="checkbox"/>	
	Russell 2000® Index Step Rate	<input checked="" type="checkbox"/>	
	Russell 2000® Index Step Rate Edge	<input checked="" type="checkbox"/>	
	MSCI EAFE Index Step Rate	<input checked="" type="checkbox"/>	
	MSCI EAFE Index Step Rate Edge	<input checked="" type="checkbox"/>	
	Nasdaq-100 Index® Step Rate	<input checked="" type="checkbox"/>	
Nasdaq-100 Index® Step Rate Edge	<input checked="" type="checkbox"/>		
3 Year	S&P 500® Index	<input checked="" type="checkbox"/>	
	Russell 2000® Index	<input checked="" type="checkbox"/>	
	MSCI EAFE Index	<input checked="" type="checkbox"/>	
	Nasdaq-100 Index®	<input checked="" type="checkbox"/>	

The following amends the prospectus as necessary to reflect the addition of the enhancements to your Contract.

## RISK FACTORS

### Shield Options with Higher Shield Rates

In deciding whether to choose a Shield Option with Step Rate Edge with a higher Shield Rate, you should consider that such Shield Options offering higher Shield Rates tend to have lower Edge Rates than Shield Options with lower Shield Rates that have the same index and term. This is because of the additional protection provided by the higher Shield Rates.

### Risks Associated with Nasdaq-100 Index®

Because the Nasdaq-100 Index® (Price Return Index) is comprised of a collection of equity securities, the value of the component securities is subject to market risk, or the risk that market fluctuations may cause the value of the component securities to go up or down, sometimes rapidly and unpredictably. In addition, the value of equity securities may increase or decline for reasons directly related to the issuers of the securities.

### An Index may be Substituted for Shield Option(s) with Step Rate Edge

We have the right to substitute a comparable index for Shield Options with Step Rate Edge prior to the Term End Date if any Index is discontinued, or, at our sole discretion, we determine that our use of such Index should be discontinued, or if the calculation of an Index is substantially changed. We would attempt to choose a substitute index that has a similar investment objective and risk profile to the replaced index. Upon substitution of an Index, we will calculate your Index Performance on the replaced Index up until the date of substitution and the substitute Index from the date of substitution to the Term End Date. An Index substitution will not change the Shield Rate or Edge Rate for an existing Shield Option. The performance of the new Index may not be as good as the one that is substituted and as a result your Index Performance may have been better if there had been no substitution.

### TERM

2-year Terms are available with Shield Options with Step Rate and Step Rate Edge. Additional 1-Year Terms are available with Shield Options with Step Rate and a Shield Rate 15.

### INDICES

Nasdaq-100 Index® is newly available with certain Shield Options. The following description is added to the "INDICES" section of your prospectus:

*Nasdaq-100 Index® (Price Return Index).* The Nasdaq-100 Index® includes 100 of the largest domestic and international non-financial securities listed on The Nasdaq Stock Market based on market capitalization. The Index reflects companies across major industry groups including computer hardware and software, telecommunications, retail/wholesale trade and biotechnology. It does not contain securities of financial companies including investment companies. The Nasdaq-100 Index® does not include dividends declared by any of the companies in this Index.

### SHIELD OPTIONS WITH STEP RATE EDGE

The Shield Options with Step Rate Edge described in this supplement are similar to the Shield Options with Step Rate described in the prospectus, except that you will receive the Edge Rate even if the Index Performance is negative, as long as the negative Index Performance is greater than or equal to the Shield Rate.

## STEP RATE EDGE CREDITING TYPE

### Step Rate Edge

For Shield Options with Step Rate Edge, the Edge Rate is the rate credited at the Term End Date if the Index Performance is greater than or equal to the Shield Rate. For example, a 3% Index Performance with a 7% Step Rate Edge rate and a 10% Shield Rate will result in a 7% Performance Rate, or, a -10% Index Performance with a 7% Edge Rate and a 10% Shield Rate will result in a 7% Performance Rate. The Edge Rate is measured from the Term Start Date to the Term End Date, and the full Edge Rate only applies if you hold the Shield Option until the Term End Date. **The Edge Rate may vary between Shield Options and it is not an annual rate.** For renewals into the same Shield Option a new Edge Rate is declared for each subsequent Term, and such rate will not be less than the minimum guaranteed Edge Rate(s) stated in your Contract, but will never be less than 1.5%.

In deciding whether to purchase a Shield Option with a Cap Rate or Edge Rate, you should consider that Edge Rates are generally lower than Cap Rates. If Index Performance is equal to or greater than zero but less than the Edge Rate, and you chose a Cap rate for your Shield Option, your Performance Rate adjustment will be lower than it otherwise would be had you chosen Step Rate Edge. Alternatively, if the Index Performance is positive and exceeds the Edge Rate, and you chose Step Rate Edge for your Shield Option, your Performance Rate Adjustment will be lower than it would otherwise be had you chosen a Cap Rate. For example, if you chose a Shield Option with a 10% Cap Rate and there is a 15% Index Performance, your Performance Rate is 10%; however, if instead you were to choose a Shield Option with an 8% Edge Rate, your Performance Rate would instead be 8%. Alternatively, if you chose a Shield Option with a 10% Cap Rate and there is a 0% Index Performance, your Performance Rate is 0%; however, if instead you were to choose a Shield Option with an 8% Edge Rate, your Performance Rate would be 8%.

In deciding whether to purchase a Shield Option with a Step Rate or Step Rate Edge, you should consider that Edge Rates are generally lower than Step Rates. If Index Performance is negative but does not exceed the Shield Rate, and you chose a Step Rate, your Performance Rate Adjustment will be lower than it otherwise would be had you chosen Step Rate Edge. For example, if you chose a Shield Option with an 8% Step Rate, a 15% Shield Rate and there is a -10% Index Performance, your Performance Rate would be zero. Alternatively, if you chose a Shield Option with a 7% Edge Rate, a 15% Shield Rate and there is a -10% Index Performance, your Performance Rate would be 7%.

Performance Lock is not available with Shield Option(s) with Step Rate Edge.

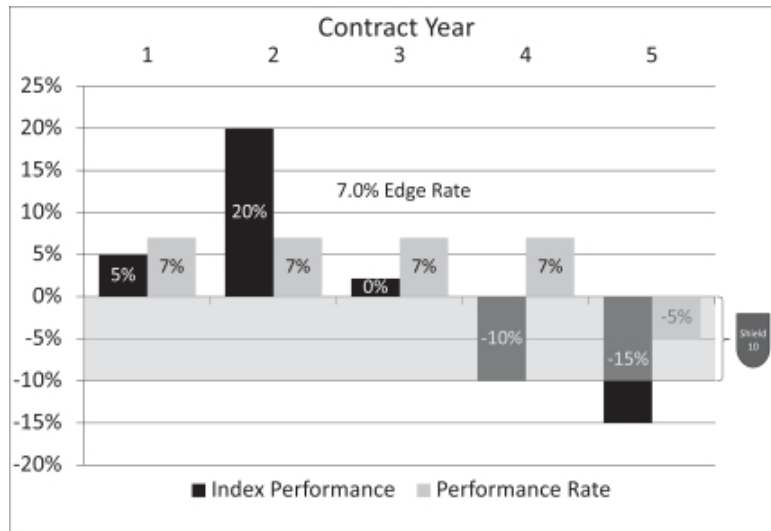
### INVESTMENT AMOUNT CALCUALTION WITH STEP RATE EDGE

The Investment Amount, for each Shield Option, is the amount that is allocated to the Shield Option at Term Start Date and subsequently reflects all withdrawals and adjustments at the Term End Date. The Investment Amount will be reduced for any withdrawal by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option.

The following example is added to "Example 1.1 – Calculating your Investment Amount without Performance Lock on a Term End Date" section as Example 1.1C. This example is intended to show how the Investment Amount on a Term End Date is calculated with Step Rate Edge. The example assumes that Owner 1 allocates a \$50,000 Purchase Payment into a 1-Year Term/ Shield 10/ S&P 500® Index/Edge Rate of 7% and she allows her allocation to renew year to year for five years. For purposes of this example, assume no withdrawals are made during the five-year example period, and the Edge Rate stays at 7% for all five years. If a withdrawal were made before the Term End Date, we would calculate an Interim Value and consequently, the Investment Amount for the Term would be adjusted accordingly.

**Example 1.1C—Shield Option with Step Rate Edge:**

Owner 1 allocates her \$50,000 Purchase Payment into a 1-Year Term / Shield 10 / S&P 500® Index with an Edge Rate of 7% and lets it renew year after year for five years. The following example illustrates how her initial \$50,000 Purchase Payment could perform over a five-year period given fluctuating Index Values. For renewals into the same Shield Option a new Edge Rate would be declared and go into effect on the Contract Anniversary that coincides with the beginning of the new Shield Option.



Contract Year	1	2	3	4	5
<b>Term Start Date</b>					
Investment Amount <sup>(1)</sup>	\$50,000	\$53,500	\$57,245	\$61,252	\$65,540
Index Value	1,000	1,050	1,260	1,260	1,134
<b>Term End Date</b>					
Index Value	1,050	1,260	1,260	1,134	964
Index Performance <sup>(2)</sup>	5%	20%	0%	-10%	-15%
Edge Rate	7%	7%	7%	7%	7%
Shield Rate	10%	10%	10%	10%	10%
Performance Rate (one year) <sup>(3)</sup>	7%	7%	7%	7%	-5%
Performance Rate Adjustment <sup>(4)</sup>	\$3,500	\$3,745	\$4,007	\$4,288	-\$3,277
<b>Investment Amount<sup>(5)</sup></b>	<b>\$53,500</b>	<b>\$57,245</b>	<b>\$61,252</b>	<b>\$65,540</b>	<b>\$62,263</b>

Notes to the table above:

- (1) The Investment Amount at Term Start Date in year one is the \$50,000 Purchase Payment. In years two through five, the Investment Amount at the Term Start Date would be \$53,500, \$57,245, \$61,252 and \$65,540, respectively, which was the Investment Amount at the Term End Date for the prior year.
- (2) Index Performance is equal to the percentage change in the Index Value measured from the Term Start Date to the Term End Date. For example, in year one, Index Performance is calculated as follows:  

$$(1,050 \text{ [Index Value at Term End Date]} - 1,000 \text{ [Index Value at Term Start Date]}) \div 1,000 \text{ [Index Value at Term Start Date]} = 5\%$$
- (3) In years one, two and three the Performance Rate is equal to the Edge Rate because the Index Performance is positive or zero. It should be noted that although Index Performance was 20% in year two, the Performance Rate is capped at 7% by Step Rate Edge. In

year four the Performance Rate is 7% because the Index Performance is -10% and does not exceed the Shield 10 which absorbs up to 10% of the negative Index Performance. In year five, the Performance Rate is -5% because the Index Performance is -15% and the Shield 10 absorbs up to 10% of the negative Index Performance.

- (4) The Performance Rate Adjustment is equal to the product of the Investment Amount at the Term Start Date adjusted for any withdrawals (there are no withdrawals in the example) multiplied by the Performance Rate. For example, in year one the Performance Rate Adjustment is calculated as follows:

$$\$50,000 \text{ [Investment Amount at Term Start Date]} \times 7\% \text{ [Performance Rate]} = \$3,500$$

- (5) The Investment Amount at the Term End Date is equal to the Investment Amount at Term Start Date adjusted for any withdrawals (there are no withdrawals in the example) plus the Performance Rate Adjustment. For example, in year one the Investment Amount at the Term End Date is calculated as follows:

$$\$50,000 \text{ [Investment Amount at Term Start Date]} + \$3,500 \text{ [Performance Rate Adjustment]} = \$53,500$$

### **INTERIM VALUE CALCULATION WITH STEP RATE EDGE**

We calculate an Interim Value on each Business Day between the Term Start Date and prior to the Term End Date. We use Interim Value to calculate the amount that is available if you make a withdrawal, Surrender the Contract, annuitize or we pay a death benefit. It is equal to the Investment amount at the Term Start Date, adjusted for any withdrawals, in the Shield Option, adjusted for the Index Performance of the associated Index and subject to the applicable Accrued Shield Rate, and Accrued Edge Rate.

#### **Accrued Edge Rate**

Accrued Edge Rate is the portion of the Edge Rate that has accrued from the Term Start Date to any day within the Term. This is the rate that will be applied in calculating the Interim Value on any day prior to the Term End Date if Index Performance is equal to or greater than the Accrued Shield Rate. The Accrued Edge Rate is equal to the Edge Rate multiplied by the number of days elapsed since the Term Start Date, divided by the total number of days in the Term. For purposes of determining the Accrued Edge Rate, the total number of days in each calendar year of a Term is 365.

#### **Performance Rate for Determination of Interim Value with Accrued Edge Rate**

For Shield Option(s) with Step Rate Edge, the Performance Rate during a particular Term is the Index Performance adjusted for the applicable Accrued Shield Rate or Accrued Edge Rate.

### **APPENDIX A – INDEX PUBLISHERS**

The following is added to the end of Appendix A:

Nasdaq, Inc. requires that the following disclaimer be included in this prospectus: Brighthouse Shield® Level Select 3-Year Annuity is not sponsored, endorsed, sold or promoted by Nasdaq, Inc. or its affiliates (Nasdaq®, with its affiliates, are referred to as the "Corporations"). The Corporations have not passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, Brighthouse Shield® Level Select 3-Year Annuity. The Corporations make no representation or warranty, express or implied to the owners of Brighthouse Shield® Level Select 3-Year Annuity or any member of the public regarding the advisability of investing in securities generally or in Brighthouse Shield® Level Select 3-Year Annuity particularly, or the ability of the Nasdaq-100 Index® to track general stock market performance. The Corporations' only relationship to Brighthouse Life Insurance Company ("Licensee") is in the licensing of the Nasdaq-100 Index®, and certain trade names of the Corporations and the use of the Nasdaq-100 Index® which is determined, composed and calculated by Nasdaq® without regard to Licensee or Brighthouse Shield® Level Select 3-Year Annuity. Nasdaq® has no obligation to take the needs of the Licensee or the owners of Brighthouse Shield® Level Select 3-Year Annuity into consideration in determining, composing or

calculating the Nasdaq-100 Index<sup>®</sup>. The Corporations are not responsible for and have not participated in the determination of the timing of, prices at, or quantities of Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity to be issued or in the determination or calculation of the equation by which Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity is to be converted into cash. The Corporations have no liability in connection with the administration, marketing or trading of Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity.

