

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC -27778; File No. 812 -13347]

MetLife Insurance Company of Connecticut, et al.

April 6, 2007

Agency: Securities and Exchange Commission (“Commission”).

Action: Notice of application for an order of approval pursuant to Section 26(c) of the Investment Company Act of 1940, as amended (the “Act”), and an order of exemption pursuant to Section 17(b) of the Act from Section 17(a) of the Act.

Applicants: 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 Insurance Companies, the Separate Accounts and the Investment Companies are the “Section 17 Applicants”.

Summary of Application: Applicants seek 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 insurance policies issued by the Insurance Companies (collectively, the “Contracts”). The Section 17 Applicants seek an order pursuant to Section 17(b) of the Act to permit certain in-kind transactions in connection with the Substitutions.

Filing Date: The application was filed on November 30, 2006, and an amended and restated application was filed on April 5, 2007.

Hearing or Notification of Hearing: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Secretary of the Commission and serving Applicants with a copy of the request personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on April 27, 2007,

and should be accompanied by proof of service on Applicants, in the form of an affidavit or for lawyers a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request and the issued contested. Persons may request notification of a hearing by writing to the Secretary of the Commission.

Addresses: Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. Applicants c/o Paul G. Cellupica, Chief Counsel - Securities Products and Regulation, MetLife Group, One MetLife Plaza, 27-01 Queens Plaza North, Long Island City, NY 11101.

For Further Information: Robert S. Lamont, Jr., Senior Counsel, or Joyce M. Pickholz, Branch Chief, Office of Insurance Products, Division of Investment Management, at (202) 551-6795.

Supplementary Information: The following is a summary of the application. The complete application may be obtained for a fee from the Public Reference Branch of the Commission, 100 F Street, NE, Washington, DC 20549 (202) 551-8090.

Applicants' Representations:

1. MetLife of CT is a stock life insurance company organized in 1863 under the laws of Connecticut. MetLife LAN is a stock life insurance company organized in 1973 under the laws of Connecticut. MetLife Investors is a stock life insurance company organized on August 17, 1981, under the laws of Missouri. First MetLife Investors is a stock life insurance company organized on December 31, 1992, under the laws of New York. MetLife Investors USA is a stock life insurance company organized on September 13, 1960, under the laws of Delaware. MetLife is a stock life insurance company organized in 1868 under the laws of New York. New England is a stock life insurance company organized in 1980 under the laws of Delaware. General American is a stock life insurance company organized in 1933 under the laws of Missouri.

2. Separate Account Five, Separate Account Seven, Separate Account Eleven, Separate Account Thirteen, Fund U, Separate Account PF, Separate Account TM, Fund ABD, Fund BD, Separate Account QP, Fund BD III, Separate Account 2002, Fund UL, Separate Account One, Separate Account Three, Separate Account Six, Separate Account Eight, Separate Account Ten, Separate Account Twelve, Separate Account Fourteen, 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, VL Account One, VL Account Five, First VA Account One, VA Account Five, Separate Account A, Separate Account UL, Separate Account II, Separate Account I, GA Separate Account Twenty-Eight, and GA Separate Account Twenty-Nine are registered under the Act as unit investment trusts for the purpose of funding the Contracts. Security interests under the Contracts have been registered under the Securities Act of 1933.

3. Separate Account Nine and Fund UL III were established as segregated asset accounts under Connecticut law in 1999. Separate Account Nine and Fund UL III are registered under the Act as a unit investment trusts for the purpose of funding the Contracts. Security interests under the Contracts have been registered under the Securities Act of 1933.

4. Separate Account QPN is exempt from registration under the Act. Security interests under the Contracts have been registered under the Securities Act of 1933.

5. Separate Account PP, Separate Account CCPVUL I, SE Separate Account Nine, SE Separate Account Thirty Five, SE Separate Account Fifty Two, SE Separate Account Seventy Three, NEVL Separate Account Four, NEVL Separate Account Five, GA Separate Account Seven, and GA Separate Account Thirty Three serve as separate account funding vehicles for certain Contracts that are exempt from registration under Section 4(2) of the Securities Act of 1933 and Regulation D thereunder.

6. The variable contracts funded by the separate accounts affected by this application are Flexible Premium Variable Annuity (CitiElite) (1933 Act File # 333-138112 and 333-138113), Flexible Premium Deferred Variable Annuity (CitiVariable) (1933 Act File # 333-138114 and 333-138115), Marquis (1933 Act File # 333-40193, 333-40191, 333-125618 and 333-125756), MetLife Access Annuity (1933 Act File #333-23311 and 333-23327), MetLife Access Select Annuity (1933 Act File # 333-23311 and 333-23327), MetLife Index Annuity (1933 Act File # 333-27689 and 333-27687), MetLife Retirement Account (1933 Act File # 333-58783 and 333-58809), MetLife Retirement Perspectives – Registered (1933 Act File # 333-118412), Pioneer Annuistar Annuity (1933 Act File # 333-101777 and 333-101815), Pioneer Annuistar Flex Annuity (1933 Act File # 333-65926 and 333-65922), Pioneer Annuistar Plus Annuity (1933 Act File # 333-101778 and 333-101814), Pioneer Annuistar Value Annuity (1933 Act File # 333-101777 and 333-101815), Portfolio Architect 3 Annuity (1933 Act File # 333-65926 and 333-65922), Portfolio Architect Access Annuity (1933 Act File # 333-100435 and 333-100434) Portfolio Architect Annuity (1933 Act File # 033-65343 and 033-65339), Portfolio Architect II Annuity (1933 Act File # 333-101777 and 333-101815), Portfolio Architect L Annuity (1933 Act File # 333-65926 and 333-65922), Portfolio Architect Plus Annuity (1933 Act File # 333-101778 and 33-101814), Portfolio Architect Select Annuity (1933 Act File # 033-65343 and 033-65339), Portfolio Architect XTRA Annuity (1933 Act File # 333-70657 and 333-70659), Premier Advisers – Asset Manager Annuity (1933 Act File # 333-60227 and 333-60215), Premier Advisers Annuity Class I & II (1933 Act File # 033-65343 and 033-65339), Premier Advisers II Annuity (1933 Act File # 333-65506 and 333-65500), Premier Advisers III Annuity Series I & II (1933 Act File # 333-65506 and 333-65500), Premier Advisers L Annuity Series I and II (1933 Act File # 333-60227 and 333-60215), PrimElite I (1933 Act File # 333-32589 and

333-32581), PrimElite II (1933 Act File # 333-72334 and 333-72336), Registered Blueprint I (1933 Act File #333-136191), Registered Blueprint II (1933 Act File #333-136191), Registered Prime Builder I (1933 Act File #333-136191), Registered Prime Builder II (1933 Act File #333-136191), Registered GoldTrack (1933 Act File # 333-00165), Registered GoldTrack Select (1933 Act File # 333-00165), Scudder, Advocate Advisor Annuity (1933 Act File # 333-100435 and 333-100434), Scudder Advocate Advisor – ST1 Annuity (1933 Act File # 333-100435 and 333-100434), Scudder Advocate Rewards Annuity (1933 Act File # 333-101778 and 333-101814), Universal Annuity (1933 Act File # 002-79529), Universal Annuity Advantage (1933 Act File # 333-117028), Universal Select Annuity (1933 Act File # 333-116783), Vintage Annuity (1933 Act File # 033-73466 and 033-58131), Vintage 3 Annuity (1933 Act File # 333-65926 and 333-65922), Vintage Access Annuity (1933 Act File # 333-100435 and 333-100434), Vintage II Annuity (1933 Act File # 333-82009 and 333-82013), Vintage II (Series II) Annuity (1933 Act File # 333-82009 and 333-82013), Vintage L Annuity (1933 Act File # 333-65926, 333-65922, 333-125613 and 333-125753), Vintage XTRA (Series II) Annuity (1933 Act File # 333-70657 and 333-70659), Vintage XTRA Annuity (1933 Act File # 333-70657 and 333-70659), Class AA (1933 Act File # 333-96773, 333-50540, 333-138563), Class A (1933 Act File # 333-96775, 333-54358, 333-138567), Class B (1933 Act File # 333-96773, 333-50540, 333-138563), Destiny Select (1933 Act File # 033-39100), Navigator Select (1933 Act File # 333-34741 and 333-138569), Premier, Advisor (1933 Act File # 033-39100), Prevail (1933 Act File # 033-39100), Cova VA (1933 Act File # 033-14979 and 333-138571), Cova VA Series A (1933 Act File # 333-90405 and 333-138563), Custom-Select (1933 Act File # 033-74174, 333-34741 and 333-138569), First Cova Custom-Select (1933 Act File # 033-74174), Firststar Summit (1933 Act File # 033-39100), PrimElite III (1933 Act File # 333-125617 and 333-125756), Separate

Account 29 VA (1933 Act File # 033-54774), Cova SPVL (1933 Act File # 333-17963 and 333-138576), Custom Select Flex VUL (1933 Act File # 333-83197 and 333-138574), Custom Select Flex JSVUL (1933 Act File # 333-83165 and 333-138573), MarketLife (1933 Act File # 002-88637 and 033-63927), Invest (1933 Act File # 002-88637), MetLife Variable Life (1933 Act File # 333-96519 and 333-96517), MetLife Variable Life Accumulator Series (1933 Act File # 333-96515 and 333-96521), MetLife Variable Life Accumulator Series 2 (1933 Act File # 333-96515 and 333-96521), MetLife Variable Life Accumulator Series 3 (1933 Act File # 333-113109 and 333-113110), MetLife Variable Survivorship Life (1933 Act File # 333-69771 and 333-69773), MetLife, Variable Survivorship Life II (1933 Act File # 333-56952 and 333-56958), VintageLife (1933 Act File # 033-88578 and 033-88576), COLI 2000 (1933 Act File # 333-94779), COLI 1 (1933 Act File # 333-71349), COLI 1 - Series 2 (Siemens) (1933 Act File # 333-71349), COLI III (1933 Act File # 333-94779), COLI IV (1933 Act File # 333-113533), COLI Select (1933 Act File # 333-105335).

7. MIST and Met Series Fund are each registered under the Act as open-end management investment companies of the series type, and their securities are registered under the Securities Act of 1933. Met Investors Advisory, LLC and MetLife Advisers, LLC serve as investment adviser to MIST and Met Series Fund, respectively.

8. Under the annuity contracts, the Insurance Companies reserve the right to substitute shares of one fund with shares of another, including a fund of a different registered investment company.

9. Each Insurance Company, on its behalf and on behalf of the Separate Accounts, proposes to make certain substitutions of shares of thirty-nine funds (the “Existing Funds”) held in sub-accounts of its respective Separate Accounts for certain series (the “Replacement Funds”) of

MIST and Met Series Fund.

10. The proposed substitutions are as follows: shares of Met Series Fund's MetLife Stock Index Portfolio for shares of the Dreyfus Stock Index Fund, Inc. and DWS Equity 500 Index VIP; shares of Met Series Fund's BlackRock Diversified Portfolio for shares of Fidelity VIP Asset Manager Portfolio and DWS Balanced VIP; shares of MIST's Neuberger Berman Real Estate Portfolio for shares of Delaware VIP REIT Series and DWS RREEF Real Estate Securities VIP; shares of Met Series Fund's Oppenheimer Global Equity Portfolio for shares of Universal Institutional Funds Global Value Equity Portfolio; shares of MIST's Lord Abbett Mid-Cap Value Portfolio for shares of Lord Abbett Series Fund Mid-Cap Value Portfolio; shares of MIST's Lord Abbett Growth and Income Portfolio for shares of Lord Abbett Series Fund Growth and Income Portfolio and DWS Growth & Income VIP; shares of Met Series Fund's MFS Total Return Portfolio for shares of Janus Aspen Series Balanced Portfolio; shares of Met Series Fund's T. Rowe Price Large Cap Growth Portfolio for shares of Janus Aspen Series Growth and Income Portfolio and DWS Janus Growth & Income VIP; shares of Met Series Fund's Neuberger Berman Mid Cap Value Portfolio for shares of Universal Institutional Funds; shares of MIST's Third Avenue Small Cap Value Portfolio for shares of Putnam VT Small Cap Value Fund Lazard Retirement Small Cap Portfolio; shares of MIST's Loomis Sayles Global Markets Portfolio for shares of Templeton Global Asset Allocation Fund; shares of MIST's MFS Research International Portfolio for shares of Putnam VT International Equity Fund and DWS International VIP and DWS International Select Equity VIP; shares of MIST's MFS Emerging Markets Equity Portfolio for shares of Credit Suisse Emerging Markets Portfolio and Universal Institutional Funds Emerging Markets Equity Portfolio; shares of MIST's Met/AIM Capital Appreciation Portfolio for shares of AIM V.I. Capital Appreciation Fund; shares of Met Series

Fund’s Capital Guardian U.S. Equity Portfolio for shares of AIM V.I. Core Equity and MFS Investors Trust Series; shares of MIST’s PIMCO Inflation Protected Bond Portfolio for shares of PIMCO Real Return; shares of Met Series Fund’s Russell 2000 Index Portfolio for shares of DWS Small Cap Index; shares of Met Series Fund’s BlackRock Bond Income Portfolio for shares of DWS Bond VIP and DWS Core Fixed Income VIP; shares of MIST’s T. Rowe Price Mid-Cap Growth Portfolio for shares of DWS Mid Cap Growth VIP; shares of Met Series Fund’s FI Value Leaders Portfolio for shares of DWS Blue Chip VIP; shares of MIST’s BlackRock High Yield Portfolio for shares of DWS High Income VIP; shares of Met Series Fund’s BlackRock Money Market Portfolio for shares of DWS Money Market VIP; shares of Met Series Fund’s T. Rowe Price Small Cap Growth Portfolio for shares of DWS Small Cap Growth VIP; shares of MIST’s Pioneer Strategic Income Portfolio for shares of DWS Strategic Income VIP; shares of Met Series Fund’s BlackRock Large Cap Value Portfolio for shares of DWS Dreman High Return Equity VIP; shares of Met Series Fund’s Davis Venture Value Portfolio for shares of DWS Davis Venture Value VIP; shares of MIST’s Turner Mid-Cap Growth Portfolio for shares of DWS Turner Mid Cap Growth VIP; and shares of MIST’s MFS Value Portfolio for shares of DWS Large Cap Value VIP.

