

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. IC-27810/ April 30, 2007

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In the Matter of :  
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METLIFE INSURANCE COMPANY OF CONNECTICUT, ET AL. :  
MetLife Group, :  
One MetLife Plaza :  
27-01 Queens Plaza North, Long Island City, NY 11101 :  
(812-13347) :

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ORDER PURSUANT TO SECTION 26(c) OF THE INVESTMENT COMPANY ACT OF 1940 (ACT) GRANTING APPROVAL OF SUBSTITUTIONS AND PURSUANT TO SECTION 17(b) OF THE ACT GRANTING EXEMPTIONS FROM THE PROVISIONS OF SECTION 17(a).

MetLife Insurance Company of Connecticut (“MetLife of CT”), MetLife of CT Separate Account Five for Variable Annuities (“Separate Account Five”), MetLife of CT Separate Account Seven for Variable Annuities (“Separate Account Seven”), MetLife of CT Separate Account Nine for Variable Annuities (“Separate Account Nine”), MetLife of CT Separate Account Eleven for Variable Annuities (“Separate Account Eleven”), MetLife of CT Separate Account Thirteen for Variable Annuities (“Separate Account Thirteen”), MetLife of CT Fund U for Variable Annuities (“Fund U”), MetLife of CT Separate Account PF for Variable Annuities (“Separate Account PF”), MetLife of CT Separate Account TM for Variable Annuities (“Separate Account TM”), MetLife of CT Fund ABD for Variable Annuities (“Fund ABD”), MetLife of CT Fund BD for Variable Annuities (“Fund BD”), MetLife of CT Separate Account QP for Variable Annuities (“Separate Account QP”), MetLife of CT Separate Account QPN for Variable Annuities (“Separate Account QPN”), MetLife of CT Fund BD III for Variable Annuities (“Fund BD III”), MetLife Insurance Company of CT Variable Annuity Separate Account 2002 (“Separate Account 2002”), MetLife of CT Separate Account PP for Variable Life Insurance (“Separate Account PP”), MetLife of CT Separate Account CPPVUL I (“Separate Account CPPVUL I”), MetLife of CT Separate Account Three (“Variable Life Separate Account Three”), MetLife of CT Fund UL III for Variable Life Insurance (“Fund UL III”), MetLife of CT Fund UL for Variable Life Insurance (“Fund UL”), MetLife Life and Annuity Company of Connecticut (“MetLife LAN”), MetLife of CT Separate Account One (“Separate Account One”), MetLife of CT Separate Account Six for Variable Annuities (“Separate Account Six”), MetLife of CT Separate Account Eight for Variable Annuities (“Separate Account Eight”), MetLife of CT Separate Account Ten for Variable Annuities (“Separate Account Ten”), MetLife of CT Separate Account Twelve for Variable Annuities (“Separate Account Twelve”), MetLife of CT Separate Account Fourteen for Variable Annuities (“Separate Account Fourteen”), MetLife of