**THE CORPORATIONS DO NOT GUARANTEE THE ACCURACY AND/OR UNINTERRUPTED CALCULATION OF NASDAQ-100 INDEX<sup>®</sup> OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF BRIGHOUSE SHIELD<sup>®</sup> LEVEL SELECT 3-YEAR ANNUITY, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE NASDAQ-100 INDEX<sup>®</sup> OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE NASDAQ-100 INDEX<sup>®</sup> OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE CORPORATIONS HAVE ANY LIABILITY FOR ANY LOST PROFITS OR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.**

**THIS SUPPLEMENT SHOULD BE READ AND RETAINED FOR FUTURE REFERENCE**

## Part II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 14. Other Expenses of Issuance and Distribution

The following is an itemized list of the estimated expenses to be incurred in connection with the securities being offered:

Accountant's Fees and Expenses: \$7,500

Legal Fees and Expenses: \$7,000

Printing Expenses: \$1,624

Registration Fee: \$0

#### Item 15. Indemnification of Directors and Officers

Pursuant to applicable provisions of the Registrant's by-laws or internal corporate policies adopted by the Registrant or its ultimate parent, the directors, officers and other controlling persons of the Registrant who are made or threatened to be made a party to an action or proceeding, may be eligible to obtain indemnification against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred as a result of such action or proceeding. Under the principal underwriting agreement between the Registrant and the Underwriter, the parties have agreed to indemnify each other against certain liabilities and expenses from legal proceedings arising out of the Underwriter's distribution of the Contracts. BLIC also maintains insurance policies insuring its directors and officers against certain liabilities they may incur in their capacity as such.

#### Item 16. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
1(a).	<a href="#">Principal Underwriting and Distribution Agreement between Brighthouse Life Insurance Company and Brighthouse Securities, LLC (effective 3-6-17) . (Filed as Exhibit 1(a) with Registration Statement No. 333-217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>
1(b).	<a href="#">Brighthouse Securities, LLC Sales Agreement . (Filed as Exhibit 1(b) with Registration Statement No. 333-217507 on Form S-3 on July 11, 2017 and incorporated herein by reference.)</a>
2.	None.
4(a).	<a href="#">Contract [L-22494 (09-12)-AV, L-22494 (09-12) base policy, L-22495 (09/12) CS] . (Filed as Exhibit 4(a) with Registration Statement No. 333-217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>
4(b).	<a href="#">Fixed Account Rider [L-22496 (09-12)] . (Filed as Exhibit 4(b) with Registration Statement No. 333- 217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>
4(c).	<a href="#">Death Benefit Rider - Return of Premium [8-RPO-1 (5/17)] . (Filed as Exhibit 4(c) with Registration Statement No. 333-217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>
4(d).	<a href="#">Waiver of Withdrawal Charge for Nursing Home or Hospital Confinement Rider [L-25005 (09/12)] . (Filed as Exhibit 4(d) with Registration Statement No. 333-217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>
4(e).	<a href="#">Waiver of Withdrawal Charge for Terminal Illness Rider [L-22498 (09-12)] . (Filed as Exhibit 4(e) with Registration Statement No. 333-217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>
4(f).	<a href="#">Individual Retirement Annuity Qualification Rider [L-22499 (09/12)] . (Filed as Exhibit 4(f) with Registration Statement No. 333-217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>

<b>Exhibit Number</b>	<b>Description</b>
4(g).	<a href="#">Roth Individual Retirement Annuity (“Roth IRA”) Endorsement [L-22503 (09/12)]. (Filed as Exhibit 4(g) with Registration Statement No. 333-217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>
4(h).	<a href="#">Individual Non-Qualified Annuity Endorsement [L-22504 (09/12)]. (Filed as Exhibit 4(h) with Registration Statement No. 333-217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>
4(i).	<a href="#">Non-Qualified Annuity Endorsement [MLIU-NQ (11/04)-I] . (Filed as Exhibit 4(i) with Registration Statement No. 333-217507 on Form S-3 on April 27, 2017 and incorporated herein by reference.)</a>
4(j).	<a href="#">Performance Lock Rider [5-PVL (01/21)] . (Filed as Exhibit 4(j) with Post-Effective Amendment No. 1 to Registration Statement No. 333-233235 on Form S-3 on April 7, 2021 and incorporated herein by reference.)</a>
4(k).	<a href="#">Step Rate Edge Rider [5-4-SRE-1 (11/22)]. (Filed herewith.)</a>
4(l).	<a href="#">Step Rate Edge Contract Schedule [L-22495 (11/22)]. (Filed herewith.)</a>
5.	<a href="#">Opinion and Consent of Counsel. (Filed as Exhibit 5 with Registration Statement No. 333-263495 on Form S-3 on July 13, 2022 and incorporated herewith by reference .)</a>
8.	None.
15.	None.
22.	None.
23.	<a href="#">Consent of Independent Registered Public Accounting Firm. (Filed herewith.)</a>
24.	<a href="#">Powers of Attorney for Eric Steigerwalt, Myles Lambert, David A. Rosenbaum, Jonathan Rosenthal, Edward A. Spehar, Kristine Toscano and Gianna H. Figaro-Sterling. (Filed herewith.)</a>
25.	None.
99.	None.
101.	None.
107.	<a href="#">Filing Fee Table. (Filed as Exhibit 107 with Registration Statement No . 333-263495 on Form S-3 on July 13, 2022 and incorporated herein by reference. )</a>

## **Item 17. Undertakings**

The undersigned registrant hereby undertakes as follows, pursuant to Item 512 of Regulation S-K:

1. To file, during any period in which offers or sales of the registered securities are being made, a post-effective amendment to this registration statement:
  - i. to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
  - ii. to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price set represent no more than 20 percent change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement, and
  - iii. to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

Provided, however, that Paragraphs 1.i, 1.ii, and 1.iii do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
4. That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.
5. That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
  - i. Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - ii. Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - iii. The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - iv. Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
6. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
7. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on January 9, 2023.

BRIGHTHOUSE LIFE INSURANCE COMPANY  
(Registrant)

By: /s/ Donald A. Leintz

Donald A. Leintz  
Vice President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 9, 2023.

/s/ Eric Steigerwalt\* Chairman of the Board, President, Chief Executive Officer and a Director  
Eric Steigerwalt

/s/ Myles Lambert\* Director and Vice President  
Myles Lambert

/s/ David A. Rosenbaum\* Director and Vice President  
David A. Rosenbaum

/s/ Jonathan Rosenthal\* Director, Vice President and Chief Investment Officer  
Jonathan Rosenthal

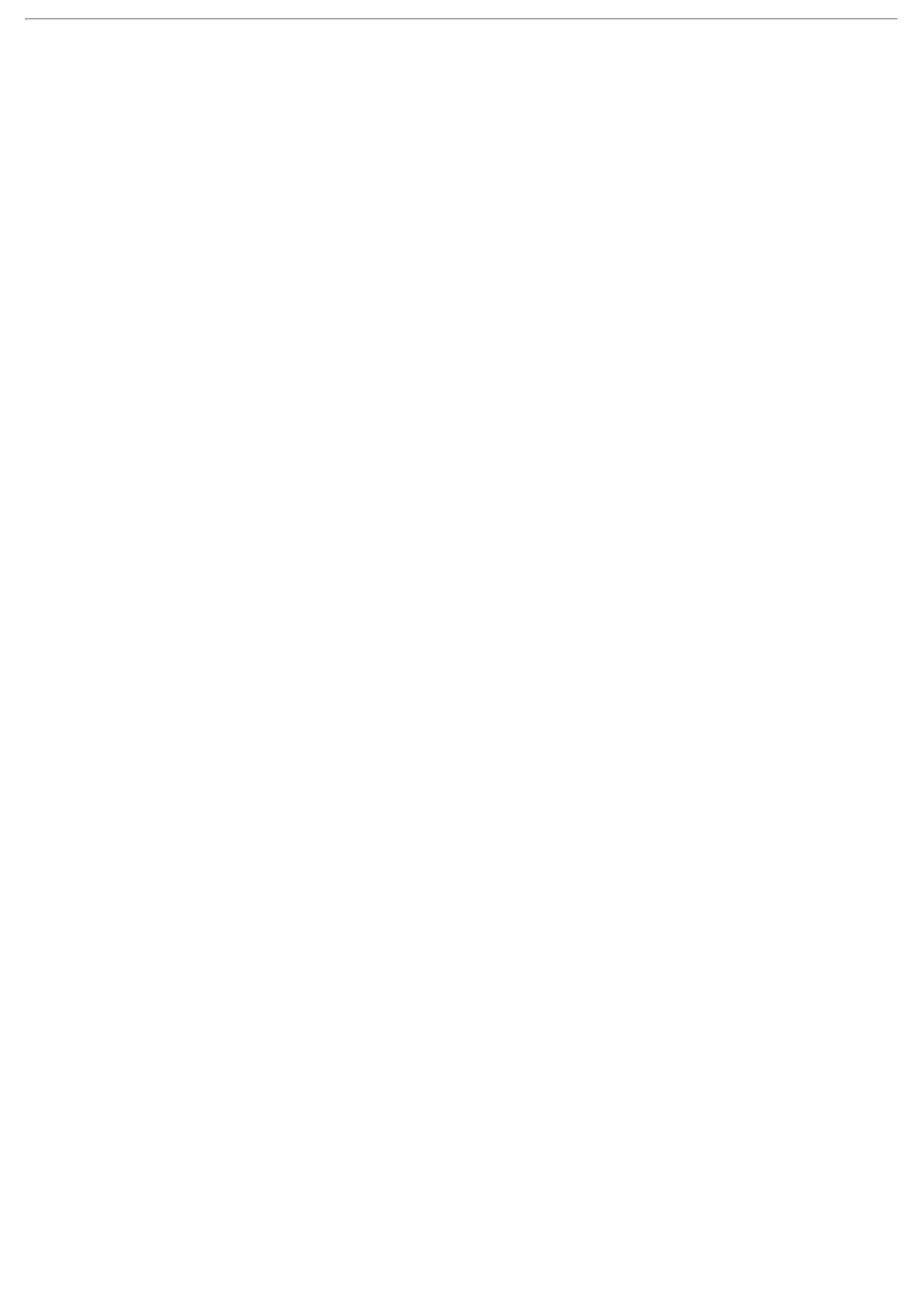
/s/ Edward A. Spehar\* Director, Vice President and Chief Financial Officer  
Edward A. Spehar

/s/ Kristine Toscano\* Vice President and Chief Accounting Officer  
Kristine Toscano

/s/ Gianna H. Figaro-Sterling\* Vice President and Controller  
Gianna H. Figaro-Sterling

\*By: /s/ Michele H. Abate  
Michele H. Abate, Attorney-In-Fact  
January 9, 2023

\* Brighthouse Life Insurance Company. Executed by Michele H. Abate, Esquire on behalf of those indicated pursuant to powers of attorney filed herewith.



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## INDEX TO EXHIBITS

- 4(k). Step Rate Edge Rider
- 4(l). Step Rate Edge Contract Schedule
- 23. Consent of Independent Registered Public Accounting Firm
- 24. Powers of Attorney



# BRIGHTHOUSE LIFE INSURANCE COMPANY

[P.O. Box 305075  
Nashville, TN 37230-5075]

## STEP RATE EDGE RIDER

**This Rider describes Shield Option(s) with Step Rate Edge. The Shield Option(s) with Step Rate Edge are shown on the Contract Schedule. For Shield Option(s) with Step Rate Edge, the Performance Rate at the end of the Term is equal to the Edge Rate if the Index Performance at the end of the Term is greater than or equal to the Shield Rate.**

This Rider forms a part of the Contract to which it is attached and is effective as of the later of the Issue Date and a later Rider Effective Date shown on the Contract Schedule, if any. In the case of a conflict with any provision of the Contract, the provisions of this Rider will control. This Rider amends the Contract as follows:

**PURCHASE PAYMENT PROVISIONS-** The Purchase Payments Provisions of the Contract are revised as follows:

The following replaces the "Shield Options" provision:

### Shield Options

On the Issue Date shown on your Contract Schedule, you may allocate your Purchase Payment to one or more of the available Shield Options listed on the Contract Schedule (and/or any other account or Shield Options included by rider). At the end of each Term, you may transfer the Account Value attributable to the Shield Option(s) to one or more of the available Shield Options subject to the Transfer Requirements shown on the Contract Schedule and the Renewal Provisions.

Each Shield Option has an associated Index, a Term, a Shield Rate, and a Cap Rate, a Step Rate, or an Edge Rate as shown on the Contract Schedule.

The following is added after the "Step Rate" provision:

### Edge Rate

The Edge Rate is the rate credited at the end of a Term if the Index Performance is greater than or equal to the Shield Rate. A new Edge Rate is declared for each subsequent Term, and such rate will not be less than the Minimum Guaranteed Edge Rate on the Contract Schedule. The Edge Rate may vary between Shield Option(s), and it is not an annual rate.

**RENEWAL PROVISIONS-** The Renewal Provisions are replaced by the following:

For renewals into the same Shield Option(s), a new Cap Rate, Step Rate, or Edge Rate, whichever is applicable, will be declared and will go into effect on the Contract Anniversary that coincides with the beginning of the new Shield Option.

### Discontinuation or Substantial Change to an Index

If any index is discontinued or, we determine that our use of such Index should be discontinued, or if the calculation of an Index is substantially changed, we may substitute a comparable Index. We will send you a notice in writing before any such substitution is made. Upon substitution of an Index, we will calculate your Index Performance on the existing Index up until the date of substitution and the new Index from the date of substitution to the end of the Term. A substitute Index will not change the Shield Rate, Cap Rate, Step Rate, or Edge Rate for an existing Shield Option.

### Addition or Discontinuance of a Shield Option

We can add or discontinue any Shield Option. When a change is made to the Shield Options or Indices referenced on the Contract Schedule, or as changed subsequent to the Issue Date, we will send notification to you which will describe any changes to the Shield Options then available under the Contract as required by law. This change will take effect upon your Contract as of the next Contract Anniversary for any allowable transfers into the Shield Option(s). If you are currently invested in a Shield Option which is no longer available, you will remain in that Shield Option until the end of the Term, but that Shield Option will not be available thereafter.

**ACCOUNT VALUE PROVISIONS-** The Account Value Provisions of the Contract are revised as follows:

The following is added at the end of the "Performance Rate" provision:

For a Shield Option with Step Rate Edge, the Performance Rate at the end of a particular Term is the Index Performance, adjusted for the applicable Shield Rate or Edge Rate. The Performance Rate can be positive or negative. At the end of the Term, any increase or reduction in a particular Shield Option is determined by multiplying the Performance Rate by the Investment Amount of the Shield Option on the last day of the Term.