11. Following is a summary of the investment objectives and polices of the Existing Funds and the respective Replacement Funds. Additional information including asset sizes, risk factors and comparative performance history for each Existing Fund and each Replacement Fund can be found in the Application.

EXISTING FUND	REPLACEMENT FUND
<p>Dreyfus Stock Index Fund, Inc. – seeks to match the total return of the S&P 500 Index. The Fund generally invests in all 500 stocks in the S&P 500 Index in proportion to their weighting in the Index. The Fund attempts to have a correlation between its performance and that of the S&P 500</p>	<p>MetLife Stock Index Portfolio – seeks to equal the performance of the S&P 500 Index. The Portfolio purchases the common stocks of all the companies in the S&P Index. The Portfolio also expects to invest in exchange traded funds and futures contracts based on the S&P 500 Index and/or</p>

EXISTING FUND	REPLACEMENT FUND
<p>Index of at least 95% before expenses.</p> <p>DWS Equity 500 Index VIP – seeks to replicate as closely as possible before deduction of expenses, the performance of the S&P 500 Index. The Portfolio invests for capital appreciation, not income; any dividend and interest income is incidental to the pursuit of its objective. The Portfolio invests primarily in the securities included in the S&P 500 Index and derivative instruments relating to the Index.</p>	<p>related options. The investment adviser attempts to maintain a target correlation between its performance and that of the S&P 500 Index of at least 95%.</p>
<p>VIP Asset Manager Portfolio - seeks a high total return with reduced risk over the long term by allocating its assets among stocks and bonds of large market capitalization companies and short term instruments. The Portfolio maintains a neutral mix over time of 50% of assets in stocks, 40% of assets in bonds, and 10% of assets in short-term money market instruments. The Portfolio may adjust the allocation among the asset classes gradually within the following ranges: stock class (30%-70%), bond class (20%-60%), and short-term and money market class (0%-50%). The Portfolio may invest up to 50% of its net assets in foreign securities. The Portfolio may invest up to 15% of its assets in non-investment grade debt securities.</p> <p>DWS Balanced VIP – seeks high total return, a combination of income and capital appreciation. The Portfolio follows a flexible investment program, investing in a mix of growth and value stocks of large and small capitalization companies and bonds. The investment adviser employs a team approach to allocate the Portfolio’s assets among the various asset classes. The Portfolio normally invests approximately 60% of its net assets in common stocks and other equity securities and approximately 40% of its net assets in fixed income securities. The Portfolio may invest up to 25% of its total assets in foreign securities.</p>	<p>BlackRock Diversified Portfolio – seeks high total return while attempting to limit investment risk and preserve capital. The Portfolio invests its assets in equity securities and fixed-income securities. The amount of assets invested in each type of security will depend upon economic conditions, the general level of common stock prices, interest rates and other considerations including risks associated with each type of security. The Portfolio seeks to maintain the market capitalization, sector allocations and style characteristics similar to those of the S&P 500 Index. The Portfolio’s fixed income investments will be investment grade and non-investment grade (up to 20% of total assets) and up to 20% of its total assets in foreign securities (including up to 10% in emerging markets); provided that the fixed income portion of the Portfolio may not invest more than 30% of its assets in high yield securities and foreign securities combined.</p>
<p>Lord Abbett Series Fund Mid-Cap Value Portfolio- seeks capital appreciation through investments, primarily in equity securities, which are believed to be undervalued in the marketplace. The Portfolio invests at least 80% of its assets in mid-sized companies with a capitalization range of the companies in the Russell Mid Cap Index. The Portfolio invests primarily in common stocks, including convertible securities, of companies with good prospects for improvement in earning trends or asset values that are not yet fully recognized. The Portfolio may invest up to 10% of its assets in foreign securities that are primarily traded outside of the U.S. The manager of the Fund also manages the Replacement Fund.</p>	<p>Lord Abbett Mid-Cap Value Portfolio - seeks capital appreciation through investments, primarily in equity securities, which are believed to be undervalued in the marketplace. The Portfolio invests at least 80% of its assets in mid-sized companies with a capitalization range of the companies in the Russell Mid Cap Index . The Portfolio invests primarily in common stocks, including convertible securities, of companies with good prospects for improvement in earning trends or asset values that are not yet fully recognized. The Portfolio may invest up to 10% of its assets in foreign securities that are primarily traded outside of the U.S.</p>
<p>Lord Abbett Series Fund Growth and Income Portfolio - seeks long-term growth of capital and income without excessive fluctuations in market price. Under normal circumstances the Portfolio will invest at least 80% of its net assets in equity securities (including, common stocks, preferred stocks, convertible securities, warrants and similar</p>	<p>Lord Abbett Growth and Income Portfolio - seeks long-term growth of capital and income without excessive fluctuation in market value. The Portfolio normally invests 80% of its net assets in equity securities of large (at least \$5 billion of market capitalization), seasoned U.S. and multinational companies that are believed to be undervalued.</p>

EXISTING FUND	REPLACEMENT FUND
<p>investments) of large, seasoned U.S. and multinational companies. The Portfolio invests primarily in the securities of companies that fall within the market capitalization range of the Russell 1000 Index. The Portfolio may also invest up to 10% of its assets in the securities of foreign issuers, (the Portfolio does not consider American Depositary Receipts (“ADRs”) as a foreign security). The manager of the Portfolio also manages the Replacement Fund.</p> <p>DWS Growth & Income VIP - seeks long-term growth of capital, current income and growth of income. The Portfolio invests at least 65% of its assets in equities mainly common stocks. Although the Portfolio can invest in companies of any size and from any country, it invests primarily in large U.S. companies. The investment adviser looks for companies with strong prospects for continued growth of capital and earnings. The Portfolio may also invest up to 25% of its assets in foreign securities.</p>	<p>The Portfolio may also invest in foreign securities up to 10% of its assets.</p>
<p>Global Value Equity Portfolio - seeks long-term capital appreciation by investing primarily in equity securities of issuers throughout the world, including U.S. issuers. The investment adviser selects securities believed to be undervalued for investment primarily from a universe of issuers located in developed markets, but may also invest in emerging markets. At least 20% of the Portfolio’s assets will be invested in U.S. issuers. At least 80% of the Portfolio’s assets will be invested in equity securities.</p>	<p>Oppenheimer Global Equity Portfolio - seeks capital appreciation. Under normal circumstances the Portfolio invests at least 80% of its net assets in equity securities. The Portfolio seeks broad portfolio diversification in different countries to help moderate the special risks of foreign investing. The Portfolio may invest without limitation in foreign securities, including developing and emerging markets. The Portfolio emphasizes its investments in developed markets such as the United States, Western European countries and Japan.</p>
<p>U.S. Mid Cap Value Portfolio - seeks above-average total return over a market cycle of three to five years by investing in common stocks and other equity securities. The Portfolio invests primarily in common stocks of companies traded on a U.S. securities exchange with capitalizations generally in the range of companies included in the Russell Midcap Value Index. The Portfolio may invest up to 20% of its assets in real estate investment trusts and up to 20% of its assets in foreign securities (which excludes securities of foreign companies that are listed in the U.S. on a national stock exchange).</p>	<p>Neuberger Berman Mid Cap Value Portfolio – seeks capital growth. The Portfolio invests at least 80% of its assets in equity securities of mid-cap companies believed to be undervalued. The investment adviser defines mid-cap companies with a market capitalization within the range of the market capitalization of companies included in the Russell Midcap Index. The Portfolio may invest in foreign securities. Although not a principal investment strategy, the Portfolio may also invest in real estate investment trusts.</p>
<p>Putnam VT Small Cap Value Fund – seeks capital appreciation. The Fund invests mainly in common stocks of U.S. companies with a focus on value stocks. Under normal conditions, at least 80% of the Fund’s assets are invested in small companies of a size similar to those on the Russell 2000 Value Index. The Fund may invest in foreign securities. The Fund may also engage in a variety of transactions including derivatives, such as options, futures, warrants and swap contracts. Although there are no stated limits on investments in derivatives and foreign securities, the Fund normally invests at least 65% of its assets in the securities of U.S. companies.</p> <p>Lazard Retirement Small Cap Portfolio seeks long-term capital appreciation. Under normal circumstances, at least</p>	<p>Third Avenue Small Cap Value Portfolio- seeks long-term capital appreciation. Normally, the Portfolio, invests at least 80% of its net assets in equity securities of small companies whose market capitalization is no greater than nor less than the range of capitalization of companies in the Russell 2000 Index or the S&P Small Cap 600 Index. The Portfolio seeks to acquire common stocks of well-financed companies at a substantial discount to what the investment adviser believes is their true value. The Portfolio may invest up to 35% of its assets in foreign securities. The Portfolio is non-diversified but the Portfolio will be managed as a diversified portfolio indefinitely.</p>

EXISTING FUND	REPLACEMENT FUND
<p>80% of the Portfolio's assets are invested in equity securities, primarily common stocks, of small-cap companies with market capitalizations within the range of the companies included in the Russell 2000 Index. The portfolio manager looks for companies that are undervalued relative to their earnings, cash flow, asset values or other measures of value. The Portfolio may also invest up to 20% of its assets in equity securities of larger U.S. companies. The Portfolio occasionally invests in foreign securities. There are no stated limits for investments in foreign securities.</p>	
<p>Templeton Global Asset Allocation Fund – seeks high total return. The Fund invests in equity securities of companies in any country, debt securities of companies and governments of any country, and money market securities. There is no minimum or maximum percentage targets for each asset class. Under normal conditions, the Fund invests substantially to primarily in equity securities. The Fund's debt investments generally focus on investment grade securities. The Fund may also purchase high yield debt securities.</p>	<p>Loomis Sayles Global Markets Portfolio - seeks high total return through a combination of capital appreciation and income. The Portfolio invests primarily in equity and fixed income securities of U.S. and foreign issuers including issuers located in emerging markets. The adviser allocates investment among foreign and domestic equities and fixed income securities. In determining equity investments, the adviser looks for companies with the potential for superior earnings growth relative to current value. In purchasing debt securities, the adviser looks for securities believed to be undervalued and to have the potential for credit upgrades. The Portfolio may purchase high yield debt securities. The Portfolio may engage in foreign currency hedging transactions and options and futures transactions.</p>
<p>Putnam VT International Equity Fund – seeks capital appreciation. The Fund invests under normal circumstances, at least 80% of its assets in equity securities, mainly common stocks of companies outside the U.S. that are believed to be undervalued. The Fund invests mainly in mid sized and large companies, but may invest in companies of any size. The Fund may invest in emerging market companies. The Fund may engage in a variety of transactions involving derivatives, such as futures, options, warrants and swap contracts.</p> <p>DWS International VIP – seeks long-term growth of capital primarily through diversified holdings of marketable foreign equity investments. Although the Portfolio can invest in companies of any size and from any country (other than the U.S.), it invests mainly in common stocks of established companies in countries with developed economies. Investments in emerging market issuers are limited to 15% of assets. The portfolio manager looks for companies with a history of above-average growth, strong competitive positioning, attractive prices relative to potential growth, sound financial strength and effective management, among other factors. The Portfolio may, but is not required to use derivatives.</p> <p>DWS International Select Equity VIP – seeks capital appreciation. Under normal circumstances, the Portfolio invests at least 80% of its net assets in equity securities and other securities with equity characteristics. Under normal market conditions, the Portfolio invests in securities of issuers with a minimum market capitalization of \$500 million. The</p>	<p>MFS Research International Portfolio - seeks capital appreciation. The Portfolio invests at least 65% of its assets in common stocks and related securities, such as preferred stocks, convertible securities and depository receipts. The Portfolio focuses on companies (including up to 25% of its assets in emerging market issuers) that are believed to have favorable growth prospects and attractive valuations based on current and expected earnings or cash flow. The Portfolio may invest in companies of any size. The Portfolio will invest in at least five countries. Although not a principal strategy, the Portfolio may engage in options, futures and foreign currency transactions.</p>

