

**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  
BRIGHTHOUSE 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  
Vedder Price  
1401 I Street NW, Suite 1100  
Washington, DC 20005

**As soon as practicable following the effectiveness of the registration statement**

(Approximate date of commencement of proposed sale to the public)

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, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
	Emerging growth company <input type="checkbox"/>

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. ☐

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#### EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the “Amendment”) to the Registration Statement on Form S-3 (File No. 333-238215) (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 [\_\_\_\_], 2021

To the following prospectuses:

Brighthouse Shield® Level Select 6-Year Annuity Prospectus dated November 18, 2019

Brighthouse Shield® Level Select Advisory Annuity Prospectus dated August 31, 2020

### For Shield® Level Contracts Issued On or After [\_\_\_\_], 2021

For the Shield® Level Annuity Contracts referenced above issued by Brighthouse Life Insurance Company ("BLIC", "we," "our" or "us") this supplement describes the "Performance Lock" rider provided with the Contract. Subject to the terms of the rider, the Performance Lock allows you the option to lock positive Index Performance on any Shield Option(s) indicated as "Performance Lock Available" under the "SHIELD OPTIONS" table below. This supplement also describes the availability of Shield 25 and Shield 15 Shield Options with 1-Year Terms and an expanded availability of the Return of Premium death benefit. These features are only available in states that have approved them.

This supplement should be read in conjunction with the current prospectus for your Contract and should be retained for future reference. This supplement incorporates the prospectus by reference. Unless otherwise indicated, 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.

### PERFORMANCE LOCK

#### Locked Index Value

For any "Performance Lock Available" Shield Option, once during each Term you may elect to lock the Index Value by providing Notice of election to the Annuity Service Office, using the contact information noted above. However, the "locked" Index Value ("Locked Index Value") will take effect only if, on the Business Day on which we receive your Notice of election, the closing Index Value—that is, the published closing value of the Index on the Business Day—is *greater* than the Index Value at the Term Start Date. If, on the Business Day on which we receive your Notice of election, the closing Index Value is *equal to or less* than the Index Value at the Term Start Date, the Performance Lock will not take effect. If you submit a Notice of election and the Performance Lock does not take effect, we will notify you. In such circumstances, you will be treated as having not yet exercised your Performance Lock and can submit a new Notice of election on another Business Day.

If we receive your Notice of election on a day that is not a Business Day, or after 4 PM Eastern Standard Time on a Business Day, the Notice of election will be deemed to have been received on the next Business Day. If multiple Notices of election are submitted during a Business Day, the last Notice received prior to the close of the business will be utilized.

Currently, in lieu of providing Notice of election on a particular Business Day, you may, at any time prior to the Term End Date, set a target Index Value at which you would like the Performance Lock to take effect "automatically"—i.e., without further action on your part provided the Index Value meets or exceeds your target Index Value prior to the Term End Date. The target Index Value you specify must be higher than the Index Value at the Term Start Date, cannot be applied retroactively and is available only if a Locked Index Value has not already taken effect for that Shield Option during the Term. The ability to set a target Index Value in advance is an administrative feature that may not be available in the future for new requests, however any previously received requests will be honored. If the closing

Index Value equals or exceeds your target Index Value, that close of Business Day's Index Value will become a Locked Index Value automatically. If multiple target Index Values are submitted during a Business Day, the last request received prior to the close of business will be utilized as the applicable target Index Value. Any target Index Value submitted after the close of business will be set as of the following Business Day.

Once an Index Value is locked it is irrevocable for the remainder of that Term. The Locked Index Value will be used as the Index Value for the remainder of the Term to determine the Index Performance.

You may remain in your current Shield Option until the Term End Date and renew the Investment Amount (as described below) to a new Shield Option or to the Fixed Account (if available). If you decide to renew the Investment Amount to a new Shield Option, the Index Value on the Term Start Date of your new Shield Option will be the then-current Index Value for that option, which may be higher or lower than the Locked Index Value from the transferred Shield Option.

Alternatively, after a Locked Index Value takes effect, you may elect to transfer the Interim Value (as described below) to a new Shield Option or to the Fixed Account (if available) on any Contract Anniversary prior to the Term End Date (i.e., during the Term). We must receive notification of your election to transfer prior to or on any Contract Anniversary prior to the Term End Date. Notice of election to transfer under such circumstances cannot be provided after a Contract Anniversary. A transfer of the Interim Value will only occur on a Contract Anniversary and you may only transfer the entire amount of the Interim Value to a new Shield Option or to the Fixed Account (if available). Partial transfers of Interim Value are not permitted.

Whether you choose to renew the Investment Amount in a new Shield Option at the Term End Date or transfer the Interim Value to a new Shield Option prior to the Term End Date, you will have the ability to elect a Performance Lock on that new Shield Option, provided the Shield Option is indicated as "Performance Lock Available." See the table below under the header **"SHIELD OPTIONS."**

**Index Performance with a Locked Index Value**

As described in the prospectus, the Performance Rate of a Shield Option is based in part on the performance of an Index. For any Shield Option with a Locked Index Value, Index Performance is the percentage change in Index Value measured from the Term Start Date to the date on which the Locked Index Value takes effect.

