

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE

AUG 21 2025

FILED

CERTIFICATION

August 21, 2025

I, Eric Dunning, Director of Insurance of the State of Nebraska, do hereby certify that the attached is a full and correct copy of the Financial Examination Report of

METROPOLITAN TOWER LIFE INSURANCE COMPANY

AS OF

DECEMBER 31, 2023

The report is now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office at Lincoln, Nebraska.





DIRECTOR OF INSURANCE

CERTIFICATE OF ADOPTION

Notice of the proposed report for the financial examination of

METROPOLITAN TOWER LIFE INSURANCE COMPANY

200 PARK AVENUE

NEW YORK, NY 10166

dated as of December 31, 2023, verified under oath by the examiner-in-charge on July 28, 2025, and received by the company on July 28, 2025, has been adopted with modification as the final report pursuant to Neb. Rev. Stat. § 44-5906(3) (a).

Dated this 21st day of August 2025.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE

A handwritten signature in black ink that reads "Tadd R. Wegner". The signature is written in a cursive style with a large initial 'T'.

Tadd Wegner, CFE
Chief Financial Regulator

STATE OF NEBRASKA

Department of Insurance

EXAMINATION REPORT

OF

METROPOLITAN TOWER LIFE INSURANCE COMPANY

as of

December 31, 2023

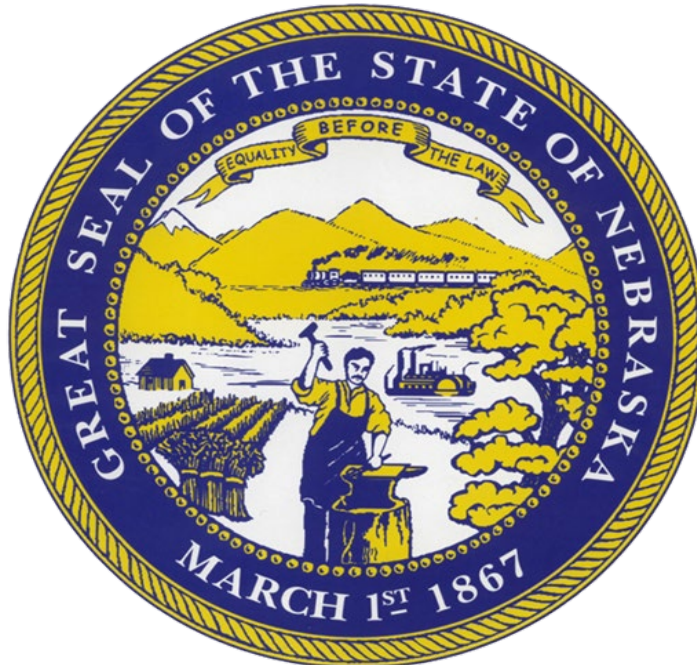


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New York, NY
July 14, 2025

Honorable Eric Dunning
Director of Insurance
Nebraska Department of Insurance
1135 M Street, Suite 300
Lincoln, Nebraska 68508

Dear Sir:

Pursuant to your instruction and authorizations, and in accordance with statutory requirements, an examination has been conducted of the financial condition and business affairs of:

METROPOLITAN TOWER LIFE INSURANCE COMPANY

which has its Statutory Home Office located at

5601 South 59th Street
Lincoln, Nebraska 68516

with its Principal Executive Offices located at

200 Park Avenue
New York, New York 10166

(hereinafter also referred to as the “Company”), and the report of such examination is respectfully presented herein.

INTRODUCTION

The State of Nebraska last examined as of December 31, 2018. The current financial condition examination covers the intervening period to, and includes the close of business on December 31, 2023 and such subsequent events and transactions as were considered pertinent to this report. The States of Nebraska, Arizona, Delaware, California, New Jersey, New York, South Carolina, Texas and Vermont participated in this examination and participated in the preparation of this report.

The same examination staff conducted concurrent financial condition examinations of the Company's affiliates, MetLife, Inc., Metropolitan Life Insurance Company, Superior Vision Insurance Inc., SafeHealth Life Insurance Company, American Life Insurance Company, Delaware American Life Insurance Company, MetLife Health Plans Inc., Superior Vision of New Jersey Inc., MetLife Reinsurance Company of Charleston, MetLife Reinsurance Company of Vermont, SafeGuard Health Plans, Inc. and Block Vision of Texas, Inc.

SCOPE OF EXAMINATION

This examination was conducted pursuant to and in accordance with both the NAIC Financial Condition Examiners Handbook (Handbook) and Section §44-5904(1) of the Nebraska Insurance Statutes. The Handbook requires that examiners plan and perform the examination to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company, including but not limited to: corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks. The examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation and management's compliance with Statutory Accounting Principles and Annual Statement Instructions when applicable to domestic state regulations

The examination was completed under coordination of the holding company group approach with the New York State Department of Financial Services as the coordinating state and the Arizona Department of Insurance and Financial Institution, Delaware Department of Insurance, California Department of Insurance, New Jersey Department of Banking and Insurance, South Carolina Department of Insurance, Texas Department of Insurance and Vermont Department of Financial Regulation as the participating states. The companies

examined under this approach benefit to a large degree from common management, systems and processes, and internal control and risk management functions that are administered at the consolidated or business unit level.

The coordinated examination applies procedures sufficient to comprise a full scope financial examination of each of the companies in accordance with the examination procedures and standards promulgated by the NAIC and by the respective state insurance departments where the companies are domiciled. The objective is to enable each domestic state to report on their respective companies' financial condition and to summarize key results of examination procedures.

The Nebraska Department of Insurance made a general review of the Company's operations and the manner in which its business has been conducted in order to determine compliance with statutory and charter provisions. The Company's history was traced and has been set out in this report under the caption "Description of Company." All items pertaining to management and control were reviewed, including provisions for disclosure of conflicts of interest to the Board of Directors and the departmental organization of the Company. The Articles of Incorporation and By-Laws were reviewed, including appropriate filings of any change or amendments thereto.

The minutes of the meeting of the Shareholders, Board of Directors, and committees held during the examination period were read and noted. Attendance at meetings, proxy information, election of Directors and Officers and approval of investment transactions were also noted.