CT Separate Account PF II for Variable Annuities (“Separate Account PF II”), MetLife of CT Separate Account TM II for Variable Annuities (“Separate Account TM II”), MetLife of CT Fund ABD II for Variable Annuities (“Fund ABD II”), MetLife of CT Fund BD II for Variable Annuities (“Fund BD II”), MetLife of CT Fund BD IV for Variable Annuities (“Fund BD IV”), MetLife Life and Annuity Company of CT Variable Annuity Separate Account 2002 (“MetLife LAN Separate Account 2002”), MetLife of CT Fund UL II for Variable Life Insurance (“Fund UL II”), MetLife Investors Insurance Company (“MetLife Investors”), MetLife Investors Variable Annuity Account One (“VA Account One”), MetLife Investors Variable Annuity Account Five (“VA Account Five”), MetLife Investors Variable Life Account One (“VL Account One”), MetLife Investors Variable Life Account Five (“VL Account Five”), First MetLife Investors Insurance Company (“First MetLife Investors”), First MetLife Investors Variable Annuity Account One (“First VA Account One”), MetLife Investors USA Insurance Company (“MetLife Investors USA”), MetLife Investors USA Separate Account A (“Separate Account A”), Metropolitan Life Insurance Company (“MetLife”), Metropolitan Life Separate Account UL (“Separate Account UL”), Metropolitan Life Variable Annuity Separate Account I (formerly First Citicorp Life Variable Annuity Separate Account) (“Separate Account I”), Metropolitan Life Variable Annuity Separate Account II (formerly Citicorp Life Variable Annuity Separate Account) (“Separate Account II”); Security Equity Separate Account Nine (“SE Separate Account Nine”), Security Equity Separate Account Thirty Five (“SE Separate Account Thirty Five”), Security Equity Separate Account Fifty Two (“SE Separate Account Fifty Two”), Security Equity Separate Account Seventy Three (“SE Separate Account Seventy Three”), New England Life Insurance Company (“New England”), New England Variable Life Separate Account Four (“NEVL Separate Account Four”), New England Variable Life Separate Account Five (“NEVL Separate Account Five”), General American Life Insurance Company (“General American”, together with MetLife of CT, MetLife LAN, MetLife Investors, First MetLife Investors, MetLife Investors USA, MetLife, and New England, the “Insurance Companies”), General American Separate Account Seven (“GA Separate Account Seven”), General American Separate Account Twenty-Eight (“GA Separate Account Twenty-Eight”), General American Separate Account Twenty-Nine (“GA Separate Account Twenty-Nine”), General American Separate Account Thirty Three (“GA Separate Account Thirty Three”, together with Separate Account Six, Separate Account Seven, Separate Account Eight, Separate Account Nine, Separate Account Ten, Separate Account Eleven, Separate Account Twelve, Separate Account Thirteen, Separate Account Fourteen, Fund U, Separate Account PF, Separate Account TM, Fund ABD, Fund BD, Separate Account QP, Separate Account QPN, Fund BD III, Separate Account 2002, Separate Account PP, Separate Account CPPVUL I, Separate Account One, Separate Account Five, Separate Account Three, Fund UL III, Fund UL, Separate Account PF II, Separate Account TM II, Fund ABD II, Fund BD II, Fund BD IV, MetLife LAN Separate Account 2002, Fund UL II, VA Account One, VA Account Five, First VA Account One, First VA Account, One, VL Account One, VL Account Five, Separate Account A, Separate Account UL, Separate Account I, Separate Account II, SE Separate Account Nine, SE Separate Account Seventy Three, SE Separate Account Thirty Five, SE Separate Account Fifty Two, NEVL Separate Account Four, NEVL Separate Account Five, GA Separate Account Seven, GA Separate Account Twenty-Eight, and GA Separate Account Twenty-Nine, the “Separate

Accounts”), Met Investors Series Trust (“MIST”) and Metropolitan Series Fund, Inc. (“Met Series Fund” together with MIST, the “Investment Companies”). The Insurance Companies and the Separate Accounts are referred to as the “Substitution Applicants” or “Applicants”. The Applicants filed an application on November 30, 2006, and an amended and restated application on April 5, 2007, for an order approving the substitution of certain series of the Investment Companies for shares of series of other, registered investment companies held by the Separate Accounts to fund certain group and individual variable annuity contracts and variable life policies issued by the Insurance Companies. The Insurance Companies, the Separate Accounts and the Investment Companies are the “Section 17 Applicants”. The Section 17 Applicants also requested an order exempting them from the provisions of Section 17(a) of the Act to permit certain in-kind transactions in connection with the substitutions.

A notice of the filing of the application was issued on April 6, 2007, (Rel. No. IC-27778). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing should be ordered. No request for a hearing has been received, and the Commission has not ordered a hearing.

The matter has been considered, and it is found that the substitution is consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. It is also found that the terms of the proposed transactions, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned; the proposed transactions are consistent with the policy of each registered investment company, as recited in its registration statement and reports filed under the Act; and the proposed transactions are consistent with the general purposes of the Act.

Accordingly,

IT IS ORDERED, pursuant to Section 26(c) of the Act, that the proposed substitutions are approved; and

IT IS FURTHER ORDERED, pursuant to Section 17(b) of the Act, that the requested exemptions from the provisions of Section 17(a) of the Act be, and hereby are, granted, effective forthwith.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Florence E. Harmon  
Deputy Secretary