EXISTING FUND	REPLACEMENT FUND
<p>Portfolio primarily invests in the countries that make up the MSCI EAFE Index. At least 50% of the Portfolio's assets will be invested in securities that are represented in the MSCI EAFE Index. However, the Portfolio may invest up to 50% of its net assets in non-index securities in companies located in the countries that make up the Index. The Portfolio manager looks for companies with high and sustainable return on capital and long-term prospects for growth. Although not one of its principal investment strategies, the Portfolio is permitted to use various types of derivatives. In particular, the Portfolio may use futures, currency options and forward currency transactions.</p>	
<p>Credit Suisse Emerging Markets Portfolio – seeks long-term growth of capital. The Portfolio invests at least 80% of its assets in foreign equity securities focusing on issuers in emerging markets. The Portfolio analyzes a company's growth potential in choosing investments. The Portfolio may invest up to 20% of its assets in investment grade debt securities and non-market grade debt securities and up to 25% of its assets in options.</p> <p>Emerging Markets Equity Portfolio – seeks long-term capital appreciation by investing primarily in growth-oriented equity securities of issuers in emerging market countries. At least 80% of the Portfolio's assets will be invested in equity securities of emerging market issuers. The Portfolio may invest in certain instruments such as derivatives, and may use certain techniques such as hedging to risk including currency risk.</p>	<p>MFS Emerging Markets Equity Portfolio – seeks capital appreciation. The Portfolio invests at least 80% of its assets in common stocks and related securities, such as preferred stocks, convertible securities and depositary receipts of emerging market issuers. While the Portfolio may invest up to 50% of its assets in issuers located in a single country, the Portfolio expects to have no more than 25% of its assets invested in issuers located in any one country. While not a principal strategy, the Portfolio may invest in options and futures, foreign currency transactions and foreign debt securities, including high yield debt securities.</p>
<p>AIM V.I. Capital Appreciation Fund - seeks growth of capital. The Fund invests principally in common stocks of domestic and foreign companies that are believed likely to benefit from new or innovative products, services or processes as well as those that have experienced above-average, long-term growth in earnings and have excellent prospects for future growth. The Fund may purchase call options for hedging purposes and write covered call options on no more than 20% of the value of its assets. The manager of the Portfolio also manages the Replacement Fund.</p>	<p>Met/AIM Capital Appreciation Portfolio – seeks capital appreciation. The Portfolio invests principally in common stocks of domestic and foreign companies that are believed likely to benefit from new or innovative products, services or processes, as well as those that have experienced above-average, long-term growth in earnings and have excellent prospects for future growth. The Portfolio may buy "growth" or "value" stocks. The Portfolio may invest in small, relative new or unseasoned companies. The Portfolio may purchase call options for hedging purposes and write covered call options or no more than 20% of the value of its assets.</p>
<p>AIM V.I. Core Equity Fund – seeks growth of capital. The Fund invests at least 80% of its assets in equity securities including convertible securities of established companies believed to have long-term above-average growth in earnings and growth companies believed to have the potential for above-average growth in earnings. The Fund may invest in instruments that have economic characteristics similar to the Fund's direct investments such as warrants, futures, options, exchange-traded funds and American Depositary Receipts. The Fund may invest up to 25% of its assets in foreign securities.</p>	<p>Capital Guardian U.S. Equity Portfolio – seeks long-term growth of capital. The Portfolio invests at least 80% of its assets in equity securities of companies with market capitalizations greater than \$1 billion at the time of investment. The Portfolio may also invest in fixed income securities convertible into equity securities. The Portfolio may invest up to 15% of its assets in foreign securities, including securities of issuers in emerging markets. The Portfolio's adviser seeks companies with asset values believed to be understated, strong balance sheets and stock prices not considered excessive relative to book value.</p>

EXISTING FUND	REPLACEMENT FUND
<p>MFS Investors Trust Series – seeks mainly to provide long-term growth of capital and secondarily reasonable current income. The Series invests at least 65% of its assets in common stocks and related securities, such as preferred stocks, convertible securities and depositary receipts. While the Series may invest in companies of any size, it generally focuses on companies with large market capitalization believed to have sustainable growth prospects and attractive valuations based on annual and expected earnings and cash flow. The Series may invest in foreign equity securities.</p>	
<p>PIMCO Real Return Portfolio – seeks maximum real return consistent with preservation of real capital and prudent investment management. The Portfolio invests at least 80% of its assets in inflation-indexed bonds of varying maturities issued by U.S. and non-U.S. governments, their agencies or government-sponsored enterprises and corporations. The average portfolio duration normally varies within three years (plus or minus) of the duration of the Lehman Brothers U.S. TIPS Index. The Portfolio may invest up to 10% of its assets in junk bonds rated B or higher. The Portfolio may invest up to 30% of its total assets in securities denominated in foreign currencies and may invest without limit in U.S. dollar denominated securities of foreign issuers. The Portfolio will normally hedge at least 75% of its exposure to foreign currency to reduce risk. The Portfolio is non-diversified. The Portfolio may invest all of its assets in derivative instruments such as options, futures contracts or swap agreements, or in mortgage-or-asset-backed securities. The manager of the Portfolio also manages the Replacement Fund.</p>	<p>PIMCO Inflation Protected Bond Portfolio – seeks maximum real return, consistent with presentation of capital and prudent investment management. The Portfolio seeks to achieve its investment objective by investing under normal circumstances at least 80% of its net assets in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, their agencies or instrumentalities, and corporations (either through cash market purchases, forward commitments or derivative instruments). The average portfolio duration of the Portfolio normally will vary within (plus or minus) three years of the duration of the Lehman Global Real: U.S. TIPS Index. Principal investments may include inflation-indexed bonds and other fixed income securities issued by the U.S. government or its subdivisions, agencies or government-sponsored enterprises, non-U.S. governments or their subdivisions, agencies or government-sponsored enterprises, and U.S. and foreign companies including mortgage-related securities; money market instruments; structured notes such as hybrid or “indexed” securities, event-linked bonds, and loan participations; delayed funding loans; revolving credit facilities; debt securities issued by states or local governments and their agencies, authorities and other government-sponsored enterprises; and obligations of international agencies or supranational entities. The Portfolio also may invest up to 30% of its assets in securities denominated in foreign currencies, and may invest up to 30% of its assets in securities denominated in foreign currencies, and may invest beyond this limit in U.S. dollar denominated securities of foreign issuers. The Portfolio will normally hedge at least 75% of its exposure to foreign currency to reduce the risk of loss due to fluctuations in currency exchange rates. The Portfolio is non-diversified. The Portfolio may invest all of its assets in derivative instruments, such as options, futures contracts or swap agreements, or in mortgage- or asset-backed securities.</p>
<p>Delaware VIP REIT Series - seeks maximum long-term total return, and a secondary objective of capital appreciation. The Series is non-diversified. Under normal circumstances the Series will invest at least 80% of its net assets in securities of real estate investment trusts. The Series may also invest in the equity securities of real estate industry operating companies. The Series may invest up to 10% of its net assets</p>	<p>Neuberger Berman Real Estate Portfolio - seeks total return through investment in real estate securities, emphasizing both capital appreciation and current income. The Portfolio is non-diversified. The Portfolio invests, normally, at least 80% of its assets in equity securities of real estate investment trusts and other securities issued by real estate companies. The Portfolio may invest up to 20% of its</p>

EXISTING FUND	REPLACEMENT FUND
<p>in foreign securities, not including American Depositary Receipts. The Series may also invest in convertible securities, debt and non-traditional equity securities, options and futures; repurchase agreements; restricted securities; illiquid securities; and when issued or delayed delivery securities.</p> <p>DWS RREEF Real Estate Securities VIP– seeks long-term capital appreciation and current income. Under normal circumstances, the portfolio invests at least 80% of its assets in equity securities (including preferred stocks and convertible securities) of real estate investment trusts (“REITs”) and real estate companies with the potential for price appreciation and a record of paying dividends. The Portfolio is non-diversified. When deemed prudent, the Portfolio may invest a portion of its assets in short-term securities, bonds, notes, equity securities of non-real estate companies and non-leveraged stock index contracts. Derivatives may only be used for hedging purposes.</p>	<p>assets in investment grade or non-investment grade (minimum rating of B) debt securities.</p>
<p>Janus Growth and Income Portfolio - seeks long-term capital growth and current income. The Portfolio normally invests in common stocks. It will normally invest up to 75% of its assets in equity securities selected for their growth potential and at least 25% of its assets in securities the portfolio manager believes have income potential. The Portfolio may invest significantly in foreign securities. The Portfolio will limit its investments in high-yield/high-risk bonds to less than 35% of its net assets. The Portfolio may also invest in the following securities: Indexed/structured securities; options; futures; swap agreements; participatory notes and other types of derivatives; short sales “against the box”; and securities purchased on a when-issued, delayed delivery or forward commitment basis.</p> <p>DWS Janus Growth & Income VIP – seeks long term capital growth and current income. The Portfolio normally emphasizes investments in equity securities. It may invest up to 75% of its total assets in equity securities selected primarily for their growth potential and at least 25% of its total assets in securities the portfolio manager believes have income potential. The Portfolio may invest substantially all of its assets in equity securities if the portfolio manager believes that equity securities have the potential to appreciate in value. The Portfolio may invest without limit in foreign securities. The Portfolio is permitted, but not required, to use various types of derivatives in circumstances where the managers believe they offer an economical means of gaining exposure to a particular asset class or to keep cash on hand to meet shareholder redemptions or other needs while maintaining exposure to the market.</p>	<p>T. Rowe Price Large Cap Growth Portfolio - seeks long-term growth of capital and, secondarily, dividend income. Normally, the Portfolio invests at least 80% of its assets in the common stocks and other securities of large capitalization companies (i.e., those within the market capitalization range of the Russell 1000 Index). As of January 31, 2007, the market capitalization range of the Index was \$1.19 billion to \$448.33 billion. The investment adviser seeks companies that have the ability to pay increasing dividends through strong cash flow. The Portfolio may also purchase other securities, including foreign stocks, hybrid securities and futures and options, in keeping with the Portfolio’s investment objective. Historically, the Portfolio has not invested in derivatives. The Portfolio may invest up to 30% of its assets in foreign securities, excluding American Depositary Receipts.</p>
<p>Janus Balanced Portfolio – seeks long-term capital growth, consistent with preservation of capital and balanced by current income. The Portfolio normally invests 50-60% of its assets in equity securities of any market capitalization companies selected primarily for their growth potential, these</p>	<p>MFS Total Return Portfolio - seeks a favorable total return through an investment in a diversified portfolio. The Portfolio normally invests at least 40%, but not more than 75% of its net assets in common stocks and related securities such as preferred stocks, and bonds, warrants or rights</p>

EXISTING FUND	REPLACEMENT FUND
<p>include common stocks, preferred stocks, convertible securities, or other securities selected for their growth potential. The Portfolio also invests 40-50% of its assets in securities selected primarily for their income potential, which primarily will include fixed-income securities. The Portfolio normally invests at least 25% of its assets in fixed-income senior securities. The Portfolio will limit its investments in high-yield/high-risk bonds to less than 35% of its net assets. There are no limits on the countries in which the Portfolio may invest and the Portfolio may at times have significant foreign exposure. Other types of investments that the Portfolio may invest its assets in include: indexed/structured securities; options; futures; forwards; swap agreements; participatory notes; short sales “against the box;” and when issued, delayed delivery or forward commitment securities.</p>	<p>convertible into stock. The Portfolio may also invest in depositary receipts for such equity securities. At least 25% of the Portfolio’s net assets are normally invested in non-convertible fixed-income securities and up to 20% of its net assets may be in non-investment grade debt securities. However, historically, the Portfolio does not invest a significant portion of its assets in non-investment grade debt securities. The Portfolio may invest up to 20% of its net assets in foreign securities and may have exposure to foreign currencies through its investments in these securities. The Portfolio focuses on undervalued equity securities issued by companies with large market capitalizations (\$5 billion or more).</p>
<p>DWS Small Cap Index VIP – seeks to replicate, as closely as possible, before deduction of expenses, the performance of the Russell 2000 Index. The Portfolio invests for capital appreciation, net income; any dividend and interest income is incidental to the pursuit of its objective. The Portfolio invests primarily in the securities included in the Russell 2000 Index and derivative instruments relating to the Index. The portfolio manager uses quantitative analysis techniques to structure the Portfolio to obtain a high correlation to the Russell 2000 Index. The Portfolio invests in a statistically selected sample of the securities found in the Index. The Portfolio seeks a correlation between the performance of the Portfolio, before expenses, and the Russell 2000 Index of 98% or better.</p>	<p>Russell 2000 Index Portfolio – seeks to equal the return of the Russell 2000 Index. The Portfolio invests its assets in a statistically selected sample of the 2000 stocks included in the Index. In addition to the securities of the type contained in the Index, the Portfolio also expects to invest in exchange traded funds and futures contracts based on the Russell 2000 Index and/or related options to simulate full investment in the Index while retaining liquidity, or to facilitate trading, reduce transaction costs or to seek higher return when these derivatives are more attractively priced than the underlying security. The investment adviser attempts to maintain a target correlation coefficient of at least 95% for the Portfolio.</p>
<p>DWS Bond VIP – seeks to maximize total return consistent with preservation of capital and prudent investment management by investing for both current income and capital appreciation. The Portfolio primarily invests in U.S. dollar-denominated investment grade fixed income securities, including corporate bonds, U.S. government and agency bonds and mortgage- and asset-backed securities. A significant portion of the Portfolio’s assets may also be allocated among foreign investment grade fixed income securities, high yield bonds of U.S. and foreign issuers (including high yield bonds of issuers in countries with new or emerging securities markets), or, to maintain liquidity, in cash or money market instruments. The Portfolio normally invests at least 65% of total assets in high grade U.S. bonds (those considered to be in the top three grades of credit quality). The Portfolio may invest up to 25% of its total assets in foreign investment grade bonds (those considered to be in the top four grades of credit quality). In addition, the Portfolio may also invest up to 20% of total assets in securities of U.S. and foreign issuers that are below investment grade (rated as low as the sixth credit grade, i.e., grade B, including investments in U.S. dollar or foreign currency denominated bonds of issuers located in countries with new or emerging securities markets. In addition, the</p>	<p>BlackRock Bond Income Portfolio – seeks a competitive total return primarily from investing in fixed income securities. The Portfolio invests, under normal circumstances, at least 80% of its assets in fixed-income securities including investment grade fixed-income securities, U.S. government securities, mortgage-backed and asset-backed securities, corporate debt securities of U.S. and foreign issuers, and cash equivalents. The Portfolio may also invest in securities through Rule 144A and other private placement transactions. The Portfolio may invest up to 20% of its assets in high yield securities and up to 20% of its assets in foreign securities (including up to 10% in emerging markets). No more than 30% of the Portfolio’s assets may be invested in a combination of high yield and foreign securities. In addition to bonds, the Portfolio’s high yield securities may include convertible bonds, convertible preferred tocks, warrants or other securities attached to bonds or other fixed-income securities. The Portfolio may also use derivatives to attempt to reduce interest rate or occurring risks or to adjust the Portfolio’s duration.</p>

