

MAR 30 2018

BEFORE THE DEPARTMENT OF INSURANCE  
STATE OF NEBRASKA

FILED

|                                   |   |                   |
|-----------------------------------|---|-------------------|
| IN THE MATTER OF THE              | ) | CAUSE NO.: C-2380 |
| REDOMESTICATION OF                | ) |                   |
| METROPOLITAN TOWER LIFE INSURANCE | ) | ORDER APPROVING   |
| COMPANY FROM DELAWARE TO          | ) | REDOMESTICATION   |
| NEBRASKA                          | ) |                   |

Metropolitan Tower Life Insurance Company (“MTL”) is a Delaware domiciled life and health insurance company that has applied to the Director of Insurance of the State of Nebraska (“Director”) for approval to change its domicile from Delaware to Nebraska. After reviewing the filings, correspondence, and all pertinent information provided to the Nebraska Department of Insurance (“Department”), the Director hereby approves the application and finds, concludes, and orders as follows:

FINDINGS OF FACT

1. On or about November 22, 2017, MTL filed an application and a plan to redomesticate from Delaware to Nebraska pursuant to Neb. Rev. Stat. §§ 44-161 through 44-164 and the provisions of the Nebraska Model Business Corporation Act. Said application and plan was supplemented as necessary throughout the Department’s review process.

2. MTL is a Delaware domiciled life and health insurance company. MTL first received its certificate of authority to transact the business of insurance in the State of Nebraska on August 19, 1984.

3. MTL desires to change its domicile from Delaware to Nebraska and the Board of Directors of MTL has determined that it is in the best interest of MTL and its shareholder for MTL to become a domestic company in the State of Nebraska. The proposed redomestication of MTL is part of an internal restructuring of MTL’s sole shareholder, MetLife, Inc. The

restructuring also contemplates, immediately following MTL's redomestication to Nebraska, the merger of General American Life Insurance Company ("GALIC"), a Missouri domestic stock insurance company and wholly-owned subsidiary of MetLife, Inc., with and into MTL.

Although part of a single restructuring transaction, the merger of GALIC with and into MTL is subject to approval by the Department under a separate regulatory order, C-2386.

4. On January 3, 2018, the Delaware Department of Insurance issued a letter indicating it has no objection to MTL redomesticating to Nebraska.

5. The Board of Directors of MTL approved this redomestication on February 7, 2018 and will cause MTL to file Articles of Domestication, Amended and Restated Articles of Incorporation, and By-laws for MTL to effect the transfer of MTL's domicile to Nebraska.

6. MTL's sole shareholder, MetLife, Inc., approved the redomestication on February 13, 2018.

7. MTL has submitted all documents, information and filings required by Nebraska law and the Department, including the application, plan, Articles of Domestication, Amended and Restated Articles of Incorporation, By-laws, and evidence of the statutory trust deposit.

8. The redomestication to Nebraska is proposed to become effective at 5:30 P.M., Eastern Daylight Time, on April 27, 2018.

#### CONCLUSIONS OF LAW

1. The State of Nebraska Department of Insurance has jurisdiction over the subject matter and the parties to this transaction pursuant to Neb. Rev. Stat. §§ 44-101.01 and 44-161.

2. The approval of this application, Articles of Domestication, Amended and Restated Articles of Incorporation, and By-laws will not, in any manner, impair the rights, remedies, or security of any existing policyholders of MTL.

3. The Articles of Domestication, Amended and Restated Articles of Incorporation, and By-laws comply with the applicable Nebraska laws and should be approved.

4. After the redomestication, MTL will meet all requirements for holding a Certificate of Authority as a Nebraska domestic life and health insurer.

5. The application complies with all requirements of Nebraska law and it should be approved.

ORDER

IT IS THEREFORE ORDERED that the application of Metropolitan Tower Life Insurance Company to transfer its domicile from Delaware to Nebraska is hereby approved.

The Nebraska Department of Insurance will issue Metropolitan Tower Life Insurance Company a certificate of authority to do the business of insurance as a domestic life and health insurer in the State of Nebraska.

Dated this 30 day of March, 2018.

STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE

  
\_\_\_\_\_  
BRUCE R. RAMGE  
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above Order Approving Redomestication was served upon Metropolitan Tower Life Insurance Company by mailing a copy of same to its attorneys, Allison Tam, Willkie Farr & Gallagher, LLP, 787 Seventh Avenue, New York, NY 10019-6099 and Robert Nefsky, Rembolt Ludtke, LLP, 3 Landmark Centre, 1128 Lincoln Mall, Suite 300, Lincoln, NE 68508, on this 30 day of March, 2018 by U.S. Mail, postage prepaid.

  
\_\_\_\_\_