

RESTRUCTURING of MetLife Companies

MetLife



IMPORTANT NOTICE REGARDING SALES OF METLIFE LIFE, ANNUITY, AND INDIVIDUAL DISABILITY PRODUCTS ON WEEKEND OF NOVEMBER 14-17, 2014

MetLife will be merging three of its U.S. life insurance companies and one of its offshore reinsurers, effective Friday, November 14, 2014, subject to regulatory approval. However, the registration statements for the variable insurance products impacted by the mergers will not be declared effective by the SEC staff until Monday, November 17, 2014. For this reason and due to the administrative and systems updates required to support the mergers, **we are requesting that you suspend the solicitation of sales of all fixed and variable life and annuity and individual disability products issued by MetLife companies during the weekend of November 14 – 17, 2014.** This includes the use of illustrations and other marketing material, from the close of business on Friday, November 14, 2014 (5:30 pm EST) until 9:00 am EST on Monday, November 17, 2014. The systems used to generate illustrations, marketing material, forms, as well as websites, will not be available during this period.

Starting November 17, 2014, please discard all applications, New Business and Post Issue forms with the name of MetLife Investors USA Insurance Company or MetLife Insurance Company of Connecticut, and instead use applications, New Business and Post Issue forms with the new name of the surviving company (MetLife Insurance Company USA).

The result of the mergers planned for November 14, 2014 will be a larger and stronger insurance company to partner with you in providing solutions for your clients' annuity and life insurance needs. We appreciate your cooperation during this weekend transition, and look forward to a strong finish to 2014 and a solid beginning to 2015.

RESTRUCTURING of MetLife Companies

MetLife



Effective November 14, 2014, MetLife will merge three of its U.S. life insurance companies and one of its offshore reinsurers to create one U.S. life insurance company. Specifically, MetLife Investors USA Insurance Company (MLI USA), MetLife Investors Insurance Company (MLI), and Exeter Reassurance Company Limited will become part of MetLife Insurance Company of Connecticut (MICC). This entity will be renamed MetLife Insurance Company USA and will be domiciled in the state of Delaware, all of which is subject to regulatory approval.

Please see below for important information regarding the November company mergers.

Applications, New Business and Post Issue Forms

- Paper applications, New Business and Post Issue forms
 - Paper applications, New Business and Post Issue forms will not be available from the close of business on Friday, November 14, 2014 (5:30 pm EST) until the start of business on Monday, November 17, 2014 when the new company name, MetLife Insurance Company USA will be in effect. Please discard all applications, New Business and Post Issue forms prior to November 15, 2014.
 - MetLife Investors USA Insurance Company and MetLife Insurance Company of Connecticut applications with an Application Signed Date of November 15, 2014 or November 16, 2014 will be **rejected**.
 - Transition rules will be implemented for paper applications, New Business and Post Issue forms.
[Click here for transition rules.](#)
 - Financial Advisors that submit MetLife Investors USA Insurance Company and MetLife Insurance Company of Connecticut paper applications from November 17, 2014 through December 31, 2014 will be **required** to forward a letter provided by MetLife to impacted clients. This letter will explain the merger activities and confirm the new insurance company name listed on their contract. For tracking

FOR BROKER DEALER USE ONLY. NOT FOR PUBLIC DISTRIBUTION.

purposes, a copy of this letter must also be sent to MetLife Operations.

Marketing

- Marketing materials will not be available on MetLife Investors from the close of business on Friday, November 14, 2014 (5:30 pm EST) until the start of business on Monday, November 17, 2014 when the new company name, MetLife Insurance Company USA will be in effect.
- Marketing material and product kits will not be available to order from Wednesday, November 12, 2014 until the start of business on Monday, November 17, 2014.
- Please be sure to discard any impacted marketing materials received prior to November 15, 2014.

Websites

- Metlifeinvestors.com as well as impacted sections and pages of Metlife.com will not be available from the close of business on Friday, November 14, 2014 (5:30 pm EST) until the start of business on Monday, November 17, 2014 when the new company name, MetLife Insurance Company USA will be in effect.