EXISTING FUND	REPLACEMENT FUND
<p>Portfolio is permitted, but not required, to use other various types of derivatives. Derivatives may be used for hedging and for risk management or for non-hedging purposes to seek to enhance potential gains.</p> <p>DWS Core Fixed Income VIP – seeks high current income. The Portfolio invests for current income, not capital appreciation. Under normal circumstances, the Portfolio invests at least 80% of its assets, determined at the time of purchase, in fixed income securities. Fixed income securities include those of the U.S. Treasury, as well as U.S. government agencies and instrumentalities, corporate, mortgage-backed and asset-backed securities, taxable municipal and tax-exempt municipal bonds and liquid Rule 144A securities. The Portfolio invests primarily in investment-grade fixed income securities rated within the top three credit rating categories. The Portfolio may invest up to 20% of its total assets in investment-grade fixed income securities rated within the fourth highest credit rating category. The Portfolio may invest up to 25% of its total assets in U.S. dollar-denominated securities of foreign issuers. Although not one of its principal investment strategies, the Portfolio may invest in certain types of derivatives.</p>	
<p>DWS Mid Cap Growth VIP – seeks long-term capital growth. Under normal circumstances, the portfolio invests at least 80% of its net assets, determined at the time of purchase, in companies with market caps within the market capitalization range of the Russell Midcap Growth Index or securities with equity characteristics that provide exposure to those companies. It may also invest in convertible securities when it is more advantageous than investing in a company’s common stock. The Portfolio may invest up to 20% of its assets in stocks and securities of companies based outside the U.S. The Portfolio may use derivatives in circumstances where the managers believe they offer an economical means of gaining exposure to a particular asset class or to help meet shareholder redemptions or other needs while maintaining exposure to the market.</p>	<p>T. Rowe Price Mid-Cap Growth Portfolio – seeks long-term growth of capital. Under normal circumstances, at least 80% of the Portfolio’s assets are invested in a diversified portfolio of common stocks of mid cap companies whose earnings are expected to grow at a faster rate than the average company. Mid-cap companies are those whose market capitalization falls within the range of either the S&P MidCap 400 Index or the Russell Midcap Growth Index. While most of the Portfolio’s assets will be invested in U.S. common stocks, the Portfolio may also purchase foreign stocks, options and futures. The Portfolio may also use derivatives as a non-principal investment strategy.</p>
<p>DWS Blue Chip VIP -- seeks growth of capital and income. Under normal circumstances, the Portfolio invests at least 80% of net assets, in common stocks of large U.S. companies that are similar in size to the companies in the S&P 500 Index and that the portfolio managers consider to be “blue chip” companies. Blue chip companies are large, well-known companies that typically have an established earnings and dividends history, easy access to credit, solid positions in their industries and strong management. The Portfolio may invest up to 20% of its assets and foreign securities and is permitted, but not required to use various types of derivatives.</p>	<p>FI Value Leaders Portfolio – seeks long-term growth of capital. Normally, the Portfolio invests in common stocks of well known and established companies. The Portfolio may invest its assets in foreign securities and in futures contracts and exchange traded funds to increase or decrease exposure to changing security prices or other factors that affect security values. The Portfolio may invest in domestic and foreign companies without limit. Under normal market conditions, as a non-fundamental policy, the Portfolio will not purchase futures contracts or write put options if the Portfolio’s total obligations would exceed 25% of its total assets, as a result of the settlement or exercise of these derivatives.</p>
<p>DWS High Income VIP – seeks to provide a high level of</p>	<p>BlackRock High Yield Portfolio – seeks to maximize total return consistent with income generation and prudent</p>

EXISTING FUND	REPLACEMENT FUND
<p>current income. Under normal circumstances, the Portfolio generally invests at least 65% of net assets in junk bonds, which are those rated below the fourth highest credit rating category (i.e., grade BB/Ba and below). The Portfolio may invest up to 50% of total assets in bonds denominated in U.S. dollars or foreign currencies from foreign issuers. Although not a principal investment strategy, the Portfolio is permitted, but not required to use various types of derivatives. In particular, the Portfolio may use futures, currency options and forward currency transactions.</p>	<p>investment management. The Portfolio normally invests at least 80% of its assets in high yield bonds, including convertible and preferred securities. Portfolio may invest up to 10% of its assets in non-dollar denominated bonds of issuers located outside of the U.S. including issuers located in emerging markets.</p> <p>Portfolio may invest in a wide range of securities including corporate bonds, mezzanine investments, collateralized bond obligations, bank loans and mortgage-backed and asset-backed securities. Portfolio may invest in securities of any rating and may invest up to 10% of its assets in distressed securities that are in default or the issuers of which are in bankruptcy. Portfolio may also invest in derivatives and may use derivatives for leverage.</p>
<p>DWS Money Market VIP – seeks to maintain stability capital and, consistent therewith, to maintain the liquidity of capital and to provide current income. The Portfolio invests exclusively in high quality U. S. dollar denominated short-term securities paying a fixed, variable or floating interest rate and repurchase agreements. The Portfolio seeks to maintain a dollar-weighted average maturity of 90 days or less. The Portfolio may purchase debt obligations issued by U.S. and foreign banks, financial institutions, corporations or other entities, U.S. government securities, repurchase agreements and asset-backed securities.</p>	<p>BlackRock Money Market Portfolio –seeks a high level of current income consistent with preservation of capital. The Portfolio invests in the highest quality, short-term money market securities or in U. S. Government securities. The Portfolio may invest in commercial paper, asset-backed securities and in U.S. dollar-denominated securities issued by foreign companies or banks or their U.S. affiliates.</p>
<p>DWS Small Cap Growth VIP – seeks maximum appreciation of investors’ capital. Under normal circumstances, the Portfolio invests at least 80% of net assets in small capitalization stocks similar in size to those comprising the Russell 2000 Growth Index. The Portfolio intends to invest primarily in companies whose market capitalizations fall within the normal range of the Index. The investment adviser looks for companies believed to have the potential for sustainable above-average growth and whose market value appears reasonable in light of their business prospects. While the Portfolio invests mainly in U.S. stocks, it could invest up to 25% of total assets in foreign securities. The Portfolio is permitted, but no required, to use various types of derivatives. In particular, the Portfolio may use futures and options, including sales of covered put and call options.</p>	<p>T. Rowe Price Small Cap Growth Portfolio – seeks long-term capital growth. Under normal market conditions, invests at least 80% of the Portfolio’s net assets in a diversified group of small capitalization companies, within the range of or smaller than the market capitalization of the smallest 100 companies in the S&P 500 Index. The Portfolio will be very broadly diversified and the top 25 holdings will not constitute a large portion of assets. This broad diversification should minimize the effects of individual security selection on Portfolio performance. While most assets will be invested in U.S. common stocks, other securities may also be purchased for the Portfolio, including foreign stocks, futures and options, in keeping with its objective. The Portfolio may use derivatives to “hedge” or protect its assets from an unfavorable shift in securities prices or interest rates, to maintain exposure to the broad equity markets or to enhance return. The Portfolio may also use derivatives to attempt to avoid the risk of an unfavorable shift in currency rates.</p>
<p>DWS Strategic Income VIP – seeks a high current return. The Portfolio invests mainly in bonds issued by U.S. and foreign corporations and governments. The credit quality of the Portfolio’s investments may vary; the Portfolio may invest up to 100% of total assets in either investment-grade bonds or in junk bonds, which are those below the fourth highest credit rating category (i.e., grade BB/Ba and below). The Portfolio</p>	<p>Pioneer Strategic Income Portfolio – seeks a high level of current income. Under normal market conditions, invests at least 80% of its net assets in debt securities. The Portfolio has the flexibility to invest in a broad range of issuers and segments of the debt securities market including investment grade and below investment grade securities of U.S. and non-U.S. issuers. Up to 70% of the Portfolio’s total assets</p>

EXISTING FUND	REPLACEMENT FUND
<p>may invest up to 50% of total assets in foreign bonds. The Portfolio may also invest in emerging markets securities and dividend-paying common stocks. Part of the Portfolio's current investment strategy involves the use of various types of derivatives. In particular, the Portfolio may use futures, currency options and forward currency transactions.</p>	<p>may be in junk bonds. Up to 20% of the Portfolio's total assets may be invested in debt securities rated below CCC by Standard & Poors Corp. Up to 85% of the Portfolio's total assets may be invested in emerging markets. The Portfolio may invest up to 20% of its assets in all types of equity securities. Although not a principal investment strategy, the Portfolio may invest in various types of derivatives.</p>
<p>DWS Dreman High Return Equity VIP – seeks to achieve a high rate of total return. Under normal circumstances, the Portfolio invests at least 80% of net assets in common stocks and other equity securities. The Portfolio focuses on stocks of large U.S. companies that are similar in size to the companies in the S&P 500 Index and that the Portfolio managers believe are undervalued. The Portfolio intends to invest primarily in companies whose market capitalizations fall within the normal range of the Index. Although the Portfolio can invest in stocks of any economic sector, at times it may emphasize the financial services sector or other sectors (in fact, it may invest more than 25% of total assets in a single sector). The Portfolio may invest up to 20% of net assets in U.S. dollar-denominated American Depositary Receipts and in securities of foreign companies traded principally in securities markets outside the U.S.</p>	<p>BlackRock Large Cap Value Portfolio – seeks long-term growth of capital. Under normal market conditions, invests at least 80% of the Portfolio's net assets in a portfolio of large capitalization companies, which may include common and preferred stocks. BlackRock considers large capitalization companies to be those with market capitalizations within the capitalization range of companies included in the Russell 1000 Value Index, which is composed of value stocks in the Russell 1000 Index. The Portfolio may invest up to 20% of its assets in smaller capitalization stocks. The Portfolio may also invest in foreign securities without limit.</p>
<p>DWS Davis Venture Value VIP - The Portfolio seeks growth of capital. The Portfolio invests primarily in common stock of U.S. companies with market capitalizations of at least \$5 billion. The Portfolio may also invest in foreign companies and U.S. companies with smaller market capitalizations. The Portfolio is permitted, but not required, to use various types of derivatives. The Portfolio does not concentrate in any industry but may have exposure to a given industry or sector. The manager of the Portfolio also manages the Replacement Fund.</p>	<p>Davis Venture Value Portfolio – The Portfolio seeks growth of capital. The Portfolio invests, under normal circumstances, the majority of the Portfolio's assets primarily in equity securities of companies with market capitalizations of at least \$10 billion. The Portfolio typically invests a significant portion of its assets in the financial services sector. The Portfolio may also invest a limited portion of its assets in foreign securities, including American Depositary Receipts, in companies of any size, and in companies whose shares may be subject to controversy.</p>
<p>DWS Turner Mid Cap Growth VIP – seeks capital appreciation. The Portfolio pursues its objective by investing in common stocks and other equity securities of U.S. companies with medium market capitalizations that the portfolio managers believe have strong earnings growth potential. Under normal circumstances, at least 80% of the Portfolio's net assets will be invested in stocks of mid-cap companies, which are defined for this purpose as companies with market capitalizations at the time of purchase in the range of market capitalizations of those companies included in the Russell Midcap Growth Index. The Portfolio will invest in securities of companies that are diversified across economic sectors, and will attempt to maintain sector concentrations that approximate those of the Index. The manager of the Portfolio also manages the Replacement Fund.</p>	<p>Turner Mid-Cap Growth Portfolio – seeks capital appreciation. The Portfolio invests at least 80% of its net assets in common stocks and other equity securities of U.S. companies with median market capitalization that the Portfolio's adviser believes have strong earnings growth potential. Median market capitalization companies are defined for this purpose as companies with market capitalization at the time of purchase in the range of market capitalizations of companies included in the Russell Midcap Growth Index. The Portfolio will invest in securities of companies that are diversified across economic sectors, and will attempt to maintain sector concentrations that approximate those of the Index.</p>
<p>DWS Large Cap Value VIP – seeks to achieve a high rate of total return. Under normal circumstances, the Portfolio invests at least 80% of net assets in common stocks and other</p>	<p>MFS Value Portfolio – seeks capital appreciation and reasonable income. The Portfolio normally invests at least 65% of its net assets in equity securities of companies that</p>

EXISTING FUND	REPLACEMENT FUND
equity securities, of large U.S. companies that are similar in size to the companies in the Russell 1000 Value Index and that the portfolio managers believe are undervalued. The Portfolio intends to invest primarily in companies whose market capitalizations fall within the normal range of the Index. Although the Portfolio can invest in stocks of any economic sector (which is comprised of two or more industries), at times it may emphasize the financial services sector or other sectors. In fact, it may invest more than 25% of total assets in a single sector. The Portfolio may invest up to 20% of its assets in foreign securities and is permitted, but not required to use various types of derivatives.	the adviser believes are undervalued in the market relative to their long term potential. While the Portfolio may invest in companies of any size, the Portfolio generally focuses on undervalued companies with large market capitalizations. The Portfolio may invest up to 35% of its assets in foreign securities.

