

securities * * *.” For all the reasons stated in Sections V.B. and VI of the Application, the abuses described in Sections I(b)(2) and (3) of the Act will not occur in connection with the proposed in-kind purchases.

15. The Section 17 Applicants note that the Commission has previously granted exemptions from Section 17(a) in circumstances substantially similar in all material respects to those presented in this Application to applicants affiliated with an open-end management investment company that proposed to purchase shares issued by the company with investment securities of the type that the company might otherwise have purchased for its portfolio. In these cases, the Commission issued an order pursuant to Section 17(b) of the Act where the expense of liquidating such investment securities and using the cash proceeds to purchase shares of the investment company would have reduced the value of investors’ ultimate investment in such shares.

Conclusion

For the reasons and upon the facts set forth above, the Applicants and the Section 17 Applicants believe that the requested order meets the standards set forth in Section 26(c) and Section 17(b), respectively, and should, therefore, be granted.

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

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E8-5100 Filed 3-13-08; 8:45 am]

BILLING CODE 8011-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-28190; File No. 812-13439]

MetLife Insurance Company of Connecticut, et al.

March 10, 2008.

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

ACTION: Notice of application for an order pursuant to Section 26(c) of the Investment Company Act of 1940 (the “Act”) approving certain substitutions of securities 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 CPPVUL I (“Separate Account CPPVUL I”), 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 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”), MetLife Investors Variable Life Account Eight (“VL Account Eight”), 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 E (“Separate Account E”), Metropolitan Life Separate Account F (“Separate Account F”), Metropolitan Life Separate Account DCVL (“Separate Account DCVL”), 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”), Metropolitan Life Separate Account 18S (formerly Security Equity Separate Account 18) (“Separate Account 18S”), Metropolitan Life Separate Account 13S (formerly Security Equity Separate Account 13) (“Separate Account 13S”), Metropolitan Life Separate Account 37S (formerly Security Equity Separate Account 37) (“Separate Account 37S”), Security Equity Separate Account Twenty Six (“SE Separate Account Twenty Six”), The New England Variable Account (“NEVA”), New England Life Insurance Company (“New England”), New England Variable Life Separate Account (“NEVL Separate Account”), 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 Investors, First MetLife Investors, MetLife Investors USA, MetLife, New England and General American, the “Insurance Companies”), General American Separate Account Two (“GA Separate Account Two”), General American Separate Account Seven (“GA Separate Account Seven”), General American Separate Account Eleven (“GA Separate Account Eleven”), General American Separate Account Twenty Eight (“GA Separate Account Twenty Eight”), General American Separate Account Thirty-Three (“Separate Account Thirty-Three”), General American Separate Account Fifty-Eight (“GA Separate

Account Fifty-Eight”), General American Separate Account Fifty-Nine (“GA Separate Account Fifty-Nine”) (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 CPPVUL I, Separate Account Five, 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, VL Account Eight, First VA Account One, VL Account One, VL Account Five, Separate Account A, Separate Account E, Separate Account F, Separate Account DCVL, Separate Account UL, Separate Account I, Separate Account II, Separate Account 18S, Separate Account 13S, Separate Account 37S, SE Separate Account Twenty Six, NEVA, NEVL Separate Account, NEVL Separate Account Four, NEVL Separate Account Five, GA Separate Account Two, GA Separate Account Seven, GA Separate Account Eleven, GA Separate Account Twenty Eight, GA Separate Account Thirty-Three, GA Separate Account Fifty-Eight and GA Separate Account Fifty-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 referred to as 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 October 10, 2007, and an amended

and restated application was filed on March 7, 2008.

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 14, 2008, 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 20549–1090. Applicants c/o Paul G. Cellupica, Chief Counsel, MetLife Group, One MetLife Plaza, 27–01 Queens Plaza North, Long Island City, NY 11101.