**Performance Lock Factor**

For any Shield Option with a Locked Index Value, the Performance Lock Factor reduces (a) the Interim Value prior to the end of the Term and (b) the Investment Amount at the end of the Term. The Performance Lock Factor is based on the Term of your Shield Option with a Locked Index Value and the number of completed Contract Year(s) since the Term Start Date as shown in the table below.

Number of Complete Contract Years Since Term Start Date	6 Year Terms	3 Year Terms	1 Year Terms
Less than 1 Year	95%	96%	97%
1 Year	95%	96%	97%
2 Years	95%	96%	
3 Years	95%	96%	
4 Years	95%		
5 Years	95%		
6 Years	95%		

**Calculating Interim Value with a Locked Index Value**

For any Shield Option with a Locked Index Value, on any Business Day prior to the end of the Term, the Interim Value is equal to the Investment Amount in the Shield Option at the Term Start Date, reduced for any withdrawals by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option, adjusted for the Index Performance (using the Locked Index Value, as described above) of the associated Index and subject to the applicable Accrued Cap Rate (where the Performance Rate is the Index Performance, adjusted for the applicable Accrued Cap Rate), multiplied by the Performance Lock Factor.

However, the Interim Value after the Locked Index Value takes effect will not be less than the Investment Amount at the Term Start Date in the Shield Option reduced for any withdrawals by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option, but not adjusted by the Performance Rate.

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

EXAMPLES

The following examples are intended to illustrate how the Performance Lock feature works with your Contract. The examples illustrate the following concepts:

- Example 1—Calculating your Interim Value during the Term
- Example 2—Calculating your Investment Amount on a Term End Date

These examples should not be considered a representation of past or future performance for any Shield Option. Actual performance may be greater or less than those shown in the examples. Similarly, the Index Values in the examples are not an estimate or guarantee of future Index Performance.

Example 1—Calculating your Interim Value

Examples 1A and 1B are intended to show how an Interim Value is calculated with a Locked Index Value. An Interim Value Calculation will be made if you annuitize, die, make a withdrawal or Surrender your Contract. Both examples assume a \$100,000 Purchase Payment allocation to a 1-Year Term/ Shield 10/ S&P 500® Index with a Cap Rate of 10%. Example 1A illustrates an Interim Value calculation with a Locked Index Value and no withdrawal, calculated at day 183 of a 1-Year Term. Example 1B illustrates an Interim Value calculation with a Locked Index Value and a withdrawal of 50% of the Investment Amount, calculated at day 183 of a 1-Year Term.

Example 1A—Interim Value with a Locked Index Value (no withdrawals):

Term Start Date	
Investment Amount	\$100,000
Shield Rate	Shield 10
Cap Rate	10%
Index Value	1,000
Interim Value Calculation Halfway Through Term	
Locked Index Value	1,200
Index Performance(1)	20%
Accrued Cap Rate(2)	5%
Performance Rate(3)	5%
Performance Rate Adjustment(4)	\$5,000
Performance Lock Factor	97%
Interim Value(5)	\$101,850

- (1) Index Performance is equal to the percentage change in the Index Value measured from the Term Start Date to the Index Value Lock date. Index Performance is calculated as follows:

$$\frac{(1,200 \text{ [Locked Index Value on the Index Value Lock date]} - 1,000 \text{ [Index Value at Term Start Date]})}{1,000 \text{ [Index Value at Term Start Date]}} = 20\%$$
- (2) The Accrued Cap Rate is equal to the Cap Rate multiplied by the number of days elapsed since the Term Start Date divided by the total number of days in the Term. The Accrued Cap Rate is calculated as follows:

$$10\% \text{ [Cap Rate]} \times 183 \text{ [number of days elapsed since the Term Start Date]} \div 365 \text{ [total number of days in the Term]} = 5\%$$
- (3) The Performance Rate is equal to the Accrued Cap Rate because it cannot exceed the Accrued Cap Rate even though the Index Performance was 20%.

- (4) The Performance Rate Adjustment is equal to the product of the Investment Amount at the Term Start Date adjusted for any withdrawals (Example 1A assumes no withdrawals have been taken) multiplied by the Performance Rate. The Performance Rate Adjustment is calculated as follows:

$$\$100,000 \text{ [Investment Amount at Term Start Date]} \times 5\% \text{ [Performance Rate]} = \$5,000$$

- (5) The Interim Value is determined by adjusting the Investment Amount by the lesser of the Index Performance or the Accrued Cap Rate, multiplied by the Performance Lock Factor. The Interim Value is calculated as follows:

The greater of:

(i)  $\$100,000 \text{ [Investment Amount at Term Start Date]} \times (1+5\%) \times 97\% \text{ [Performance Lock Factor]} = \$101,850$  **or**

(ii)  $\$100,000 \text{ [Investment Amount at Term Start Date]}$

**Example 1B—Interim Value with a Locked Index Value After Withdrawal**

<b>Term Start Date</b>	
Investment Amount	\$100,000
Shield Rate	Shield 10
Cap Rate	10%
Index Value	1,000
<b>Interim Value Calculation Halfway Through Term</b>	
Locked Index Value	1,200
Index Performance(1)	20%
Accrued Cap Rate(2)	5%
Performance Rate(3)	5%
Performance Rate Adjustment(4)	\$5,000
Performance Lock Factor	97%
Interim Value(5)	\$101,850
Withdrawal Amount taken	\$50,000
Investment Amount adjusted for any Withdrawals(6)	\$50,908
Net Proceeds from Withdrawal paid to Contract Owner(7)	\$50,000
<b>Interim Value after Withdrawal</b>	<b>\$51,850</b>

