

SERFF Tracking Number: MML-126669137 State: Arkansas  
Filing Company: Metropolitan Life Insurance Company State Tracking Number: 46617  
Company Tracking Number:  
TOI: H01 Health - Assumption Agreement Sub-TOI: H01.000 Health - Assumption Agreement  
Product Name: Assumption Certificate  
Project Name/Number: MetLife/CALIC/FAFLIC/

## Filing at a Glance

Company: Metropolitan Life Insurance Company

Product Name: Assumption Certificate

SERFF Tr Num: MML-126669137 State: Arkansas

TOI: H01 Health - Assumption Agreement

SERFF Status: Closed-Approved-  
Closed State Tr Num: 46617

Sub-TOI: H01.000 Health - Assumption  
Agreement

Co Tr Num:

State Status: Approved-Closed

Filing Type: Form

Author: Tanya Thompson

Reviewer(s): Rosalind Minor

Date Submitted: 08/25/2010

Disposition Date: 09/16/2010

Disposition Status: Approved-  
Closed

Implementation Date Requested:

Implementation Date:

State Filing Description:

## General Information

Project Name: MetLife/CALIC/FAFLIC

Status of Filing in Domicile: Authorized

Project Number:

Date Approved in Domicile:

Requested Filing Mode:

Domicile Status Comments:

Explanation for Combination/Other:

Market Type:

Submission Type: New Submission

Group Market Size:

Overall Rate Impact:

Group Market Type:

Filing Status Changed: 09/16/2010

Explanation for Other Group Market Type:

State Status Changed: 09/16/2010

Deemer Date:

Created By: Tanya Thompson

Submitted By: Tanya Thompson

Corresponding Filing Tracking Number:

Filing Description:

Commonwealth Annuity and Life Insurance Company ("Commonwealth") and First Allmerica Financial Life Insurance Company ("FAFLIC") have each entered into an assumption reinsurance agreement with Metropolitan Life Insurance Company ("MetLife") whereby MetLife will, subject to any required regulatory approval, assume liability for individual disability income liabilities evidenced by policies issued by Commonwealth and FAFLIC.

In connection with the assumption reinsurance transactions, we enclose for filing, final printed copies of the form described below. This form is new and does not replace any form previously filed with your Department.

SERFF Tracking Number: MML-126669137 State: Arkansas  
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TOI: H01 Health - Assumption Agreement Sub-TOI: H01.000 Health - Assumption Agreement  
Product Name: Assumption Certificate  
Project Name/Number: MetLife/CALIC/FAFLIC/  
Form No.: AC-IPE-COMW

**Description:**

Individual Policy Endorsement - Certificate of Assumption. The form may vary in any of the bracketed areas as follows: the name of the ceding insurer may reflect as appropriate the name of Commonwealth or FAFLIC; any address listed may vary if the applicable address changes; and the assumption certificate will reflect the date as of which the assumption is effective.

Form No: AN-COMW

**Description:**

Assumption Notice – This form may be used with Commonwealth Annuity and Life Insurance Company and First Allmerica Financial Life Insurance Company individual disability income policy forms in connection with coverage changes requested by an insured whose coverage has been assumed by MetLife. The form may vary in any of the bracketed areas as follows: the name of the ceding insurer may vary to read Commonwealth Annuity and Life Insurance Company or First Allmerica Financial Life Insurance Company, as applicable to each policy; the address listed may vary if the applicable address changes; and the notice may reflect the document to which it will be attached.

**Domiciliary Approval Status of the Assumption Reinsurance Transaction:**

The transaction has been approved by New York and Massachusetts. Approval letters are attached.

**Readability Certification**

The company and filer certify that the form listed below achieves the Flesch Reading Ease Score shown:

Form Number	Flesch Score
AC-IPE-COMW	63.14
AN-COMW	53.95

The products affected by the transaction are individual disability income insurance policies and the total number of policyholders under Commonwealth is 14,078 and under FAFLIC is 2,376.

**Authorization To File On Behalf of MetLife**

We have also enclosed an executed Authorization to File and Certify Forms. MetLife has authorized us to file and certify the above Assumption Certificate form.