FOR FURTHER INFORMATION CONTACT: Alison T. White, 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 (formerly, The Travelers Insurance Company) is a stock life insurance company organized in 1863 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 Nine,

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 III, Fund UL, 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, VA Account Five, VL Account One, VL Account Five, First VA Account One, Separate Account A, Separate Account E, Separate Account UL, Separate Account I, Separate Account II, Separate Account 13S, SE Separate Account Twenty Six, NEVA, NEVL Separate Account, GA Separate Account Two, GA Separate Account Eleven, and GA Separate Account Twenty Eight 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 QPN is exempt from registration under the Act. Security interests under the Contracts have been registered under the Securities Act of 1933.

4. Separate Account CCPVUL 1, VL Account Eight, Separate Account DCVL, Separate Account 18S, Separate Account 37S, NEVL Separate Account Four, Separate Account F, NEVL Separate Account Five, GA Separate Account Seven, GA Separate Account Thirty-Three, GA Separate Account Fifty-Eight, and GA Separate Account Fifty-Nine 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.

5. 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.

6. The annuity contracts permit the Insurance Companies to substitute shares of one fund with shares of another, including a fund of a different registered investment company.

7. Each Insurance Company, on its behalf and on behalf of the Separate Accounts, proposes to make certain substitutions of shares of sixteen 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.

8. The proposed substitutions are as follows: shares of MIST’s Lazard Mid-Cap Portfolio for shares of AIM V.I. Mid-Cap Core Equity Portfolio and Dreyfus MidCap Stock Portfolio; shares of Met Series Fund’s Davis Venture Value Portfolio for shares of Dreyfus Appreciation Portfolio; shares of Met Series Fund’s T. Rowe Price Small Cap Growth Portfolio for shares of Dreyfus Developing Leaders Portfolio; shares of MIST’s Oppenheimer Capital Appreciation Portfolio for shares of Fidelity VIP Growth Portfolio; shares of MIST’s MFS Emerging Markets Equity Portfolio for shares of Templeton

Developing Markets Securities Fund; shares of Met Series Fund’s Jennison Growth Portfolio for shares of Van Kampen Strategic Growth Portfolio; shares of MIST’s Van Kampen Mid-Cap Growth Portfolio for shares of Van Kampen UIF Mid Cap Growth Portfolio and Putnam VT Discovery Growth Fund; shares of Met Series Fund’s Western Asset Management U.S. Government Portfolio for shares of AIM V.I. Government Securities Fund and Legg Mason Partners Variable Government Portfolio; shares of Met Series Fund’s T. Rowe Price Large Cap Growth Portfolio for shares of AllianceBernstein VPS Large Cap Growth Portfolio and MFS Emerging

Growth Series; shares of MIST’s MFS Research International Portfolio for shares of Fidelity VIP Overseas Portfolio; shares of Met Series Fund’s Oppenheimer Global Equity Portfolio for shares of Janus Worldwide Growth Portfolio; and shares of MIST’s BlackRock Large-Cap Core Portfolio for shares of MFS Research Series.