- (1) Index Performance is equal to the percentage change in the Index Value measured from the Term Start Date to the Index Value Lock date. Index Performance is calculated as follows:

$$(1,200 \text{ [Locked Index Value on the Index Value Lock date]} - 1,000 \text{ [Index Value at Term Start Date]}) \div 1,000 \text{ [Index Value at Term Start Date]} = 20\%$$

- (2) The Accrued Cap Rate is equal to the Cap Rate multiplied by the number of days elapsed since the Term Start Date divided by the total number of days in the Term. The Accrued Cap Rate is calculated as follows:

$$10\% \text{ [Cap Rate]} \times 183 \text{ [number of days elapsed since the Term Start Date]} \div 365 \text{ [total number of days in the Term]} = 5\%$$

- (3) The Performance Rate is equal to the Accrued Cap Rate because it cannot exceed the Accrued Cap Rate even though Index Performance was 20%.

- (4) The Performance Rate Adjustment is equal to the product of the Investment Amount at the Term Start Date adjusted for any withdrawals multiplied by the Performance Rate. The Performance Rate Adjustment is calculated as follows:

$$\$100,000 \text{ [Investment Amount at Term Start Date]} \times 5\% \text{ [Performance Rate]} = \$5,000$$

- (5) The Interim Value is determined by adjusting the Investment Amount by the lesser of the Index Performance or the Accrued Cap Rate, multiplied by the Performance Lock Factor. Interim Value is calculated as follows:

The greater of:

(i)  $\$100,000 \text{ [Investment Amount at Term Start Date]} \times (1+5\%) \times 97\% \text{ [Performance Lock Factor]} = \$101,850$  **or**

(ii)  $\$100,000 \text{ [Investment Amount at Term Start Date]}$

- (6) The Investment Amount is reduced proportionally by the Withdrawal taken based on the reduction in Interim Value. Therefore, the Investment Amount adjusted for any Withdrawals is calculated as follows:
- $$\$100,000 \text{ [Investment Amount on Term Start Date]} \times (1 - \$50,000 \text{ [gross Withdrawal amount halfway through the Term]} \div \$101,850 \text{ [Interim Value on date of Withdrawal]}) = \$50,908$$
- The proportionally reduced Investment Amount is used as the new Investment Amount for the Term until the Term Date for this Shield Option (assuming no additional Withdrawals).
- (7) The net amount payable to the Contract Owner is equal to the amount withdrawn, which is \$50,000.

**Investment Amount with a Locked Index Value**

For any Shield Option with a Locked Index Value, the Investment Amount at the end of the Term is equal to the Investment Amount at the Term Start Date, reduced for any withdrawals by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option, adjusted by the Performance Rate, and multiplied by the Performance Lock Factor.

However, the Investment Amount for any Shield Option with a Locked Index Value at the end of the Term will not be less than the Investment Amount at the Term Start Date, reduced for any withdrawals by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option but not adjusted by the Performance Rate.

**Example 2—Calculating your Investment Amount**

Examples 2A and 2B are intended to show how the Investment Amount on a Term End Date is calculated when a Locked Index Value has taken effect. Both examples assume a \$100,000 Purchase Payment allocation to a 1-Year Term/ Shield 10 / S&P 500® Index with a Cap Rate of 10%. Example 2A illustrates an Investment Amount calculation with a Locked Index Value and no withdrawal, calculated at the Term End Date. Example 2B illustrates an Investment Amount calculation with a Locked Index Value and a withdrawal of 50% of the Investment Amount, calculated at the Term End Date.

Example 2A—Investment Amount with a Locked Index Value (no withdrawals):

Term Start Date	
Investment Amount	\$100,000
Shield Rate	Shield 10
Cap Rate	10%
Index Value	1,000
Term End Date	
Locked Index Value	1,200
Index Performance(1)	20%
Cap Rate(2)	10%
Performance Rate(3)	10%
Performance Rate Adjustment(4)	\$10,000
Performance Lock Factor	97%
<b>Investment Amount(5)</b>	<b>\$106,700</b>

- (1) Index Performance is equal to the percentage change in the Index Value measured from the Term Start Date to the Index Value Lock date. Index Performance is calculated as follows:
- $$(1,200 \text{ [Locked Index Value on the Index Value Lock date]} - 1,000 \text{ [Index Value at Term Start Date]}) \div 1,000 \text{ [Index Value at Term Start Date]} = 20\%$$
- (2) The Cap Rate is equal to the Cap Rate multiplied by the number of days elapsed since the Term Start Date divided by the total number of days in the Term. The Cap Rate is calculated as follows:
- $$10\% \text{ [Cap Rate]} \times 365 \text{ [number of days elapsed since the Term Start Date]} \div 365 \text{ [total number of days in the Term]} = 10\%$$
- (3) The Performance Rate is equal to the Cap Rate because it cannot exceed the Cap Rate even though the Index Performance was 20%.