The Performance Rate is determined as follows:

<b>If the Index Performance at the end of the Term:</b>	<b>The Performance Rate at the end of the Term will be:</b>
Is greater than the Edge Rate	Positive, equal to the Edge Rate
Is between the Edge Rate and Shield Rate, inclusive of both	Positive, equal to the Edge Rate
Is less than the Shield Rate	Negative, equal to the Index Performance plus the Shield Rate

The following is added at the end of the "Interim Value" provision:

For a Shield Option with Step Rate Edge, the Interim Value for each Shield Option is the value we assign on any Business Day prior to the end of the Term. During the Transfer Period set forth in the Contract Schedule, the Interim Value of each Shield Option will equal the Investment Amount in that Shield Option. After the Transfer Period, the Interim Value of that Shield Option is equal to the Investment Amount in the Shield Option, adjusted for the Index Performance of the associated Index and subject to the applicable Accrued Shield Rate or Accrued Edge Rate.

On the date of a withdrawal from the Shield Option(s) with Step Rate Edge, your Interim Value will be reduced by the amount withdrawn.

The following is added after the "Accrued Step Rate" provision:

**Accrued Edge Rate**

The Accrued Edge Rate is the portion of the Edge Rate that has accrued from the beginning of a Term to any day within the Term. This is the rate that will be applied in calculating the Interim Value on any day prior to the end of the Term if Index Performance is equal to or greater than the Accrued Shield Rate. The Accrued Edge Rate is equal to the Edge Rate multiplied by the number of days elapsed since the beginning of the Term, divided by the total number of days in the Term. At the end of the Term, the full Edge Rate will be accrued.

The following is added at the end of the "Performance Rate for Determination of Interim Value" provision:

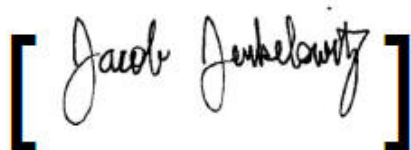
For Shield Option(s) with Step Rate Edge, except as indicated on the Contract Schedule (or any other account or Shield Options included by rider), the Performance Rate during a particular Term is the Index Performance, adjusted for the applicable Accrued Shield Rate or Accrued Edge Rate.

For purposes of determining the Accrued Shield Rate and Accrued Edge Rate, the total number of days in each calendar year of a Term is 365.

There is no charge associated with this Rider.

This Rider will terminate upon termination of the Contract to which it is attached.

BrightHouse Life Insurance Company has caused this Rider to be signed by its [Secretary].



[Jacob Jenkelowitz]  
[Secretary]

5-4-SRE-1 (11/22)

**CONTRACT SCHEDULE**

**OWNER:** [John Doe]  
**JOINT OWNER:** [Jane Doe]  
**ANNUITANT:** [John Doe]  
**CONTRACT NUMBER:** [12345678]  
**PLAN TYPE:** [Non-Qualified]

**SEX:** [M]      **AGE AT ISSUE:** [35]  
**SEX:** [F]      **AGE AT ISSUE:** [35]  
**SEX:** [M]      **AGE AT ISSUE:** [35]  
**ISSUE DATE:** [February 15, 2022]  
**ANNUITY DATE:** [February 15, 2077]

**SINGLE PURCHASE PAYMENT:** [\$50,000]

**SHIELD OPTIONS**

**SEPARATE ACCOUNT:** [Brighthouse Separate Account SA]

**Shield Options and Indices by Term Available at Issue:**

**Each Shield Option will have an associated Cap Rate unless otherwise noted.**

<b>[Shield Options]</b>			
<b>Term</b>	<b>Index</b>	<b>Minimum Guaranteed Cap/Step/Edge Rate</b>	<b>Performance Lock Available</b>
<b>[Shield 25]</b>			
[1] Year Term	[INDEX A <sup>1</sup> ]	[2.00%]	[Yes]
	[INDEX A Step Rate]	[1.50%]	[No]
	[INDEX A Step Rate Edge]	[1.00%]	[No]
	[INDEX B <sup>2</sup> ]	[2.00%]	[Yes]
	[INDEX C <sup>3</sup> ]	[2.00%]	[Yes]
	[INDEX D <sup>4</sup> ]	[2.00%]	[Yes]
	[INDEX E <sup>5</sup> ]	[2.00%]	[Yes]
[6] Year Term	[INDEX F <sup>6</sup> ]	[2.00%]	[Yes]
	[INDEX A]	[8.00%]	[Yes]
	[INDEX B]	[8.00%]	[Yes]
	[INDEX C]	[8.00%]	[Yes]
	[INDEX D]	[8.00%]	[Yes]
[INDEX E]	[8.00%]	[Yes]	
[INDEX F]	[8.00%]	[Yes]	
<b>[Shield 15]</b>			
[1] Year Term	[INDEX A]	[2.00%]	[Yes]
	[INDEX A Step Rate]	[1.50%]	[No]
	[INDEX A Step Rate Edge]	[1.00%]	[No]
	[INDEX B]	[2.00%]	[Yes]
	[INDEX C]	[2.00%]	[Yes]
	[INDEX D]	[2.00%]	[Yes]
	[INDEX E]	[2.00%]	[Yes]
[INDEX F]	[2.00%]	[Yes]	
[2] Year Term	[INDEX A]	[4.00%]	[Yes]
	[INDEX A Step Rate]	[3.00%]	[No]
	[INDEX A Step Rate Edge]	[2.00%]	[No]
	[INDEX B]	[4.00%]	[Yes]
	[INDEX C]	[4.00%]	[Yes]
	[INDEX D]	[4.00%]	[Yes]
	[INDEX E]	[4.00%]	[Yes]
[INDEX F]	[4.00%]	[Yes]	
[3] Year Term	[INDEX A]	[6.00%]	[Yes]
	[INDEX B]	[6.00%]	[Yes]
	[INDEX C]	[6.00%]	[Yes]
	[INDEX D]	[6.00%]	[Yes]
	[INDEX E]	[6.00%]	[Yes]
[INDEX F]	[6.00%]	[Yes]	

[6] Year Term	[INDEX A]	[8.00%]	[Yes]
	[INDEX B]	[8.00%]	[Yes]
	[INDEX C]	[8.00%]	[Yes]
	[INDEX D]	[8.00%]	[Yes]
	[INDEX E]	[8.00%]	[Yes]
	[INDEX F]	[8.00%]	[Yes]
<b>[Shield 10]</b>			
[1] Year Term	[INDEX A]	[2.00%]	[Yes]
	[INDEX A Step Rate]	[1.50%]	[No]
	[INDEX A Step Rate Edge]	[1.00%]	[No]
	[INDEX B]	[2.00%]	[Yes]
	[INDEX C]	[2.00%]	[Yes]
	[INDEX D]	[2.00%]	[Yes]
[2] Year Term	[INDEX E]	[2.00%]	[Yes]
	[INDEX F]	[2.00%]	[Yes]
	[INDEX A]	[4.00%]	[Yes]
	[INDEX A Step Rate]	[3.00%]	[No]
	[INDEX A Step Rate Edge]	[2.00%]	[No]
	[INDEX B]	[4.00%]	[Yes]
[3] Year Term	[INDEX C]	[4.00%]	[Yes]
	[INDEX D]	[4.00%]	[Yes]
	[INDEX E]	[4.00%]	[Yes]
	[INDEX F]	[4.00%]	[Yes]
	[INDEX A]	[6.00%]	[Yes]
	[INDEX B]	[6.00%]	[Yes]
[6] Year Term	[INDEX C]	[6.00%]	[Yes]
	[INDEX D]	[6.00%]	[Yes]
	[INDEX E]	[6.00%]	[Yes]
	[INDEX F]	[6.00%]	[Yes]
	[INDEX A]	[8.00%]	[Yes]
	[INDEX B]	[8.00%]	[Yes]

Index-linked returns do not include the portion of returns generated by dividends; and the elements used in determining the credited rate from the index are not guaranteed and can be changed by the Company, subject to any contract guarantees, and any such changes can affect the return.

**[FIXED ACCOUNT**

**Minimum Guaranteed Interest Rate:** [1.00% annually]

**Interest Rate Term:** [1 year]]

**Minimum Allocation:** [\$500]

**[Annual Contract Fee:** [The Annual Contract Fee is [\$25.00] each Contract Year. If a total withdrawal is made during the Accumulation Period, the full Annual Contract Fee will be deducted at the time of the total withdrawal. For purposes of determining the Account Value to be applied to an Annuity Option, a pro-rata portion of the Annual Contract Fee for the applicable portion of the Contract Year will be deducted from the Account Value as described above. During the Income Period, we reserve the right to deduct the Annual Contract Fee of [\$25.00] each Contract Year, pro-rata from each Income Payment.]]

**PERFORMANCE LOCK FACTOR:**

Number of Complete Contract Years Since Beginning of Term	[6 Year Terms]	[3 Year Terms]	[2 Year Terms]	[1 Year Terms]
[Less than 1 Year]	[95%]	[96%]	[97%]	[98%]
[1 Year]	[95%]	[96%]	[97%]	[98%]
[2 Years]	[95%]	[96%]	[97%]	
[3 Years]	[95%]	[96%]		
[4 Years]	[95%]			
[5 Years]	[95%]			
[6 Years]	[95%]			

**TRANSFER REQUIREMENTS:**

**TRANSFER PERIOD:**

[The [5 Calendar Days] following the Contract Anniversary coinciding with the end of the Term for each applicable Shield Option and/or the end of the Interest Rate Term for the Fixed Account.]

[Additionally, for any Shield Option with a Locked Index Value, transfers to available Shield Option(s) and the Fixed Account can be elected on any Contract Anniversary prior to the end of the Term.]

**TRANSFERS:**

[During the Accumulation Period you may only make a transfer to the Fixed Account and to a new Shield Option(s) during the Transfer Period, subject to availability. The effective date of such transfer is the first day of the Fixed Account Interest Rate Term and/or Shield Option(s) to which the transfer is made.

At the end of the Term, the Investment Amount will automatically be renewed into the same Shield Option unless you elect to transfer into a different Shield Option or the Fixed Account Option at that time. If the Shield Option is no longer available at the end of the existing Term, these amounts will automatically transfer into the Fixed Account at the end of the Term unless otherwise directed by You. If the Fixed Account is not available, these amounts will automatically transfer into the Shield Option with, in order of priority, the shortest Term, the highest Shield Rate, and the lowest Cap Rate from the Shield Options available at the end of the Term unless otherwise directed by You.

At the end of the Interest Rate Term, the Fixed Account Value will automatically be renewed into the Fixed Account unless you elect to transfer into a Shield Option at that time. If the Fixed Account is no longer available at the end of the existing Fixed Account Term, these amounts will automatically transfer into the Shield Option with, in order of priority, the shortest Term, the highest Shield Rate, and the lowest Cap Rate from the Shield Options available at the end of the Interest Rate Term unless otherwise directed by You.]

**BENEFICIARY:** As designated by you as of the Issue Date unless changed in accordance with the Contract provisions.

**WITHDRAWALS:**

**[Free Withdrawal Amount:** Each Contract Year after the first Contract Year, you may withdraw a portion of your Account Value free from any Withdrawal Charge. The Free Withdrawal Amount each Contract Year is equal to [10%] of the Account Value as of the prior Contract Anniversary less the total amount withdrawn, as described in the Withdrawal Provisions, from the Account Value in the current Contract Year. The Free Withdrawal Amount is non-cumulative and is not carried over to other Contract Years.]

**[Withdrawal Charge:** The Withdrawal Charge is a percentage of the amount withdrawn from the Account Value in a Contract Year in excess of the Free Withdrawal Amount. The Withdrawal Charge is calculated at the time of each withdrawal using the appropriate withdrawal charge percentage from the following schedule:

## WITHDRAWAL CHARGE PERCENTAGES

Number of Complete Contract Years Since Issue Date	% Charge
[0	7%
1	7%
2	6%
3	5%
4	4%
5	3%
6 or more	0%]

In addition to any waiver of Withdrawal Charges set forth in the Contract or Rider(s), no Withdrawal Charge will be deducted from the Account Value in the event of:

1. Maturity of the Contract; or
2. Payment of the Death Benefit; or
3. Application of your Account Value to an Annuity Option; or
4. If the withdrawal is required for you to avoid Federal Income Tax penalties or to satisfy Federal Income Tax rules concerning minimum distribution requirements that apply to this annuity (except for RMDs on a decedent Roth IRA.) For purposes of this exception, we assume that this annuity is the only contract or funding vehicle from which distributions are required to be taken, and we will ignore all other Account Values; or
5. If you properly "re-characterize" as permitted under Federal Tax Law your traditional IRA deferred annuity or Roth IRA deferred annuity issued by us; or
6. If we agree in writing that none will apply. For example, we may waive the Withdrawal Charge if you directly transfer the amount withdrawn to a funding vehicle pre-approved by us.]

**Minimum Partial Withdrawal:** [\$500.00]

**Minimum Account Value which must remain in the Contract after a Partial Withdrawal:** [\$2,000.00]

### ANNUITY OPTION INFORMATION:

1. [The Annuity Date must be the first day of a calendar month. Unless otherwise directed by you, the Annuity Date is the first day of the calendar month following the Annuitant's 90<sup>th</sup> birthday or 10 years from the Issue Date, whichever is later, or a later date if we agree.]
2. The Annuity Date must not be less than [13] months from the Issue Date.
3. For Income Payments, the Fixed Annuity Tables are based on the Annuity 2000 Mortality Table with 15 years of mortality improvement based upon projection Scale AA, a 7 year age setback and interest at [1.00%].

### ANNUITY SERVICE OFFICE:

Brighthouse Life Insurance Company  
[P.O. Box 305075  
Nashville, TN 37230-5075]  
[1-800-882-1292]

L-22495 (11/22)

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**ENDORSEMENTS AND RIDERS ATTACHED TO THIS CONTRACT:**

[Fixed Account Rider

Performance Lock Rider

Guaranteed Lifetime Withdrawal Benefit ("GLWB") Rider

Step Rate Edge Rider

Death Benefit Rider – Return of Premium

Waiver of Withdrawal Charge for Nursing Home Confinement Rider

Waiver of Withdrawal Charge for Terminal Illness Rider

Individual Retirement Annuity Qualification Rider

Roth Individual Retirement Annuity ("Roth IRA") Endorsement

Individual Non-Qualified Annuity Endorsement]

L-22495 (11/22)

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<sup>1</sup>[INDEX A Disclosure

<sup>2</sup>INDEX B Disclosure

<sup>3</sup>INDEX C Disclosure

<sup>4</sup>INDEX D Disclosure

<sup>5</sup>INDEX E Disclosure

<sup>6</sup>INDEX F Disclosure]

L-22495 (11/22)

## **CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Post-Effective Amendment to Registration Statement File No. 333-263495 on Form S-3 of our report dated March 2, 2022, relating to the financial statements of Brighthouse Life Insurance Company, appearing in the Annual Report on Form 10-K of Brighthouse Life Insurance Company for the year ended December 31, 2021. We also consent to the reference to us under the heading “Independent Registered Public Accounting Firm” in the Prospectus, which is part of such Registration Statement.