12. The management fees, 12b-1 fees (if applicable) other expenses and total operating expenses for each Existing and Replacement Fund are as follows:

	Management Fees (percent)	Distribution (12b-1) fees (percent)	Other expenses (percent)	Total annual expenses (percent)	Expense waivers (percent)	Net annual expenses (percent)
Replacement Fund:						
• MetLife Stock Index Portfolio, Class A	0.25	N/A	0.05	0.30	0.01	0.29
• MetLife Stock Index Portfolio, Class B	0.25	0.25 (0.50)*	0.05	0.55	(0.01)	0.54
Existing Funds:						
• Dreyfus Stock Index Fund, Initial Class	0.245	N/A	0.02	0.265	N/A	0.265
• DWS Equity 500 Index VIP, Class B2	0.19	0.25	0.23	0.67	(0.04)	0.63
Replacement Fund:						
• BlackRock Diversified Portfolio, Class A	0.44	N/A	0.07	0.51	N/A	0.51
• BlackRock Diversified Portfolio, Class B	0.44	0.25 (0.50)*	0.07	0.76	N/A	0.76
Existing Fund:						
• VIP Asset Manager Portfolio, Initial Class	0.52	N/A	0.13	0.65	N/A	0.65
• DWS Balanced VIP, Class B	0.46	0.25	0.22	0.93	(0.04)	0.89
Replacement Fund:						
• Lord Abbett Mid-Cap Value Portfolio, Class B	0.68	0.25 (0.50)*	0.07	1.00	N/A	1.00
Existing Fund:						
• Lord Abbett Series Fund Mid-Cap Value Portfolio, Class VC	0.74	N/A	0.38	1.12	N/A	1.12
Replacement Fund:						
• Lord Abbett Growth and Income Portfolio, Class B	0.50	0.25 (0.50)*	0.03	0.78	N/A	0.78
Existing Funds:						
• Lord Abbett Series Fund Growth and Income Portfolio, Class VC	0.48	N/A	0.39	0.87	N/A	0.87
• DWS Growth & Income Portfolio, Class B	0.48	0.25	0.17	0.90	(0.03)	0.87
Replacement Fund:						
• Oppenheimer Global Equity Portfolio, Class A	0.53	N/A	0.09	0.62	N/A	0.62
Existing Fund:						
• Global Value Equity Portfolio,	0.67	N/A	0.38	1.05	N/A	1.05

	Management Fees (percent)	Distribution (12b-1) fees (percent)	Other expenses (percent)	Total annual expenses (percent)	Expense waivers (percent)	Net annual expenses (percent)
Class I						
Replacement Fund:						
• Neuberger Berman Mid Cap Value Portfolio, Class A	0.65	N/A	0.06	0.71	N/A	0.71
Existing Fund:						
• U.S. Mid-Cap Value Portfolio, Class I	0.72	N/A	0.29	1.01	N/A	1.01
Replacement Fund:						
• Third Avenue Small Cap Value Portfolio, Class B	0.74	0.25 (0.50)*	0.04	1.03	N/A	1.03
Existing Funds:						
• Putnam VT Small Cap Value Fund, Class 1B	0.76	0.25	0.09	1.10	N/A	1.10
• Lazard Retirement Small Cap Portfolio, Class B	0.75	0.25	0.18	1.18	N/A	1.18
Replacement Fund:						
• Loomis Sayles Global Markets Portfolio, Class A	0.70	N/A	0.12	0.82	N/A	0.82
• Loomis Sayles Global Markets Portfolio, Class B	0.70	0.25 (0.50)*	0.15	1.10	N/A	1.10
Existing Fund:						
• Templeton Global Asset Allocation Fund, Class 1	0.63	N/A	0.23	0.86	0.01	0.85
• Templeton Global Asset Allocation Fund, Class 2	0.63	0.25	0.23	1.11	0.01	1.10
Replacement Fund:						
• MFS Research International Portfolio, Class B	0.72	0.25 (0.50)*	0.14	1.11	N/A	1.11
Existing Funds:						
• Putnam VT International Equity Fund, Class IB	0.74	0.25	0.19	1.18	N/A	1.18
• DWS International VIP, Class B	0.84	0.25	0.27	1.36	(0.02)	1.34
• DWS International Select Equity VIP, Class B	0.75	0.25	0.26	1.26	N/A	1.26
Replacement Fund:						
• MFS Emerging Markets Equity Portfolio, Class A	1.04	N/A	0.29	1.33	0.03	1.30
Existing Funds:						
• Credit Suisse Emerging Markets Portfolio	1.24	N/A	0.35	1.59	0.23	1.36
• Emerging Markets Equity Portfolio, Class 1	1.23	N/A	0.40	1.63	0.01	1.62
Replacement Fund:						
• Met/AIM Capital Appreciation Portfolio, Class A	0.77	N/A	0.09	0.86	0.02	0.84
• Met/AIM Capital Appreciation Portfolio, Class E	0.77	0.15 (0.25)*	0.09	1.01	0.02	0.99
Existing Fund:						
• AIM V.I. Capital Appreciation Fund, Series I	0.61	N/A	0.30	0.91	N/A	0.91
• AIM V.I. Capital Appreciation Fund, Series II	0.61	0.25	0.30	1.16	N/A	1.16
Replacement Fund:						
• Capital Guardian U.S. Equity Portfolio, Class A	0.66	N/A	0.06	0.72	N/A	0.72
Existing Fund:						
• AIM V.I. Core Equity Fund, Series I	0.61	N/A	0.30	0.91	N/A	0.91
• AIM V.I. Core Equity Fund, Series II	0.61	0.25	0.30	1.16	N/A	1.16
Replacement Fund:						
• PIMCO Inflation Protected Bond Portfolio, Class A	0.50	N/A	0.05	0.55	N/A	0.55
Existing Fund:	0.25	0.15	0.25	0.65	N/A	0.65

	Management Fees (percent)	Distribution (12b-1) fees (percent)	Other expenses (percent)	Total annual expenses (percent)	Expense waivers (percent)	Net annual expenses (percent)
<ul style="list-style-type: none"> • PIMCO Real Return Portfolio, Administrative Class 						
Replacement Fund:						
<ul style="list-style-type: none"> • Neuberger Berman Real Estate Portfolio, Class A 	0.64	N/A	0.04	0.68	N/A	0.68
<ul style="list-style-type: none"> • Neuberger Berman Real Estate Portfolio, Class B 	0.64	0.25 (0.50)*	0.04	0.93	N/A	0.93
Existing Funds:						
<ul style="list-style-type: none"> • Delaware VIP REIT Series, Standard 	0.73	N/A	0.10	0.83	N/A	0.83
<ul style="list-style-type: none"> • DWS RREEF Real Estate Securities VIP, Class B 	1.00	0.25	0.43	1.68	(0.26)	1.42
Replacement Fund:						
<ul style="list-style-type: none"> • Capital Guardian U.S. Equity, Class B 	0.66	0.25 (0.50)*	0.06	0.97	N/A	0.97
Existing Funds:						
<ul style="list-style-type: none"> • MFS Investors Trust Series, Service Class 	0.75	0.25	0.11	1.11	N/A	1.11
<ul style="list-style-type: none"> • AIM V.I. Core Equity Fund, Series I 	0.61	N/A	0.30	0.91	N/A	0.91
<ul style="list-style-type: none"> • AIM V.I. Core Equity Fund, Series II 	0.61	0.25	0.30	1.16	N/A	1.16
Replacement Fund:						
<ul style="list-style-type: none"> • T. Rowe Price Large Cap Growth Portfolio, Class A 	0.60	N/A	0.08	0.68	(0.02)	0.66
<ul style="list-style-type: none"> • T. Rowe Price Large Cap Growth Portfolio, Class B 	0.60	0.25 (0.50)*	0.08	0.93	(0.02)	0.91
Existing Funds:						
<ul style="list-style-type: none"> • Janus Growth and Income Portfolio, Institutional 	0.62	N/A	0.25	0.87	N/A	0.87
<ul style="list-style-type: none"> • DWS Janus Growth & Income VIP, Class B 	0.75	0.25	0.24	1.24	N/A	1.24
Replacement Fund:						
<ul style="list-style-type: none"> • MFS Total Return Portfolio, Class A 	0.53	N/A	0.05	0.58	N/A	0.58
Existing Fund:						
<ul style="list-style-type: none"> • Janus Balanced Portfolio, Institutional 	0.55	N/A	0.03	0.58	N/A	0.58
Replacement Fund:						
<ul style="list-style-type: none"> • Russell 2000 Index Portfolio, Class A 	0.25	N/A	0.11	0.36	(0.01)	0.35
Existing Fund:						
<ul style="list-style-type: none"> • DWS Small Cap Index VIP, Class A 	0.45	N/A	0.05	0.50	(0.02)	0.48
Replacement Fund:						
<ul style="list-style-type: none"> • BlackRock Bond Income Portfolio, Class B 	0.39	0.25 (0.50)*	0.07	0.71	(0.01)	0.70
Existing Funds:						
<ul style="list-style-type: none"> • DWS Bond VIP, Class B 	0.49	0.25	0.30	1.04	(0.01)	1.03
<ul style="list-style-type: none"> • DWS Core Fixed Income VIP, Class B 	0.59	0.25	0.22	1.06	N/A	1.06
Replacement Fund:						
<ul style="list-style-type: none"> • T. Rowe Price Mid-Cap Growth Portfolio, Class B 	0.75	0.25 (0.50)*	0.03	1.03	(0.01)	1.02
Existing Fund:						
<ul style="list-style-type: none"> • DWS Mid Cap Growth VIP, Class B 	0.75	0.25	0.42	1.42	(0.08)	1.34
Replacement Fund:						
<ul style="list-style-type: none"> • FI Value Leaders Portfolio, Class B 	0.64	0.25 (0.50)*	0.07	0.96	N/A	0.96
Existing Fund:						
<ul style="list-style-type: none"> • DWS Blue Chip VIP, Class B 	0.64	0.25	0.19	1.08	N/A	1.08
Replacement Fund:						
<ul style="list-style-type: none"> • BlackRock High Yield Portfolio, Class B 	0.60	0.25 (0.50)*	0.32	1.17	N/A	1.17

	Management Fees (percent)	Distribution (12b-1) fees (percent)	Other expenses (percent)	Total annual expenses (percent)	Expense waivers (percent)	Net annual expenses (percent)
Existing Fund: • DWS High Income VIP, Class B	0.59	0.25	0.26	1.10	N/A	1.10
Replacement Fund: • BlackRock Money Market Portfolio, Class B	0.34	0.25 (0.50)*	0.04	0.63	(0.01)	0.62
Existing Fund: • DWS Money Market VIP, Class B	0.39	0.25	0.17	0.81	N/A	0.81
Replacement Fund: • T. Rowe Price Small Cap Growth Portfolio, Class A	0.51	N/A	0.07	0.58	(0.01)	0.57
• T. Rowe Price Small Cap Growth Portfolio, Class B	0.51	0.25 (0.50)*	0.07	0.83	(0.01)	0.82
Existing Fund: • DWS Small Cap Growth VIP, Class A	0.65	N/A	0.08	0.73	(0.01)	0.72
• DWS Small Cap Growth VIP, Class B	0.65	0.25	0.22	1.12	(0.03)	1.09
Replacement Fund: • Pioneer Strategic Income Portfolio, Class E	0.70	0.15 (0.25)*	0.12	0.97	N/A	0.97
Existing Fund: • DWS Strategic Income VIP, Class B	0.65	0.25	0.34	1.24	N/A	1.24
Replacement Fund: • BlackRock Large Cap Value Portfolio, Class B	0.70	0.25 (0.50)*	0.11	1.06	N/A	1.06
Existing Fund: • DWS Dreman High Return Equity VIP, Class B	0.73	0.25	0.13	1.11	N/A	1.11
Replacement Fund: • Davis Venture Value Portfolio, Class B	0.71	0.25 (0.50)*	0.04	1.00	N/A	1.00
Existing Fund: • DWS Davis Venture Value VIP, Class B	0.94	0.25	0.21	1.40	(0.14)	1.26
Replacement Fund: • Turner Mid-Cap Growth Portfolio, Class B	0.80	0.25 (0.50)*	0.08	1.13	N/A	1.13
Existing Fund: • DWS Turner Mid Cap Growth VIP, Class B	0.80	0.25	0.32	1.37	N/A	1.37
Replacement Fund: • MFS Value Portfolio, Class E	0.73	0.15 (0.25)*	0.23	1.11	N/A	1.11
Existing Fund: • DWS Large Cap Value VIP, Class B	0.74	0.25	0.21	1.20	N/A	1.20

*Trustees can increase 12b-1 fee to this amount without stockholder approval.

