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METROPOLITAN LIFE INSURANCE CO

FORM D/A

(Amended Small Company Offering and Sale of Securities Without Registration)

Filed 11/24/26

Address	200 PARK AVENUE
	NEW YORK, NY, 10166
Telephone	212-578-9000
CIK	0000937834
SIC Code	6311 - Life Insurance
Fiscal Year	12/31

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)
0000937834

Previous Name(s) ☒ None

Name of Issuer
METROPOLITAN LIFE INSURANCE CO

Jurisdiction of Incorporation/Organization
NEW YORK

Entity Type
- ☒ Corporation
- ☐ Limited Partnership
- ☐ Limited Liability Company
- ☐ General Partnership
- ☐ Business Trust
- ☐ Other

Year of Incorporation/Organization
- ☒ Over Five Years Ago
- ☐ Within Last Five Years (Specify Year)
- ☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer
METROPOLITAN LIFE INSURANCE CO

Street Address 1
200 PARK AVENUE

Street Address 2

City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
NEW YORK	NEW YORK	10166	212-578-9000

3. Related Persons

Last Name	First Name	Middle Name
Glaser	Daniel	S.

Street Address 1: 200 Park Avenue
Street Address 2:

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hubbard	Robert	G.

Street Address 1: 200 Park Avenue
Street Address 2:

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Kennard	William	E.

Street Address 1: 200 Park Avenue
Street Address 2:

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Khalaf	Michel	A.

Street Address 1: 200 Park Avenue
Street Address 2:

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
McCallion	John	D.

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
McKenzie	Diana	L.

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Weinberger	Mark	A.

Street Address 1	Street Address 2
200 PARK AVENUE	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
O'Donnell	William	C.

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Tadros	Ramy	

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Pappas	Bill	

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Debel	Marlene	

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Harris	Carla	A.

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Johnson	Jeh	C.

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Mumenthaler	Christian	S.

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
O'Neill	Adrienne	

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hay	Laura	J.

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Seitz	Michelle	

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Boudreau	Bryan	E.

Street Address 1	Street Address 2
200 Park Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10166

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

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4. Industry Group

- ☐ Agriculture

Banking & Financial Services

- ☐ Commercial Banking
- ☒ Insurance
- ☐ Investing
- ☐ Investment Banking
- ☐ Pooled Investment Fund
- ☐ Other Banking & Financial Services

Health Care

- ☐ Biotechnology
- ☐ Health Insurance
- ☐ Hospitals & Physicians
- ☐ Pharmaceuticals
- ☐ Other Health Care

- ☐ Manufacturing

Real Estate

- ☐ Commercial
- ☐ Construction
- ☐ REITS & Finance
- ☐ Residential
- ☐ Other Real Estate

- ☐ Retailing
- ☐ Restaurants

Technology

- ☐ Computers
- ☐ Telecommunications
- ☐ Other Technology

Travel

- ☐ Airlines & Airports
- ☐ Lodging & Conventions
- ☐ Tourism & Travel Services
- ☐ Other Travel

- ☐ Other

- ☐ Business Services

Energy

- ☐ Coal Mining
- ☐ Electric Utilities
- ☐ Energy Conservation
- ☐ Environmental Services
- ☐ Oil & Gas
- ☐ Other Energy

5. Issuer Size

Revenue Range

- ☐ No Revenues
- ☐ $1 - $1,000,000
- ☐ $1,000,001 - $5,000,000
- ☐ $5,000,001 - $25,000,000
- ☐ $25,000,001 - $100,000,000
- ☐ Over $100,000,000
- ☒ Decline to Disclose
- ☐ Not Applicable

Aggregate Net Asset Value Range

- ☐ No Aggregate Net Asset Value
- ☐ $1 - $5,000,000
- ☐ $5,000,001 - $25,000,000
- ☐ $25,000,001 - $50,000,000
- ☐ $50,000,001 - $100,000,000
- ☐ Over $100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504 (b)(1)(i)
- ☐ Rule 504 (b)(1)(ii)
- ☐ Rule 504 (b)(1)(iii)
- ☐ Rule 505
- ☐ Rule 506(b)
- ☒ Rule 506(c)
- ☐ Securities Act Section 4(a)(5)
- ☒ Investment Company Act Section 3(c)
  - ☐ Section 3(c)(1)
  - ☐ Section 3(c)(2)
  - ☐ Section 3(c)(3)
  - ☐ Section 3(c)(4)
  - ☐ Section 3(c)(5)
  - ☐ Section 3(c)(6)
  - ☒ Section 3(c)(7)
  - ☐ Section 3(c)(9)
  - ☐ Section 3(c)(10)
  - ☐ Section 3(c)(11)
  - ☐ Section 3(c)(12)
  - ☐ Section 3(c)(13)
  - ☐ Section 3(c)(14)

7. Type of Filing

☐ New Notice Date of First Sale 1990-08-30 ☐ First Sale Yet to Occur

☒ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No

9. Type(s) of Securities Offered (select all that apply)

- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Equity
- ☐ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☒ Other (describe)