/s/ DELOITTE & TOUCHE LLP

Charlotte, North Carolina  
January 13, 2023

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POWER OF ATTORNEY

Eric Steigerwalt  
Chairman of the Board, President, Chief Executive Officer and a Director

KNOW ALL MEN BY THESE PRESENTS, that I, Eric Steigerwalt, Chairman of the Board, President and Chief Executive Officer and a Director of Brighthouse Life Insurance Company, a Delaware company (the "Company"), do hereby constitute and appoint Michele H. Abate and Alexander Ulianov, as my attorney-in-fact and agent, each of whom may act individually and none of whom is required to act jointly with any of the others, to sign and file on my behalf and to execute and file any instrument or document required to be filed as part of or in connection with or in any way related to, the Registration Statements and any and all amendments thereto filed by the Company under the Securities Act of 1933 and/or the Investment Company Act of 1940, pertaining to:

- Brighthouse Fund UL for Variable Life Insurance (811-03927)
  - File No. 002-88637 MarketLife<sup>SM</sup> and Invest
  - File No. 333-152219 MarketLife<sup>SM</sup>
  - File No. 333-56952 Brighthouse Variable Survivorship Life II
  - File No. 333-69771 Brighthouse Variable Survivorship Life
  - File No. 333-96515 Brighthouse Variable Life Accumulator and Brighthouse Variable Life Accumulator- Series 2
  - File No. 333-96519 Brighthouse Variable Life
  - File No. 333-113109 Brighthouse Variable Life Accumulator- Series 3
  - File No. 333-152216 Portfolio Architect Life
  - File No. 333-152217 VintageLife,
  
- Brighthouse Fund UL III for Variable Life Insurance (811-09215)
  - File No. 333-71349 Corporate Owned VUL Series 1
  - File No. 333-94779 Corporate Owned VUL 2000 and Corporate Owned VUL III
  - File No. 333-105335 Corporate Select Policy
  - File No. 333-113533 Corporate Owned VUL IV,
  
- Brighthouse Separate Account A (811-03365)
  - File No. 333-200231 Series VA (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200232 Series S (offered between October 7, 2011 and May 1, 2016) and Series S-L Share Option (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200233 Series VA- 4 (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200234 Series O (offered between April 30, 2012 and July 19, 2015)
  - File No. 333-200236 Series L- 4 Year (offered on and after April 29, 2013)
  - File No. 333-200237 PrimElite IV
  - File No. 333-200238 Marquis Portfolios (offered on and after April 30, 2012)
  - File No. 333-200239 Brighthouse Growth and Income
  - File No. 333-200240 Group Flexible Payment Variable Annuity  
(Flexible Bonus/Retirement Companion/Smart Choice)
  - File No. 333-200243 PrimElite III
  - File No. 333-200246 Brighthouse Simple Solutions<sup>SM</sup>
  - File No. 333-200250 Marquis Portfolios (offered between November 7, 2005 and April 30, 2012)
  - File No. 333-200253 Series XC
  - File No. 333-200256 Series VA (offered between March 22, 2001 and October 7, 2011)
  - File No. 333-200259 Series L and Series L- 4 Year (offered between November 22, 2004 and October 7, 2011)
  - File No. 333-200261 Series C (offered between September 4, 2001 and October 7, 2011)

File No. 333-200263 Series XTRA  
File No. 333-200265 Series S and Series S- L Share Option (offered between April 30, 2007 and October 7, 2011)  
File No. 333-200268 Series L- 4 Year (offered between October 7, 2011 and April 28, 2013)  
File No. 333-200270 Group Annuity SF 101  
File No. 333-200272 Ultimate Annuity FSL 224  
File No. 333-200275 Foresight SF 137  
File No. 333-200277 SecurAnnuity (CLICO) 224/ SF 1700  
File No. 333-200278 Group VA SF 234 (Texas)  
File No. 333-200280 Sunshine SF 236 FL  
File No. 333-200281 Flexible Value SF 230  
File No. 333-200282 Investors Choice Annuity, Capital Strategist Annuity, Imprint Annuity and Strive Annuity  
File No. 333-200283 Protected Equity Portfolio (PEP)  
File No. 333-200284 Vintage L and Vintage XC  
File No. 333-200285 Series XTRA 6  
File No. 333-200286 Series VA- 4 (offered between May 1, 2011 and October 7, 2011)  
File No. 333-200287 Series C (offered on and after October 7, 2011)  
File No. 333-200288 Pioneer PRISM  
File No. 333-200289 Pioneer PRISM L  
File No. 333-200290 Pioneer PRISM XC  
File No. 333-200323 Brighthouse Investment Portfolio Architect<sup>SM</sup>-Standard Version and Brighthouse Investment Portfolio Architect<sup>SM</sup>-C Share Option  
File No. 333-203748 Series O (offered on and after July 20, 2015)  
File No. 333-209053 Series VA (offered on and after May 2, 2016)  
File No. 333-209054 Series VA- 4 (offered on and after May 2, 2016)  
File No. 333-209055 Series S (offered on and after May 2, 2016) and Series S- L Share Option (offered on and after May 2, 2016)  
File No. 333-209411 Brighthouse Prime Options,

- Brighthouse Separate Account Eleven for Variable Annuities (811-21262)
  - File Nos. 333-101778 and 333-152234 Pioneer AnnuiStar Plus Annuity, Portfolio Architect Plus Annuity and Scudder Advocate Rewards Annuity
  - File No. 333-152189 Universal Annuity
  - File No. 333-152190 Universal Select Annuity
  - File No. 333-152191 Universal Annuity Advantage
  - File Nos. 333-152192 and 333-152193 Brighthouse Retirement Account
  - File No. 333-152194 Gold Track and Gold Track Select
  - File Nos. 333-152197 and 333-152198 Brighthouse Access Annuity and Brighthouse Access Select Annuity
  - File Nos. 333-152199 and 333-152200 Vintage Annuity
  - File Nos. 333-152201 and 333-152202 Index Annuity
  - File Nos. 333-152232 and 333-152233 Portfolio Architect Annuity, Portfolio Architect Select Annuity, Premier Advisers Annuity (Class I) and Premier Advisers Annuity (Class II)
  - File Nos. 333-152235 and 333-152236 Pioneer AnnuiStar Annuity, Portfolio Architect II Annuity and Pioneer AnnuiStar Value Annuity
  - File Nos. 333-152237 and 333-152238 Premier Advisers II Annuity, Premier Advisers III (Series I) and Premier Advisers III Annuity (Series II)
  - File Nos. 333-152239 and 333-152240 Premier Advisers AssetManager Annuity, Premier Advisers L Annuity (Series I) and Premier Advisers L Annuity (Series II)
  - File Nos. 333-152255 and 333-152265 Vintage XTRA Annuity, Portfolio Architect XTRA Annuity and Vintage XTRA Annuity (Series II)
  - File Nos. 333-152256 and 333-152292 Vintage 3 Annuity, Portfolio Architect 3 Annuity, Portfolio Architect L Annuity, Vintage L Annuity and Pioneer AnnuiStar Flex Annuity
  - File Nos. 333-152258 and 333-152261 PrimElite Annuity

File Nos. 333-152259 and 333-152262 PrimElite II Annuity  
File Nos. 333-152260 and 333-152266 Protected Equity Portfolio Annuity  
File Nos. 333-152263 and 333-152269 Marquis Portfolios  
File Nos. 333-152264 and 333-152270 Vintage Access, Portfolio Architect Access, Scudder Advocate Advisor and Scudder Advocate Advisor- ST1 Annuity  
File Nos. 333-152267 and 333-152268 Vintage II Annuity and Vintage II Annuity (Series II)  
File No. 333-197658 Brighthouse Accumulation Annuity  
File No. 333-208464 Brighthouse Premier Variable Annuity<sup>SM</sup>,

- Brighthouse Separate Account QPN for Variable Annuities
  - File No. 333-156867 Unallocated Group Variable Annuity
  - File No. 333-156911 Brighthouse Retirement Perspectives,
- Brighthouse Variable Annuity Account C (811-05200)
  - File No. 333-200244 Class XC
  - File No. 333-200247 Class VA, Class AA and Class B
  - File No. 333-200249 Class L and Class L- 4 Year
  - File No. 333-200252 Class A
  - File No. 333-200255 COVA VA, Firststar Summit VA, Premier Advisor VA, Destiny Select VA, Prevail VA
  - File No. 333-200258 COVA VA SPDA
  - File No. 333-200260 COVA Series A
  - File No. 333-200262 Navigator-Select/Custom-Select/Russell-Select
  - File No. 333-200264 Navigator-Select/Custom-Select/Russell-Select (CA)
  - File No. 333-200266 COVA VA and Premier Advisor (CA)
  - File No. 333-200267 COVA Series A (CA)
  - File No. 333-200269 Class C
  - File No. 333-200271 Class VA (CA), Class AA (CA), and Class B (CA)
  - File No. 333-200273 Class XC (CA)
  - File No. 333-200274 Class L (CA) and Class L - 4 Year (CA)
  - File No. 333-200276 Class A (CA)
  - File No. 333-200279 Class C (CA),
- Brighthouse Variable Life Account A (811-21851)
  - File No. 333-200241 Equity Advantage Variable Universal Life,
- Brighthouse Variable Life Account One (811-07971)
  - File No. 333-200242 Class VL
  - File No. 333-200245 Class VL (CA)
  - File No. 333-200248 Modified Single Premium Variable Life
  - File No. 333-200251 Custom Select and Russell Select Variable Life
  - File No. 333-200254 Modified Single Premium Variable Life (CA)
  - File No. 333-200257 Custom Select Variable Life,

And pertaining to:

File No. 333-262390 Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Annuity and Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Advisory Annuity  
File No. 333-259505 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield<sup>®</sup> Level 10 Advisory Annuity  
File No. 333-268427 Brighthouse Shield<sup>®</sup> Level Select Advisory Annuity  
File No. 333-263492 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity  
File No. 333-263495 Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield<sup>®</sup> Level 10 Annuity  
File No. 333-208664 Brighthouse Shield Level Selector<sup>®</sup> Annuity  
File No. 333-207091 Brighthouse Shield Level Selector<sup>®</sup> 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit

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T-Mark Fixed Annuity  
Fixed Annuity (Strategic Value Annuity)  
Registered Fixed Account Option  
Target Maturity,

And new annuities and life products such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity  
Brighthouse SmartGuard Plus index-linked life insurance policy,

and to have full power and authority to do or cause to be done in my name, place and stead each and every act and thing necessary or appropriate in order to effectuate the same, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, may do or cause to be done by virtue hereof. This Power of Attorney does not revoke any prior powers of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of November 2022.

/s/ Eric Steigerwalt  
Eric Steigerwalt

Brighthouse Life Insurance Company

POWER OF ATTORNEY

Myles Lambert  
Director and Vice President

KNOW ALL MEN BY THESE PRESENTS, that I, Myles Lambert, a Director and Vice President of Brighthouse Life Insurance Company, a Delaware company (the "Company"), do hereby constitute and appoint Michele H. Abate and Alexander Ulianov, as my attorney-in-fact and agent, each of whom may act individually and none of whom is required to act jointly with any of the others, to sign and file on my behalf and to execute and file any instrument or document required to be filed as part of or in connection with or in any way related to, the Registration Statements and any and all amendments thereto filed by the Company under the Securities Act of 1933 and/or the Investment Company Act of 1940, pertaining to:

- Brighthouse Fund UL for Variable Life Insurance (811-03927)
  - File No. 002-88637 MarketLife<sup>SM</sup> and Invest
  - File No. 333-152219 MarketLife<sup>SM</sup>
  - File No. 333-56952 Brighthouse Variable Survivorship Life II
  - File No. 333-69771 Brighthouse Variable Survivorship Life
  - File No. 333-96515 Brighthouse Variable Life Accumulator and Brighthouse Variable Life Accumulator- Series 2
  - File No. 333-96519 Brighthouse Variable Life
  - File No. 333-113109 Brighthouse Variable Life Accumulator- Series 3
  - File No. 333-152216 Portfolio Architect Life
  - File No. 333-152217 VintageLife,
- Brighthouse Fund UL III for Variable Life Insurance (811-09215)
  - File No. 333-71349 Corporate Owned VUL Series 1
  - File No. 333-94779 Corporate Owned VUL 2000 and Corporate Owned VUL III
  - File No. 333-105335 Corporate Select Policy
  - File No. 333-113533 Corporate Owned VUL IV,
- Brighthouse Separate Account A (811-03365)
  - File No. 333-200231 Series VA (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200232 Series S (offered between October 7, 2011 and May 1, 2016) and Series S-L Share Option (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200233 Series VA- 4 (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200234 Series O (offered between April 30, 2012 and July 19, 2015)
  - File No. 333-200236 Series L- 4 Year (offered on and after April 29, 2013)
  - File No. 333-200237 PrimElite IV
  - File No. 333-200238 Marquis Portfolios (offered on and after April 30, 2012)
  - File No. 333-200239 Brighthouse Growth and Income
  - File No. 333-200240 Group Flexible Payment Variable Annuity  
(Flexible Bonus/Retirement Companion/Smart Choice)
  - File No. 333-200243 PrimElite III
  - File No. 333-200246 Brighthouse Simple Solutions<sup>SM</sup>
  - File No. 333-200250 Marquis Portfolios (offered between November 7, 2005 and April 30, 2012)
  - File No. 333-200253 Series XC
  - File No. 333-200256 Series VA (offered between March 22, 2001 and October 7, 2011)
  - File No. 333-200259 Series L and Series L- 4 Year (offered between November 22, 2004 and October 7, 2011)
  - File No. 333-200261 Series C (offered between September 4, 2001 and October 7, 2011)
  - File No. 333-200263 Series XTRA