9. Following is a summary of the investment objectives and policies of the Existing Funds and their 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 |
|--|--|
| AIM V.I. Mid-Cap Core Equity Fund—seeks long-term capital growth. The Fund normally invests at least 80% of its assets in equity securities, including convertible securities, of mid-capitalization companies. | Lazard Mid-Cap Portfolio—seeks long-term growth of capital. The Portfolio normally invests at least 80% of its net assets in equity securities including convertible securities of undervalued mid-cap companies. |
| Dreyfus MidCap Stock Portfolio—seeks investment results that are greater than the total return performance of publicly traded common stocks of mid-sized domestic companies in the aggregate as represented by the Standard & Poor’s MidCap 400 Index. The Portfolio normally invests at least 80% of its assets in stocks of mid-sized companies. | |
| Dreyfus Appreciation Portfolio—seeks long-term capital growth consistent with the preservation of capital. Current income is a secondary goal. Under normal circumstances, the Portfolio invests at least 80% of its assets in common stocks. | Davis Venture Value Portfolio—seeks growth of capital. Under normal circumstances, the majority of the Portfolio’s assets are primarily invested in equity securities of undervalued companies with market capitalizations of at least \$10 billion. |
| Dreyfus Developing Leaders Portfolio—seeks capital growth. The Portfolio normally invests at least 80% of its assets in the stocks of companies believed to be developing leaders, companies characterized by new or innovative products, services or processes having the potential to enhance earnings or revenue growth. | 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 market capitalization of companies in the MSCI U.S. Small Cap Growth Index. |
| Fidelity VIP Growth Portfolio—seeks capital appreciation. Normally, the Portfolio invests at least 80% of its assets in stocks, primarily common stocks. | Oppenheimer Capital Appreciation Portfolio—seeks capital appreciation. The Portfolio invests mainly in common stocks of growth companies. |
| Templeton Developing Markets Securities Fund—seeks long-term capital appreciation. Normally, the Fund invests at least 80% of its net assets in emerging market investments. | MFS Emerging Markets Equity Portfolio—seeks capital appreciation. The Portfolio normally invests at least 80% of its net assets in equity investments of issuers that are tied economically to emerging market economies. |
| Van Kampen Strategic Growth Portfolio—seeks capital appreciation. Under normal market conditions, the Portfolio invests primarily in common stocks of domestic or foreign companies considered to have higher potential growth rates than may be currently expected in the market. | Jennison Growth Portfolio—seeks long-term growth of capital. The Portfolio normally invests at least 65% of its assets in equity and equity-related securities of U.S. growth companies that exceed \$1 billion in market capitalization and are believed to have strong capital appreciation potential. |
| Van Kampen UIF Mid Cap Growth Portfolio—seeks long-term capital growth by investing primarily in common stocks and other equity securities. | Van Kampen Mid-Cap Growth Portfolio—seeks capital appreciation. Under normal market conditions, the Portfolio invests at least 80% of its assets in securities of medium-sized companies. |
| Putnam VT Discovery Growth Fund—seeks long-term growth of capital. The Fund invests mainly in the common stocks of U.S. companies with a focus on growth stocks. | |
| AIM V.I. Government Securities Fund—seeks a high level of current income consistent with reasonable concern for safety of principal. Normally, at least 80% of the Fund’s assets will be invested, issued, guaranteed or otherwise backed by the U.S. Government or its agencies and instrumentalities. | Western Asset Management U.S. Government Portfolio—seeks to maximize total return consistent with preservation of capital and maintenance of liquidity. The Portfolio generally invests at least 80% of its assets in fixed income securities issued or guaranteed by the U.S. Government or its agencies, authorities or instrumentalities. |
| Legg Mason Partners Variable Government Portfolio—seeks high current return consistent with preservation of capital. Under normal circumstances, the Portfolio invests at least 80% of its net assets in debt securities issued or guaranteed by the U.S. government, its agencies or instrumentalities and related investments. | |
| AllianceBernstein VPS Large Cap Growth Portfolio—seeks long term growth of capital. Under normal circumstances, the Portfolio will invest at least 80% of its net assets in common stocks of a limited number of large capitalization growth U.S. companies. | 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 equity securities of a diversified group of large capitalization companies. |

| Existing fund | Replacement fund |
|---|---|
| MFS Emerging Growth Series—seeks capital appreciation. The Series invests primarily in equity securities of companies believed to have above average earnings growth potential. | |
| Fidelity VIP Overseas Portfolio—seeks long-term growth of capital. Normally, the Portfolio invests at least 80% of its assets in non-U.S. securities, primarily common stocks. | MFS Research International Portfolio—seeks capital appreciation. The Portfolio invests primarily in foreign equity securities, including emerging market equity securities. |
| Janus Worldwide Growth Portfolio—seeks long-term growth of capital in a manner consistent with the preservation of capital. The Portfolio invests primarily in the common stocks of companies of any size located throughout the world. | Oppenheimer Global Equity Portfolio—seeks capital appreciation. Under normal circumstances the Portfolio invests in primarily common stocks of U.S. and foreign growth companies. |
| MFS Research Series—seeks capital appreciation. The investment adviser normally invests the Series' assets primarily in equity securities. | BlackRock Large-Cap Core Portfolio—seeks long-term capital growth. Normally, the Portfolio invests at least 80% of its assets in U.S. large-cap companies. |