13. MetLife Advisers, LLC or Met Investors Advisory, LLC is the adviser of each of the Replacement Funds. Each Replacement Fund currently offers up to five classes of shares, three of which, Class A, Class B and Class E are involved in the substitutions. No Rule 12b-1 Plan has been adopted for any Replacement Fund's Class A shares. Each Replacement Fund's Class B

shares and Class E shares have adopted a Rule 12b-1 distribution plan whereby up to 0.50% and 0.25% of a Fund's assets attributable to its Class B shares and Class E shares, respectively, may be used to finance the distribution of the Fund's shares. Currently, payments under the plan are limited to 0.25% for Class B shares and 0.15% for Class E shares. The Boards of Trustees/Directors of each of MIST and Met Series Fund may increase payments under its plans to the full amount without shareholder approval.

14. Met Investors Advisory, LLC has entered into an agreement with MIST whereby, for the period ended April 30, 2008, and any subsequent year in which the agreement is in effect, the total annual operating expenses of the following Replacement Funds (excluding interest, taxes, brokerage commissions and Rule 12b-1 fees) will not exceed the amounts stated. These expense caps may be extended by the investment adviser from year to year:

Third Avenue Small Cap Value Portfolio	0.95%
Neuberger Berman Real Estate Portfolio	0.90%
MFS Research International Portfolio	1.00%
T. Rowe Price Mid-Cap Growth Portfolio	0.90%
BlackRock High Yield Portfolio	0.95%
Pioneer Strategic Income Portfolio	1.25%
Turner Mid Cap Growth Portfolio	0.95%
Loomis Sayles Global Markets Portfolio	0.90%
MFS Emerging Markets Equity Portfolio	1.30%
PIMCO Inflation Protected Bond Portfolio	0.65%
MFS Value Portfolio	1.00%
Met/Aim Capital Appreciation Portfolio	1.25%

15. There is no expense limitation agreement or contractual waiver agreement with respect to Lord Abbett Growth and Income Portfolio, Lord Abbett Mid-Cap Value Portfolio, MFS Total Return Portfolio, Oppenheimer Global Equity Portfolio, BlackRock Bond Income Portfolio, FI Value Leaders Portfolio, T. Rowe Price Small Cap Growth Portfolio, BlackRock Diversified Portfolio, BlackRock Large Cap Value Portfolio, Davis Venture Value Portfolio, Neuberger Berman Mid Cap Portfolio, or Capital Guardian U.S. Equity Portfolio.

16. The Applicants believe the substitutions will provide significant benefits to Contract owners, including improved selection of portfolio managers and simplification of fund offerings through the elimination of overlapping offerings. Based on generally better performance records and generally lower total expenses of the Replacement Funds, the Substitution Applicants believe that the sub-advisers to the Replacement Funds overall are better positioned to provide consistent above-average performance for their Funds than are the advisers or sub-advisers of the Existing Funds. At the same time, Contract owners will continue to be able to select among a large number of funds, with a full range of investment objectives, investment strategies, and managers. As a result of the substitutions, the number of investment options under each Contract will not materially decrease. With respect to Contracts with thirty-one or less current investment options, such number of investment options will not change as a result of the substitutions.

17. Applicants argue that many of the Existing Funds are smaller than their respective Replacement Funds. As a result, various costs such as legal, accounting, printing and trustee fees are spread over a larger base with each Contract owner bearing a smaller portion of the cost than would be the case if the Replacement Fund were smaller in size.

18. Those substitutions which replace outside funds with funds for which either Met Investors Advisory, LLC or MetLife Advisers, LLC acts as investment adviser will permit each adviser, under the Multi-Manager Order [IC-22824 (1997) and IC-23859 (1999)], to hire, monitor and replace sub-advisers as necessary to seek optimal performance.

19. Contract owners with sub-account balances invested in shares of the Replacement Funds will, except as follows, have the same or lower total expense ratios taking into account fund expenses (including Rule 12b-1 fees, if any) and current fee waivers. In the following substitutions, the total operating expense ratios of the Replacement Funds are higher: Dreyfus

Stock Index Fund/MetLife Stock Index Portfolio – total expenses of Class A shares are 0.02% higher than those of Dreyfus Stock Index Fund; and DWS High Income VIP/BlackRock High Yield Portfolio – total expenses of Class B shares are 0.07% higher than those of DWS High Income VIP Equity Fund.

20. In the following substitutions, the management fee and applicable Rule 12b-1 fee, if any, of the Replacement Fund are higher than those of the respective Existing Fund: Dreyfus Stock Index Fund/MetLife Stock Index Portfolio- management fee is .005% higher; Lord Abbett Series Fund Mid-Cap Value Portfolio/Lord Abbett Mid-Cap Value Portfolio – management fee and 12b-1 fee are 0.19% higher; Lord Abbett Series Fund Growth and Income Portfolio/Lord Abbett Growth and Income Portfolio – management fee and 12b-1 fee are 0.27% higher; Templeton Global Asset Allocation Fund/Loomis Sayles Global Markets Portfolio – management fee is 0.07% higher; AIM V.I. Capital Appreciation Fund/Met/AIM Capital Appreciation Portfolio – management fee and 12b-1 fee for Class A and Class E shares of Met/AIM Capital Appreciation Portfolio are 0.16% and 0.06% higher, respectively, than those of Series I and II shares of AIM V. I. Capital Appreciation Fund; AIM V.I. Core Equity Fund/Capital Guardian U.S. Equity Portfolio – management fee for Class A and Class B shares is 0.05% higher than those of Series I and Series II shares of AIM V.I. Core Equity Fund; PIMCO Real Return Portfolio/PIMCO Inflation Protected Bond Portfolio – management fee and 12b-1 fee are 0.10% higher; DWS Equity 500 Index VIP/MetLife Stock Index Portfolio- management fee is 0.06% higher; DWS Growth & Income VIP/Lord Abbett Growth and Income Portfolio – management fee is 0.02% higher; and DWS High Income VIP/BlackRock High Yield Portfolio – management fee is 0.01% higher.

21. In the following substitutions, at certain management fee breakpoints, the management

fee of the Replacement Fund may be higher than the management fee of the Existing Fund: Putnam VT Small Cap Value Fund/Third Avenue Small Cap Value Portfolio, Putnam VT International Equity Fund/MFS Research International Portfolio, DWS Mid Cap Growth VIP/T. Rowe Price Mid-Cap Growth Portfolio, DWS Blue Chip VIP/FI Value Leaders Portfolio, and DWS Strategic Income VIP/Pioneer Strategic Income Portfolio. A description of the comparative management fees of the Replacement and Existing Funds, at all breakpoints, is set forth in the application.

22. The Substitution Applicants propose to limit Contract charges attributable to Contract value invested in the Replacement Funds following the proposed substitutions to a rate that would offset the difference in the expense ratio between each Existing Fund's net expense ratio and the net expense ratio for the respective Replacement Fund.

23. Except for 2 of the 39 funds involved in the substitutions, the substitutions will result in the same or decreased net expense ratios (ranging from 3 basis points to 46 basis points). Moreover, there will be no increase in Contract fees and expenses, including mortality and expense risk fees and administration and distribution fees charged to the Separate Accounts as a result of the substitutions. The Substitution Applicants believe that the Replacement Funds have investment objectives, policies and risk profiles that are either substantially the same as, or sufficiently similar to, the corresponding Existing Funds to make those Replacement Funds appropriate candidates as substitutes.

24. As a result of the substitutions, neither Met Investors Advisory, LLC, MetLife Advisers, LLC nor any of their affiliates will receive increased amounts of compensation from the charges to the Separate Accounts related to the Contracts or from Rule 12b-1 fees or revenue sharing currently received from the investment advisers or distributors of the Existing Funds.

25. The share classes of the Existing Funds and the Replacement Funds are identical with respect to the imposition of Rule 12b-1 fees currently imposed except as follows: Lord Abbett Series Fund Mid-Cap Value Portfolio – Class VC – 0%/Lord Abbett Mid-Cap Value Portfolio – Class B – 0.25%; Lord Abbett Series Fund Growth and Income Portfolio – Class VC – 0%/Lord Abbett Growth and Income Portfolio – Class B – 0.25%; AIM V.I. Capital Appreciation Fund/Met – Series II Shares – 0.25%/AIM Capital Appreciation Portfolio – Class E – 0.15%; PIMCO Real Return Portfolio – Administrative Class – 0.15%/PIMCO Inflation Protected Bond Portfolio – Class A – 0%; DWS Strategic Income VIP – Class B – 0.25%/Pioneer Strategic Income Portfolio – Class E – 0.15%; and DWS Large Cap Value VIP – Class B – 0.25%/MFS Value Portfolio – Class E – 0.15%.

26. While each Replacement Fund's Class B and Class E Rule 12b-1 fees can be raised to 0.50% and 0.25%, respectively, of net assets by the Replacement Fund's Board of Trustees/Directors without shareholder approval, the 0.25% Rule 12b-1 fees of the Existing Funds' shares cannot be raised by the Existing Fund's Board of Trustees/Directors, without shareholder approval.

27. The distributors of the Existing Funds pay to the Insurance Companies, or their affiliates, any 12b-1 fees associated with the class of shares sold to the Separate Accounts. Similarly, the distributors for MIST and Met Series Fund will receive from the applicable class of shares held by the Separate Accounts Rule 12b-1 fees in the same amount or a lesser amount than the amount paid by the Existing Funds.

28. Met Series Fund and MIST represent that Rule 12b-1 fees of Class B and Class E shares of the Replacement Funds will not be raised above the current rate without approval of a majority in interest of the respective Replacement Funds' shareholders.

29. In addition to any Rule 12b-1 fees, the investment advisers or distributors of the Existing Funds pay the Insurance Companies or one of their affiliates from 10 to 38 basis points for Class A or Class B shares (or their equivalent). Following the substitutions, these payments will not be made on behalf of the Existing Funds. Rather, 25 basis points in Rule 12b-1 fees from the Replacement Funds (with respect to Class B shares), 15 basis points in 12b-1 fees from the Replacement Funds (with respect to Class E shares) and profit distributions to members from the Replacement Funds' advisers, will be available to the Insurance Companies. These profits from investment advisory fees may be more or less than the fees being paid by the Existing Funds.

Applicants' Legal Analysis and Conditions:

1. The Substitution Applicants request that the Commission issue an order pursuant to Section 26(c) of the Act approving the proposed substitutions. Section 26(c) of the Act requires the depositor of a registered unit investment trust holding the securities of a single issuer to obtain Commission approval before substituting the securities held by the trust.
2. Applicants submit that the proposed substitutions appear to involve substitutions of securities within the meaning of Section 26(c) of the Act. The Substitution Applicants, therefore, request an order from the Commission pursuant to Section 26(c) approving the proposed substitutions.
3. Applicants represent that the Contracts reserve to the applicable Insurance Company the right, subject to compliance with applicable law, to substitute shares of another investment company for shares of an investment company held by a sub-account of the Separate Accounts. The prospectuses for the Contracts and the Separate Accounts contain appropriate disclosure of this right.
4. By a supplement to the prospectuses for the Contracts and the Separate Accounts, each

Insurance Company will notify all owners of the Contracts of its intention to take the necessary actions, including seeking the order requested by this Application, to substitute shares of the funds as described herein. The supplement will advise Contract owners that from the date of the supplement until the date of the proposed substitution, owners are permitted to make one transfer of Contract value (or annuity unit exchange) out of the Existing Fund sub-account to one or more other sub-accounts without the transfer (or exchange) being treated as one of a limited number of permitted transfers (or exchanges) or a limited numbers of transfers (or exchanges) permitted without a transfer charge. The supplement also will inform Contract owners that the Insurance Company will not exercise any rights reserved under any Contract to impose additional restrictions on transfers until at least 30 days after the proposed substitutions. The supplement will also advise Contract owners that for at least 30 days following the proposed substitutions, the Insurance Companies will permit Contract owners affected by the substitutions to make one transfer of Contract value (or annuity unit exchange) out of the Replacement Fund sub-account to one or more other sub-accounts without the transfer (or exchange) being treated as one of a limited number of permitted transfers (or exchanges) or a limited number of transfers (or exchanges) permitted without a transfer charge.

5. The proposed substitutions will take place at relative net asset value with no change in the amount of any Contract owner's Contract value, cash value, or death benefit or in the dollar value of his or her investment in the Separate Accounts.

6. The process for accomplishing the transfer of assets from each Existing Fund to its corresponding Replacement Fund will be determined on a case-by-case basis. In most cases, it is expected that the substitutions will be effected by redeeming shares of an Existing Fund for cash and using the cash to purchase shares of the Replacement Fund. In certain other cases, it is

expected that the substitutions will be effected by redeeming the shares of an Existing Fund in-kind; those assets will then be contributed in-kind to the corresponding Replacement Fund to purchase shares of that Fund.