The fidelity bond and other insurance coverages protecting the Company's property and interest were reviewed, as were plans for employee welfare and pensions including the Defined Benefit Plan, Non-Qualified Pension Plans, and Non-contributory Defined Benefit Pension

Plans. Certificates of Authority to conduct the business of insurance in various states were inspected, and a survey was made of the Company's general plan of operations.

Data reflecting the Company's growth during the period under review, as developed from the Company's filed annual statements, is reflected in the financial section of this report under the caption "Body of Report."

The Company's reinsurance facilities were ascertained and noted and have been commented upon in this report under the caption "Reinsurance." Accounting records and procedures were tested to the extent deemed necessary through the risk-focused examination process. The Company's method of claims handling and procedures pertaining to the adjustment and payment of incurred losses were also noted.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. This included a review of workpapers prepared by Deloitte & Touche, LLC, the Company's external auditors, during their audit of the Company's accounts for the year-ended December 31, 2022 and 2023. Portions of the auditor's workpapers have been incorporated into the workpapers of the examiners and have been utilized in determining the scope and areas of emphasis in conducting the examination. This utilization was performed pursuant to Title 210 (Rules of the Nebraska Department of Insurance), Chapter 56, Section 013.

Any failure of items to add to the totals shown in schedules and exhibits appearing throughout this report is due to rounding.

DESCRIPTION OF COMPANY

HISTORY

The Company was incorporated on March 4, 1982, under the laws of the State of Delaware, and was licensed to transact business on October 7, 1982. The Company commenced its insurance operations on February 15, 1983, upon approval by the New York State Insurance Department, by assuming the outstanding life insurance business of an insolvent New York domiciled fraternal organization, the Labor Zionist Alliance.

On October 1, 2003, MetLife, Inc. acquired all of the outstanding shares of the Company's stock previously owned by its former parent, Metropolitan Life Insurance Company (MLIC).

On October 8, 2004, Metropolitan Insurance and Annuity Company, a Delaware domestic, was merged with and into the Company. Additionally, on the same date, the Company acquired New England Pension and Annuity Company, a Delaware domestic entity, from New England Life Insurance Company, an affiliated entity, which was concurrently merged with and into the Company.

The Company was authorized as a stock insurer to transact the business of life insurance, including annuities, variable annuities, and credit health insurance. The Company was initially established for the purpose of issuing life insurance products for which its then parent, MLIC, at that time a mutual company, was prohibited from marketing. The Company's activities had been predominantly in the variable universal life insurance market.

On April 27, 2018, the Company merged with General American Life Insurance Company (GALIC), with the Company surviving the merger and re-domesticating to Nebraska.

MANAGEMENT AND CONTROL

Holding Company

The Company is a member of an insurance holding company system as defined by Nebraska Statute. A partial organizational listing flowing from the “Ultimate Controlling Person,” as reported in the 2023 Annual Statement, is represented by the following (subsidiaries are denoted through the use of indentations, and unless otherwise, indicated, all subsidiaries are 100% owned):

MetLife Inc.

- Metropolitan Life Insurance Company

- Versant Health Inc.

- Superior Vision Benefit Management, Inc.

- Block Vision of Texas, Inc.

- Superior Vision of New Jersey, Inc.

- Metropolitan Tower Life Insurance Company

- MetLife Assignment Company Inc.

- MTL HS Member LLC

- MTL GV Owner LLC

- MTL Leasing, LLC

- SafeGuard Health Enterprises, Inc.

- SafeGuard Health Plans, Inc.

- SafeGuard Health Plans, Inc.

- American Life Insurance Company

- Borderland Investments Limited

- ALICO Hellas Single Member Limited Liability Company

- MetLife Global Holding Company I GmbH

- MetLife Global Holding Company II GmbH

- ALICO Properties, Inc. ⁽¹⁾

- Global Properties, Inc.

- MetLife Chile Inversiones Limitada ⁽²⁾

- MetLife Chile Seguros de Vida S.A. ⁽³⁾

- MetLife Chile Seguros Generales, S.A. ⁽⁴⁾

- MetLife Investment Management Holdings, LLC

- MetLife Investment Management, LLC

- MetLife Core Property Fund GP, LLC

- MetLife Senior Direct Lending GP, LLC

MetLife Commercial Mortgage Income Fund GP, LLC
 MetLife Alternatives, GP., LLC
 MetLife Reinsurance Company of Hamilton, Ltd.
 MetLife Global, Inc.
 Cova Life Management Company
 MetLife Consumer Services, Inc.
 Delaware American Life Insurance Company
 MetLife Global Benefits, Ltd.
 MetLife Reinsurance Company of Charleston
 Newbury Insurance Company, Limited
 MetLife Capital Trust IV
 MetLife European Holdings, LLC
 MetLife Home Loans LLC
 Inversiones MetLife Holdco Dos Limitada ⁽⁵⁾
 MetLife Pet Insurance Solutions LLC
 Metropolitan General Insurance Company
 MetLife Insurance Brokerage, Inc.
 MetLife Reinsurance Company of Vermont
 MetLife Group, Inc.
 MetLife Services and Solutions, LLC
 MetLife Solutions Pte. Ltd.
 MetLife Services East Private Limited ⁽⁶⁾
 MetLife Global Operations Support Center Private Limited ⁽⁷⁾
 MetLife Investors Group, LLC.
 MetLife Investors Distribution Company
 MetLife Investments Securities, LLC

- (1) 51% of ALICO Properties, Inc. is owned by American Life Insurance Company and the remaining by third parties.
- (2) 72.35109659% of MetLife Chile Inversiones Limitada is owned by MetLife, Inc., 24.8823628% is owned by American Life Insurance Company, 2.76654057% is owned by Inversiones MetLife Holdco Dos Limitada and 0.00000004% is owned by Natiloportem Holdings, LLC
- (3) 99.997% is held by MetLife Chile Inversiones Limitada and .003% by International Technical and Advisory Services Limited.
- (4) 99.99% of MetLife Chile Seguros Generales, S.A. is owned by MetLife Chile Inversiones Limitada and 0.01% by Inversiones MetLife Holdco Dos Limitada.
- (5) 99.99946% of Inversiones MetLife Holdco Dos Limitada is owned by MetLife, Inc., 0.000535% is owned by MetLife International Holdings, LLC. And 0.0000054% is owned by Natiloportem Holdings, LLC.
- (6) 99.99% of MetLife Services East Private Limited is owned by MetLife Solutions Pte. Ltd and .01% is owned by Natiloportem Holdings, LLC.
- (7) 99.99999% of MetLife Global Operations Support Center Private Limited is owned by MetLife Solutions Pte. Ltd. And 0.00001% is owned by Natiloportem Holdings, LLC.