10. 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 | Distribution (12b-1) fees | Other expenses | Total annual expenses | Expense waivers | Net annual expenses |
|---|-----------------|---------------------------|----------------|-----------------------|-----------------|---------------------|
| Replacement Fund: Lazard Mid-Cap Portfolio, Class B | 0.70 | *0.25 | 0.06 | 1.01 | N/A | 1.01 |
| Existing Fund: AIM V.I. Mid-Cap Core Equity Fund, Series II | 0.72 | 0.25 | 0.34 | 1.31 | N/A | 1.31 |
| Replacement Fund: Lazard Mid-Cap Portfolio, Class A | 0.70 | N/A | 0.06 | 0.76 | N/A | 0.76 |
| Existing Fund: Dreyfus MidCap Stock Portfolio, Initial Class .. | 0.75 | N/A | 0.06 | 0.81 | N/A | 0.81 |
| Replacement Fund: Lazard Mid-Cap Portfolio, Class B | 0.70 | *0.25 | 0.06 | 1.01 | N/A | 1.01 |
| Existing Fund: Dreyfus MidCap Stock Portfolio, Service Class | 0.75 | 0.25 | 0.06 | 1.06 | N/A | 1.06 |
| Replacement Fund: Davis Venture Value Portfolio, Class A .. | 0.71 | N/A | 0.04 | 0.75 | N/A | 0.75 |
| Existing Fund: Dreyfus Appreciation Portfolio, Initial Class | 0.75 | N/A | 0.07 | 0.82 | N/A | 0.82 |
| Replacement Fund: T. Rowe Price Small Cap Growth Portfolio, Class B | 0.51 | *0.25 | 0.07 | 0.83 | N/A | 0.83 |
| Existing Fund: Dreyfus Developing Leaders Portfolio, Initial Class | 0.75 | N/A | 0.09 | 0.84 | N/A | 0.84 |
| Replacement Fund: Oppenheimer Capital Appreciation Portfolio, Class A | 0.57 | N/A | 0.05 | 0.62 | N/A | 0.62 |
| Existing Fund: Fidelity VIP Growth Portfolio, Initial Class | 0.57 | N/A | 0.11 | 0.68 | N/A | 0.68 |
| Replacement Fund: MFS Emerging Markets Equity Portfolio, Class A | 1.04 | N/A | 0.29 | 1.33 | **0.03 | 1.30 |
| Existing Fund: Templeton Developing Markets Securities Fund, Class 1 | 1.23 | N/A | 0.24 | 1.47 | N/A | 1.47 |
| Replacement Fund: MFS Emerging Markets Equity Portfolio, Class B | 1.04 | *0.25 | 0.47 | 1.76 | **0.21 | 1.55 |
| Existing Fund: Templeton Developing Markets Securities Fund, Class 2 | 1.23 | 0.25 | 0.24 | 1.72 | N/A | 1.72 |
| Replacement Fund: Jennison Growth Portfolio, Class A | 0.63 | N/A | 0.05 | 0.68 | N/A | 0.68 |
| Existing Fund: Van Kampen Strategic Growth Portfolio, Class I | 0.70 | N/A | 0.08 | 0.78 | N/A | 0.78 |
| Replacement Fund: Jennison Growth Portfolio, Class B | 0.63 | *0.25 | 0.05 | 0.93 | N/A | 0.93 |
| Existing Fund: Van Kampen Strategic Growth Portfolio, Class II | 0.70 | 0.25 | 0.08 | 1.03 | N/A | 1.03 |
| Replacement Fund: Van Kampen Mid-Cap Growth Portfolio, Class A | 0.70 | N/A | 0.26 | 0.96 | **0.05 | 0.91 |
| Existing Fund: Van Kampen UIF Mid Cap Growth Portfolio, Class I | 0.75 | N/A | 0.31 | 1.06 | N/A | 1.06 |
| Replacement Fund: Western Asset Management U.S. Government Portfolio, Class A | 0.50 | N/A | 0.07 | 0.57 | N/A | 0.57 |
| Existing Fund: AIM V.I. Government Securities Fund, Series I | 0.46 | N/A | 0.33 | 0.79 | **0.04 | 0.75 |
| Replacement Fund: Western Asset Management U.S. Government Portfolio, Class B | 0.50 | *0.25 | 0.07 | 0.82 | N/A | 0.82 |
| Existing Fund: AIM V.I. Government Securities Fund, Series II | 0.46 | 0.25 | 0.33 | 1.04 | **0.04 | 1.00 |
| Replacement Fund: T. Rowe Price Large Cap Growth Portfolio, Class B | 0.60 | *0.25 | 0.08 | 0.93 | N/A | 0.93 |
| Existing Fund: AllianceBernstein Large Cap Growth Portfolio, Class B | 0.75 | 0.25 | 0.08 | 1.08 | N/A | 1.08 |
| Replacement Fund: MFS Research International Portfolio, Class A | 0.72 | N/A | 0.14 | 0.86 | N/A | 0.86 |
| Existing Fund: Fidelity VIP Overseas Portfolio, Initial Class | 0.72 | N/A | 0.16 | 0.88 | N/A | 0.88 |
| Replacement Fund: MFS Research International Portfolio, Class B | 0.72 | *0.25 | 0.14 | 1.11 | N/A | 1.11 |