- (4) The Performance Rate Adjustment is equal to the product of the Investment Amount at the Term Start Date adjusted for any Withdrawals (Example 2A assumes no withdrawals have been taken) multiplied by the Performance Rate. The Performance Rate Adjustment is calculated as follows:
- $$\$100,000 \text{ [Investment Amount at Term Start Date]} \times 10\% \text{ [Performance Rate]} = \$10,000$$
- (5) The Investment Amount is determined by adjusting the Investment Amount by the lesser of the Index Performance or the Cap Rate, multiplied by the Performance Lock Factor. Investment Amount is calculated as follows:
- $$\$100,000 \text{ [Investment Amount at Term Start Date]} \times (1+10\%) \text{ [the lesser of Index Performance (20\%) or Cap Rate (10\%)]} \times 97\% \text{ [Performance Lock Factor]} = \$106,700$$

**Example 2B—Investment Amount with a Locked Index Value After Withdrawal**

<b>Term Start Date</b>	
Investment Amount	\$100,000
Shield Rate	Shield 10
Cap Rate	10%
Index Value	1,000
<b>Interim Value Calculation Halfway Through Term</b>	
Locked Index Value	1,200
Index Performance(1)	20%
Accrued Cap Rate(2)	5%
Performance Rate(3)	5%
Performance Rate Adjustment(4)	\$5,000
Performance Lock Factor	97%
Interim Value(5)	\$101,850
Withdrawal Amount taken	\$50,000
Investment Amount adjusted for any Withdrawals(6)	\$50,908
Interim Value after Withdrawal	\$51,850
Net Proceeds from Withdrawal paid to Contract Owner(7)	\$50,000
<b>Term End Value</b>	
Locked Index Value	1,200
Index Performance(8)	20%
Performance Rate(9)	10%
Performance Rate Adjustment(10)	\$5,091
Performance Lock Factor	97%
<b>Investment Amount(11)</b>	<b>\$54,319</b>

- (1) Index Performance is equal to the percentage change in the Index Value measured from the Term Start Date to the Index Value Lock date. Index Performance is calculated as follows:
- $$(1,200 \text{ [Locked Index Value on the Index Value Lock date]} - 1,000 \text{ [Index Value at Term Start Date]}) \div 1,000 \text{ [Index Value at Term Start Date]} = 20\%$$
- (2) The Accrued Cap Rate is equal to the Cap Rate multiplied by the number of days elapsed since the Term Start Date divided by the total number of days in the Term. Cap Rate is calculated as follows:
- $$10\% \text{ [Cap Rate]} \times 183 \text{ [number of days elapsed since the Term Start Date]} \div 365 \text{ [total number of days in the Term]} = 5\%$$
- (3) The Performance Rate is equal to the Accrued Cap Rate because it cannot exceed the Accrued Cap Rate even though the Index Performance was 20%.
- (4) The Performance Rate Adjustment is equal to the product of the Investment Amount at the Term Start Date adjusted for any Withdrawals (no Withdrawals have been taken so far) multiplied by the Performance Rate. The Performance Rate Adjustment is calculated as follows:
- $$\$100,000 \text{ [Investment Amount at Term Start Date]} \times 5\% \text{ [Performance Rate]} = \$5,000$$

- (5) The Interim Value is determined by adjusting the Investment Amount by the lesser of the Index Performance or the Cap Rate, multiplied by the Performance Lock Factor. Interim Value is calculated as follows:
- $$\$100,000 [\text{Investment Amount at Term Start Date}] \times (1+5\%) [\text{the lesser of Index Performance (20\%) or Accrued Cap Rate (5\%)}] \times 97\% [\text{Performance Lock Factor}] = \$101,850$$
- (6) The Investment Amount is reduced proportionally by the Withdrawal taken based on the reduction in Interim Value. Therefore, the Investment Amount adjusted for any Withdrawals is calculated as follows:
- $$\$100,000 [\text{Investment Amount on Term Start Date}] \times (1-\$50,000 [\text{gross withdrawal}] \div \$101,850 [\text{Interim Value on date of withdrawal}]) = \$50,908.$$
- The proportionally reduced Investment Amount is used as the new Investment Amount for the Term until the Term End Date for this Shield Option (assuming no additional withdrawals).
- (7) The net amount payable to the Contract Owner is equal to the amount withdrawn, which is \$50,000.
- (8) Index Performance at the Term End Date is equal to the percentage change in the Index Value measured from the Term Start Date to the Index Value Lock date. Index Performance is calculated as follows:
- $$(1,200 [\text{Locked Index Value on the Index Value Lock date}] - 1,000 [\text{Index Value at Term Start Date}]) \div 1,000 [\text{Index Value at Term Start Date}] = 20\%$$
- (9) Index Performance at the Term End Date exceeds the Cap Rate and therefore, the Performance Rate at the Term End Date is equal to the Cap Rate.
- (10) The Performance Rate Adjustment at the Term End Date is equal to the product of the Investment Amount at the Term Start Date adjusted for any withdrawals, multiplied by the Performance Rate at the Term End Date. The Performance Rate Adjustment at the Term End Date is calculated as follows:
- $$\$50,908 [\text{Investment Amount adjusted for Withdrawal}] \times 10\% [\text{Performance Rate at Term End Date}] = \$5,091$$
- (11) The Investment Amount at Term End Date with a Locked Index Value is determined by adjusting the Investment Amount by the lesser of the Index Performance or the Cap Rate, multiplied by the Performance Lock Factor of 97%. The Investment Amount at Term End Date with a Locked Index Value is calculated as follows:
- $$\$50,908 [\text{Investment Amount after Withdrawal}] \times (1+10\%) [\text{the lesser of Index Performance (20\%) or Cap Rate (10\%)}] \times 97\% [\text{Performance Lock Factor}] = \$54,319$$

### Risks Associated with an Index Value Lock

The Index Value may increase above the Locked Index Value, however, this higher Index Value will not be utilized in the Index Performance calculation. In addition, with a Locked Index Value, you may receive less than you would have received had you not exercised a Locked Index Value due to the Performance Lock Factor. Furthermore, once a Locked Index Value takes effect, it is irrevocable for the remainder of that Term.