MetLife Private Placement Variable Life Insurance Policy (PPVL) supported by various MetLife Separate Accounts

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor $ 4000000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	
Various Agents		☒ None

(Associated) Broker or Dealer		(Associated) Broker or Dealer CRD Number	
M Holdings Securities, Inc.	☐ None	43285	☐ None

Street Address 1	Street Address 2
1125 N.W. Couch Street, Suite 900	

City	State/Province/Country	ZIP/Postal Code
Portland	OREGON	97209

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ALABAMA
ALASKA
ARIZONA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DELAWARE
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
KENTUCKY
LOUISIANA
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VIRGINIA
WASHINGTON
WISCONSIN
WYOMING

Recipient	Recipient CRD Number	
Various Agents		☒ None

(Associated) Broker or Dealer		(Associated) Broker or Dealer CRD Number	
Westport Financial Services, LLC	☐ None	38449	☐ None

Street Address 1	Street Address 2
3001 Summer Street	Floor 3

City	State/Province/Country	ZIP/Postal Code
Stamford	CONNECTICUT	06905

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

CALIFORNIA
COLORADO
CONNECTICUT
DELAWARE
ILLINOIS
INDIANA
MAINE
MARYLAND
MICHIGAN
MINNESOTA
MISSOURI
NEW JERSEY
NEW YORK

NORTH CAROLINA
OHIO
OKLAHOMA
VIRGINIA

Recipient		Recipient CRD Number	☒ None
Various Agents			
(Associated) Broker or Dealer	☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Executive Services Securities, LLC		25299	
Street Address 1		Street Address 2	
3445 Peachtree Road, N.E., Suite 200			
City	State/Province/Country	ZIP/Postal Code	
Atlanta	GEORGIA	30326	

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

CALIFORNIA
GEORGIA
NEW YORK
PENNSYLVANIA
RHODE ISLAND

Recipient	Recipient CRD Number	☒ None
Various Agents		

(Associated) Broker or Dealer	☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Newport Group Securities, Inc.		29722	

Street Address 1	Street Address 2
300 International Parkway, Suite 270	

City	State/Province/Country	ZIP/Postal Code
Heathrow	FLORIDA	32746

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ALABAMA
ALASKA
ARIZONA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
KANSAS
KENTUCKY
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
NEVADA
NEW HAMPSHIRE
NEW YORK
NORTH DAKOTA
OKLAHOMA
OREGON
PENNSYLVANIA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VIRGINIA
WASHINGTON
WISCONSIN
WYOMING

Recipient	Recipient CRD Number	☒ None
Various Agents		

(Associated) Broker or Dealer	☐ None	(Associated) Broker or Dealer CRD Number	☐ None
SGC Securities LP		118934	

Street Address 1	Street Address 2
107 Forrest Avenue, Suite 11	

City	State/Province/Country	ZIP/Postal Code
Narbeth	PENNSYLVANIA	19072

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

PENNSYLVANIA
TENNESSEE
WASHINGTON

Recipient	Recipient CRD Number	☒ None
Various Agents		

(Associated) Broker or Dealer	☐ None	(Associated) Broker or Dealer CRD Number	☐ None
AON Consulting		4138	

Street Address 1	Street Address 2
3565 Piedmont Road, NE	Bldg 1, Suite 600

City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30305

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ALABAMA
ALASKA
ARIZONA
CALIFORNIA
COLORADO
CONNECTICUT
DISTRICT OF COLUMBIA

FLORIDA
GEORGIA
ILLINOIS
IOWA
MARYLAND
MASSACHUSETTS
MICHIGAN
MISSOURI
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW YORK
NORTH CAROLINA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
SOUTH CAROLINA
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON

Recipient	Recipient CRD Number	☒ None
Various Agents		
(Associated) Broker or Dealer ☐ None	(Associated) Broker or Dealer CRD Number	☐ None
FNBB Capital Markets, LLC	132091	
Street Address 1	Street Address 2	
600 University Park Place, Suite 380		
City	State/Province/Country	ZIP/Postal Code
Birmingham	ALABAMA	35209
State(s) of Solicitation ☐ All States	☐ Foreign/Non-US	
ALABAMA		

Recipient	Recipient CRD Number	☒ None
Various Agents		
(Associated) Broker or Dealer ☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Safeguard Securities, Inc.	31256	
Street Address 1	Street Address 2	
6060 Parkland Boulevard, Suite 200		
City	State/Province/Country	ZIP/Postal Code
Mayfield Heights	OHIO	44124
State(s) of Solicitation ☐ All States	☐ Foreign/Non-US	
ALABAMA OHIO		