7. Contract owners will not incur any fees or charges as a result of the proposed substitutions, nor will their rights or an Insurance Company's obligations under the Contracts be altered in any way. All expenses incurred in connection with the proposed substitutions, including brokerage, legal, accounting, and other fees and expenses, will be paid by the Insurance Companies. In addition, the proposed substitutions will not impose any tax liability on Contract owners. The proposed substitutions will not cause the Contract fees and charges currently being paid by existing Contract owners to be greater after the proposed substitutions than before the proposed substitutions. No fees will be charged on the transfers made at the time of the proposed substitutions because the proposed substitutions will not be treated as a transfer for the purpose of assessing transfer charges or for determining the number of remaining permissible transfers in a Contract year.

8. In addition to the prospectus supplements distributed to owners of Contracts, within five business days after the proposed substitutions are completed, Contract owners will be sent a written notice informing them that the substitutions were carried out and that they may make one transfer of all Contract value or cash value under a Contract invested in any one of the sub-accounts on the date of the notice to one or more other sub-accounts available under their Contract at no cost and without regard to the usual limit on the frequency of transfers from the variable account options to the fixed account options. The notice will also reiterate that (other than with respect to "market timing" activity) the Insurance Company will not exercise any rights reserved by it under the Contracts to impose additional restrictions on transfers or to

impose any charges on transfers until at least 30 days after the proposed substitutions. The Insurance Companies will also send each Contract owner current prospectuses for the Replacement Funds involved to the extent that they have not previously received a copy.

9. Each Insurance Company also is seeking approval of the proposed substitutions from any state insurance regulators whose approval may be necessary or appropriate.

10. The Substitution Applicants represent that for those who were Contract owners on the date of the proposed substitutions, the Insurance Companies will reimburse, on the last business day of each fiscal period (not to exceed a fiscal quarter) during the twenty-four months following the date of the proposed substitutions, those Contract owners whose subaccount invests in the Replacement Fund such that the sum of the Replacement Fund's operating expenses (taking into account fee waivers and expense reimbursements) and subaccount expenses (asset-based fees and charges deducted on a daily basis from subaccount assets and reflected in the calculation of subaccount unit values) for such period will not exceed, on an annualized basis, the sum of the Existing Fund's operating expenses (taking into account fee waivers and expense reimbursements) and subaccount expenses for fiscal year 2006, except with respect to the Lord Abbett Series Fund Mid-Cap Value Portfolio/Lord Abbett Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth and Income Portfolio/Lord Abbett Growth and Income Portfolio, Templeton Global Asset Allocation Fund/Loomis Sayles Global Markets Portfolio, Aim V.I. Capital Appreciation Fund/Met/AIM Capital Appreciation Portfolio, AIM V.I. Core Equity Fund/Capital Guardian U.S. Equity Portfolio, PIMCO Real Return Portfolio/PIMCO Inflation Protected Bond Portfolio, DWS Growth & Income VIP/Lord Abbett Growth and Income Portfolio, Dreyfus Stock Index Fund/MetLife Stock Index Portfolio, DWS Equity 500 Index VIP/MetLife Stock Index Portfolio, DWS High Income VIP/BlackRock High Yield Portfolio, Putnam VT Small Cap

Value Fund/Third Avenue Small Cap Value Portfolio, Putnam VT International Equity Fund/MFS Research International Portfolio, DWS Mid Cap Growth VIP/T. Rowe Price Mid-Cap Growth Portfolio, DWS Blue Chip VIP/FI Value Leaders Portfolio, and DWS Strategic Income VIP/Pioneer Strategic Income Portfolio.

11. With respect to the Lord Abbett Series Fund Mid-Cap Value Portfolio/Lord Abbett Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth and Income Portfolio/Lord Abbett Growth and Income Portfolio, Templeton Global Asset Allocation Fund/Loomis Sayles Global Markets Portfolio, Aim V.I. Capital Appreciation Fund/Met/AIM Capital Appreciation Portfolio, AIM V.I. Core Equity Fund/Capital Guardian U.S. Equity Portfolio, PIMCO Real Return Portfolio/PIMCO Inflation Protected Bond Portfolio, DWS Growth & Income VIP/Lord Abbett Growth and Income Portfolio, Dreyfus Stock Index Fund/MetLife Stock Index Portfolio, DWS Equity 500 Index VIP/MetLife Stock Index Portfolio, DWS High Income VIP/BlackRock High Yield Portfolio, Putnam VT Small Cap Value Fund/Third Avenue Small Cap Value Portfolio, Putnam VT International Equity Fund/MFS Research International Portfolio, DWS Mid Cap Growth VIP/T. Rowe Price Mid-Cap Growth Portfolio, DWS Blue Chip VIP/FI Value Leaders Portfolio, and DWS Strategic Income VIP/Pioneer Strategic Income Portfolio substitutions, the Substitution Applicants represent that the reimbursement agreement with respect to the Replacement Fund's operating expenses and subaccount expenses, will extend for the life of each Contract outstanding on the date of the proposed substitutions.

12. The Substitution Applicants further agree that, except with respect to the Lord Abbett Series Fund Mid-Cap Value Portfolio/Lord Abbett Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth and Income Portfolio/Lord Abbett Growth and Income Portfolio, Templeton Global Asset Allocation Fund/Loomis Sayles Global Markets Portfolio, Aim V.I. Capital

Appreciation Fund/Met/AIM Capital Appreciation Portfolio, AIM V.I. Core Equity Fund/Capital Guardian U.S. Equity Portfolio, PIMCO Real Return Portfolio/PIMCO Inflation Protected Bond Portfolio, DWS Growth & Income VIP/Lord Abbett Growth and Income Portfolio, Dreyfus Stock Index Fund/MetLife Stock Index Portfolio, DWS Equity 500 Index VIP/MetLife Stock Index Portfolio, DWS High Income VIP/BlackRock High Yield Portfolio, Putnam VT Small Cap Value Fund/Third Avenue Small Cap Value Portfolio, Putnam VT International Equity Fund/MFS Research International Portfolio, DWS Mid Cap Growth VIP/T. Rowe Price Mid-Cap Growth Portfolio, DWS Blue Chip VIP/FI Value Leaders Portfolio, and DWS Strategic Income VIP/Pioneer Strategic Income Portfolio substitutions, the Insurance Companies will not increase total separate account charges (net of any reimbursements or waivers) for any existing owner of the Contracts on the date of the substitutions for a period of two years from the date of the substitutions. With respect to the Lord Abbett Series Fund Mid-Cap Value Portfolio/Lord Abbett Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth and Income Portfolio/Lord Abbett Growth and Income Portfolio, Templeton Global Asset Allocation Fund/Loomis Sayles Global Markets Portfolio, Aim V.I. Capital Appreciation Fund/Met/AIM Capital Appreciation Portfolio, AIM V.I. Core Equity Fund/Capital Guardian U.S. Equity Portfolio, PIMCO Real Return Portfolio/PIMCO Inflation Protected Bond Portfolio, DWS Growth & Income VIP/Lord Abbett Growth and Income Portfolio, Dreyfus Stock Index Fund/MetLife Stock Index Portfolio, DWS Equity 500 Index VIP/MetLife Stock Index Portfolio, DWS High Income VIP/BlackRock High Yield Portfolio, Putnam VT Small Cap Value Fund/Third Avenue Small Cap Value Portfolio, Putnam VT International Equity Fund/MFS Research International Portfolio, DWS Mid Cap Growth VIP/T. Rowe Price Mid-Cap Growth Portfolio, DWS Blue Chip VIP/FI Value Leaders Portfolio, and DWS Strategic Income VIP/Pioneer Strategic Income Portfolio

substitutions, the agreement not to increase the separate account charges will extend for the life of each Contract outstanding on the date of the proposed substitutions.

13. Except with respect to the Lord Abbett Series Fund Mid-Cap Value Portfolio/Lord Abbett Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth and Income Portfolio/Lord Abbett Growth and Income Portfolio, Templeton Global Asset Allocation Fund/Loomis Sayles Global Markets Portfolio, Aim V.I. Capital Appreciation Fund/Met/AIM Capital Appreciation Portfolio, AIM V.I. Core Equity Fund/Capital Guardian U.S. Equity Portfolio, PIMCO Real Return Portfolio/PIMCO Inflation Protected Bond Portfolio, DWS Growth & Income VIP/Lord Abbett Growth and Income Portfolio, Dreyfus Stock Index Fund/MetLife Stock Index Portfolio, DWS Equity 500 Index VIP/MetLife Stock Index Portfolio, DWS High Income VIP/BlackRock High Yield Portfolio, Putnam VT Small Cap Value Fund/Third Avenue Small Cap Value Portfolio, Putnam VT International Equity Fund/MFS Research International Portfolio, DWS Mid Cap Growth VIP/T. Rowe Price Mid-Cap Growth Portfolio, DWS Blue Chip VIP/FI Value Leaders Portfolio, and DWS Strategic Income VIP/Pioneer Strategic Income Portfolio substitutions, the Replacement Fund will have the same or lower management fee and, if applicable, Rule 12b-1 fee compared to the Existing Fund. In the case of Lord Abbett Series Fund Mid-Cap Value Portfolio/Lord Abbett Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth and Income Portfolio/Lord Abbett Growth and Income Portfolio, Templeton Global Asset Allocation Fund/Loomis Sayles Global Markets Portfolio, Aim V.I. Capital Appreciation Fund/Met/AIM Capital Appreciation Portfolio, AIM V.I. Core Equity Fund/Capital Guardian U.S. Equity Portfolio, PIMCO Real Return Portfolio/PIMCO Inflation Protected Bond Portfolio, DWS Growth & Income VIP/Lord Abbett Growth and Income Portfolio, Dreyfus Stock Index Fund/MetLife Stock Index Portfolio, DWS Equity 500 Index VIP/MetLife Stock Index Portfolio,

DWS High Income VIP/BlackRock High Yield Portfolio, Putnam VT Small Cap Value Fund/Third Avenue Small Cap Value Portfolio, Putnam VT International Equity Fund/MFS Research International Portfolio, DWS Mid Cap Growth VIP/T. Rowe Price Mid-Cap Growth Portfolio, DWS Blue Chip VIP/FI Value Leaders Portfolio, and DWS Strategic Income VIP/Pioneer Strategic Income Portfolio substitutions, for affected Contract owners, the Replacement Fund's net expenses will not, for the life of the Contracts, exceed the 2006 net expenses of the Existing Fund. In addition, Contract owners with balances invested in the Replacement Fund will have, taking into effect any applicable expense waivers, a lower expense ratio in many cases and, for the others, a similar expense ratio. However, the Substitution Applicants agree that, except with respect to the Lord Abbett Series Fund Mid-Cap Value Portfolio/Lord Abbett Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth and Income Portfolio/Lord Abbett Growth and Income Portfolio, Templeton Global Asset Allocation Fund/Loomis Sayles Global Markets Portfolio, Aim V.I. Capital Appreciation Fund/Met/AIM Capital Appreciation Portfolio, AIM V.I. Core Equity Fund/Capital Guardian U.S. Equity Portfolio, PIMCO Real Return Portfolio/PIMCO Inflation Protected Bond Portfolio, DWS Growth & Income VIP/Lord Abbett Growth and Income Portfolio, Dreyfus Stock Index Fund/MetLife Stock Index Portfolio, DWS Equity 500 Index VIP/MetLife Stock Index Portfolio, DWS High Income VIP/BlackRock High Yield Portfolio, Putnam VT Small Cap Value Fund/Third Avenue Small Cap Value Portfolio, Putnam VT International Equity Fund/MFS Research International Portfolio, DWS Mid Cap Growth VIP/T. Rowe Price Mid-Cap Growth Portfolio, DWS Blue Chip VIP/FI Value Leaders Portfolio, and DWS Strategic Income VIP/Pioneer Strategic Income Portfolio substitutions, the Insurance Companies will not increase total separate account charges (net of any reimbursements or waivers) for any existing owner of

the Contracts on the date of the substitutions for a period of two years from the date of the substitutions. With respect to the Lord Abbett Series Fund Mid-Cap Value Portfolio/Lord Abbett Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth and Income Portfolio/Lord Abbett Growth and Income Portfolio, Templeton Global Asset Allocation Fund/Loomis Sayles Global Markets Portfolio, Aim V.I. Capital Appreciation Fund/Met/AIM Capital Appreciation Portfolio, AIM V.I. Core Equity Fund/Capital Guardian U.S. Equity Portfolio, PIMCO Real Return Portfolio/PIMCO Inflation Protected Bond Portfolio, DWS Growth & Income VIP/Lord Abbett Growth and Income Portfolio, Dreyfus Stock Index Fund/MetLife Stock Index Portfolio, DWS Equity 500 Index VIP/MetLife Stock Index Portfolio, DWS High Income VIP/BlackRock High Yield Portfolio, Putnam VT Small Cap Value Fund/Third Avenue Small Cap Value Portfolio, Putnam VT International Equity Fund/MFS Research International Portfolio, DWS Mid Cap Growth VIP/T. Rowe Price Mid-Cap Growth Portfolio, DWS Blue Chip VIP/FI Value Leaders Portfolio, and DWS Strategic Income VIP/Pioneer Strategic Income Portfolio substitutions, the agreement not to increase that separate account charges will extend for the life of each Contract outstanding on the date of the proposed substitutions.