| | Management fees | Distribution (12b-1) fees | Other expenses | Total annual expenses | Expense waivers | Net annual expenses |
|---|-----------------|---------------------------|----------------|-----------------------|-----------------|---------------------|
| Existing Fund: Fidelity VIP Overseas Portfolio, Service Class 2 | 0.72 | 0.25 | 0.16 | 1.13 | N/A | 1.13 |
| Replacement Fund: Oppenheimer Global Equity Portfolio, Class A | 0.53 | N/A | 0.09 | 0.62 | N/A | 0.62 |
| Existing Fund: Janus Worldwide Growth Portfolio, Institutional Class | 0.60 | N/A | 0.04 | 0.64 | N/A | 0.64 |
| Replacement Fund: Oppenheimer Global Equity Portfolio, Class B | 0.53 | *0.25 | 0.09 | 0.87 | N/A | 0.87 |
| Existing Fund: Janus Worldwide Growth Portfolio, Service Class | 0.60 | 0.25 | 0.05 | 0.90 | N/A | 0.90 |
| Replacement Fund: T. Rowe Price Large Cap Growth Portfolio, Class A | 0.60 | N/A | 0.08 | 0.68 | N/A | 0.68 |
| Existing Fund: MFS Emerging Growth Series, Initial Class | 0.75 | N/A | 0.12 | 0.87 | N/A | 0.87 |
| Replacement Fund: BlackRock Large-Cap Core Portfolio, Class A | 0.63 | N/A | 0.22 | 0.85 | N/A | 0.85 |
| Existing Fund: MFS Research Series, Initial Class | 0.75 | N/A | 0.14 | 0.89 | N/A | 0.89 |
| Replacement Fund: Van Kampen Mid-Cap Growth Portfolio, Class B | 0.70 | *0.25 | 0.27 | 1.22 | **0.06 | 1.16 |
| Existing Fund: Putnam VT Discovery Growth Fund, Class B | 0.70 | 0.25 | 0.55 | 1.50 | N/A | 1.50 |
| Replacement Fund: Western Asset Management U.S. Government Portfolio, Class A | 0.50 | N/A | 0.07 | 0.57 | N/A | 0.57 |
| Existing Fund: Legg Mason Partners Variable Government Portfolio, Class I | 0.55 | N/A | 0.13 | 0.68 | N/A | 0.68 |

* Trustees/directors can increase 12b-1 fee to .50% without stockholder approval.