File No. 333-200265 Series S and Series S- L Share Option (offered between April 30, 2007 and October 7, 2011)  
File No. 333-200268 Series L- 4 Year (offered between October 7, 2011 and April 28, 2013)  
File No. 333-200270 Group Annuity SF 101  
File No. 333-200272 Ultimate Annuity FSL 224  
File No. 333-200275 Foresight SF 137  
File No. 333-200277 SecurAnnuity (CLICO) 224/ SF 1700  
File No. 333-200278 Group VA SF 234 (Texas)  
File No. 333-200280 Sunshine SF 236 FL  
File No. 333-200281 Flexible Value SF 230  
File No. 333-200282 Investors Choice Annuity, Capital Strategist Annuity, Imprint Annuity and Strive Annuity  
File No. 333-200283 Protected Equity Portfolio (PEP)  
File No. 333-200284 Vintage L and Vintage XC  
File No. 333-200285 Series XTRA 6  
File No. 333-200286 Series VA- 4 (offered between May 1, 2011 and October 7, 2011)  
File No. 333-200287 Series C (offered on and after October 7, 2011)  
File No. 333-200288 Pioneer PRISM  
File No. 333-200289 Pioneer PRISM L  
File No. 333-200290 Pioneer PRISM XC  
File No. 333-200323 Brighthouse Investment Portfolio Architect<sup>SM</sup>-Standard Version and Brighthouse Investment Portfolio Architect<sup>SM</sup>-C Share Option  
File No. 333-203748 Series O (offered on and after July 20, 2015)  
File No. 333-209053 Series VA (offered on and after May 2, 2016)  
File No. 333-209054 Series VA- 4 (offered on and after May 2, 2016)  
File No. 333-209055 Series S (offered on and after May 2, 2016) and Series S- L Share Option (offered on and after May 2, 2016)  
File No. 333-209411 Brighthouse Prime Options,

- Brighthouse Separate Account Eleven for Variable Annuities (811-21262)
  - File Nos. 333-101778 and 333-152234 Pioneer AnnuiStar Plus Annuity, Portfolio Architect Plus Annuity and Scudder Advocate Rewards Annuity
  - File No. 333-152189 Universal Annuity
  - File No. 333-152190 Universal Select Annuity
  - File No. 333-152191 Universal Annuity Advantage
  - File Nos. 333-152192 and 333-152193 Brighthouse Retirement Account
  - File No. 333-152194 Gold Track and Gold Track Select
  - File Nos. 333-152197 and 333-152198 Brighthouse Access Annuity and Brighthouse Access Select Annuity
  - File Nos. 333-152199 and 333-152200 Vintage Annuity
  - File Nos. 333-152201 and 333-152202 Index Annuity
  - File Nos. 333-152232 and 333-152233 Portfolio Architect Annuity, Portfolio Architect Select Annuity, Premier Advisers Annuity (Class I) and Premier Advisers Annuity (Class II)
  - File Nos. 333-152235 and 333-152236 Pioneer AnnuiStar Annuity, Portfolio Architect II Annuity and Pioneer AnnuiStar Value Annuity
  - File Nos. 333-152237 and 333-152238 Premier Advisers II Annuity, Premier Advisers III (Series I) and Premier Advisers III Annuity (Series II)
  - File Nos. 333-152239 and 333-152240 Premier Advisers AssetManager Annuity, Premier Advisers L Annuity (Series I) and Premier Advisers L Annuity (Series II)
  - File Nos. 333-152255 and 333-152265 Vintage XTRA Annuity, Portfolio Architect XTRA Annuity and Vintage XTRA Annuity (Series II)
  - File Nos. 333-152256 and 333-152292 Vintage 3 Annuity, Portfolio Architect 3 Annuity, Portfolio Architect L Annuity, Vintage L Annuity and Pioneer AnnuiStar Flex Annuity
  - File Nos. 333-152258 and 333-152261 PrimElite Annuity
  - File Nos. 333-152259 and 333-152262 PrimElite II Annuity

File Nos. 333-152260 and 333-152266 Protected Equity Portfolio Annuity  
File Nos. 333-152263 and 333-152269 Marquis Portfolios  
File Nos. 333-152264 and 333-152270 Vintage Access, Portfolio Architect Access, Scudder Advocate Advisor and Scudder Advocate Advisor- ST1 Annuity  
File Nos. 333-152267 and 333-152268 Vintage II Annuity and Vintage II Annuity (Series II)  
File No. 333-197658 Brighthouse Accumulation Annuity  
File No. 333-208464 Brighthouse Premier Variable Annuity<sup>SM</sup>,

- Brighthouse Separate Account QPN for Variable Annuities  
File No. 333-156867 Unallocated Group Variable Annuity  
File No. 333-156911 Brighthouse Retirement Perspectives,
- Brighthouse Variable Annuity Account C (811-05200)  
File No. 333-200244 Class XC  
File No. 333-200247 Class VA, Class AA and Class B  
File No. 333-200249 Class L and Class L- 4 Year  
File No. 333-200252 Class A  
File No. 333-200255 COVA VA, Firststar Summit VA, Premier Advisor VA, Destiny Select VA, Prevail VA  
File No. 333-200258 COVA VA SPDA  
File No. 333-200260 COVA Series A  
File No. 333-200262 Navigator-Select/Custom-Select/Russell-Select  
File No. 333-200264 Navigator-Select/Custom-Select/Russell-Select (CA)  
File No. 333-200266 COVA VA and Premier Advisor (CA)  
File No. 333-200267 COVA Series A (CA)  
File No. 333-200269 Class C  
File No. 333-200271 Class VA (CA), Class AA (CA), and Class B (CA)  
File No. 333-200273 Class XC (CA)  
File No. 333-200274 Class L (CA) and Class L - 4 Year (CA)  
File No. 333-200276 Class A (CA)  
File No. 333-200279 Class C (CA),
- Brighthouse Variable Life Account A (811-21851)  
File No. 333-200241 Equity Advantage Variable Universal Life,
- Brighthouse Variable Life Account One (811-07971)  
File No. 333-200242 Class VL  
File No. 333-200245 Class VL (CA)  
File No. 333-200248 Modified Single Premium Variable Life  
File No. 333-200251 Custom Select and Russell Select Variable Life  
File No. 333-200254 Modified Single Premium Variable Life (CA)  
File No. 333-200257 Custom Select Variable Life,

And pertaining to:

File No. 333-262390 Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Annuity and Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Advisory Annuity  
File No. 333-259505 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield<sup>®</sup> Level 10 Advisory Annuity  
File No. 333-268427 Brighthouse Shield<sup>®</sup> Level Select Advisory Annuity  
File No. 333-263492 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity  
File No. 333-263495 Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield<sup>®</sup> Level 10 Annuity  
File No. 333-208664 Brighthouse Shield Level Selector<sup>®</sup> Annuity  
File No. 333-207091 Brighthouse Shield Level Selector<sup>®</sup> 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity

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Fixed Annuity (Strategic Value Annuity)  
Registered Fixed Account Option  
Target Maturity,

And new annuities and life products such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity,  
Brighthouse SmartGuard Plus index-linked life insurance policy,

and to have full power and authority to do or cause to be done in my name, place and stead each and every act and thing necessary or appropriate in order to effectuate the same, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, may do or cause to be done by virtue hereof. This Power of Attorney does not revoke any prior powers of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of November 2022.

/s/ Myles Lambert

Myles Lambert

Brighthouse Life Insurance Company

POWER OF ATTORNEY

David A. Rosenbaum  
Director and Vice President

KNOW ALL MEN BY THESE PRESENTS, that I, David A. Rosenbaum, a Director and Vice President of Brighthouse Life Insurance Company, a Delaware company (the "Company"), do hereby constitute and appoint Michele H. Abate and Alexander Ulianov, as my attorney-in-fact and agent, each of whom may act individually and none of whom is required to act jointly with any of the others, to sign and file on my behalf and to execute and file any instrument or document required to be filed as part of or in connection with or in any way related to, the Registration Statements and any and all amendments thereto filed by the Company under the Securities Act of 1933 and/or the Investment Company Act of 1940, pertaining to:

- Brighthouse Fund UL for Variable Life Insurance (811-03927)
  - File No. 002-88637 MarketLife<sup>SM</sup> and Invest
  - File No. 333-152219 MarketLife<sup>SM</sup>
  - File No. 333-56952 Brighthouse Variable Survivorship Life II
  - File No. 333-69771 Brighthouse Variable Survivorship Life
  - File No. 333-96515 Brighthouse Variable Life Accumulator and Brighthouse Variable Life Accumulator- Series 2
  - File No. 333-96519 Brighthouse Variable Life
  - File No. 333-113109 Brighthouse Variable Life Accumulator- Series 3
  - File No. 333-152216 Portfolio Architect Life
  - File No. 333-152217 VintageLife,
- Brighthouse Fund UL III for Variable Life Insurance (811-09215)
  - File No. 333-71349 Corporate Owned VUL Series 1
  - File No. 333-94779 Corporate Owned VUL 2000 and Corporate Owned VUL III
  - File No. 333-105335 Corporate Select Policy
  - File No. 333-113533 Corporate Owned VUL IV,
- Brighthouse Separate Account A (811-03365)
  - File No. 333-200231 Series VA (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200232 Series S (offered between October 7, 2011 and May 1, 2016) and Series S-L Share Option (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200233 Series VA- 4 (offered between October 7, 2011 and May 1, 2016)
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  - File No. 333-200236 Series L- 4 Year (offered on and after April 29, 2013)
  - File No. 333-200237 PrimElite IV
  - File No. 333-200238 Marquis Portfolios (offered on and after April 30, 2012)
  - File No. 333-200239 Brighthouse Growth and Income
  - File No. 333-200240 Group Flexible Payment Variable Annuity  
(Flexible Bonus/Retirement Companion/Smart Choice)
  - File No. 333-200243 PrimElite III
  - File No. 333-200246 Brighthouse Simple Solutions<sup>SM</sup>
  - File No. 333-200250 Marquis Portfolios (offered between November 7, 2005 and April 30, 2012)
  - File No. 333-200253 Series XC
  - File No. 333-200256 Series VA (offered between March 22, 2001 and October 7, 2011)
  - File No. 333-200259 Series L and Series L- 4 Year (offered between November 22, 2004 and October 7, 2011)
  - File No. 333-200261 Series C (offered between September 4, 2001 and October 7, 2011)
  - File No. 333-200263 Series XTRA

File No. 333-200265 Series S and Series S- L Share Option (offered between April 30, 2007 and October 7, 2011)  
File No. 333-200268 Series L- 4 Year (offered between October 7, 2011 and April 28, 2013)  
File No. 333-200270 Group Annuity SF 101  
File No. 333-200272 Ultimate Annuity FSL 224  
File No. 333-200275 Foresight SF 137  
File No. 333-200277 SecurAnnuity (CLICO) 224/ SF 1700  
File No. 333-200278 Group VA SF 234 (Texas)  
File No. 333-200280 Sunshine SF 236 FL  
File No. 333-200281 Flexible Value SF 230  
File No. 333-200282 Investors Choice Annuity, Capital Strategist Annuity, Imprint Annuity and Strive Annuity  
File No. 333-200283 Protected Equity Portfolio (PEP)  
File No. 333-200284 Vintage L and Vintage XC  
File No. 333-200285 Series XTRA 6  
File No. 333-200286 Series VA- 4 (offered between May 1, 2011 and October 7, 2011)  
File No. 333-200287 Series C (offered on and after October 7, 2011)  
File No. 333-200288 Pioneer PRISM  
File No. 333-200289 Pioneer PRISM L  
File No. 333-200290 Pioneer PRISM XC  
File No. 333-200323 Brighthouse Investment Portfolio Architect<sup>SM</sup>-Standard Version and Brighthouse Investment Portfolio Architect<sup>SM</sup>-C Share Option  
File No. 333-203748 Series O (offered on and after July 20, 2015)  
File No. 333-209053 Series VA (offered on and after May 2, 2016)  
File No. 333-209054 Series VA- 4 (offered on and after May 2, 2016)  
File No. 333-209055 Series S (offered on and after May 2, 2016) and Series S- L Share Option (offered on and after May 2, 2016)  
File No. 333-209411 Brighthouse Prime Options,

- Brighthouse Separate Account Eleven for Variable Annuities (811-21262)

File Nos. 333-101778 and 333-152234 Pioneer AnnuiStar Plus Annuity, Portfolio Architect Plus Annuity and Scudder Advocate Rewards Annuity  
File No. 333-152189 Universal Annuity  
File No. 333-152190 Universal Select Annuity  
File No. 333-152191 Universal Annuity Advantage  
File Nos. 333-152192 and 333-152193 Brighthouse Retirement Account  
File No. 333-152194 Gold Track and Gold Track Select  
File Nos. 333-152197 and 333-152198 Brighthouse Access Annuity and Brighthouse Access Select Annuity  
File Nos. 333-152199 and 333-152200 VintageAnnuity  
File Nos. 333-152201 and 333-152202 Index Annuity  
File Nos. 333-152232 and 333-152233 Portfolio Architect Annuity, Portfolio Architect Select Annuity, Premier Advisers Annuity (Class I) and Premier Advisers Annuity (Class II)  
File Nos. 333-152235 and 333-152236 Pioneer AnnuiStar Annuity, Portfolio Architect II Annuity and Pioneer AnnuiStar Value Annuity  
File Nos. 333-152237 and 333-152238 Premier Advisers II Annuity, Premier Advisers III (Series I) and Premier Advisers III Annuity (Series II)  
File Nos. 333-152239 and 333-152240 Premier Advisers AssetManager Annuity, Premier Advisers L Annuity (Series I) and Premier Advisers L Annuity (Series II)  
File Nos. 333-152255 and 333-152265 Vintage XTRA Annuity, Portfolio Architect XTRA Annuity and Vintage XTRA Annuity (Series II)  
File Nos. 333-152256 and 333-152292 Vintage 3 Annuity, Portfolio Architect 3 Annuity, Portfolio Architect L Annuity, Vintage L Annuity and Pioneer AnnuiStar Flex Annuity  
File Nos. 333-152258 and 333-152261 PrimElite Annuity  
File Nos. 333-152259 and 333-152262 PrimElite II Annuity

File Nos. 333-152260 and 333-152266 Protected Equity Portfolio Annuity  
File Nos. 333-152263 and 333-152269 Marquis Portfolios  
File Nos. 333-152264 and 333-152270 Vintage Access, Portfolio Architect Access, Scudder Advocate Advisor and Scudder Advocate Advisor- ST1 Annuity  
File Nos. 333-152267 and 333-152268 Vintage II Annuity and Vintage II Annuity (Series II)  
File No. 333-197658 Brighthouse Accumulation Annuity  
File No. 333-208464 Brighthouse Premier Variable Annuity<sup>SM</sup>,

- Brighthouse Separate Account QPN for Variable Annuities
  - File No. 333-156867 Unallocated Group Variable Annuity
  - File No. 333-156911 Brighthouse Retirement Perspectives,
  