Shareholder

Article III of the Company’s Articles of Incorporation states that, “the aggregate number of shares which the Corporation shall have authority to issue is 6,000 shares of stock consisting of Preferred Stock and Common Stock. The total number of shares of Preferred Stock that this Corporation shall have authority to issue is 2,000 shares, each with a par value of \$1.00. The total number of shares of Common Stock that this Corporation shall have authority to issue is 4,000 shares, each with a par value of \$2,000.00.” There are no shares of Preferred Stock issued and outstanding. There are 1,000 shares issued and outstanding Common Stock, all of which are owned by MetLife, Inc. There were no changes to authorized, issued and outstanding stock during the examination period.

The Company received a capital contribution of \$270,000,000 during 2020. No other contributions were received over the exam period. The Company received a dividend of \$189,000,000 December 22, 2023. No other dividends were received over the exam period.

Article I, Section 1 of the By-Laws states that, “the Shareholders...shall meet annually on or before the 30th day of June in each and every calendar year... The place of the meeting shall be the principal office of the Corporation, or such other place, within or without the State of Nebraska, as may be fixed by the Board of Directors and stated in the notice of the meeting.”

Surplus Note

The Company had the following surplus note as of December 31, 2023:

Date Issued	Interest Rate	Par Value (Face Amount of Notes)	Carrying Value of Note	Interest and/or Principal Paid Current Year	Unapproved Interest and/or Principal	Date of Maturity
1/14/1994	7.63%	\$ 107,000,000	\$ 107,000,000	\$ -	\$ 4,079,375	1/15/2024

The surplus note was issued pursuant to Rule 144A under the Securities Act of 1933. The

surplus note is registered in the name of a nominee, CEDE & Co., of the Depository Trust Company. As of December 31, 2023, the surplus note had no approved interest and \$4,079,375 unapproved interest.

The surplus note is subordinate in right of payment to policy claims, prior claims and senior indebtedness, but are senior to the claims of Shareholders. The surplus note has the following restrictions on payment:

Each payment of principal and interest on the surplus note may be made only with the prior written approval of the Director of the Nebraska Department of Insurance. In addition, pursuant to the terms of the surplus note, any payment of principal or interest on the surplus note must be deducted from the Company's unassigned funds. In accordance with the terms of the approval of the surplus note issuance, the Company has established and maintained a liability since inception of the surplus note, separate from the semi-annual interest payments, equal to the amount of interest expected to accrue annually on the surplus note.

Board of Directors

Article II, Section 1 of the Company's By-Laws states that, "the Board of Directors shall consist of not less than five Directors...and not less than one of the Directors shall be a resident of Nebraska. The Board of Directors shall be elected at the annual meeting of the Shareholders by majority vote...for a term of one year each until the next annual meeting of the Shareholders. The Directors shall hold office until their successors are elected and qualified, or until their death, resignation or removal."

Article III, Section 1 of the company's By-Laws states that , "the annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of the Shareholders or as soon thereafter as practicable."

The following persons were serving as Directors at December 31, 2023:

<u>Name and Residence</u>	<u>Principal Occupation</u>
Michael Dan Borowski Kearney, NE	Assistant Vice President MetLife Agriculture Finance
Bryan Edward Boudreau New York, New York	Executive Vice President and Global Chief Actuary, MetLife Inc.
Graham Scott Cox Bridgewater, New Jersey	President, Presiding Officer of the Board, Metropolitan Tower Life Insurance Company
William Charles O'Donnell New York, New York	Executive Vice President/Chief Financial Officer, MetLife Inc.
Kevin Deane Mackenzie Mackay Old Greenwich, Connecticut	Senior Vice President, Capital Strategy & Planning, MetLife Inc.
Dimitri Lorenzon New York, New York	Head of Investment Risk and Stress Testing, U.S. Chief Risk Officer MetLife Inc.
Charles Sheridan Scully Township of Mahwah, New Jersey	Chief Investment Officer MetLife Insurance Investments [MII]
Michael Zarcone Loudonville, NY	Executive Vice President and Head and Chief of Staff, MetLife Group, Inc.

Officers

Article IV, Section 1 of the Company's By-Laws states that, "the Board of Directors may elect such Officers as are necessary to conduct the business of the Corporation and perform the duties usually incident to such office, including a President, Secretary, and Treasurer, and employ such other Officers and employees as may be required to carry on the business of the Corporation."

Article IV, Section 2 of the Company’s By-Laws states that, “terms of Office shall be fixed at the time of appointment, which shall not extend beyond the date set for the next annual meeting of the Corporation.”

The following is a partial listing of Senior Officers elected and serving the Company at December 31, 2023:

<u>Name</u>	<u>Office</u>
Graham Scott Cox	President, Presiding Officer of the Board
Steven Paul Belcher	Senior Vice President and Interim Chief Financial Officer
Charles Patrick Connery	Vice President and Treasurer
Kelli Jean Buford	Secretary
Damien Brian Cranwell	Senior Vice President
Richard Andrew Stevens	Vice President
Tamara Lynn Schock	Executive Vice President and Chief Accounting Officer
Linda Hope Woodward	Assistant Vice President and Appointed Actuary

Committees

Article II, Section 3 of the By-Laws states that, “from time to time, the Board of Directors may create such committees as they may see fit and may designate the duties and powers of such committees.” The following persons were serving on the Audit Committee at December 31, 2023:

Bryan Boudreau	Graham Cox
Kevin Mackay	William O’Donnell

TRANSACTIONS WITH AFFILIATES

Service Agreements

The Company is a party to a service agreement with MLIC that provides for a broad range of services to be rendered and facilities and equipment to be provided to the Company upon request. The agreement provides that the Company shall pay MLIC a charge equal to all expenses, direct and indirect, reasonably and equitably determined to be attributable to the

services, facilities, and equipment provided. For the year ended December 31, 2023, a total of \$3,122,199 was paid, or payable, by the Company for services and facilities under this agreement.

