



STATE OF NEW YORK
INSURANCE DEPARTMENT
25 BEAVER STREET
NEW YORK, NEW YORK 10004

April 4, 2000

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In the Matter of the:
Plan of Reorganization

of

METROPOLITAN LIFE INSURANCE COMPANY

From a Mutual Life Insurance Company
into a
Stock Life Insurance Company

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I, Neil D. Levin, Superintendent of Insurance of the State of New York, hereby certify that on April 4, 2000, I approved a plan to reorganize the Metropolitan Life Insurance Company pursuant to the authority vested in the Superintendent of Insurance of the State of New York by Section 7312 of the Insurance Law.

A Notice of Proposed Agency Action" was published in the State Register on December 8, 1999, pursuant to the provisions of the State Administrative Procedure Act.

Very truly yours,

NEIL D. LEVIN
Superintendent of Insurance