### Availability of the Performance Lock

The availability of the Performance Lock rider under your Contract is indicated under "Performance Lock Available" below. Your selling firm may limit the Shield Options available through that selling firm. We currently offer the Performance Lock with (i) Shield Option Terms of 1 year, 3 years or 6 years, (ii) Shield Rates of 25%, 15% and 10%, (iii) the S&P 500® Index, the Russell 2000® Index and the MSCI EAFE Index, and (iv) a Cap Rate as the Rate Crediting Type. (The Performance Lock is not offered together with a Step Rate.) See "**SHIELD OPTIONS**" below.

## SHIELD OPTIONS

The below chart replaces the list of currently available Shield Options under the header “**SHIELD OPTIONS.**” We are not obligated to offer any one particular Shield Option and your selling firm may limit the Shield Options available through that firm.

SHIELD OPTIONS		
TERM	INDEX	PERFORMANCE LOCK AVAILABLE
SHIELD 25 (up to 25% downside protection)		
1 Year	S&P 500® Index	<input checked="" type="checkbox"/>
	Russell 2000® Index	<input checked="" type="checkbox"/>
	MSCI EAFE Index	<input checked="" type="checkbox"/>
6 Year	S&P 500® Index	<input checked="" type="checkbox"/>
	Russell 2000® Index	<input checked="" type="checkbox"/>
	MSCI EAFE Index	<input checked="" type="checkbox"/>
SHIELD 15 (up to 15% downside protection)		
1 Year	S&P 500® Index	<input checked="" type="checkbox"/>
	Russell 2000® Index	<input checked="" type="checkbox"/>
	MSCI EAFE Index	<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"/>
6 Year	S&P 500® Index	<input checked="" type="checkbox"/>
	Russell 2000® Index	<input checked="" type="checkbox"/>
	MSCI EAFE 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"/>
	Russell 2000® Index	<input checked="" type="checkbox"/>
	Russell 2000® Index Step Rate	<input checked="" type="checkbox"/>
	MSCI EAFE Index	<input checked="" type="checkbox"/>
	MSCI EAFE Index Step Rate	<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"/>
6 Year	S&P 500® Index	<input checked="" type="checkbox"/>
	Russell 2000® Index	<input checked="" type="checkbox"/>
	MSCI EAFE Index	<input checked="" type="checkbox"/>

### Increase in Return of Premium Death Benefit Maximum Issue Age

This supplement modifies the Standard Death Benefit described in your Contract's prospectus by increasing the maximum issue age at which the Return of Premium death benefit is available from Owners age 75 or younger to Owners age 80 or younger. For Owners age 81 or older at the Issue Date of the Contract, the standard death benefit is the Account Value. For Owners age 80 or younger at the Issue Date of the Contract, the standard death benefit (known as the Return of Premium death benefit) is the greater of the Account Value or your Purchase Payment (reduced proportionately by the percentage reduction in Account Value of the Shield Option(s) and the Fixed Account for each partial withdrawal). The Death Benefit Amount is determined as of the end of the Business Day on which we have received Notice of due proof of death and an acceptable election for the payment method. Your selling firm may offer the Contract with a lower maximum issue age for the Contract compared to what other selling firms may offer.

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## **Independent Registered Public Accounting Firm**

The financial statements, and the related financial statement schedules, of Brighthouse Life Insurance Company, incorporated in this Supplement by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2020, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such financial statements and financial statement schedules have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

## 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: \$3,500

Legal Fees and Expenses: \$2,500

Printing Expenses: \$280

Registration Fee: Not applicable

#### 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

Exhibit	
Number	Description
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. 333-218126 on Form S-3 on May 19, 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. 333-218126 on Form S-3/A on July 18, 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. 333-218126 on Form S-3 on May 19, 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. 333-218126 on Form S-3 on May 19, 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. 333-218126 on Form S-3 on May 19, 2017 and incorporated herein by reference.)</a>
4(d).	<a href="#">Individual Retirement Annuity Qualification Rider [L-22499 (09/12)] (Filed as Exhibit 4(d) with Registration Statement No. 333-218126 on Form S-3 on May 19, 2017 and incorporated herein by reference.)</a>
4(e).	<a href="#">Roth Individual Retirement Annuity ("Roth IRA") Endorsement [L-22503 (09/12)] (Filed as Exhibit 4(e) with Registration Statement No. 333-218126 on Form S-3 on May 19, 2017 and incorporated herein by reference.)</a>
4(f).	<a href="#">Individual Non-Qualified Annuity Endorsement [L-22504 (09/12)] (Filed as Exhibit 4(f) with Registration Statement No. 333-218126 on Form S-3 on May 19, 2017 and incorporated herein by reference.)</a>
4(g).	<a href="#">Non-Qualified Annuity Endorsement [MLIU-NQ (11/04)-I] (Filed as Exhibit 4(g) with Registration Statement No. 333-218126 on Form S-3 on May 19, 2017 and incorporated herein by reference.)</a>