- Brighthouse Variable Annuity Account C (811-05200)
  - File No. 333-200244 Class XC
  - File No. 333-200247 Class VA, Class AA and Class B
  - File No. 333-200249 Class L and Class L- 4 Year
  - File No. 333-200252 Class A
  - File No. 333-200255 COVA VA, Firststar Summit VA, Premier Advisor VA, Destiny Select VA, Prevail VA
  - File No. 333-200258 COVA VA SPDA
  - File No. 333-200260 COVA Series A
  - File No. 333-200262 Navigator-Select/Custom-Select/Russell-Select
  - File No. 333-200264 Navigator-Select/Custom-Select/Russell-Select (CA)
  - File No. 333-200266 COVA VA and Premier Advisor (CA)
  - File No. 333-200267 COVA Series A (CA)
  - File No. 333-200269 Class C
  - File No. 333-200271 Class VA (CA), Class AA (CA), and Class B (CA)
  - File No. 333-200273 Class XC (CA)
  - File No. 333-200274 Class L (CA) and Class L - 4 Year (CA)
  - File No. 333-200276 Class A (CA)
  - File No. 333-200279 Class C (CA),
  
- Brighthouse Variable Life Account A (811-21851)
  - File No. 333-200241 Equity Advantage Variable Universal Life,
  
- Brighthouse Variable Life Account One (811-07971)
  - File No. 333-200242 Class VL
  - File No. 333-200245 Class VL (CA)
  - File No. 333-200248 Modified Single Premium Variable Life
  - File No. 333-200251 Custom Select and Russell Select Variable Life
  - File No. 333-200254 Modified Single Premium Variable Life (CA)
  - File No. 333-200257 Custom Select Variable Life,

And pertaining to:

File No. 333-262390 Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Annuity and Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Advisory Annuity  
File No. 333-259505 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield<sup>®</sup> Level 10 Advisory Annuity  
File No. 333-268427 Brighthouse Shield<sup>®</sup> Level Select Advisory Annuity  
File No. 333-263492 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity  
File No. 333-263495 Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield<sup>®</sup> Level 10 Annuity  
File No. 333-208664 Brighthouse Shield Level Selector<sup>®</sup> Annuity  
File No. 333-207091 Brighthouse Shield Level Selector<sup>®</sup> 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity

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Fixed Annuity (Strategic Value Annuity)  
Registered Fixed Account Option  
Target Maturity,

And new annuities and life products such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity  
Brighthouse SmartGuard Plus index-linked life insurance policy,

and to have full power and authority to do or cause to be done in my name, place and stead each and every act and thing necessary or appropriate in order to effectuate the same, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, may do or cause to be done by virtue hereof. This Power of Attorney does not revoke any prior powers of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of November 2022.

/s/ David A. Rosenbaum

\_\_\_\_\_  
David A. Rosenbaum

Brighthouse Life Insurance Company

POWER OF ATTORNEY

Jonathan Rosenthal  
Director, Vice President and Chief Investment Officer

KNOW ALL MEN BY THESE PRESENTS, that I, Jonathan Rosenthal, a Director, Vice President and Chief Investment Officer of Brighthouse Life Insurance Company, a Delaware company (the "Company"), do hereby constitute and appoint Michele H. Abate and Alexander Ulianov, as my attorney-in-fact and agent, each of whom may act individually and none of whom is required to act jointly with any of the others, to sign and file on my behalf and to execute and file any instrument or document required to be filed as part of or in connection with or in any way related to, the Registration Statements and any and all amendments thereto filed by the Company under the Securities Act of 1933 and/or the Investment Company Act of 1940, pertaining to:

- Brighthouse Fund UL for Variable Life Insurance (811-03927)
  - File No. 002-88637 MarketLife<sup>SM</sup> and Invest
  - File No. 333-152219 MarketLife<sup>SM</sup>
  - File No. 333-56952 Brighthouse Variable Survivorship Life II
  - File No. 333-69771 Brighthouse Variable Survivorship Life
  - File No. 333-96515 Brighthouse Variable Life Accumulator and Brighthouse Variable Life Accumulator- Series 2
  - File No. 333-96519 Brighthouse Variable Life
  - File No. 333-113109 Brighthouse Variable Life Accumulator- Series 3
  - File No. 333-152216 Portfolio Architect Life
  - File No. 333-152217 VintageLife,
- Brighthouse Fund UL III for Variable Life Insurance (811-09215)
  - File No. 333-71349 Corporate Owned VUL Series 1
  - File No. 333-94779 Corporate Owned VUL 2000 and Corporate Owned VUL III
  - File No. 333-105335 Corporate Select Policy
  - File No. 333-113533 Corporate Owned VUL IV,
- Brighthouse Separate Account A (811-03365)
  - File No. 333-200231 Series VA (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200232 Series S (offered between October 7, 2011 and May 1, 2016) and Series S-L Share Option (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200233 Series VA- 4 (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200234 Series O (offered between April 30, 2012 and July 19, 2015)
  - File No. 333-200236 Series L- 4 Year (offered on and after April 29, 2013)
  - File No. 333-200237 PrimElite IV
  - File No. 333-200238 Marquis Portfolios (offered on and after April 30, 2012)
  - File No. 333-200239 Brighthouse Growth and Income
  - File No. 333-200240 Group Flexible Payment Variable Annuity  
(Flexible Bonus/Retirement Companion/Smart Choice)
  - File No. 333-200243 PrimElite III
  - File No. 333-200246 Brighthouse Simple Solutions<sup>SM</sup>
  - File No. 333-200250 Marquis Portfolios (offered between November 7, 2005 and April 30, 2012)
  - File No. 333-200253 Series XC
  - File No. 333-200256 Series VA (offered between March 22, 2001 and October 7, 2011)
  - File No. 333-200259 Series L and Series L- 4 Year (offered between November 22, 2004 and October 7, 2011)
  - File No. 333-200261 Series C (offered between September 4, 2001 and October 7, 2011)
  - File No. 333-200263 Series XTRA

File No. 333-200265 Series S and Series S- L Share Option (offered between April 30, 2007 and October 7, 2011)  
File No. 333-200268 Series L- 4 Year (offered between October 7, 2011 and April 28, 2013)  
File No. 333-200270 Group Annuity SF 101  
File No. 333-200272 Ultimate Annuity FSL 224  
File No. 333-200275 Foresight SF 137  
File No. 333-200277 SecurAnnuity (CLICO) 224/ SF 1700  
File No. 333-200278 Group VA SF 234 (Texas)  
File No. 333-200280 Sunshine SF 236 FL  
File No. 333-200281 Flexible Value SF 230  
File No. 333-200282 Investors Choice Annuity, Capital Strategist Annuity, Imprint Annuity and Strive Annuity  
File No. 333-200283 Protected Equity Portfolio (PEP)  
File No. 333-200284 Vintage L and Vintage XC  
File No. 333-200285 Series XTRA 6  
File No. 333-200286 Series VA- 4 (offered between May 1, 2011 and October 7, 2011)  
File No. 333-200287 Series C (offered on and after October 7, 2011)  
File No. 333-200288 Pioneer PRISM  
File No. 333-200289 Pioneer PRISM L  
File No. 333-200290 Pioneer PRISM XC  
File No. 333-200323 Brighthouse Investment Portfolio Architect<sup>SM</sup>-Standard Version and Brighthouse Investment Portfolio Architect<sup>SM</sup>-C Share Option  
File No. 333-203748 Series O (offered on and after July 20, 2015)  
File No. 333-209053 Series VA (offered on and after May 2, 2016)  
File No. 333-209054 Series VA- 4 (offered on and after May 2, 2016)  
File No. 333-209055 Series S (offered on and after May 2, 2016) and Series S- L Share Option (offered on and after May 2, 2016)  
File No. 333-209411 Brighthouse Prime Options,

- Brighthouse Separate Account Eleven for Variable Annuities (811-21262)

File Nos. 333-101778 and 333-152234 Pioneer AnnuiStar Plus Annuity, Portfolio Architect Plus Annuity and Scudder Advocate Rewards Annuity  
File No. 333-152189 Universal Annuity  
File No. 333-152190 Universal Select Annuity  
File No. 333-152191 Universal Annuity Advantage  
File Nos. 333-152192 and 333-152193 Brighthouse Retirement Account  
File No. 333-152194 Gold Track and Gold Track Select  
File Nos. 333-152197 and 333-152198 Brighthouse Access Annuity and Brighthouse Access Select Annuity  
File Nos. 333-152199 and 333-152200 Vintage Annuity  
File Nos. 333-152201 and 333-152202 Index Annuity  
File Nos. 333-152232 and 333-152233 Portfolio Architect Annuity, Portfolio Architect Select Annuity, Premier Advisers Annuity (Class I) and Premier Advisers Annuity (Class II)  
File Nos. 333-152235 and 333-152236 Pioneer AnnuiStar Annuity, Portfolio Architect II Annuity and Pioneer AnnuiStar Value Annuity  
File Nos. 333-152237 and 333-152238 Premier Advisers II Annuity, Premier Advisers III (Series I) and Premier Advisers III Annuity (Series II)  
File Nos. 333-152239 and 333-152240 Premier Advisers AssetManager Annuity, Premier Advisers L Annuity (Series I) and Premier Advisers L Annuity (Series II)  
File Nos. 333-152255 and 333-152265 Vintage XTRA Annuity, Portfolio Architect XTRA Annuity and Vintage XTRA Annuity (Series II)  
File Nos. 333-152256 and 333-152292 Vintage 3 Annuity, Portfolio Architect 3 Annuity, Portfolio Architect L Annuity, Vintage L Annuity and Pioneer AnnuiStar Flex Annuity  
File Nos. 333-152258 and 333-152261 PrimElite Annuity  
File Nos. 333-152259 and 333-152262 PrimElite II Annuity

File Nos. 333-152260 and 333-152266 Protected Equity Portfolio Annuity  
File Nos. 333-152263 and 333-152269 Marquis Portfolios  
File Nos. 333-152264 and 333-152270 Vintage Access, Portfolio Architect Access, Scudder Advocate Advisor and Scudder Advocate Advisor- ST1 Annuity  
File Nos. 333-152267 and 333-152268 Vintage II Annuity and Vintage II Annuity (Series II)  
File No. 333-197658 Brighthouse Accumulation Annuity  
File No. 333-208464 Brighthouse Premier Variable Annuity<sup>SM</sup>,

- Brighthouse Separate Account QPN for Variable Annuities  
File No. 333-156867 Unallocated Group Variable Annuity  
File No. 333-156911 Brighthouse Retirement Perspectives,
- Brighthouse Variable Annuity Account C (811-05200)  
File No. 333-200244 Class XC  
File No. 333-200247 Class VA, Class AA and Class B  
File No. 333-200249 Class L and Class L- 4 Year  
File No. 333-200252 Class A  
File No. 333-200255 COVA VA, Firststar Summit VA, Premier Advisor VA, Destiny Select VA, Prevail VA  
File No. 333-200258 COVA VA SPDA  
File No. 333-200260 COVA Series A  
File No. 333-200262 Navigator-Select/Custom-Select/Russell-Select  
File No. 333-200264 Navigator-Select/Custom-Select/Russell-Select (CA)  
File No. 333-200266 COVA VA and Premier Advisor (CA)  
File No. 333-200267 COVA Series A (CA)  
File No. 333-200269 Class C  
File No. 333-200271 Class VA (CA), Class AA (CA), and Class B (CA)  
File No. 333-200273 Class XC (CA)  
File No. 333-200274 Class L (CA) and Class L - 4 Year (CA)  
File No. 333-200276 Class A (CA)  
File No. 333-200279 Class C (CA),
- Brighthouse Variable Life Account A (811-21851)  
File No. 333-200241 Equity Advantage Variable Universal Life,
- Brighthouse Variable Life Account One (811-07971)  
File No. 333-200242 Class VL  
File No. 333-200245 Class VL (CA)  
File No. 333-200248 Modified Single Premium Variable Life  
File No. 333-200251 Custom Select and Russell Select Variable Life  
File No. 333-200254 Modified Single Premium Variable Life (CA)  
File No. 333-200257 Custom Select Variable Life,

And pertaining to:

File No. 333-262390 Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Annuity and Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Advisory Annuity  
File No. 333-259505 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield<sup>®</sup> Level 10 Advisory Annuity  
File No. 333-268427 Brighthouse Shield<sup>®</sup> Level Select Advisory Annuity  
File No. 333-263492 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity  
File No. 333-263495 Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield<sup>®</sup> Level 10 Annuity  
File No. 333-208664 Brighthouse Shield Level Selector<sup>®</sup> Annuity  
File No. 333-207091 Brighthouse Shield Level Selector<sup>®</sup> 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity

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Fixed Annuity (Strategic Value Annuity)  
Registered Fixed Account Option  
Target Maturity,

And new annuities and life products such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity  
Brighthouse SmartGuard Plus index-linked life insurance policy,

and to have full power and authority to do or cause to be done in my name, place and stead each and every act and thing necessary or appropriate in order to effectuate the same, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, may do or cause to be done by virtue hereof. This Power of Attorney does not revoke any prior powers of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of November 2022.