Recipient	Recipient CRD Number	☒ None
Various Agents		
(Associated) Broker or Dealer ☐ None	(Associated) Broker or Dealer CRD Number	☐ None
J. Alden Associates, Inc.	40002	
Street Address 1	Street Address 2	
261 Old York Road, Suite 837		
City	State/Province/Country	ZIP/Postal Code
Jenkintown	PENNSYLVANIA	19046
State(s) of Solicitation ☐ All States	☐ Foreign/Non-US	
FLORIDA ILLINOIS NEW JERSEY NEW YORK PENNSYLVANIA		

Recipient		Recipient CRD Number	☒ None
Various Agents			
(Associated) Broker or Dealer	☐ None	(Associated) Broker or Dealer CRD Number	☐ None
FPCM Securities, LLC		38283	
Street Address 1		Street Address 2	
140 Broadway, 21st floor			
City	State/Province/Country		ZIP/Postal Code
New York	NEW YORK		10005
State(s) of Solicitation	☐ All States	☐ Foreign/Non-US	
NEW YORK			

Recipient		Recipient CRD Number	☒ None
Various Agents			
(Associated) Broker or Dealer	☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Valmark Securities, Inc.		31243	
Street Address 1		Street Address 2	
130 Springside Dr., Suite 3000			
City	State/Province/Country		ZIP/Postal Code
Akron	OHIO		44333
State(s) of Solicitation	☐ All States	☐ Foreign/Non-US	
ILLINOIS IOWA NEW JERSEY OHIO RHODE ISLAND WISCONSIN			

Recipient		Recipient CRD Number	☒ None
Various Agents			
(Associated) Broker or Dealer	☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Innovation Partners, LLC		146344	
Street Address 1		Street Address 2	
5950 Fairview Rd., Suite 806			
City	State/Province/Country		ZIP/Postal Code
Charlotte	NORTH CAROLINA		28210
State(s) of Solicitation	☐ All States	☐ Foreign/Non-US	
ARIZONA CALIFORNIA COLORADO CONNECTICUT DISTRICT OF COLUMBIA GEORGIA ILLINOIS KANSAS MARYLAND NEW JERSEY NEW YORK NORTH CAROLINA TENNESSEE TEXAS WASHINGTON			

Recipient	Recipient CRD Number	☒ None
Various Agents		
(Associated) Broker or Dealer ☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Fas Corp.	43536	
Street Address 1	Street Address 2	
4747 W. 135th Street	Suite 100	
City	State/Province/Country	ZIP/Postal Code
Leawood	KANSAS	66224

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

CALIFORNIA
COLORADO
CONNECTICUT
DELAWARE
INDIANA
KANSAS
MASSACHUSETTS
NEW JERSEY
NEW YORK
TEXAS

Recipient	Recipient CRD Number	☒ None
Various Agents		
(Associated) Broker or Dealer ☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Inverness Securities, LLC.	129914	
Street Address 1	Street Address 2	
6060 Parkland Blvd.	Suite 200	
City	State/Province/Country	ZIP/Postal Code
Cleveland	OHIO	44124

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ALABAMA
OHIO

Recipient	Recipient CRD Number	☒ None
Various Agents		
(Associated) Broker or Dealer ☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Lion Street Financial, LLC	165828	
Street Address 1	Street Address 2	
515 Congress Ave., Suite 2500		
City	State/Province/Country	ZIP/Postal Code
Austin	TEXAS	78701

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

ALABAMA
ARIZONA
CALIFORNIA
DELAWARE
FLORIDA
NEW JERSEY
NEW YORK
OHIO
OREGON
TEXAS

Recipient		Recipient CRD Number	☒ None
Various Agents			
(Associated) Broker or Dealer	☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Capacuity Securities, Inc.		15384	
Street Address 1		Street Address 2	
300 International Parkway		Suite 350	
City	State/Province/Country		ZIP/Postal Code
Lake Mary	FLORIDA		32746
State(s) of Solicitation	☐ All States	☐ Foreign/Non-US	
NEW YORK			

Recipient		Recipient CRD Number	☒ None
Various Agents			
(Associated) Broker or Dealer	☐ None	(Associated) Broker or Dealer CRD Number	☐ None
Kestra Investment Services, LLC		42046	
Street Address 1		Street Address 2	
5707 Southwest Pkwy		Suite 2-400	
City	State/Province/Country		ZIP/Postal Code
Austin	TEXAS		78735-6221
State(s) of Solicitation	☐ All States	☐ Foreign/Non-US	
ILLINOIS			

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13. Offering and Sales Amounts

Total Offering Amount	**$ USD**	☒ **Indefinite**
Total Amount Sold	**$ 1994195991 USD**	
Total Remaining to be Sold	**$ USD**	☒ **Indefinite**

Clarification of Response (if Necessary)

14. Investors

☐ **Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,**
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: **10**

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	**$ 74064661 USD**	☒ **Estimate**
Finders' Fees	**$ 0 USD**	☐ **Estimate**

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$ 0 USD ☐ **Estimate**

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- **Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.**
- **Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.**
- **Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).**

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
METROPOLITAN LIFE INSURANCE CO	**/s/ Sabrina K. Model**	**Sabrina K. Model**	**Vice President**	**2026-11-24**