**Company and Contact**

*SERFF Tracking Number:*      *MMML-126669137*                      *State:*                      *Arkansas*  
*Filing Company:*              *Metropolitan Life Insurance Company*              *State Tracking Number:*      *46617*  
*Company Tracking Number:*  
*TOI:*                      *H01 Health - Assumption Agreement*              *Sub-TOI:*                      *H01.000 Health - Assumption Agreement*  
*Product Name:*              *Assumption Certificate*  
*Project Name/Number:*      *MetLife/CALIC/FAFLIC/*

**Filing Contact Information**

Tanya Thompson, Paralegal                      [tthompson@mmmlaw.com](mailto:tthompson@mmmlaw.com)  
 1333 H Street NW                      202-216-4814 [Phone]  
 Suite 820                      202-408-5146 [FAX]  
 Washington, DC 20005

**Filing Company Information**

(This filing was made by a third party - morrismanningmartinllp)  
 Metropolitan Life Insurance Company              CoCode: 65978                      State of Domicile: New York  
 200 Park Avenue                      Group Code:                      Company Type:  
 New York, NY 10166                      Group Name:                      State ID Number:  
 (212) 579-2211 ext. [Phone]                      FEIN Number: 13-5581829

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**Filing Fees**

Fee Required?              No  
 Retaliatory?              No  
 Fee Explanation:  
 Per Company:              No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Metropolitan Life Insurance Company	\$0.00	08/25/2010	

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## Correspondence Summary

### Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Rosalind Minor	09/16/2010	09/16/2010

### Objection Letters and Response Letters

Objection Letters				Response Letters		
Status	Created By	Created On	Date Submitted	Responded By	Created On	Date Submitted
Pending Industry Response	Rosalind Minor	09/02/2010	09/02/2010	Tanya Thompson	09/14/2010	09/14/2010

*SERFF Tracking Number:*      *MMML-126669137*                      *State:*                      *Arkansas*  
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*Company Tracking Number:*  
*TOI:*                      *H01 Health - Assumption Agreement*              *Sub-TOI:*                      *H01.000 Health - Assumption Agreement*  
*Product Name:*              *Assumption Certificate*  
*Project Name/Number:*      *MetLife/CALIC/FAFLIC/*

## **Disposition**

Disposition Date: 09/16/2010

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number: MMML-126669137

State: Arkansas

Filing Company: Metropolitan Life Insurance Company

State Tracking Number: 46617

Company Tracking Number:

TOI: H01 Health - Assumption Agreement

Sub-TOI: H01.000 Health - Assumption Agreement

Product Name: Assumption Certificate

Project Name/Number: MetLife/CALIC/FAFLIC/

<b>Schedule</b>	<b>Schedule Item</b>	<b>Schedule Item Status</b>	<b>Public Access</b>
<b>Supporting Document</b>	Flesch Certification	Approved-Closed	Yes
<b>Supporting Document</b>	Domicile Approval	Approved-Closed	Yes
<b>Supporting Document</b>	Authorization to File	Approved-Closed	Yes
<b>Form (revised)</b>	Assumption Certificate	Approved-Closed	Yes
<b>Form</b>	Assumption Certificate	Replaced	Yes
<b>Form</b>	Assumption Notice	Approved-Closed	Yes

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## Objection Letter

Objection Letter Status Pending Industry Response

Objection Letter Date 09/02/2010

Submitted Date 09/02/2010

Respond By Date

Dear Tanya Thompson,

This will acknowledge receipt of the captioned filing.

Objection 1

- Assumption Certificate, AC-IPE-COMW (Form)

Comment:

The Certificate of Assumption notice does not contain all the information which is outlined under Rule and Regulation 55, Section 6.

Please feel free to contact me if you have questions.

Sincerely,

Rosalind Minor

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## Response Letter

Response Letter Status Submitted to State  
 Response Letter Date 09/14/2010  
 Submitted Date 09/14/2010

Dear Rosalind Minor,

### Comments:

### Response 1

Comments: Please see the Schedule Item tab for revised Certificate of Assumption.

### Related Objection 1

Applies To:

- Assumption Certificate, AC-IPE-COMW (Form)

Comment:

The Certificate of Assumption notice does not contain all the information which is outlined under Rule and Regulation 55, Section 6.

### Changed Items:

No Supporting Documents changed.

### Form Schedule Item Changes

Form Name	Form Number	Edition Date	Form Type	Action	Action Specific Data	Readability Score	Attach Document
Assumption Certificate	AC-IPE-COMW-AR		Certificate	Initial		63.140	Certificate of Assumption (AR).pdf
<b>Previous Version</b>	<b>Assumption Certificate</b>	<b>AC-IPE-</b>	<b>Certificate</b>	<b>Initial</b>		<b>63.140</b>	<b>MetLife</b>

SERFF Tracking Number: MMML-126669137 State: Arkansas  
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Product Name: Assumption Certificate  
Project Name/Number: MetLife/CALIC/FAFLIC/  
COMW

Cert  
Assumptio  
n.pdf

No Rate/Rule Schedule items changed.

Please let us know if you need anything else to complete your review.