/s/ Jonathan Rosenthal  
\_\_\_\_\_  
Jonathan Rosenthal

Brighthouse Life Insurance Company

POWER OF ATTORNEY

Edward A. Spehar  
Director, Vice President and Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that I, Edward A. Spehar, a Director, Vice President and Chief Financial Officer of Brighthouse Life Insurance Company, a Delaware company (the "Company"), do hereby constitute and appoint Michele H. Abate and Alexander Ulianov, as my attorney-in-fact and agent, each of whom may act individually and none of whom is required to act jointly with any of the others, to sign and file on my behalf and to execute and file any instrument or document required to be filed as part of or in connection with or in any way related to, the Registration Statements and any and all amendments thereto filed by the Company under the Securities Act of 1933 and/or the Investment Company Act of 1940, pertaining to:

- Brighthouse Fund UL for Variable Life Insurance (811-03927)
  - File No. 002-88637 MarketLife<sup>SM</sup> and Invest
  - File No. 333-152219 MarketLife<sup>SM</sup>
  - File No. 333-56952 Brighthouse Variable Survivorship Life II
  - File No. 333-69771 Brighthouse Variable Survivorship Life
  - File No. 333-96515 Brighthouse Variable Life Accumulator and Brighthouse Variable Life Accumulator- Series 2
  - File No. 333-96519 Brighthouse Variable Life
  - File No. 333-113109 Brighthouse Variable Life Accumulator- Series 3
  - File No. 333-152216 Portfolio Architect Life
  - File No. 333-152217 VintageLife,
- Brighthouse Fund UL III for Variable Life Insurance (811-09215)
  - File No. 333-71349 Corporate Owned VUL Series 1
  - File No. 333-94779 Corporate Owned VUL 2000 and Corporate Owned VUL III
  - File No. 333-105335 Corporate Select Policy
  - File No. 333-113533 Corporate Owned VUL IV,
- Brighthouse Separate Account A (811-03365)
  - File No. 333-200231 Series VA (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200232 Series S (offered between October 7, 2011 and May 1, 2016) and Series S-L Share Option (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200233 Series VA- 4 (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200234 Series O (offered between April 30, 2012 and July 19, 2015)
  - File No. 333-200236 Series L- 4 Year (offered on and after April 29, 2013)
  - File No. 333-200237 PrimElite IV
  - File No. 333-200238 Marquis Portfolios (offered on and after April 30, 2012)
  - File No. 333-200239 Brighthouse Growth and Income
  - File No. 333-200240 Group Flexible Payment Variable Annuity  
(Flexible Bonus/Retirement Companion/Smart Choice)
  - File No. 333-200243 PrimElite III
  - File No. 333-200246 Brighthouse Simple Solutions<sup>SM</sup>
  - File No. 333-200250 Marquis Portfolios (offered between November 7, 2005 and April 30, 2012)
  - File No. 333-200253 Series XC
  - File No. 333-200256 Series VA (offered between March 22, 2001 and October 7, 2011)
  - File No. 333-200259 Series L and Series L- 4 Year (offered between November 22, 2004 and October 7, 2011)
  - File No. 333-200261 Series C (offered between September 4, 2001 and October 7, 2011)
  - File No. 333-200263 Series XTRA

File No. 333-200265 Series S and Series S- L Share Option (offered between April 30, 2007 and October 7, 2011)  
File No. 333-200268 Series L- 4 Year (offered between October 7, 2011 and April 28, 2013)  
File No. 333-200270 Group Annuity SF 101  
File No. 333-200272 Ultimate Annuity FSL 224  
File No. 333-200275 Foresight SF 137  
File No. 333-200277 SecurAnnuity (CLICO) 224/ SF 1700  
File No. 333-200278 Group VA SF 234 (Texas)  
File No. 333-200280 Sunshine SF 236 FL  
File No. 333-200281 Flexible Value SF 230  
File No. 333-200282 Investors Choice Annuity, Capital Strategist Annuity, Imprint Annuity and Strive Annuity  
File No. 333-200283 Protected Equity Portfolio (PEP)  
File No. 333-200284 Vintage L and Vintage XC  
File No. 333-200285 Series XTRA 6  
File No. 333-200286 Series VA- 4 (offered between May 1, 2011 and October 7, 2011)  
File No. 333-200287 Series C (offered on and after October 7, 2011)  
File No. 333-200288 Pioneer PRISM  
File No. 333-200289 Pioneer PRISM L  
File No. 333-200290 Pioneer PRISM XC  
File No. 333-200323 Brighthouse Investment Portfolio Architect<sup>SM</sup>-Standard Version and Brighthouse Investment Portfolio Architect<sup>SM</sup>  
-C Share Option  
File No. 333-203748 Series O (offered on and after July 20, 2015)  
File No. 333-209053 Series VA (offered on and after May 2, 2016)  
File No. 333-209054 Series VA- 4 (offered on and after May 2, 2016)  
File No. 333-209055 Series S (offered on and after May 2, 2016) and  
Series S- L Share Option (offered on and after May 2, 2016)  
File No. 333-209411 Brighthouse Prime Options,

- Brighthouse Separate Account Eleven for Variable Annuities (811-21262)
  - File Nos. 333-101778 and 333-152234 Pioneer AnnuiStar Plus Annuity, Portfolio Architect Plus Annuity and Scudder Advocate Rewards Annuity
  - File No. 333-152189 Universal Annuity
  - File No. 333-152190 Universal Select Annuity
  - File No. 333-152191 Universal Annuity Advantage
  - File Nos. 333-152192 and 333-152193 Brighthouse Retirement Account
  - File No. 333-152194 Gold Track and Gold Track Select
  - File Nos. 333-152197 and 333-152198 Brighthouse Access Annuity and Brighthouse Access Select Annuity
  - File Nos. 333-152199 and 333-152200 Vintage Annuity
  - File Nos. 333-152201 and 333-152202 Index Annuity
  - File Nos. 333-152232 and 333-152233 Portfolio Architect Annuity, Portfolio Architect Select Annuity, Premier Advisers Annuity (Class I) and Premier Advisers Annuity (Class II)
  - File Nos. 333-152235 and 333-152236 Pioneer AnnuiStar Annuity, Portfolio Architect II Annuity and Pioneer AnnuiStar Value Annuity
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  - File Nos. 333-152239 and 333-152240 Premier Advisers AssetManager Annuity, Premier Advisers L Annuity (Series I) and Premier Advisers L Annuity (Series II)
  - File Nos. 333-152255 and 333-152265 Vintage XTRA Annuity, Portfolio Architect XTRA Annuity and Vintage XTRA Annuity (Series II)
  - File Nos. 333-152256 and 333-152292 Vintage 3 Annuity, Portfolio Architect 3 Annuity, Portfolio Architect L Annuity, Vintage L Annuity and Pioneer AnnuiStar Flex Annuity
  - File Nos. 333-152258 and 333-152261 PrimElite Annuity
  - File Nos. 333-152259 and 333-152262 PrimElite II Annuity

File Nos. 333-152260 and 333-152266 Protected Equity Portfolio Annuity  
File Nos. 333-152263 and 333-152269 Marquis Portfolios  
File Nos. 333-152264 and 333-152270 Vintage Access, Portfolio Architect Access, Scudder Advocate Advisor and Scudder Advocate Advisor- ST1 Annuity  
File Nos. 333-152267 and 333-152268 Vintage II Annuity and Vintage II Annuity (Series II)  
File No. 333-197658 Brighthouse Accumulation Annuity  
File No. 333-208464 Brighthouse Premier Variable Annuity<sup>SM</sup>,

- Brighthouse Separate Account QPN for Variable Annuities
  - File No. 333-156867 Unallocated Group Variable Annuity
  - File No. 333-156911 Brighthouse Retirement Perspectives,
- Brighthouse Variable Annuity Account C (811-05200)
  - File No. 333-200244 Class XC
  - File No. 333-200247 Class VA, Class AA and Class B
  - File No. 333-200249 Class L and Class L- 4 Year
  - File No. 333-200252 Class A
  - File No. 333-200255 COVA VA, Firststar Summit VA, Premier Advisor VA, Destiny Select VA, Prevail VA
  - File No. 333-200258 COVA VA SPDA
  - File No. 333-200260 COVA Series A
  - File No. 333-200262 Navigator-Select/Custom-Select/Russell-Select
  - File No. 333-200264 Navigator-Select/Custom-Select/Russell-Select (CA)
  - File No. 333-200266 COVA VA and Premier Advisor (CA)
  - File No. 333-200267 COVA Series A (CA)
  - File No. 333-200269 Class C
  - File No. 333-200271 Class VA (CA), Class AA (CA), and Class B (CA)
  - File No. 333-200273 Class XC (CA)
  - File No. 333-200274 Class L (CA) and Class L - 4 Year (CA)
  - File No. 333-200276 Class A (CA)
  - File No. 333-200279 Class C (CA),
- Brighthouse Variable Life Account A (811-21851)
  - File No. 333-200241 Equity Advantage Variable Universal Life,
- Brighthouse Variable Life Account One (811-07971)
  - File No. 333-200242 Class VL
  - File No. 333-200245 Class VL (CA)
  - File No. 333-200248 Modified Single Premium Variable Life
  - File No. 333-200251 Custom Select and Russell Select Variable Life
  - File No. 333-200254 Modified Single Premium Variable Life (CA)
  - File No. 333-200257 Custom Select Variable Life,

And pertaining to:

File No. 333-262390 Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Annuity and Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Advisory Annuity  
File No. 333-259505 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield<sup>®</sup> Level 10 Advisory Annuity  
File No. 333-268427 Brighthouse Shield<sup>®</sup> Level Select Advisory Annuity  
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File No. 333-263495 Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield<sup>®</sup> Level 10 Annuity  
File No. 333-208664 Brighthouse Shield Level Selector<sup>®</sup> Annuity  
File No. 333-207091 Brighthouse Shield Level Selector<sup>®</sup> 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity

---

Fixed Annuity (Strategic Value Annuity)  
Registered Fixed Account Option  
Target Maturity,

And new annuities and life products such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity  
Brighthouse SmartGuard Plus index-linked life insurance policy,

and to have full power and authority to do or cause to be done in my name, place and stead each and every act and thing necessary or appropriate in order to effectuate the same, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, may do or cause to be done by virtue hereof. This Power of Attorney does not revoke any prior powers of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of November 2022.

/s/ Edward A. Spehar  
Edward A. Spehar

Brighthouse Life Insurance Company

POWER OF ATTORNEY

Kristine Toscano  
Vice President and Chief Accounting Officer

KNOW ALL MEN BY THESE PRESENTS, that I, Kristine Toscano, Vice President and Chief Accounting Officer of Brighthouse Life Insurance Company, a Delaware company (the "Company"), do hereby constitute and appoint Michele H. Abate and Alexander Ulianov, as my attorney-in-fact and agent, each of whom may act individually and none of whom is required to act jointly with any of the others, to sign and file on my behalf and to execute and file any instrument or document required to be filed as part of or in connection with or in any way related to, the Registration Statements and any and all amendments thereto filed by the Company under the Securities Act of 1933 and/or the Investment Company Act of 1940, pertaining to:

- Brighthouse Fund UL for Variable Life Insurance (811-03927)
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  - File No. 333-152219 MarketLife<sup>SM</sup>
  - File No. 333-56952 Brighthouse Variable Survivorship Life II
  - File No. 333-69771 Brighthouse Variable Survivorship Life
  - File No. 333-96515 Brighthouse Variable Life Accumulator and Brighthouse Variable Life Accumulator- Series 2
  - File No. 333-96519 Brighthouse Variable Life
  - File No. 333-113109 Brighthouse Variable Life Accumulator- Series 3
  - File No. 333-152216 Portfolio Architect Life
  - File No. 333-152217 VintageLife,
- Brighthouse Fund UL III for Variable Life Insurance (811-09215)
  - File No. 333-71349 Corporate Owned VUL Series 1
  - File No. 333-94779 Corporate Owned VUL 2000 and Corporate Owned VUL III
  - File No. 333-105335 Corporate Select Policy
  - File No. 333-113533 Corporate Owned VUL IV,
- Brighthouse Separate Account A (811-03365)
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  - File No. 333-200232 Series S (offered between October 7, 2011 and May 1, 2016) and Series S-L Share Option (offered between October 7, 2011 and May 1, 2016)
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  - File No. 333-200234 Series O (offered between April 30, 2012 and July 19, 2015)
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  - File No. 333-200240 Group Flexible Payment Variable Annuity  
(Flexible Bonus/Retirement Companion/Smart Choice)
  - File No. 333-200243 PrimElite III
  - File No. 333-200246 Brighthouse Simple Solutions<sup>SM</sup>
  - File No. 333-200250 Marquis Portfolios (offered between November 7, 2005 and April 30, 2012)
  - File No. 333-200253 Series XC
  - File No. 333-200256 Series VA (offered between March 22, 2001 and October 7, 2011)
  - File No. 333-200259 Series L and Series L- 4 Year (offered between November 22, 2004 and October 7, 2011)
  - File No. 333-200261 Series C (offered between September 4, 2001 and October 7, 2011)
  - File No. 333-200263 Series XTRA

File No. 333-200265 Series S and Series S- L Share Option (offered between April 30, 2007 and October 7, 2011)  
File No. 333-200268 Series L- 4 Year (offered between October 7, 2011 and April 28, 2013)  
File No. 333-200270 Group Annuity SF 101  
File No. 333-200272 Ultimate Annuity FSL 224  
File No. 333-200275 Foresight SF 137  
File No. 333-200277 SecurAnnuity (CLICO) 224/ SF 1700  
File No. 333-200278 Group VA SF 234 (Texas)  
File No. 333-200280 Sunshine SF 236 FL  
File No. 333-200281 Flexible Value SF 230  
File No. 333-200282 Investors Choice Annuity, Capital Strategist Annuity, Imprint Annuity and Strive Annuity  
File No. 333-200283 Protected Equity Portfolio (PEP)  
File No. 333-200284 Vintage L and Vintage XC  
File No. 333-200285 Series XTRA 6  
File No. 333-200286 Series VA- 4 (offered between May 1, 2011 and October 7, 2011)  
File No. 333-200287 Series C (offered on and after October 7, 2011)  
File No. 333-200288 Pioneer PRISM  
File No. 333-200289 Pioneer PRISM L  
File No. 333-200290 Pioneer PRISM XC  
File No. 333-200323 Brighthouse Investment Portfolio Architect<sup>SM</sup>-Standard Version and Brighthouse Investment Portfolio Architect<sup>SM</sup>  
-C Share Option  
File No. 333-203748 Series O (offered on and after July 20, 2015)  
File No. 333-209053 Series VA (offered on and after May 2, 2016)  
File No. 333-209054 Series VA- 4 (offered on and after May 2, 2016)  
File No. 333-209055 Series S (offered on and after May 2, 2016) and  
Series S- L Share Option (offered on and after May 2, 2016)  
File No. 333-209411 Brighthouse Prime Options,

- Brighthouse Separate Account Eleven for Variable Annuities (811-21262)
  - File Nos. 333-101778 and 333-152234 Pioneer AnnuiStar Plus Annuity, Portfolio Architect Plus Annuity and Scudder Advocate Rewards Annuity
  - File No. 333-152189 Universal Annuity
  - File No. 333-152190 Universal Select Annuity
  - File No. 333-152191 Universal Annuity Advantage
  - File Nos. 333-152192 and 333-152193 Brighthouse Retirement Account
  - File No. 333-152194 Gold Track and Gold Track Select
  - File Nos. 333-152197 and 333-152198 Brighthouse Access Annuity and Brighthouse Access Select Annuity
  - File Nos. 333-152199 and 333-152200 Vintage Annuity
  - File Nos. 333-152201 and 333-152202 Index Annuity
  - File Nos. 333-152232 and 333-152233 Portfolio Architect Annuity, Portfolio Architect Select Annuity, Premier Advisers Annuity (Class I) and Premier Advisers Annuity (Class II)
  - File Nos. 333-152235 and 333-152236 Pioneer AnnuiStar Annuity, Portfolio Architect II Annuity and Pioneer AnnuiStar Value Annuity
  - File Nos. 333-152237 and 333-152238 Premier Advisers II Annuity, Premier Advisers III (Series I) and Premier Advisers III Annuity (Series II)
  - File Nos. 333-152239 and 333-152240 Premier Advisers AssetManager Annuity, Premier Advisers L Annuity (Series I) and Premier Advisers L Annuity (Series II)
  - File Nos. 333-152255 and 333-152265 Vintage XTRA Annuity, Portfolio Architect XTRA Annuity and Vintage XTRA Annuity (Series II)
  - File Nos. 333-152256 and 333-152292 Vintage 3 Annuity, Portfolio Architect 3 Annuity, Portfolio Architect L Annuity, Vintage L Annuity and Pioneer AnnuiStar Flex Annuity
  - File Nos. 333-152258 and 333-152261 PrimElite Annuity
  - File Nos. 333-152259 and 333-152262 PrimElite II Annuity