The Company entered into an Administrative Services Agreement with MLIC effective January 1, 2001. This agreement provides that MLIC serves as administrator for the Company's retained asset account supplemental contract liabilities (each a total control account "TCA"). The TCA liabilities are the subject of a reinsurance agreement between the parties. There are no charges under this agreement because MLIC, as administrator, performs the TCA-related services without any additional compensation or reimbursement for its general expenses. Although there are no payables under this agreement, it outlines the substance of the TCA-related services and cross-references the reinsurance agreement for payment purposes (see the reinsurance agreement of the same date in this report, under the caption "Ceded").

Master Services and Facilities Agreement

Effective October 1, 2018, the Company entered into a Master Services and Facilities Agreement with MetLife Services and Solutions, LLC (MSS) that provides for a broad range of services to be rendered and facilities and equipment to be provided to the Company as requested. The agreement provides that the Company shall pay MSS a charge equal to all expenses, direct and indirect, reasonably and equitably determined to be attributable to the services, facilities and equipment provided. For the year ended December 31, 2023, a total of \$125,983,181 was paid or payable by the Company for services and facilities under this agreement.

Marketing Agreements

MLIC is a party to Marketing and Servicing Agreements with the Company, under which MLIC agreed to distribute and service certain of the Company's fixed life insurance products.

Under the agreements, the Company reimburses MLIC for its direct and indirect costs and expenses associated with sales and servicing such products. Currently, no new sales are occurring and MLIC is only servicing previously issued products. For the year ended December 31, 2023, the Company paid \$990,798 to MLIC under the agreement.

Loan Participation Agreements

December 1, 2005, the Company entered into a Loan Participation Agreement with MLIC, under which the Company can participate in loans originated or acquired by MLIC which may be secured by agricultural or commercial real and/or personal property. Additionally, on December 1, 2005, GALIC and MLIC entered into a Loan Participation Agreement under which GALIC could participate in loans originated or acquired by MLIC which may be secured by agricultural or commercial real and/or personal property. In 2018, GALIC was merged into the Company. By operation of law, GALIC's loan participation agreement with MLIC was succeeded to the Company along with \$125,901,166 in participating interests. The agreements contains the terms and conditions of the sale, assignment and transfer to the Company of participation interests in a loan as well as the rights and obligations of the Company and MLIC with respect to such participation interest. For the year ended December 31, 2023, \$18,019,771 in principal and interest was paid or payable to the Company in connection with all outstanding participations under these agreements.

Investment Management Agreement

Effective April 1, 2018, the Company entered into a new Investment Management Agreement with its affiliate, MetLife Investment Management (MIM), under which MIM provides investment management services on a market-based fee basis. For the year ended

December 31, 2023, a total of \$71,376,744 was paid, or payable, by the Company for services under this agreement.

TERRITORY AND PLAN OF OPERATION

As evidenced by current or continuous Certificates of Authority, the Company is licensed to transact business in all states, the District of Columbia, Canada and Puerto Rico.

The Company is currently actively selling MetLife Inc.'s Retirement and Income Solutions (RIS) products, which include a broad range of annuity and investment products, including guaranteed investment contracts and other stable value products, pension risk transfer products including United Kingdom ("U.K") longevity reinsurance, post-retirement medical benefit products, structured settlements and certain products to fund company, bank or trust owned life insurance used to finance nonqualified benefit programs for executives. While the Company is not actively selling individual annuities, variable and universal life insurance, or traditional life insurance, including whole life, this business has a significant impact on the Company's financial statements. Products and services are sold through dedicated sales teams and relationship managers primarily comprised of Company employees. Additionally, sales professionals work with individual and group distribution areas to better reach and service customers, brokers, consultants and other intermediaries.

Prior to the merger, the Company and GALIC had not issued new products since 2004 and 2008 respectively. Thus, the Company also has a large block of business that is currently in run-off.

REINSURANCE

Assumed

Affiliates

The Company succeeded, by operation of law upon merger to GALIC, the rights and obligations under a reinsurance agreement with MLIC, effective as of January 1, 2011. Pursuant to this agreement, the Company reinsures, on a coinsurance basis, 90% of MLIC's liabilities on specific participating whole life insurance policies issued on or after January 1, 2011.

Non-affiliates

Under an agreement that became effective July 1, 1990, the Company assumes individual life business from RGA Life Reinsurance Company of Canada on a yearly renewable term (YRT) basis. The Company retrocedes this business to RGA Reinsurance Company, an affiliate of RGA Life Reinsurance Company of Canada. At the time the treaty became effective, RGA Reinsurance Company was a subsidiary of the Company; the agreement supported the development of RGA Reinsurance Company's Canadian business.

The Company succeeded, by operation of law upon merger to GALIC, the rights and obligations under a reinsurance agreement with former affiliate Brighthouse Life Insurance Company, effective as of January 1, 2011. Pursuant to this agreement, the Company reinsures, on a coinsurance basis, 90% of Brighthouse Life Insurance Company's liabilities on specific participating whole life insurance policies issued on or after January 1, 2011.

Ceded

Affiliates

As of July 1, 1995, the Company entered into an Indemnity Reinsurance Agreement with MLIC. Pursuant to this agreement, MLIC reinsures, on a coinsurance basis, 100% of the Company's liabilities related to certain deferred annuity and supplemental contracts issued by the Company on and after July 1, 1995. The agreement has an unlimited term, provided that parties may terminate the agreement as to new business upon ninety (90) days prior written notice.

As of January 1, 2001, the Company entered into a reinsurance agreement with MLIC. Likewise, on January 1, 2001, GALIC and MLIC entered into a reinsurance agreement. The Company became the successor in interest to the rights and obligations of this reinsurance agreement as well. Under both agreements, the Company has specific issued and outstanding life insurance policies and annuity contracts that provide for the payment of benefits using supplemental insurance contracts, including retained asset accounts (each a "TCA") that the Company cedes on a 100% coinsurance basis to MLIC. The Company also engaged MLIC to administer the TCA liabilities (see the Administrative Services Agreement of the same date in this report under the caption "Transactions with Affiliates").