** Contractual waivers expiring 4/30/09.

11. 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, two of which, Class A and Class B 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 have adopted a Rule 12b-1 distribution plan whereby up to 0.50% of a Fund's assets attributable to its Class B shares, 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. The boards of trustees/directors of each MIST and Met Series Fund may increase payments under its plans to the full amount without shareholder approval. However, Met Series Fund and MIST represent that Rule 12b-1 fees of the Class B shares of the Replacement Funds issued in connection with the proposed substitutions will not be raised above the current rate without approval after the substitution of a majority in interest of the respective Replacement Funds' shareholders.

12. Met Investors Advisory, LLC has entered into an agreement with MIST whereby, for the period ending April 30, 2009 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:

| | Percent |
|--|---------|
| Lazard Mid-Cap Portfolio | 0.80 |
| Oppenheimer Capital Appreciation Portfolio | 0.75 |
| MFS Emerging Markets Equity Portfolio | 1.30 |
| Van Kampen Mid-Cap Growth Portfolio | 0.90 |
| MFS Research International Portfolio | 1.00 |
| BlackRock Large-Cap Core Portfolio | 1.00 |

13. The Applicants believe the substitutions will provide significant benefits to Contract owners, including improved selection of sub-advisers and simplification of fund offerings through the elimination of overlapping offerings.

14. As a result of the substitutions, the number of investment options under each Contract will either not be decreased, or, in those cases where the number of investment options is being reduced, continue to offer a significant number of alternative investment options (currently expected to range in number from 3 to 110 after the substitutions versus 3 to 110 before the substitutions).

15. 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 respective Multi-Manager Order [IC-22824 (1997) and

IC-23859 (1999)], to hire, monitor and replace sub-advisers as necessary to achieve optimal performance.

16. Contract owners with sub-account balances invested (through the separate account) in shares of the Replacement Funds will have lower total expense ratios taking into account fund expenses (including Rule 12b-1 fees, if any) and current fee waivers.

17. In the following substitutions, the management fee and applicable Rule 12b-1 fee of the Replacement Fund are either currently higher, or, at certain management fee breakpoints, may be higher than those of the respective Existing Fund: AIM V.I. Government Securities Fund/Western Asset Management U.S. Government Portfolio; Dreyfus Developing Leaders Portfolio/T. Rowe Price Small Cap Growth Portfolio; Fidelity VIP Growth Portfolio/Oppenheimer Capital Appreciation Portfolio; Fidelity VIP Overseas Portfolio/MFS Research International Portfolio; Janus Worldwide Growth Portfolio/Oppenheimer Global Equity Portfolio; Putnam VT Discovery Growth Fund/Van Kampen Mid-Cap Growth Portfolio; and Legg Mason Partners Variable Government Portfolio/Western Asset Management U.S. Government Portfolio.

18. The Substitution Applicants propose to limit Contract charges attributable to Contract value invested in the Replacement Funds identified above 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. The other substitutions will result in decreased net expense ratios (ranging from 2 basis points to 34 basis points), except as listed above. 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.

19. In addition, after the substitutions, neither Met Investors Advisory, LLC, MetLife Advisers, LLC nor any of their affiliates will receive compensation from the charges to the Separate Accounts related to the Contracts or from Rule 12b-1 fees or revenue sharing from the Replacement Funds in excess of the compensation currently received from the investment advisers or distributors of the Existing Funds.

20. 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 with respect to the substitution of T. Rowe Price Small Cap Growth Portfolio for Dreyfus Developing Leaders Portfolio where MetLife and its affiliates will receive 25 basis points in 12b-1 fees after the substitution.

