



November 3, 2020

Via Email

Mr. Jay W. Klein
Vice President and Associate General Counsel
MetLife Group, Inc.
200 Park Avenue
New York, New York 10166-0188

Re: Acquisition of Control of Superior Vision Insurance Plan of Wisconsin, Inc.

Dear Mr. Klein:

The following information is requested in furtherance of this Office's review of the Form A filing dated September 29, 2020, whereby MetLife, Inc. proposed its acquisition of control of Superior Vision Insurance Plan of Wisconsin, Inc. Items 1 through 3 are not requested as part of the competitive impact analysis, but rather to obtain a better understanding of the Metropolitan Group's existing vision only business in Wisconsin. Items 4 through 6 have been directed to MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust, as regards their interests and concerns, as distinct from those of MetLife, Inc.

1. What was the amount of direct premiums written by Metropolitan Life Insurance Company for vision only business in 2019? Is there any material differentiation or incompatibility in the vision only products offered by Metropolitan Life Insurance Company from the vision only products offered by Superior Vision Insurance Plan of Wisconsin, Inc.?
2. What was the amount of direct premiums written by Metropolitan Property and Casualty Insurance Company for vision only business in 2019? If Metropolitan Property and Casualty Insurance Company does offer vision only products in Wisconsin, is there any material differentiation or incompatibility in the vision only products offered by Metropolitan Property and Casualty Insurance Company from the vision only products offered by Superior Vision Insurance Plan of Wisconsin, Inc.?
3. Were there any Metropolitan Group companies licensed in Wisconsin other than Metropolitan Life Insurance Company and Metropolitan Property and Casualty Insurance Company?
4. Was the MetLife Policyholder Trust Agreement by and among Metropolitan Life Insurance Company and MetLife, Inc. and Wilmington Trust Company and ChaseMellon Shareholder Services, L.L.C. dated as of November 3, 1999 ever provided to the policyholders who had the right to vote on the demutualization of Metropolitan Life Insurance Company?
5. Was the MetLife Policyholder Trust Agreement by and among Metropolitan Life Insurance Company and MetLife, Inc. and Wilmington Trust Company and ChaseMellon Shareholder Services, L.L.C. dated as of November 3, 1999 ever provided to the U.S. Securities and Exchange Commission? If so, has this agreement been held as confidential by the U.S. Securities and Exchange Commission?

6. In Wisconsin, it is exceptionally rare for disclaimers of control to be confidential. By keeping disclaimers of control public, the Wisconsin Office of the Commissioner of Insurance can better surveil whether or not disclaimers of control are accurate and that they remain so. The limited instances of confidentiality would generally involve situations in which we are coordinating a response with the federal government during an economic crisis. However, in the Disclaimer of Control relative to Superior Vision Insurance Plan of Wisconsin, Inc. by and on behalf of MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust dated October 6, 2020, MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust, requested that the filing of this Disclaimer of Control with the OCI be treated confidentially as it contains proprietary information and confidential strategies that are not otherwise available to the public and that, if disclosed, could cause substantial injury to the competitive position of the MetLife Policyholder Trust and Wilmington Trust Company, as Trustee for MetLife Policyholder Trust, and MetLife, Inc. Please identify the specific wording within the Disclaimer of Control and its Exhibits that, if disclosed, could cause substantial injury to the competitive position of MetLife, Inc.
7. Of the affiliates located outside of the United States that license intellectual property to MetLife Services and Solutions, LLC, which affiliates' intellectual property is it anticipated that Superior Vision Insurance Plan of Wisconsin, Inc. will utilize and thus indirectly pay for as part of the Member Services and Facilities Agreement? In each such instance, please provide the name of the affiliated non-U.S. entity, the nature of the intellectual property, the estimated annualized actual cost, and the estimated annualized transfer pricing mark-up.
8. It is customary for affiliated insurance groups in the United States that are under common control to have tax allocation agreements. In Wisconsin, Form D filings and tax allocation agreements are not held as confidential. However, in the draft Form D for the tax allocation agreement, MetLife Group, Inc. requests confidential treatment for the Form D and the Agreement to Apportion Consolidated Federal Income Tax Liability and Benefits of Consolidated Returns dated June 24, 1986, as amended, March 10, 2010, among MetLife, Inc. and its subsidiaries. Please identify the specific wording within the Form D and the tax allocation agreement that, if disclosed, could cause substantial injury to the competitive position of MetLife, Inc.
9. It is customary for affiliated insurance groups in the United States that are under common control to have affiliated service agreements. In Wisconsin, Form D filings and affiliated service agreements are not held as confidential. However, in the draft Form D for the Member Services and Facilities Agreement, MetLife Group, Inc. requests confidential treatment for the Form D and the Member Services and Facilities Agreement. Please identify the specific wording within the Form D and the Member Services and Facilities Agreement that, if disclosed, could cause substantial injury to the competitive position of MetLife, Inc.

Thank you for your time and consideration. If you have questions on this or any other matter in which I may be of some assistance, please call me at (608) 267-4388.

Sincerely,



Steven J. Junior, Insurance Program Manager
Division of Financial Regulation

cc: Kevin G. Fitzgerald, Foley & Lardner LLP (via email)
Stephanie H. Dobecki, Sidley Austin LLP (via email)