The Company succeeded, by operation of law upon merger to GALIC, the rights and obligations under a reinsurance agreement with MLIC, dated December 31, 1999. Pursuant to this agreement, MLIC reinsures, on a modified coinsurance basis, 100% of the Company's liabilities on individual life and annuity insurance policies and group retirement plans issued on and after July 25, 1999, and group and health insurance policies issued or renewed on and after July 25, 1999. The agreement was terminated as to new business issued on or after January 6, 2000. Additionally, under the agreement, GALIC recaptured the group life and health policies as of January 6, 2000.

The Company succeeded, by operation of law upon merger to GALIC, the rights and obligations under a reinsurance agreement with MLIC dated May 2, 2000. Pursuant to this Agreement, MLIC reinsures, on a coinsurance basis, 100% of GALIC's liabilities on non-participating annuities issued on and after May 2, 2000.

Upon merging with GALIC, the Company became the successor in interest to the rights and obligations of a YRT Agreement with MLIC, effective January 1, 2001. Pursuant to this

agreement, the Company has the option to cede on a facultative basis, to MLIC some or all of the mortality risk associated with certain single life and joint life policies and its associated riders. The agreement has an unlimited term, providing that parties may terminate the agreement as to new business upon ninety (90) days prior notice.

Upon merging with GALIC, the Company became the successor in interest to the rights and obligations under a Coinsurance Agreement with MLIC, dated as of July 1, 2001. Pursuant to this agreement, MLIC reinsures 100% of the Company's liabilities on group life and group health insurance policies issued on and after July 1, 2001.

Effective April 1, 2021, the Company entered into an agreement with Missouri Reinsurance Inc., to cede certain group annuity contracts issued in connection with qualifying pension risk transfers on a modified coinsurance basis. Effective January 1, 2023, the agreement was amended, resulting in an increase to surplus.

Effective April 1, 2023, the Company entered into an agreement with MetLife Reinsurance Company of Hamilton, Ltd., (MRH), a non-U.S. affiliate. Pursuant to the agreement, on a modified coinsurance basis, the Company cedes 100% of the liabilities related to certain group annuity contracts issued in connection with qualifying pension risk transfers.

Non-affiliates

Under an agreement that became effective January 1, 1993, the Company cedes 100% of the individual life business it assumes from RGA Life Reinsurance Company of Canada to RGA Reinsurance Company. The business is assumed on a YRT basis and retroceded on a coinsurance with funds withheld basis.

Under an agreement that became effective April 1, 2002, the Company cedes a portion of its liabilities associated with certain permanent single life policies to Security Life of Denver Insurance Company.

Under an agreement that became effective April 1, 2002, the Company cedes a portion of its liabilities associated with certain permanent single life policies to Swiss Re Life & Health America, Inc.

Under an agreement that became effective January 1, 1993, the Company cedes 80% of its liabilities associated with individual disability policies to Paul Revere Life Insurance Company. All claims administration functions are performed by the reinsurer.

The Company succeeded, by operation of law upon merger to GALIC, the rights and obligations under a reinsurance agreement with former affiliate, Brighthouse Life Insurance Company, effective as of January 1, 2005. Pursuant to this agreement, the Company cedes on a coinsurance basis, 100% of the liabilities on certain universal life insurance policies with secondary guarantees, certain joint survivorship policies, and certain term insurance policies issued on or after January 1, 2000.

Effective November 1, 2023 the Company entered into an agreement with Commonwealth Annuity and Life Insurance Company (CwA), a subsidiary of Global Atlantic Financial Group. Pursuant to the agreement, the Company cedes 100% of certain in-force blocks of universal life, variable universal life, universal life with secondary guarantees, and fixed annuities. The general account products are reinsured on a coinsurance basis and the separate account products are reinsured on a modified coinsurance basis.

Effective November 22, 2023 the Company entered into an agreement with Martello Re, Ltd. Pursuant to the agreement, the Company cedes on a modified coinsurance basis certain group annuity contracts issued in connection with qualifying pension risk transfer business.

General

All contracts reviewed contained standard insolvency, arbitration, errors and omissions, and termination clauses where applicable. All contracts contained the clauses necessary to assure reinsurance credits could be taken.

BODY OF REPORT

GROWTH

The following comparative data reflects the growth of the Company during the period covered by this examination, in thousands:

	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
(in thousands)					
Bonds	\$12,578,890	\$15,941,072	\$18,734,906	\$18,536,739	\$18,271,761
Admitted assets	26,314,677	35,277,241	43,883,021	50,202,884	54,447,978
Aggregate reserves for life contracts	12,364,271	13,585,010	14,336,947	15,206,381	13,195,261
Total liabilities	24,812,200	33,889,213	42,244,811	48,307,067	51,986,669
Capital and surplus	26,314,677	1,388,028	1,638,210	1,895,816	2,461,310
Premiums income	4,865,342	6,249,340	2,528,219	7,540,542	4,357,061
Net investment income	799,441	836,670	952,595	1,068,935	1,244,670
Death benefits	548,796	536,782	560,245	566,251	484,552
Annuity benefits	78,972	389,600	1,255,872	1,637,518	2,327,810
Net income	(13,207)	(236,843)	184,640	232,197	410,638
Life insurance in-force	95,738,396	91,593,739	87,133,659	77,625,841	69,468,123

FINANCIAL STATEMENTS

The following financial statements are based on the statutory financial statements filed by the Company with the State of Nebraska Department of Insurance and present the financial condition of the Company for the period ending December 31, 2023. The accompanying comments on financial statements reflect any examination adjustments to the amounts reported in the annual statements and should be considered an integral part of the financial statements. A reconciliation of the capital and surplus account for the period under review is also included.