21. Each Replacement Fund's Class B Rule 12b-1 fees can be raised to 0.50% of net assets by the Replacement Fund's Board of Trustees/Directors without shareholder approval. However, as stated above, Met Series Fund and MIST represent that Rule 12b-1 fees of the Class B shares of the Replacement Funds issued in connection with the proposed substitutions will not be raised above the current rate without approval of a majority in interest of the respective Replacement Funds' shareholders after the substitution.

22. 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, except with respect to the substitution of T. Rowe Price Small Cap Growth

Portfolio for Dreyfus Developing Leaders Portfolio.

23. 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) 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.

2. Applicants represent that the Contracts permit the applicable Insurance Company, 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.

3. By a supplement to the prospectuses for the Contracts and the Separate Accounts, each Insurance Company notified 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 advised Contract owners that from the date of the supplement until the date of the proposed substitution, owners would be 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 number of transfers (or exchanges) permitted without a transfer charge. The supplement also informed Contract owners that the Insurance Company would 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 also advised Contract owners that for at least 30 days following the proposed substitutions,

the Insurance Companies would 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.

4. 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.

5. 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. All in-kind redemptions from an Existing Fund of which any of the Substitution Applicants is an affiliated person will be effected in accordance with the conditions set forth in the Commission's no-action letter issued to *Signature Financial Group, Inc.* (available December 28, 1999).

6. 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.

7. 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.

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

9. The Substitution Applicants agree 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 sub-account 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 sub-account expenses (asset-based fees and charges deducted on a daily basis from sub-account assets and reflected in the calculation of sub-account 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 sub-account expenses for fiscal year 2006, except with respect to the Dreyfus Developing Leaders Portfolio/T. Rowe Price Small Cap Growth Portfolio, AIM V.I. Government Securities Fund/Western Asset Management U.S. Government Portfolio, Fidelity VIP Overseas Portfolio/MFS Research

International Portfolio, Fidelity VIP Growth Portfolio/Oppenheimer Capital Appreciation Portfolio, Janus Worldwide Growth Portfolio/Oppenheimer Global Equity Portfolio, Putnam VT Discovery Growth Fund/Van Kampen Mid Cap Growth Portfolio and Legg Mason Partners Variable Government Portfolio/Western Asset Management U.S. Government Portfolio substitutions.

10. With respect to the Dreyfus Developing Leaders Portfolio/T. Rowe Price Small Cap Growth Portfolio, AIM V.I. Government Securities Fund/Western Asset Management U.S. Government Portfolio, Fidelity VIP Overseas Portfolio/MFS Research International Portfolio, Fidelity VIP Growth Portfolio/Oppenheimer Capital Appreciation Portfolio, Janus Worldwide Growth Portfolio/Oppenheimer Global Equity Portfolio, Putnam VT Discovery Growth Fund/Van Kampen Mid Cap Growth Portfolio and Legg Mason Partners Variable Government Portfolio/Western Asset Management U.S. Government Portfolio substitutions, the reimbursement agreement with respect to the Replacement Fund's operating expenses and sub-account expenses, will extend for the life of each Contract outstanding on the date of the proposed substitutions.

11. The Substitution Applicants further agree that, except with respect to Dreyfus Developing Leaders Portfolio/T. Rowe Price Small Cap Growth Portfolio, AIM V.I. Government Securities Fund/Western Asset Management U.S. Government Portfolio, Fidelity VIP Overseas Portfolio/MFS Research International Portfolio, Fidelity VIP Growth Portfolio/Oppenheimer Capital Appreciation Portfolio, Janus Worldwide Growth Portfolio/Oppenheimer Global Equity Portfolio, Putnam VT Discovery Growth Fund/Van Kampen Mid Cap Growth Portfolio and Legg Mason Partners Variable Government Portfolio/Western Asset Management U.S. Government 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.