Exhibit Number	Description
4(h).	<a href="#">Performance Lock Rider. (Filed herewith.)</a>
5.	<a href="#">Opinion re legality. (Filed as Exhibit 5 with Registration Statement No. 333-238215 on Form S-3 on August 17, 2020 and incorporated herein by reference.)</a>
8.	None.
12.	None.
15.	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, Conor Murphy, Jonathan Rosenthal, Edward A. Spehar and Lynn A. Dumais. (Filed herewith.)</a>
25.	None.
26.	None.

#### 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.

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## 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 April 1, 2021.

BRIGHTHOUSE LIFE INSURANCE COMPANY  
(Registrant)

By: /s/ Donald A. Leintz

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Donald A. Leintz  
Vice President

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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 April 2, 2021.

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

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

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

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

/s/ Lynn A. Dumais*	Vice President and Chief Accounting Officer
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Lynn A. Dumais

/s/ Conor Murphy*	Director and Vice President
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Conor Murphy

\*By: /s/ Michele H. Abate

Michele H. Abate, Attorney-In-Fact  
April 2, 2021

\* 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(h). Performance Lock Rider
- 23. Consent of Independent Registered Public Accounting Firm
- 24. Powers of Attorney

# BRIGHTHOUSE LIFE INSURANCE COMPANY

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

## PERFORMANCE LOCK RIDER

**This Rider describes the option to lock Index Performance by locking the Index Value. This Performance Lock Rider is applicable to the Shield Option(s) indicated as "Performance Lock Available" on the Contract Schedule.**

This Rider forms part of the Contract to which it is attached and is effective as of the Issue Date unless a later Rider Effective Date is shown on the Contract Schedule. 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:

### Index Value Lock

The Index Value Lock is only available to Shield Option(s) specified on the Contract Schedule as "Performance Lock Available". Once during each applicable Term, you may lock the Index Value of a Performance Lock Available Shield Option if the locked Index Value is greater than the Index Value at the beginning of the Term by providing Notice of election in a form satisfactory to us. The locked Index Value is the Index Value on the Business Day on which the lock takes effect ("Locked Index Value"). The Index Value Lock takes effect at the end of the Business Day on which we receive your Notice of election, provided that the Index Value on that Business Day is greater than the Index Value at the beginning of the Term. If the Index Value on that Business Day is less than the Index Value at the beginning of the Term, the Index Value Lock will not take effect. If we receive your Notice of election on a day that is not a Business Day, or after the close of the New York Stock Exchange on a Business Day, the Notice of election will be deemed to have been received on the next Business Day. If agreed to by us in writing, we may accept your request that the Index Value Lock take effect on a future Business Day other than the Business Day when we receive your Notice of election.

Once an Index Value Lock takes effect:

1. It is irrevocable for the remainder of that Term.
2. The Locked Index Value will be used as the Index Value for the remainder of the Term to determine the Index Performance for each Performance Lock Available Shield Option specified by you to which this Rider applies unless a transfer occurs during the Term as set forth below.
3. You may transfer the Interim Value during the Term or the Investment Amount at the end of the Term, as set forth below, in accordance to the Transfer Requirements section as shown on your Contract Schedule. The Index Value on the beginning date for the next Term will be the then-current Index Value, which may be higher or lower than the Locked Index Value from the transferred Shield Option. If the new Shield Option has Performance Lock Available, you may elect an Index Value Lock on the new Shield Option.

The following is added to the Index Performance provision of the Contract:

### Index Performance

For any Shield Option with a Locked Index Value, Index Performance is the percentage change in the Index Value measured from the beginning of the Term to the date on which the Index Value Lock takes effect.

$$\text{Index Performance after Index Value Lock} = \frac{(\text{Locked Index Value} - \text{Index Value at beginning of Term})}{\text{Index Value at beginning of Term}}$$

The following is added to the Interim Value provision of the Contract:

### Interim Value

For any Shield Option with a Locked Index Value, on any Business Day prior to the end of the Term, the Interim Value is equal to the Investment Amount in the Shield Option at the beginning of the Term reduced for any withdrawal by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option, adjusted for the Index Performance (using the Locked Index Value defined above) of the associated Index and subject to the applicable Accrued Cap Rate (where the Performance Rate during a particular Term is the Index Performance, adjusted for the applicable Accrued Cap Rate), multiplied by the Performance Lock Factor as defined below. In any event, the Interim Value after Index Value Lock will not be less than the Investment Amount at the beginning of the Term in the Shield Option reduced for any withdrawals by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option but not

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

As set forth above, the Interim Value is calculated as follows:

The Interim Value after Index Value Lock is equal to the **greater** of (a) or (b):

- (a) the Investment Amount at the beginning of the Term reduced for any withdrawal by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option \* (1+Performance Rate) \* Performance Lock Factor; or
- (b) the Investment Amount at the beginning of the Term reduced for any withdrawal by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option without Performance Rate adjustment.