FINANCIAL STATEMENT **December 31, 2023**

<u>Assets</u>		<u>Assets Not Admitted</u>	<u>Net Admitted Assets</u>
Bonds	\$18,271,760,790		\$18,271,760,790
Preferred Stocks	26,112,500		26,112,500
Common stocks	89,754,499	\$4,793,046	84,961,453
Mortgage loans – First liens	5,769,974,499		5,769,974,499
Mortgage loans – Other than first liens	8,850,00		8,850,00
Properties held for production of income	43,020,691		43,020,691
Cash, cash equivalents, and short-term investments	1,924,978,295		1,924,978,295
Contract loans	1,315,406,183		1,315,406,183
Derivatives	181,983,916		181,983,916
Other invested assets	1,849,839,665	8,576,350	1,841,263,315
Receivable for securities	27,149,657		27,149,657
Receivable for investments other than securities	3,393,199		3,393,199
Cash collateral pledged on derivatives	<u>730,109</u>	<u> </u>	<u>730,109</u>
Subtotals, cash and invested assets	\$29,512,954,003	\$13,369,396	\$29,499,584,607
Investment income due and accrued	215,970,085	1,226	215,968,859
Uncollected premiums and agents' balances in the course of collection	371,050,548	65,532,166	305,518,382
Deferred premiums, agents' balances and installments booked but deferred and not yet due	60,002,350		60,002,350
Amounts recoverable from reinsurers	227,919,885	7,912,326	220,007,559

Assets (cont.)

	<u>Assets</u>	<u>Assets Not Admitted</u>	<u>Net Admitted Assets</u>
Other amounts receivable under reinsurance contracts	26,081,500		26,081,500
Current federal and foreign income tax recoverable an interest thereon	118,482,309		118,482,309
Net deferred tax asset	265,327,392	175,114,658	90,212,734
Guaranty funds receivable or on deposit	3,987,954		3,987,954
Furniture and equipment	2,859,544	2,859,544	
Receivables from parent, subsidiaries and affiliates	20,650,428		20,650,428
Value of Company owned life insurance	784,332,051		784,332,051
Administrative service fees due and accrued	14,276,818		14,276,818
Miscellaneous	<u>1,639,271</u>	<u>1,048,763</u>	<u>590,508</u>
Total assets excluding Separate Accounts	\$31,625,534,138	\$265,838,079	\$31,359,696,059
From Separate Accounts	<u>23,088,282,391</u>		<u>23,088,282,391</u>
Total assets	<u>\$54,713,816,529</u>	<u>\$265,838,079</u>	<u>\$54,447,978,450</u>

Liabilities, Surplus, and Other Funds

Aggregate reserve for life contracts	\$13,195,260,771
Aggregate reserve for accident and health contracts	20,370,118
Liability for deposit-type contracts	10,171,755,143
Life contract claims	403,623,310
Accident and health contract claims	4,654
Policyholders' dividends/refunds to members	16,963,301
Policyholders' dividends and refunds to members apportioned for payment	126,914,037
Premiums and annuity considerations for life and accident health premiums	10,819,025
Provisions for experience rating funds	1,378,098
Other amounts payable on reinsurance	166,587,256
Interest maintenance reserve (IMR)	273,117,292
Commissions to agents due or accrued-life and annuity contracts and deposit type contract funds	11,518,664
Commissions and expense allowance payable on reinsurance assumed	8,136,177
General expenses due or accrued	135,031
Transfers to separate accounts due or accrued	1,205,449,632
Taxes, licenses and fees due or accrued, excluding federal income taxes	15,634,385
Unearned investment income	19,646,624
Amounts withheld or retained by company as agent or trustee	5,343,136

Liabilities, Surplus, and Other Funds (cont.)

Amounts held for agents' account	266,131
Remittances and items not allocated	7,390,224
Net adjustment in assets and liabilities due to foreign exchange rates	180,371,391
Liability for benefits for employees and agents	13,433,359
Borrowed money and interest thereon	4,079,375
Asset valuation reserve (AVR)	451,034,746
Reinsurance in unauthorized companies	71,589
Payable to parent, subsidiaries and affiliates	64,552,195
Funds held under coinsurance	912,630,495
Derivatives	35,394,594
Payable for securities	3,644,891
Payable for securities lending	1,429,538,641
Cash collateral receivable on derivatives	158,357,293
Miscellaneous	<u>36,294,624</u>
Total liabilities excluding separate account business	\$28,949,716,292
From Separate Account statement	<u>23,036,952,543</u>
Total liabilities	\$51,986,668,835
Common capital stock	2,500,000
Surplus notes	107,000,000
Gross paid in and contributed surplus	1,194,435,880
Unassigned funds	1,157,373,735
Surplus	<u>2,458,809,615</u>
Total capital and surplus	\$ 2,461,309,615
Totals	<u>\$54,447,978,450</u>

SUMMARY OF OPERATIONS – 2023

Premiums and annuity considerations for life and accident and health contracts	\$4,357,061,071
Consideration for supplementary contracts with life contingencies	(52,737,416)
Net investment income	1,244,670,227
Amortization of interest maintenance reserve (IMR)	23,978,785
Separate Accounts net gain from operations excluding unrealized gains or losses	49,992,643
Commissions and expense allowances on reinsurance ceded	281,561,324
Reserve adjustments on reinsurance ceded	582,471,845

SUMMARY OF OPERATIONS – 2023 (cont.)

Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	228,198,699
Charges and fees for deposit-type contracts	73,131,680
Management and service fee income	55,963,080
Miscellaneous	29,608,852
Other reinsurance income	(4,265,000)
Reinsurance risk fees	<u>55,167</u>
 Totals	 \$6,869,690,957
 Death benefits	 \$ 484,551,787
Matured endowments (excluding guaranteed annual pure endowments)	10,290,513
Annuity benefits	2,327,810,158
Disability benefits and benefits under accident and health contracts	7,166,926
Surrender benefits and withdrawals for life contracts	668,165,755
Interest and adjustments on contract or deposit-type contract funds	370,272,313
Payments on supplementary contracts with life contingencies	1,721,999
Increase in aggregate reserves for life and accident and health contracts	<u>(2,014,165,107)</u>
 Total losses	 \$1,855,814,344
 Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only)	 \$ 133,195,804
Commissions and expense allowances on reinsurance assumed	69,598,736
General insurance expenses	116,228,459
Insurance taxes, licenses and fees, excluding federal income taxes	36,064,500
Increase in loading on deferred and uncollected premiums	(835,505)
Net transfers to or (from) separate accounts net of reinsurance	3,419,435,383
Reinsurance related IMR adjustment	309,891,186
IMR Adjustments for transfers with Separate Accounts	75,461,051
Interest credited to reinsurance	33,099,772
Miscellaneous	<u>8,456,883</u>
 Totals	 \$6,056,410,613
 Net gain from operations before dividends, federal income taxes and net realized capital gains	 \$ 813,280,344
Dividends to policyholders	126,263,760
Federal income taxes incurred	313,703,432
Net realized capital losses	<u>37,324,997</u>
 Net income	 <u>\$ 410,638,149</u>