12. With respect to the Dreyfus Developing Leaders Portfolio/T. Rowe Price Small Cap Growth Portfolio, AIM V.I. Government Securities Fund/Western Asset Management U.S. Government Portfolio, Fidelity VIP Overseas Portfolio/MFS Research International Portfolio, Fidelity VIP Growth Portfolio/Oppenheimer Capital

Appreciation Portfolio, Janus Worldwide Growth Portfolio/Oppenheimer Global Equity Portfolio, Putnam VT Discovery Growth Fund/Van Kampen Mid Cap Growth Portfolio and Legg Mason Partners Variable Government Portfolio/Western Asset Management U.S. Government 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. 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.

14. 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.

15. 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.

16. 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.

17. The Substitution Applicants submit that none of the proposed substitutions is of the type that Section 26(c) was designed to prevent.

18. 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.

19. 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.

20. 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.

21. 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.

22. 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.

23. The Insurance Companies, through their separate accounts in the aggregate own more than 5% of the outstanding shares of the following Existing Funds: Dreyfus Appreciation Portfolio, Dreyfus Developing Leaders Portfolio, Fidelity VIP Growth Portfolio, Templeton Developing Markets Securities Fund, Van Kampen Strategic Growth Portfolio, Van Kampen UIF Mid Cap Growth Portfolio, Fidelity VIP Overseas Portfolio, Putnam VT

Discovery Growth Fund, Legg Mason Partners Variable Government Portfolio. Therefore, each Insurance Company is an affiliated person of those funds.

24. 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).

25. 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: (a) 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; (b) 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 (c) the proposed transaction is consistent with the general purposes of the Act.

26. 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 Lazard Mid-Cap, Oppenheimer Capital Appreciation, MFS Emerging Markets Equity, Van Kampen Mid-Cap Growth, MFS Research International and BlackRock Large-Cap Core Portfolios; and Met Series Fund and of its Davis Venture Value, T. Rowe Price Small Cap Growth, Jennison Growth, Western Asset Management U. S. Government, T. Rowe Price Large Cap Growth and

Oppenheimer Global 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.

27. 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. In addition, as stated above, the in-kind redemptions will only be made in accordance with the conditions set out in the *Signature Financial Group* no-action letter (December 29, 1999).

28. 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.

29. 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.

30. 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.

31. The Section 17 Applicants represent that the proposed in-kind purchases meet all of the requirements of Section 17(b) of the Act and 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 that 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.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-57459; File No. SR-BSE-2008-13]

Self-Regulatory Organizations; Boston Stock Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to the Fee Schedule of the Boston Options Exchange

March 10, 2008.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on March 7, 2008, the Boston Stock Exchange, Inc. ("BSE" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been substantially prepared by the BSE. The BSE has designated the proposed rule change as constituting a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule of the self-regulatory organization pursuant to Section 19(b)(3)(A)(i) of the Act³ and Rule 19b-4(f)(1) thereunder,⁴ which renders the proposal effective upon filing with the Commission. The Commission is publishing this notice to

solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange is proposing to amend the Fee Schedule of the Boston Options Exchange ("BOX"). The proposed rule change will more clearly set forth the fees that are presently already charged for trading options contracts on BOX. The text of the proposed rule change is available on BSE's Web site at <http://www.bostonoptions.com>, at BSE's principal office, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the BSE included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The BSE has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend the BOX Fee Schedule. The proposed change will more clearly set forth the fees that are applicable to Public Customer and Broker Dealer account types. The proposed change will not modify the level of fees that are charged for the trading of options contracts on BOX, nor will it change to whom the fees are charged.

The Exchange currently applies an alternative pricing structure for certain classes of options contracts traded on BOX, the Liquidity Make or Take pricing structure ("Make or Take"). Make or Take fees and credits apply to transactions for all account types (e.g., Public Customer, Broker Dealer or Market Maker) as set forth in Section 7 of the BOX Fee Schedule. Specific references to the Liquidity Make or Take pricing structure and the fees and credits associated therewith are not currently included within the sections of fees applicable to Public Customer accounts as well as Broker Dealer proprietary accounts. However, particular reference to Make or Take is made within the section of fees

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(i).

⁴ 17 CFR 240.19b-4(f)(1).