Sincerely,  
Tanya Thompson

SERFF Tracking Number: MML-126669137

State: Arkansas

Filing Company: Metropolitan Life Insurance Company

State Tracking Number: 46617

Company Tracking Number:

TOI: H01 Health - Assumption Agreement

Sub-TOI: H01.000 Health - Assumption Agreement

Product Name: Assumption Certificate

Project Name/Number: MetLife/CALIC/FAFLIC/

## Form Schedule

### Lead Form Number: AC-IPE-COMW

Schedule Item	Form Number	Form Type	Form Name	Action	Action Specific Data	Readability	Attachment
Approved-Closed 09/16/2010	AC-IPE-COMW-AR	Certificate	Assumption Certificate	Initial		63.140	Certificate of Assumption (AR).pdf
Approved-Closed 09/16/2010	AN-COMW	Certificate	Assumption Notice	Initial		53.950	Assumption Notice.pdf
		Amendment, Insert Page, Endorsement or Rider					



Metropolitan Life Insurance Company  
New York, New York

Metropolitan Life Insurance Company ("MetLife"), is a stock company  
organized under the laws of New York

## POLICY ENDORSEMENT

The individual disability income insurance policy ("Policy") issued to you by [Company] is changed to add the following:

### CERTIFICATE OF ASSUMPTION

All rights, duties, obligations and liabilities of [Company] under your Policy have been assumed by Metropolitan Life Insurance Company ("MetLife").

All the terms, conditions and benefits of your Policy remain the same, except that all references to [Company] are changed to MetLife.

All notices, claims, actions or communications under your Policy must be made and sent directly to MetLife at [ Address of MetLife ].

All premiums due under your Policy are to continue to be paid to MetLife in accordance with the current method for such payment. Premium payments must be sent directly to MetLife at [Address of MetLife]

Any questions regarding this certificate and notice should be directed to [Contact name, address and toll-free telephone number]..

For further information on the financial condition of [Ceding Insurer], please contact the Arkansas Insurance Department, Finance Division at 1200 West Third Street, Little Rock, AR 72201 or by telephone at (501) 371-2600 or (800) 282-9134.

The Home Office of MetLife is located at [200 Park Avenue, New York, New York 10166]. .

The Home Office of [Company] is located at [Address of Company].

This Certificate of Assumption forms a part of and is to be attached to your Policy.

IN WITNESS WHEREOF, MetLife has caused this Certificate of Assumption to be effective as of [Date].

PLEASE ATTACH THIS ENDORSEMENT TO YOUR POLICY

METROPOLITAN LIFE INSURANCE COMPANY

C. Robert Henrikson  
Chairman of the Board, President and Chief Executive Officer



Metropolitan Life Insurance Company  
New York, New York

### **ASSUMPTION NOTICE**

In accordance with the Certificate of Assumption issued to you by Metropolitan Life Insurance Company ("MetLife"), MetLife has assumed all rights, duties and obligations of your individual disability income coverage which was originally issued to you by [Name of Ceding Company].

In the attached [document], all references to [Name of Ceding Carrier] are changed to MetLife. All notices, claims or actions under your individual disability income coverage must be made and sent directly to MetLife at [Address of MetLife]. All premiums due for your coverage are to continue to be paid to MetLife in accordance with the current method for such payment.

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## Supporting Document Schedules

	<b>Item Status:</b>	<b>Status Date:</b>
<b>Satisfied - Item:</b> Flesch Certification <b>Comments:</b> See filing description for certification of Flesch scores.	Approved-Closed	09/16/2010

	<b>Item Status:</b>	<b>Status Date:</b>
<b>Satisfied - Item:</b> Domicile Approval <b>Comments:</b> <b>Attachment:</b> New York Approval Letter.pdf	Approved-Closed	09/16/2010

	<b>Item Status:</b>	<b>Status Date:</b>
<b>Satisfied - Item:</b> Authorization to File <b>Comments:</b> <b>Attachment:</b> Authorization to File.pdf	Approved-Closed	09/16/2010



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

David A. Paterson  
Governor

James J. Wrynn  
Superintendent

July 8, 2010

James G. Hunt, Associate General Counsel  
Law Department  
Metropolitan Life Insurance Company  
1095 Avenue of the Americas  
New York, NY 10036

Joseph T. Holahan  
Morris, Manning & Martin, LLP  
1333 H Street, N.W. Suite 820  
Washington, D.C. 20005

Re: Proposed Assumption Reinsurance Transaction Between the Metropolitan Life Insurance Company ("MLIC") and each of Commonwealth Annuity and Life Insurance Company ("Commonwealth") and First Allmerica Financial Life Insurance Company ("FAFLIC") – Our File No. 42812

Dear Mr. Hunt and Mr. Holahan:

We have completed our review of the two Assumption Reinsurance Agreements between MLIC and each of Commonwealth and FAFLIC. The first assumption reinsurance agreement is between Commonwealth as the cedant, and MLIC as the assuming reinsurer. The second assumption reinsurance agreement is between FAFLIC as cedant, and MLIC as assuming reinsurer. The captioned agreements were submitted pursuant to Sections 1308(f)(1)(B) and 1308(f)(2) of the New York Insurance Law ("NYIL").