Illustrations

- All New Business web-based illustrations will not be available from the close of business on Friday, November 14, 2014 (5:00 pm EST) until the start of business on Monday, November 17, 2014 when the new company name, MetLife Insurance Company USA will be in effect.
- All desktop Illustrations, both New Business and In-Force should not be used from the close of business on Friday, November 14, 2014 (5:00 pm EST) until the start of business on Monday, November 17, 2014.
- Users of the following Desktop systems - METWINS, MetLife Solutions or Winflex -- will need to accept the update prior to running illustrations on Monday, November 17th in order to remain compliant with all legal guidelines. If the update is not completed, these illustrations will not be accepted with applications.

Appointments

- All MetLife Investors Insurance Company and MetLife Investors USA Insurance Company financial advisor appointments will be transferred as of November 14, 2014 and a new appointment to MetLife Insurance Company USA will be added. All existing MetLife Insurance Company of Connecticut

appointments will automatically be renamed to MetLife Insurance Company USA.

- All financial advisors who are currently appointed under MetLife Investors Insurance Company and MetLife Investors USA Insurance Company will receive a reappointment letter.
- No affirmative action is required.

Client Impact

- All impacted in-force clients will be notified between November 17, 2014 and December 31, 2014 that the company which issued their existing policy has been combined with other MetLife companies, the name of the surviving company has been changed to MetLife Insurance Company USA and the surviving company has been re-domesticated to Delaware. Variable contract holders will also receive a prospectus supplement.
[Click here](#) for a sample of the cover letter.
- MetLife Insurance Company USA prospectuses will be mailed to clients with contracts issued from November 17, 2014 through December 31, 2014.
- [Click here](#) for the client endorsements.

For more information, contact us today.



Eric Steigerwalt
Executive Vice President
U.S. Retail

Frequently Asked Questions:

1. Why is MetLife merging three of its U.S. life insurance companies and one of its offshore reinsurers effective November 14, 2014?

As part of a restructuring process aimed at simplifying and streamlining MetLife's corporate structure, subject to regulatory approval, MetLife will be merging three of its U.S. insurance company subsidiaries and one of its offshore reinsurers. The surviving company will be re-named "MetLife Insurance Company USA," and domiciled in the state of Delaware. The decision was made as part of MetLife's larger effort to de-risk our variable annuity business, and the new structure will provide greater transparency to investors and regulators.

2. What will customers receive in the mailings regarding the restructuring of MetLife companies?

All impacted in-force clients will be notified between November 17, 2014 and December 31, 2014 that the company which issued their existing policy has been merged with other MetLife companies, the name of the surviving company has been changed to MetLife Insurance Company USA and the surviving company has been re-domesticated to Delaware. Policyholders will receive a policy endorsement, while variable contract holders will also receive a prospectus supplement.

3. Does the client need to take any action?

No. All terms, conditions or benefits of their policy, contract, agreement, certificate or retained asset account remain unchanged.

4. Will the terms of any existing insurance policy, contract, certificate, agreement, or retained asset account be changed?

No. All terms, conditions or benefits of their policy, contract, certificate, agreement, or retained asset account remain unchanged.

5. Will the restructuring affect financial advisor compensation?

No, there will be no disruption to financial advisor compensation.

6. Do financial advisors need to do anything to become licensed and appointed with the new company?

No. Financial advisors can continue to sell or service existing customers. All impacted financial advisors will be appointed with MetLife Insurance Company USA effective on November 17, 2014, after which they will receive reappointment letters.

7. What should I do with outdated applications, forms, and marketing materials?

You should discard any impacted materials with references to the old company names and start using new, updated materials on November 17, 2014.

8. What happens if a client signs an application after November 14 on a MetLife Investors USA Insurance Company or MetLife Insurance Company of Connecticut application?

An application signed on November 15 or November 16, 2014 will be rejected. An old application received on or after November 17, 2014 will be accepted until December 31, 2014. Financial Advisors that submit MetLife Investors USA Insurance Company and MetLife Insurance Company of Connecticut paper applications from November 17, 2014 through December 31, 2014 will be **required** to forward a letter provided by MetLife to impacted clients.

9. Will you accept an illustration with an old company name that was dated prior to November 14, 2014 with an application taken on the new insurance company name on or after November 17, 2014?

Yes.

10. How are First MetLife Investors Insurance Company and Metropolitan Life Insurance Company impacted by this merger?

While these companies are not directly impacted by the company mergers, applications, illustrations, marketing materials, and certain websites will not be available from the close of business on Friday, November 14, 2014 (5:30 pm EST) until the start of business on Monday, November 17, 2014.

11. Will the financial advisor be required to retake their completed NAIC product training?

No. NAIC product training will not be impacted.