14. Applicants state that the proposed Replacement Fund for each Existing Fund has an investment objective that is at least substantially similar to that of the Existing Fund. Moreover, the principal investment policies of the Replacement Funds are similar to those of the corresponding Existing Funds. In addition, the following Existing Funds are not being offered for new sales, but only are available as investment options under Contracts previously or currently offered by the Insurance Companies or, if available, are available only for additional contributions and/or transfers from other investment options under Contracts not currently offered: Lord Abbett Series Fund Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth

and Income Portfolio, Delaware VIP REIT Series, Global Value Equity Portfolio, U.S. Mid-Cap Value Portfolio, Emerging Markets Equity Portfolio, DWS Equity 500 Index VIP, DWS RREEF Real Estate Securities VIP, DWS Bond VIP, DWS International VIP, DWS Mid Cap Growth VIP, DWS Money Market VIP, DWS Small Cap Growth VIP, DWS Strategic Income VIP, DWS Balanced VIP, DWS Dreman High Return Equity VIP, DWS Davis Venture Value VIP, DWS Janus Growth & Income VIP, DWS Turner Mid Cap Growth VIP and DWS Large Cap Value VIP.

15. The Substitution Applicants submit there is little likelihood that significant additional assets, if any, will be allocated to the Existing Funds and, therefore, because of the cost of maintaining such Funds as investment options under the Contracts, it is in the interest of shareholders to substitute the applicable Replacement Funds which are currently being offered as investment options by the Insurance Companies.

16. In each case, the applicable Insurance Companies believe that it is in the best interests of the Contract owners to substitute the Replacement Fund for the Existing Fund. The Insurance Companies believe that the new sub-adviser will, over the long term, be positioned to provide at least comparable performance to that of the Existing Fund's sub-adviser.

17. The Substitution Applicants believe that most of the assets of the Existing Funds belong to owners of variable annuity and variable life insurance contracts issued by insurance companies unaffiliated with MetLife. As such, Contract owners and future owners of contracts issued by affiliated insurance companies of MetLife cannot expect to command a majority voting position in any of the Existing Funds in the event that they, as a group, desire that an Existing Fund move in a direction different from that generally desired by owners of non-MetLife affiliated contracts.

18. In addition to the foregoing, the Substitution Applicants submit that in every proposed substitution except for those substitutions where expense offsets will be applied to Contract owners at the separate account level, the management fee and current 12b-1 fee of the Replacement Funds as well as the management fee and maximum 12b-1 fee, will be the same as, or lower than, those of the Existing Funds. Total operating expenses of the Replacement Funds will be similar to, or lower than those of the Existing Funds.

19. The Substitution Applicants anticipate that Contract owners will be better off with the array of sub-accounts offered after the proposed substitutions than they have been with the array of sub-accounts offered prior to the substitutions. The proposed substitutions retain for Contract owners the investment flexibility which is a central feature of the Contracts. If the proposed substitutions are carried out, all Contract owners will be permitted to allocate purchase payments and transfer Contract values and cash values between and among approximately the same number of sub-accounts as they could before the proposed substitutions.

20. Applicants believe none of the proposed substitutions is of the type that Section 26(c) was designed to prevent. Unlike traditional unit investment trusts where a depositor could only substitute an investment security in a manner which permanently affected all the investors in the trust, the Contracts provide each Contract owner with the right to exercise his or her own judgment and transfer Contract or cash values into other sub-accounts. Moreover, the Contracts will offer Contract owners the opportunity to transfer amounts out of the affected sub-accounts into any of the remaining sub-accounts without cost or other disadvantage. The proposed substitutions, therefore, will not result in the type of costly forced redemption which Section 26(c) was designed to prevent.

21. The proposed substitutions also are unlike the type of substitution which Section 26(c)

was designed to prevent in that by purchasing a Contract, Contract owners select much more than a particular investment company in which to invest their account values. They also select the specific type of insurance coverage offered by an Insurance Company under their Contract as well as numerous other rights and privileges set forth in the Contract. Contract owners may also have considered each Insurance Company's size, financial condition, relationship with MetLife, and its reputation for service in selecting their Contract. These factors will not change as a result of the proposed substitutions.

22. The Substitution Applicants request an order of the Commission pursuant to Section 26(c) of the Act approving the proposed substitutions by the Insurance Companies.

23. The Section 17 Applicants request an order under Section 17(b) exempting them from the provisions of Section 17(a) to the extent necessary to permit the Insurance Companies to carry out each of the proposed substitutions.

24. Section 17(a)(1) of the Act, in relevant part, prohibits any affiliated person of a registered investment company, or any affiliated person of such person, acting as principal, from knowingly selling any security or other property to that company. Section 17(a)(2) of the Act generally prohibits the persons acting as principals, from knowingly purchasing any security or other property from the registered company.

25. Because shares held by a separate account of an insurance company are legally owned by the insurance company, the Insurance Companies and their affiliates collectively own of record substantially all of the shares of MIST and Met Series Fund. Therefore, MIST and Met Series Fund and their respective funds are arguably under the control of the Insurance Companies notwithstanding the fact that Contract owners may be considered the beneficial owners of those shares held in the Separate Accounts. If MIST and Met Series Fund and their respective funds

are under the control of the Insurance Companies, then each Insurance Company is an affiliated person or an affiliated person of an affiliated person of MIST and Met Series Fund and their respective funds. If MIST and Met Series Fund and their respective funds are under the control of the Insurance Companies, then MIST and Met Series Fund and their respective funds are affiliated persons of the Insurance Companies.

26. Regardless of whether or not the Insurance Companies can be considered to control MIST and Met Series Fund and their respective funds, because the Insurance Companies own of record more than 5% of the shares of each of them and are under common control with each Replacement Fund's investment adviser, the Insurance Companies are affiliated persons of both MIST and Met Series Fund and their respective funds. Likewise, their respective funds are each an affiliated person of the Insurance Companies.

27 The Insurance Companies, through their separate accounts in the aggregate own more than 5% of the outstanding shares of the following Existing Funds: Dreyfus Stock Index Fund, VIP Asset Manager Portfolio, Lord Abbett Series Fund Mid-Cap Value Portfolio, Lord Abbett Series Fund Growth and Income Portfolio, Global Value Equity Portfolio, U.S. Mid-Cap Value Portfolio, Putnam VT Small Cap Value Fund, Templeton Global Asset Allocation Fund, Putnam VT International Equity Fund, Credit Suisse Emerging Markets Portfolio, AIM V.I. Capital Appreciation Fund, PIMCO Real Return Portfolio, DWS Small Cap Index VIP, DWS RREEF Real Estate Securities VIP, DWS International Select Equity VIP, DWS Money Market VIP, DWS Strategic Income VIP, DWS David Venture Value VIP. Therefore, each Insurance Company is an affiliated person of those funds.

28. Because the substitutions may be effected, in whole or in part, by means of in-kind redemptions and purchases, the substitutions may be deemed to involve one or more purchases

or sales of securities or property between affiliated persons. The proposed transactions may involve a transfer of portfolio securities by the Existing Funds to the Insurance Companies; immediately thereafter, the Insurance Companies would purchase shares of the Replacement Funds with the portfolio securities received from the Existing Funds. Accordingly, as the Insurance Companies and certain of the Existing Funds listed above, and the Insurance Companies and the Replacement Funds, could be viewed as affiliated persons of one another under Section 2(a)(3) of the Act, it is conceivable that this aspect of the substitutions could be viewed as being prohibited by Section 17(a). The Section 17 Applicants are not seeking relief with respect to transactions with the Existing Funds where Section 17(a) does not apply. However, the Section 17 Applicants have determined to seek relief from Section 17(a) in the context of this Application for the in-kind purchases and sales of the Replacement Fund shares.

29. Section 17(b) of the Act provides that the Commission may, upon application, grant an order exempting any transaction from the prohibitions of Section 17(a) if the evidence establishes that: (i) the terms of the proposed transaction, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned; (ii) the proposed transaction is consistent with the policy of each registered investment company concerned, as recited in its registration statement and records filed under the Act; and (iii) the proposed transaction is consistent with the general purposes of the Act.

30. The Section 17 Applicants submit that for all the reasons stated above the terms of the proposed in-kind purchases of shares of the Replacement Funds by the Insurance Companies, including the consideration to be paid and received are reasonable and fair and do not involve overreaching on the part of any person concerned. The Section 17 Applicants also submit that the proposed in-kind purchases by the Insurance Companies are consistent with the policies of:

MIST and of its Lord Abbett Growth and Income, Neuberger Berman Real Estate, Third Avenue Small Cap Value, Lord Abbett Mid-Cap Value, MFS Research International, T. Rowe Price Mid-Cap Growth, BlackRock High Yield, Pioneer Strategic Income, Turner Mid Cap Growth, Loomis Sayles Global Markets, MFS Emerging Markets Equity, Met/AIM Capital Appreciation, PIMCO Inflation Protected Bond and MFS Value Portfolios; and Met Series Fund and of its T. Rowe Price Large Cap Growth, MFS Total Return, Oppenheimer Global Equity, BlackRock Money Market, MetLife Stock Index, Russell 2000 Index, BlackRock Bond Income, FI Value Leaders, T. Rowe Price Small Cap Growth, BlackRock Diversified, BlackRock Large Cap Value, Neuberger Berman Mid Cap and Capital Guardian U.S. Equity Portfolios, as recited in the current registration statements and reports filed by each under the Act. Finally, the Section 17 Applicants submit that the proposed substitutions are consistent with the general purposes of the Act.

31. To the extent that the in-kind purchases by the Insurance Company of the Replacement Funds' shares are deemed to involve principal transactions among affiliated persons, the procedures described below should be sufficient to assure that the terms of the proposed transactions are reasonable and fair to all participants. The Section 17 Applicants maintain that the terms of the proposed in-kind purchase transactions, including the consideration to be paid and received by each fund involved, are reasonable, fair and do not involve overreaching principally because the transactions will conform with all but one of the conditions enumerated in Rule 17a-7. The proposed transactions will take place at relative net asset value in conformity with the requirements of Section 22(c) of the Act and Rule 22c-1 thereunder with no change in the amount of any Contract owner's contract value or death benefit or in the dollar value of his or her investment in any of the Separate Accounts. Contract owners will not suffer any adverse tax

consequences as a result of the substitutions. The fees and charges under the Contracts will not increase because of the substitutions. Even though the Separate Accounts, the Insurance Companies, MIST and Met Series Fund may not rely on Rule 17a-7, the Section 17 Applicants believe that the Rule's conditions outline the type of safeguards that result in transactions that are fair and reasonable to registered investment company participants and preclude overreaching in connection with an investment company by its affiliated persons.

32. The boards of MIST and Met Series Fund have adopted procedures, as required by paragraph (e)(1) of Rule 17a-7, pursuant to which the series of each may purchase and sell securities to and from their affiliates. The Section 17 Applicants will carry out the proposed Insurance Company in-kind purchases in conformity with all of the conditions of Rule 17a-7 and each series' procedures thereunder, except that the consideration paid for the securities being purchased or sold may not be entirely cash. Nevertheless, the circumstances surrounding the proposed substitutions will be such as to offer the same degree of protection to each Replacement Fund from overreaching that Rule 17a-7 provides to them generally in connection with their purchase and sale of securities under that Rule in the ordinary course of their business. In particular, the Insurance Companies (or any of their affiliates) cannot effect the proposed transactions at a price that is disadvantageous to any of the Replacement Funds. Although the transactions may not be entirely for cash, each will be effected based upon (1) the independent market price of the portfolio securities valued as specified in paragraph (b) of Rule 17a-7, and (2) the net asset value per share of each fund involved valued in accordance with the procedures disclosed in its respective Investment Company's registration statement and as required by Rule 22c-1 under the Act. No brokerage commission, fee, or other remuneration will be paid to any party in connection with the proposed in kind purchase transactions.

33. The sale of shares of Replacement Funds for investment securities, as contemplated by the proposed Insurance Company in-kind purchases, is consistent with the investment policy and restrictions of the Investment Companies and the Replacement Funds because (1) the shares are sold at their net asset value, and (2) the portfolio securities are of the type and quality that the Replacement Funds would each have acquired with the proceeds from share sales had the shares been sold for cash. To assure that the second of these conditions is met, Met Investors Advisory LLC, MetLife Advisers, LLC and the sub-adviser, as applicable, will examine the portfolio securities being offered to each Replacement Fund and accept only those securities as consideration for shares that it would have acquired for each such fund in a cash transaction.

34. The Section 17 Applicants submit that the proposed Insurance Company in-kind purchases are consistent with the general purposes of the Act as stated in the Findings and Declaration of Policy in Section 1 of the Act and that the proposed transactions do not present any of the conditions or abuses that the Act was designed to prevent.

35. The Section 17 Applicants represent that the proposed in-kind purchases meet all of the requirements of Section 17(b) of the Act request that the Commission issue an order pursuant to Section 17(b) of the Act exempting the Separate Accounts, the Insurance Companies, MIST, Met Series Fund and each Replacement Fund from the provisions of Section 17(a) of the Act to the extent necessary to permit the Insurance Companies on behalf of the Separate Accounts to carry out, as part of the substitutions, the in-kind purchase of shares of the Replacement Funds which may be deemed to be prohibited by Section 17(a) of the Act.

Conclusion:

Applicants assert that for the reasons summarized above the proposed substitutions and

related transactions meet the standards of Section 26(c) of the Act and are consistent with the standards of Section 17(b) of the Act and that the requested orders should be granted.

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

Florence E. Harmon
Deputy Secretary