**Example #1 – Interim Value calculated after Index Value Lock 306 days into a Term of 3 Years.**

Issue Date	March 1, 2021
Investment Amount	\$100,000
Term	3 Years
Shield Rate	10%
Cap Rate	25%
Index Value at Beginning of Term	1,000
Number of Days in Term	1,095 (3*365 = 1,095)
Locked Index Value	1,100
Index Performance	10%
Performance Lock Factor	96%
Accrued Days	306

The Accrued Cap Rate as of January 1, 2022 is 6.986% 306 days into the 3-year term ( $25\% \times (306/1,095)$ ). The Index Performance is calculated at 10% ( $(1,100/1,000 - 1)$ ). The Interim Value is then determined by adjusting the Investment Amount by the Performance Rate (Index Performance, adjusted for the applicable Accrued Cap Rate), multiplied by the Performance Lock Factor of 96%. As of the close of the Business Day January 1, 2022, the Interim Value is (a) \$102,707 which is the greater of (a) \$102,707 ( $\$100,000 \times (1+6.986\%) \times 96\%$ ) or (b) \$100,000.

The following Provisions are added to the Account Value Provisions of the Contract:

**Performance Lock Factor**

For any Shield Option with a Locked Index Value, the Performance Lock Factor is based on the Term of that Shield Option and the number of completed Contract Year(s) since the beginning of the Term as shown on the Contract Schedule. The Performance Lock Factor applies to the Interim Value prior to the end of the Term and to the Investment Amount as of the end of the Term.

**Investment Amount**

For any Shield Options with a Locked Index Value the Investment Amount at the end of the Term, is the Investment Amount at the beginning of the Term reduced for any withdrawal by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option, adjusted by the Performance Rate (where the Performance Rate at the end of a particular Term is the Index Performance, adjusted for the applicable Cap Rate), multiplied by the Performance Lock Factor. In any event, the Investment Amount for any Shield Options with a Locked Index Value at the end of the Term will not be less than the Investment Amount at the beginning of the Term reduced for any withdrawals by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option but not adjusted by the Performance Rate.

As set forth above, the Investment Amount at the end of the Term is calculated as follows:

The Investment Amount at the end of the Term after Index Value Lock equals the **greater** of (a) or (b):

- (a) the Investment Amount at the beginning of the Term reduced for any withdrawal by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option \* (1+Performance Rate) \* Performance Lock Factor; or
- (b) the Investment Amount at the beginning of the Term reduced for any withdrawal by the same percentage that the withdrawal reduces the Interim Value attributable to that Shield Option without Performance Rate adjustment.

**Example #2 – Investment Amount at end of Term after Index Value Lock**

Issue Date	March 1, 2021
Investment Amount	\$100,000
Term	3 Years
Shield Rate	10%
Cap Rate	25%
Index Value at Beginning of Term	1,000
Number of Days in Term	1,095 (3 * 365 = 1,095)
Locked Index Value	1,100
Index Performance	10%
Performance Lock Factor	96%
Accrued Days	1,095

The Index Performance is calculated at 10% (1,100/1,000 - 1). The Investment Amount at end of Term is determined by adjusting the Investment Amount by the Performance Rate (Index Performance, adjusted for the applicable Cap Rate), multiplied by the Performance Lock Factor of 96%. As of the close of the Business Day March 1, 2024, the Investment Amount at end of Term is (a) \$105,600 which is the greater of (a) \$105,600 ( $\$100,000 * (1+10%) * 96%$ ) or (b) \$100,000.

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

**/s/ D. Burt Arrington**

[Secretary]

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Post-Effective Amendment to Registration Statement File No. 333-238215 on Form S-3 of our report dated March 3, 2021, 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, 2020. We also consent to the reference to us under the heading “Independent Registered Public Accounting Firm” in the Supplement, which is part of such Registration Statement.

/s/ DELOITTE & TOUCHE LLP

Charlotte, North Carolina

April 7, 2021

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, Christine M. DeBiase, and Matthew Ravech, 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)

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- 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



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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 AnnuitySM,

- 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. 333-226035 Brighthouse Shield® Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield® Level 10 Advisory Annuity  
File No. 333-238215 Brighthouse Shield® Level Select Advisory Annuity  
File No. 333-233239 Brighthouse Shield® Level Select 6-Year Annuity  
File No. 333-233235 Brighthouse Shield® Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield® Level 10 Annuity  
File No. 333-208884 Brighthouse Shield Level Selector® Annuity  
File No. 333-207091 Brighthouse Shield Level Selector® 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity  
Fixed Annuity (Strategic Value Annuity)

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Registered Fixed Account Option  
Target Maturity,

And new annuities such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity,

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 4<sup>th</sup> day of March, 2021.

/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, Christine M. DeBiase, and Matthew Ravech, 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)
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  - 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)
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  - 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

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- 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)
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  - 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

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File Nos. 333-152260 and 333-152266 Protected Equity Portfolio Annuity  
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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 AnnuitySM,

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. 333-226035 Brighthouse Shield® Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield® Level 10 Advisory Annuity  
File No. 333-238215 Brighthouse Shield® Level Select Advisory Annuity  
File No. 333-233239 Brighthouse Shield® Level Select 6-Year Annuity  
File No. 333-233235 Brighthouse Shield® Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield® Level 10 Annuity  
File No. 333-208884 Brighthouse Shield Level Selector® Annuity  
File No. 333-207091 Brighthouse Shield Level Selector® 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity  
Fixed Annuity (Strategic Value Annuity)  
Registered Fixed Account Option

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Target Maturity,

And new annuities such as:

Brighthouse Shield Annuity

Brighthouse Shield 3-Year Annuity

Brighthouse Shield 6-Year Annuity,

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 4<sup>th</sup> day of March, 2021.