File Nos. 333-152260 and 333-152266 Protected Equity Portfolio Annuity  
File Nos. 333-152263 and 333-152269 Marquis Portfolios  
File Nos. 333-152264 and 333-152270 Vintage Access, Portfolio Architect Access, Scudder Advocate Advisor and Scudder Advocate Advisor- ST1 Annuity  
File Nos. 333-152267 and 333-152268 Vintage II Annuity and Vintage II Annuity (Series II)  
File No. 333-197658 Brighthouse Accumulation Annuity  
File No. 333-208464 Brighthouse Premier Variable Annuity<sup>SM</sup>,

- Brighthouse Separate Account QPN for Variable Annuities
  - File No. 333-156867 Unallocated Group Variable Annuity
  - File No. 333-156911 Brighthouse Retirement Perspectives,
  
- Brighthouse Variable Annuity Account C (811-05200)
  - File No. 333-200244 Class XC
  - File No. 333-200247 Class VA, Class AA and Class B
  - File No. 333-200249 Class L and Class L- 4 Year
  - File No. 333-200252 Class A
  - File No. 333-200255 COVA VA, Firststar Summit VA, Premier Advisor VA, Destiny Select VA, Prevail VA
  - File No. 333-200258 COVA VA SPDA
  - File No. 333-200260 COVA Series A
  - File No. 333-200262 Navigator-Select/Custom-Select/Russell-Select
  - File No. 333-200264 Navigator-Select/Custom-Select/Russell-Select (CA)
  - File No. 333-200266 COVA VA and Premier Advisor (CA)
  - File No. 333-200267 COVA Series A (CA)
  - File No. 333-200269 Class C
  - File No. 333-200271 Class VA (CA), Class AA (CA), and Class B (CA)
  - File No. 333-200273 Class XC (CA)
  - File No. 333-200274 Class L (CA) and Class L - 4 Year (CA)
  - File No. 333-200276 Class A (CA)
  - File No. 333-200279 Class C (CA),
  
- Brighthouse Variable Life Account A (811-21851)
  - File No. 333-200241 Equity Advantage Variable Universal Life,
  
- Brighthouse Variable Life Account One (811-07971)
  - File No. 333-200242 Class VL
  - File No. 333-200245 Class VL (CA)
  - File No. 333-200248 Modified Single Premium Variable Life
  - File No. 333-200251 Custom Select and Russell Select Variable Life
  - File No. 333-200254 Modified Single Premium Variable Life (CA)
  - File No. 333-200257 Custom Select Variable Life,

And pertaining to:

File No. 333-262390 Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Annuity and Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Advisory Annuity  
File No. 333-259505 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield<sup>®</sup> Level 10 Advisory Annuity  
File No. 333-268427 Brighthouse Shield<sup>®</sup> Level Select Advisory Annuity  
File No. 333-263492 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity  
File No. 333-263495 Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield<sup>®</sup> Level 10 Annuity  
File No. 333-208664 Brighthouse Shield Level Selector<sup>®</sup> Annuity  
File No. 333-207091 Brighthouse Shield Level Selector<sup>®</sup> 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity

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Fixed Annuity (Strategic Value Annuity)  
Registered Fixed Account Option  
Target Maturity,

And new annuities and life products such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity,  
Brighthouse SmartGuard Plus index-linked life insurance policy,

and to have full power and authority to do or cause to be done in my name, place and stead each and every act and thing necessary or appropriate in order to effectuate the same, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, may do or cause to be done by virtue hereof. This Power of Attorney does not revoke any prior powers of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of November 2022.

/s/ Kristine Toscano

\_\_\_\_\_  
Kristine Toscano

Brighthouse Life Insurance Company

POWER OF ATTORNEY

Gianna H. Figaro-Sterling  
Vice President and Controller

KNOW ALL MEN BY THESE PRESENTS, that I, Gianna H. Figaro-Sterling, Vice President and Controller of Brighthouse Life Insurance Company, a Delaware company (the "Company"), do hereby constitute and appoint Michele H. Abate and Alexander Ulianov, as my attorney-in-fact and agent, each of whom may act individually and none of whom is required to act jointly with any of the others, to sign and file on my behalf and to execute and file any instrument or document required to be filed as part of or in connection with or in any way related to, the Registration Statements and any and all amendments thereto filed by the Company under the Securities Act of 1933 and/or the Investment Company Act of 1940, pertaining to:

- Brighthouse Fund UL for Variable Life Insurance (811-03927)
  - File No. 002-88637 MarketLife<sup>SM</sup> and Invest
  - File No. 333-152219 MarketLife<sup>SM</sup>
  - File No. 333-56952 Brighthouse Variable Survivorship Life II
  - File No. 333-69771 Brighthouse Variable Survivorship Life
  - File No. 333-96515 Brighthouse Variable Life Accumulator and Brighthouse Variable Life Accumulator- Series 2
  - File No. 333-96519 Brighthouse Variable Life
  - File No. 333-113109 Brighthouse Variable Life Accumulator- Series 3
  - File No. 333-152216 Portfolio Architect Life
  - File No. 333-152217 VintageLife,
- Brighthouse Fund UL III for Variable Life Insurance (811-09215)
  - File No. 333-71349 Corporate Owned VUL Series 1
  - File No. 333-94779 Corporate Owned VUL 2000 and Corporate Owned VUL III
  - File No. 333-105335 Corporate Select Policy
  - File No. 333-113533 Corporate Owned VUL IV,
- Brighthouse Separate Account A (811-03365)
  - File No. 333-200231 Series VA (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200232 Series S (offered between October 7, 2011 and May 1, 2016) and Series S-L Share Option (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200233 Series VA- 4 (offered between October 7, 2011 and May 1, 2016)
  - File No. 333-200234 Series O (offered between April 30, 2012 and July 19, 2015)
  - File No. 333-200236 Series L- 4 Year (offered on and after April 29, 2013)
  - File No. 333-200237 PrimElite IV
  - File No. 333-200238 Marquis Portfolios (offered on and after April 30, 2012)
  - File No. 333-200239 Brighthouse Growth and Income
  - File No. 333-200240 Group Flexible Payment Variable Annuity  
(Flexible Bonus/Retirement Companion/Smart Choice)
  - File No. 333-200243 PrimElite III
  - File No. 333-200246 Brighthouse Simple Solutions<sup>SM</sup>
  - File No. 333-200250 Marquis Portfolios (offered between November 7, 2005 and April 30, 2012)
  - File No. 333-200253 Series XC
  - File No. 333-200256 Series VA (offered between March 22, 2001 and October 7, 2011)
  - File No. 333-200259 Series L and Series L- 4 Year (offered between November 22, 2004 and October 7, 2011)
  - File No. 333-200261 Series C (offered between September 4, 2001 and October 7, 2011)
  - File No. 333-200263 Series XTRA

File No. 333-200265 Series S and Series S- L Share Option (offered between April 30, 2007 and October 7, 2011)  
File No. 333-200268 Series L- 4 Year (offered between October 7, 2011 and April 28, 2013)  
File No. 333-200270 Group Annuity SF 101  
File No. 333-200272 Ultimate Annuity FSL 224  
File No. 333-200275 Foresight SF 137  
File No. 333-200277 SecurAnnuity (CLICO) 224/ SF 1700  
File No. 333-200278 Group VA SF 234 (Texas)  
File No. 333-200280 Sunshine SF 236 FL  
File No. 333-200281 Flexible Value SF 230  
File No. 333-200282 Investors Choice Annuity, Capital Strategist Annuity, Imprint Annuity and Strive Annuity  
File No. 333-200283 Protected Equity Portfolio (PEP)  
File No. 333-200284 Vintage L and Vintage XC  
File No. 333-200285 Series XTRA 6  
File No. 333-200286 Series VA- 4 (offered between May 1, 2011 and October 7, 2011)  
File No. 333-200287 Series C (offered on and after October 7, 2011)  
File No. 333-200288 Pioneer PRISM  
File No. 333-200289 Pioneer PRISM L  
File No. 333-200290 Pioneer PRISM XC  
File No. 333-200323 Brighthouse Investment Portfolio Architect<sup>SM</sup>-Standard Version and Brighthouse Investment Portfolio Architect<sup>SM</sup>-C Share Option  
File No. 333-203748 Series O (offered on and after July 20, 2015)  
File No. 333-209053 Series VA (offered on and after May 2, 2016)  
File No. 333-209054 Series VA- 4 (offered on and after May 2, 2016)  
File No. 333-209055 Series S (offered on and after May 2, 2016) and Series S- L Share Option (offered on and after May 2, 2016)  
File No. 333-209411 Brighthouse Prime Options,

- Brighthouse Separate Account Eleven for Variable Annuities (811-21262)

File Nos. 333-101778 and 333-152234 Pioneer AnnuiStar Plus Annuity, Portfolio Architect Plus Annuity and Scudder Advocate Rewards Annuity  
File No. 333-152189 Universal Annuity  
File No. 333-152190 Universal Select Annuity  
File No. 333-152191 Universal Annuity Advantage  
File Nos. 333-152192 and 333-152193 Brighthouse Retirement Account  
File No. 333-152194 Gold Track and Gold Track Select  
File Nos. 333-152197 and 333-152198 Brighthouse Access Annuity and Brighthouse Access Select Annuity  
File Nos. 333-152199 and 333-152200 Vintage Annuity  
File Nos. 333-152201 and 333-152202 Index Annuity  
File Nos. 333-152232 and 333-152233 Portfolio Architect Annuity, Portfolio Architect Select Annuity, Premier Advisers Annuity (Class I) and Premier Advisers Annuity (Class II)  
File Nos. 333-152235 and 333-152236 Pioneer AnnuiStar Annuity, Portfolio Architect II Annuity and Pioneer AnnuiStar Value Annuity  
File Nos. 333-152237 and 333-152238 Premier Advisers II Annuity, Premier Advisers III (Series I) and Premier Advisers III Annuity (Series II)  
File Nos. 333-152239 and 333-152240 Premier Advisers AssetManager Annuity, Premier Advisers L Annuity (Series I) and Premier Advisers L Annuity (Series II)  
File Nos. 333-152255 and 333-152265 Vintage XTRA Annuity, Portfolio Architect XTRA Annuity and Vintage XTRA Annuity (Series II)  
File Nos. 333-152256 and 333-152292 Vintage 3 Annuity, Portfolio Architect 3 Annuity, Portfolio Architect L Annuity, Vintage L Annuity and Pioneer AnnuiStar Flex Annuity  
File Nos. 333-152258 and 333-152261 PrimElite Annuity  
File Nos. 333-152259 and 333-152262 PrimElite II Annuity

File Nos. 333-152260 and 333-152266 Protected Equity Portfolio Annuity  
File Nos. 333-152263 and 333-152269 Marquis Portfolios  
File Nos. 333-152264 and 333-152270 Vintage Access, Portfolio Architect Access, Scudder Advocate Advisor and Scudder Advocate Advisor- ST1 Annuity  
File Nos. 333-152267 and 333-152268 Vintage II Annuity and Vintage II Annuity (Series II)  
File No. 333-197658 Brighthouse Accumulation Annuity  
File No. 333-208464 Brighthouse Premier Variable Annuity<sup>SM</sup>,

- Brighthouse Separate Account QPN for Variable Annuities
  - File No. 333-156867 Unallocated Group Variable Annuity
  - File No. 333-156911 Brighthouse Retirement Perspectives,
  
- Brighthouse Variable Annuity Account C (811-05200)
  - File No. 333-200244 Class XC
  - File No. 333-200247 Class VA, Class AA and Class B
  - File No. 333-200249 Class L and Class L- 4 Year
  - File No. 333-200252 Class A
  - File No. 333-200255 COVA VA, Firststar Summit VA, Premier Advisor VA, Destiny Select VA, Prevail VA
  - File No. 333-200258 COVA VA SPDA
  - File No. 333-200260 COVA Series A
  - File No. 333-200262 Navigator-Select/Custom-Select/Russell-Select
  - File No. 333-200264 Navigator-Select/Custom-Select/Russell-Select (CA)
  - File No. 333-200266 COVA VA and Premier Advisor (CA)
  - File No. 333-200267 COVA Series A (CA)
  - File No. 333-200269 Class C
  - File No. 333-200271 Class VA (CA), Class AA (CA), and Class B (CA)
  - File No. 333-200273 Class XC (CA)
  - File No. 333-200274 Class L (CA) and Class L - 4 Year (CA)
  - File No. 333-200276 Class A (CA)
  - File No. 333-200279 Class C (CA),
  
- Brighthouse Variable Life Account A (811-21851)
  - File No. 333-200241 Equity Advantage Variable Universal Life,
  
- Brighthouse Variable Life Account One (811-07971)
  - File No. 333-200242 Class VL
  - File No. 333-200245 Class VL (CA)
  - File No. 333-200248 Modified Single Premium Variable Life
  - File No. 333-200251 Custom Select and Russell Select Variable Life
  - File No. 333-200254 Modified Single Premium Variable Life (CA)
  - File No. 333-200257 Custom Select Variable Life,

And pertaining to:

File No. 333-262390 Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Annuity and Brighthouse Shield<sup>®</sup> Level Pay Plus<sup>SM</sup> Advisory Annuity  
File No. 333-259505 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield<sup>®</sup> Level 10 Advisory Annuity  
File No. 333-268427 Brighthouse Shield<sup>®</sup> Level Select Advisory Annuity  
File No. 333-263492 Brighthouse Shield<sup>®</sup> Level Select 6-Year Annuity  
File No. 333-263495 Brighthouse Shield<sup>®</sup> Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield<sup>®</sup> Level 10 Annuity  
File No. 333-208664 Brighthouse Shield Level Selector<sup>®</sup> Annuity  
File No. 333-207091 Brighthouse Shield Level Selector<sup>®</sup> 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity

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Fixed Annuity (Strategic Value Annuity)  
Registered Fixed Account Option  
Target Maturity,

And new annuities and life products such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity  
Brighthouse SmartGuard Plus index-linked life insurance policy,

and to have full power and authority to do or cause to be done in my name, place and stead each and every act and thing necessary or appropriate in order to effectuate the same, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or any of them, may do or cause to be done by virtue hereof. This Power of Attorney does not revoke any prior powers of attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th of November 2022.

/s/ Gianna H. Figaro-Sterling  
Gianna H. Figaro-Sterling