CAPITAL AND SURPLUS ACCOUNT

(in thousands)	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>
Capital and surplus, beginning	\$1,549,436	\$1,502,477	\$1,388,028	\$1,638,210	\$1,895,816
Net income	\$ (13,207)	\$ (236,843)	\$ 184,640	\$ 232,197	\$ 410,638
Change in net unrealized capital gains	(13,306)	17,321	152,786	75,907	(92,756)
Change in net unrealized foreign exchange capital gain	(18,634)	(18,910)	(8,908)	(25,347)	(20,722)
Change in net deferred income tax	70,507	131,312	(46,554)	(4,163)	27,849
Change in nonadmitted assets	(80,291)	(164,272)	73,785	28,415	(76,007)
Change in liability for reinsurance in unauthorized and certified companies	(35)	14	232	(30)	27
Change in reserves on account of change in valuation basis (increase) or decrease		(15,676)			
Change in asset valuation reserves	(8,684)	(40,876)	(112,495)	(119,342)	3,400
Surplus (contributed to) withdrawn from Separate Account during period	(92,389)	(264,430)		21,214	(7,898)
Other changes in surplus in Separate Account statement	92,524	259,030		(15,885)	1,337
Surplus adjustment: Paid in		270,000			
Change in surplus as a result of reinsurance	(9,443)	(9,908)	1,368	(12,007)	508,409
Dividends to stockholders					(189,000)
Net gain on pension plans	(648)	33	267	1,452	215
Reinsurance settlement				92,772	
Miscellaneous	(192)				
Prior period adjustments	26,649	(41,245)	5,061	(17,707)	
Net change for the year	<u>\$ (46,959)</u>	<u>\$ (114,449)</u>	<u>\$ 250,183</u>	<u>\$ 257,606</u>	<u>\$ 565,493</u>
Capital and surplus, ending	<u>\$1,502,477</u>	<u>\$1,388,028</u>	<u>\$1,638,210</u>	<u>\$ 1,895,816</u>	<u>\$2,461,310</u>

EXAMINATION CHANGES IN FINANCIAL STATEMENTS

Unassigned funds (surplus) in the amount of \$1,157,373,735 as reported in the Company's 2023 Annual Statement, has been accepted for examination purposes. Examination findings, in the aggregate, were considered to have no material effect on the Company's financial condition.

COMPLIANCE WITH PREVIOUS RECOMMENDATIONS

No recommendations were made as a result of the previous examination.

COMMENTARY ON CURRENT EXAMINATION FINDINGS

There are no comments or recommendations that have been made as a result of this examination.

SUMMARY OF COMMENTS AND RECOMMENDATIONS

There are no comments or recommendations that have been made as a result of this examination.

ACKNOWLEDGMENT

The courteous cooperation extended by the Officers and employees of the Company during this examination is hereby acknowledged.

In addition to the undersigned, Financial Examiners, Information Systems Specialists, and Actuarial Specialists with or contracted by the New York Department of Financial Services, Arizona Department of Insurance and Financial Institutions, Delaware Department of Insurance, California Department of Insurance, New Jersey Department of Banking and Insurance, South Carolina Department of Insurance, Texas Department of Insurance and Vermont Department of Financial Regulation; participated in this examination and assisted in the preparation of this report.

Respectfully submitted,



Toni Bean, CFE (Fraud), CIA, CRMA, and MCM
Examiner-in Charge
INS Regulatory Insurance Services, Inc.
Representing the Department of Insurance
State of Nebraska



Skyler Lawyer, CFE
Supervisory Examiner
Department of Insurance
State of Nebraska

State of Alabama,

County of Shelby,

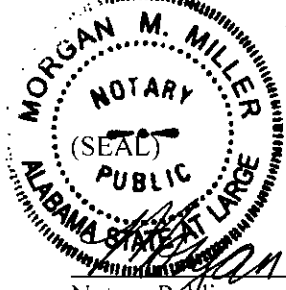
Toni L. Bean, being duly sworn, states as follows:

1. I have authority to represent the Department of Insurance of the State of Nebraska in the examination of Metropolitan Tower Life Insurance Company of Lancaster County.
2. The Department of Insurance of the State of Nebraska is accredited under the National Association of Insurance Commissioners Financial Regulation Standards and Accreditation.
3. I have reviewed the examination work papers and examination report, and the examination of the Metropolitan Tower Life Insurance Company of Lancaster County was performed in a manner consistent with the standards and procedures required by the Department of Insurance of the State of Nebraska.

The affiant says nothing further.

Toni L. Bean
Examiner-in-Charge's Signature

Subscribed and sworn before me by Morgan M. Miller on this 28th day of July, 2025.



Morgan M. Miller
Notary Public

My commission expires 02.24.2026 [date].

Affidavit

Statement regarding the Nebraska Department of Insurance Report on Examination as to the Financial Condition of Metropolitan Tower Life Insurance Company

I, Michael Borowski, being a duly appointed Director of Metropolitan Tower Life Insurance Company (the Company), confirm that I have received and read a copy of the Nebraska Department of Insurance Report on Examination as to the Financial Condition of the Company as of December 31, 2023.

Signed this 25 day of August 2025

Michael Borowski
Michael Borowski

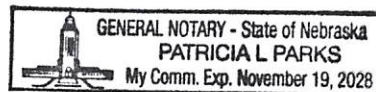
State of Nebraska)

)ss.:

County of Buttalo)

Subscribed and sworn to before me this 25th day of August 2025.