/s/ Myles Lambert

\_\_\_\_\_  
Myles Lambert

POWER OF ATTORNEY

Conor Murphy  
Director and Vice President

KNOW ALL MEN BY THESE PRESENTS, that I, Conor Murphy, a Director and Vice President of Brighthouse Life Insurance Company, a Delaware company (the "Company"), do hereby constitute and appoint Michele H. Abate, Christine M. DeBiase, and Matthew Ravech, 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:

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  - File No. 333-152217 VintageLife,
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  - File No. 333-94779 Corporate Owned VUL 2000 and Corporate Owned VUL III
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  - File No. 333-113533 Corporate Owned VUL IV,
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  - File No. 333-200261 Series C (offered between September 4, 2001 and October 7, 2011)
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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
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  - File No. 333-200244 Class XC
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  - File No. 333-200258 COVA VA SPDA
  - File No. 333-200260 COVA Series A
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  - File No. 333-200279 Class C (CA),
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  - File No. 333-200245 Class VL (CA)
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  - File No. 333-200257 Custom Select Variable Life,

And pertaining to:

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File No. 333-238215 Brighthouse Shield® Level Select Advisory Annuity  
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File No. 333-233235 Brighthouse Shield® Level Select 3-Year Annuity  
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Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity  
Fixed Annuity (Strategic Value Annuity)  
Registered Fixed Account Option

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Target Maturity,

And new annuities such as:

Brighthouse Shield Annuity

Brighthouse Shield 3-Year Annuity

Brighthouse Shield 6-Year Annuity,

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 4<sup>th</sup> day of March, 2021.

/s/ Conor Murphy

\_\_\_\_\_  
Conor Murphy

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, Christine M. DeBiase, and Matthew Ravech, 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:

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  - 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

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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 AnnuitySM,

- 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. 333-226035 Brighthouse Shield® Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield® Level 10 Advisory Annuity  
File No. 333-238215 Brighthouse Shield® Level Select Advisory Annuity  
File No. 333-233239 Brighthouse Shield® Level Select 6-Year Annuity  
File No. 333-233235 Brighthouse Shield® Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield® Level 10 Annuity  
File No. 333-208884 Brighthouse Shield Level Selector® Annuity  
File No. 333-207091 Brighthouse Shield Level Selector® 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity  
Fixed Annuity (Strategic Value Annuity)

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Registered Fixed Account Option  
Target Maturity,

And new annuities such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity,

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 4<sup>th</sup> day of March, 2021.

/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, Christine M. DeBiase, and Matthew Ravech, 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



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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 AnnuitySM,

- 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. 333-226035 Brighthouse Shield® Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield® Level 10 Advisory Annuity  
File No. 333-238215 Brighthouse Shield® Level Select Advisory Annuity  
File No. 333-233239 Brighthouse Shield® Level Select 6-Year Annuity  
File No. 333-233235 Brighthouse Shield® Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield® Level 10 Annuity  
File No. 333-208884 Brighthouse Shield Level Selector® Annuity  
File No. 333-207091 Brighthouse Shield Level Selector® 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity  
Fixed Annuity (Strategic Value Annuity)

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Registered Fixed Account Option  
Target Maturity,

And new annuities such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity,

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 16<sup>th</sup> day of March, 2021.

/s/ Edward A. Spehar

Edward A. Spehar

# Brighthouse Life Insurance Company

## POWER OF ATTORNEY

Lynn A. Dumais  
Vice President and Chief Accounting Officer

KNOW ALL MEN BY THESE PRESENTS, that I, Lynn A. Dumais, Vice President and Chief Accounting Officer of Brighthouse Life Insurance Company, a Delaware company (the "Company"), do hereby constitute and appoint Michele H. Abate, Christine M. DeBiase, and Matthew Ravech, 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

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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 AnnuitySM,

- 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. 333-226035 Brighthouse Shield® Level Select 6-Year Annuity v.3  
File No. 333-233240 Brighthouse Shield® Level 10 Advisory Annuity  
File No. 333-238215 Brighthouse Shield® Level Select Advisory Annuity  
File No. 333-233239 Brighthouse Shield® Level Select 6-Year Annuity  
File No. 333-233235 Brighthouse Shield® Level Select 3-Year Annuity  
File No. 333-238213 Brighthouse Shield® Level 10 Annuity  
File No. 333-208884 Brighthouse Shield Level Selector® Annuity  
File No. 333-207091 Brighthouse Shield Level Selector® 3-Year Annuity  
Brighthouse Retirement Account Liquidity Benefit  
T-Mark Fixed Annuity  
Fixed Annuity (Strategic Value Annuity)

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Registered Fixed Account Option  
Target Maturity,

And new annuities such as:

Brighthouse Shield Annuity  
Brighthouse Shield 3-Year Annuity  
Brighthouse Shield 6-Year Annuity,

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 4<sup>th</sup> day of March, 2021.

/s/ Lynn A. Dumais

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Lynn A. Dumais