Pursuant to the captioned agreements, MLIC will assume, via novation, from each of Commonwealth and FAFLIC all liabilities under their respective individual disability insurance policies. As a result, MLIC will become directly liable to all holders of the assumed policies. The captioned agreements will be effective December 18, 2009. Policyholders who choose not to transfer their policies will continue to be policyholders of Commonwealth and FAFLIC, and 100% coinsured by MLIC under previous coinsurance agreements.

Based upon the Department's review of the submission and in reliance upon the facts and representations made therein, the Department hereby approves the captioned agreements pursuant to Sections 1308(f)(1)(B) and 1308(f)(2) of the New York Insurance Law ("NYIL"). Please submit the initial results of the policyholder mailings, including the number of policyholders who have opted not to novate to MLIC, as well as those whose mailings were determined to be undeliverable.

Very truly yours,

James J. Wrynn  
Superintendent of Insurance

By:

  
Carlton J. Meadows  
Principal Insurance Examiner

1095 Avenue of the Americas  
MSC 39028 (Office 39.714)  
New York, NY 10036

**MetLife**<sup>®</sup>

**Herbert B. Brown**  
Vice-President  
Institutional Contracts

(212) 578-0308  
(212) 578-3874 FAX  
(917) 968-5787 CELL  
hbrown@metlife.com

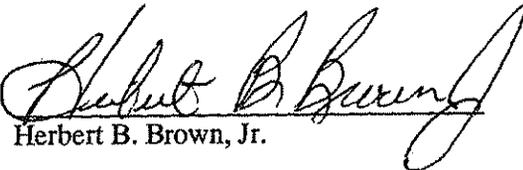
February 19, 2010

Re: Authorization to File and Certify Forms

To whom it may concern:

This is to inform you that Metropolitan Life Insurance Company ("MetLife") authorizes Morris, Manning & Martin, LLP to file on its behalf the Assumption Certificate relating to the assumption reinsurance transactions between Commonwealth Annuity and Life Insurance Company and MetLife and between First Allmerica Financial Life Insurance Company and MetLife. MetLife also authorizes Morris, Manning & Martin, LLP to make any certifications in connection with this filing.

Sincerely,

  
Herbert B. Brown, Jr.

*SERFF Tracking Number:*      *MMML-126669137*                      *State:*                      *Arkansas*  
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*TOI:*                      *H01 Health - Assumption Agreement*              *Sub-TOI:*                      *H01.000 Health - Assumption Agreement*  
*Product Name:*              *Assumption Certificate*  
*Project Name/Number:*      *MetLife/CALIC/FAFLIC/*

## Superseded Schedule Items

Please note that all items on the following pages are items, which have been replaced by a newer version. The newest version is located with the appropriate schedule on previous pages. These items are in date order with most recent first.

<b>Creation Date:</b>	<b>Schedule</b>	<b>Schedule Item Name</b>	<b>Replacement Creation Date</b>	<b>Attached Document(s)</b>
08/25/2010	Form	Assumption Certificate	09/14/2010	MetLife Cert Assumption.pdf (Superseded)



Metropolitan Life Insurance Company  
New York, New York

Metropolitan Life Insurance Company ("MetLife"), is a stock company  
organized under the laws of New York

## POLICY ENDORSEMENT

The individual disability income insurance policy ("Policy") issued to you by [Company] is changed  
to add the following:

## CERTIFICATE OF ASSUMPTION

All rights, duties, obligations and liabilities of [Company] under your Policy have been  
assumed by Metropolitan Life Insurance Company ("MetLife").

All the terms, conditions and benefits of your Policy remain the same, except that all  
references to [Company] are changed to MetLife.

All notices, claims, actions or communications under your Policy must be made and sent  
directly to MetLife at [ Address of MetLife ].

All premiums due under your Policy are to continue to be paid to MetLife in accordance with  
the current method for such payment. Premium payments must be sent directly to MetLife at  
[Address of MetLife]

The Home Office of MetLife is located at [200 Park Avenue, New York, New York 10166].

The Home Office of [Company] is located at [Address of Company].

This Certificate of Assumption forms a part of and is to be attached to your Policy.

IN WITNESS WHEREOF, MetLife has caused this Certificate of Assumption to be effective  
as of [Date].

PLEASE ATTACH THIS ENDORSEMENT TO YOUR POLICY

METROPOLITAN LIFE INSURANCE COMPANY

C. Robert Henrikson  
Chairman of the Board, President and Chief Executive Officer