Patricia L. Parks
Notary Public



Affidavit

Statement regarding the Nebraska Department of Insurance Report on Examination as to the Financial Condition of Metropolitan Tower Life Insurance Company

I, Graham S. Cox, being a duly appointed Director of Metropolitan Tower Life Insurance Company (the Company), confirm that I have received and read a copy of the Nebraska Department of Insurance Report on Examination as to the Financial Condition of the Company as of December 31, 2023.

Signed this 15th day of September 2025

Graham Cox
Graham S. Cox

State of New York)

)ss.:

County of New York)

Subscribed and sworn to before me this 15th day of September 2025.

Christina Zacharczuk
Notary Public



Affidavit

Statement regarding the Nebraska Department of Insurance Report on Examination as to the Financial Condition of Metropolitan Tower Life Insurance Company

I, Susan N. Flannery, being a duly appointed Director of Metropolitan Tower Life Insurance Company (the Company), confirm that I have received and read a copy of the Nebraska Department of Insurance Report on Examination as to the Financial Condition of the Company as of December 31, 2023.

Signed this 10th day of September 2025

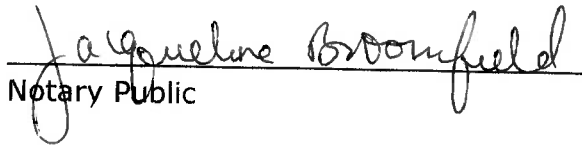

Susan N. Flannery

State of New York)

)ss.:

County of New York)

Subscribed and sworn to before me this 10th day of September 2025.


Notary Public

JACQUELINE BROOMFIELD
Notary Public - State of New York
No. 01BR0007886
Qualified in Kings County
My Commission Expires May 17, 2027

Affidavit

Statement regarding the Nebraska Department of Insurance Report on Examination as to the Financial Condition of Metropolitan Tower Life Insurance Company

I, Kim Gordon Rechtschaffen, being a duly appointed Director of Metropolitan Tower Life Insurance Company (the Company), confirm that I have received and read a copy of the Nebraska Department of Insurance Report on Examination as to the Financial Condition of the Company as of December 31, 2023.

Signed this 29 day of September 2025



Kim Gordon Rechtschaffen

State of New York)

)ss.:

County of Queens)

Subscribed and sworn to before me this 29 day of September 2025.

Karolina Golaszewski

Notary Public

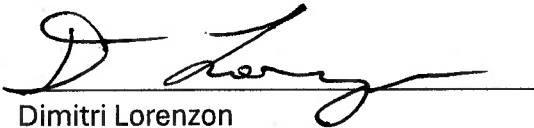
Karolina Golaszewski
State of New York
01GO6444596
Qualified in Queens County
Certificated Filed in New York County
My Commision Expires December 5, 2026

Affidavit

Statement regarding the Nebraska Department of Insurance Report on Examination as to the Financial Condition of Metropolitan Tower Life Insurance Company

I, Dimitri Lorenzon, being a duly appointed Director of Metropolitan Tower Life Insurance Company (the Company), confirm that I have received and read a copy of the Nebraska Department of Insurance Report on Examination as to the Financial Condition of the Company as of December 31, 2023.

Signed this 22 day of September 2025


Dimitri Lorenzon

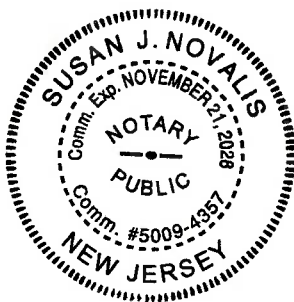
State of New Jersey)

)ss.:

County of Morris)

Subscribed and sworn to before me this 22 day of September 2025.


Notary Public



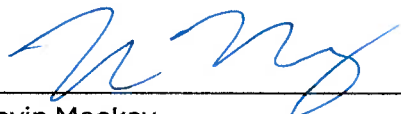
SUSAN J NOVALIS
Notary Public
State of New Jersey
My Commission Expires Nov. 21, 2028
I.D.# 5009-4357

Affidavit

Statement regarding the Nebraska Department of Insurance Report on Examination as to the Financial Condition of Metropolitan Tower Life Insurance Company

I, Kevin Mackay, being a duly appointed Director of Metropolitan Tower Life Insurance Company (the Company), confirm that I have received and read a copy of the Nebraska Department of Insurance Report on Examination as to the Financial Condition of the Company as of December 31, 2023.

Signed this 18 day of September 2025



Kevin Mackay

State of New York)

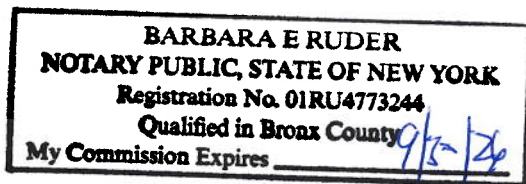
)ss.:

County of New York)

Subscribed and sworn to before me this 18 day of September 2025.



Notary Public



Affidavit

Statement regarding the Nebraska Department of Insurance Report on Examination as to the Financial Condition of Metropolitan Tower Life Insurance Company

I, Charles Scully, being a duly appointed Director of Metropolitan Tower Life Insurance Company (the Company), confirm that I have received and read a copy of the Nebraska Department of Insurance Report on Examination as to the Financial Condition of the Company as of December 31, 2023.

Signed this 18th day of September 2025



Charles Scully

State of New York)

)ss.:

County of New York)

Subscribed and sworn to before me this 18th day of September 2025.



Notary Public

KELLI J. BUFORD
Notary Public State of New York
No. 01BU6094380
Qualified in Bronx County
Certificate Filed in New York County
My Commission Expires on June 16, 2027

Affidavit

Statement regarding the Nebraska Department of Insurance Report on Examination as to the Financial Condition of Metropolitan Tower Life Insurance Company

I, Tara JP Wolf, being a duly appointed Director of Metropolitan Tower Life Insurance Company (the Company), confirm that I have received and read a copy of the Nebraska Department of Insurance Report on Examination as to the Financial Condition of the Company as of December 31, 2023.

Signed this 11th day of Sept 2025



Tara JP Wolf

State of New York)

)ss.:

County of New York)

Subscribed and sworn to before me this 11 day of September 2025.


Notary Public

