



IN THE CIRCUIT COURT OF JEFFERSON COUNTY, ALABAMA

**CITY OF BIRMINGHAM RETIREMENT
AND RELIEF SYSTEM**)

Plaintiff,)

v.)

CASE NO. _____

METLIFE, INC.; C. ROBERT HENRIKSON,)
in his individual capacity and in his capacity as)
Chairman of the Board of Directors, President)
and Chief Executive Office for MetLife, Inc.;)
WILLIAM J. WHEELER in his individual)
capacity and in his capacity as Executive Vice)
President and Chief Financial Officer for)
MetLife, Inc.; PETER M. CARLSON in his)
individual capacity and in his capacity as)
Executive Vice President of Finance Operations)
And Chief Accounting Officer for MetLife, Inc.;)
SYLVIA MATTHEWS BURWELL in her)
individual capacity and in her capacity as)
Director of the Company for MetLife, Inc.;)
EDUARDO CASTRO-WRIGHT in his)
individual capacity and in his capacity as)
Director of the Company for MetLife, Inc.;)
CHERYL W. GRISE in her individual capacity)
and in her capacity as Director of the Company)
and Lead Director for MetLife, Inc.; R. GLENN)
HUBBARD in his individual capacity and in his)
capacity as Director of the Company for)
MetLife, Inc.; JOHN M. KEANE in his)
individual capacity and in his capacity as)
Director of the Company for MetLife, Inc.;)
ALFRED F. KELLY, JR. in his individual)
capacity and in his capacity as Director of the)
Company for MetLife, Inc.; JAMES M. KILTS)
in his individual capacity and in his capacity as)
Director of the Company for MetLife, Inc.;)
CATHERINE R. KINNEY in her individual)
capacity and in her capacity as Director of the)
Company for MetLife, Inc.; HUGH B. PRICE in)
his individual capacity and in his capacity as)
Director of the Company for MetLife, Inc.;)
DAVID SATCHER, M.D. in his individual)
capacity and in his capacity as Director of the)
Company for MetLife, Inc.; KENTON J.)
SICCHITANO in his individual capacity and in)
his capacity as Director of the Company for)
MetLife, Inc.; LULU C. WANG in her individual)
capacity and in her capacity as Director of the)
Company for MetLife, Inc.; GOLDMAN)
SACHS & COMPANY, a Foreign Corporation)

Corporation; CITIGROUP GLOBAL)
MARKETS, INC., a New York Corporation)
CREDIT SUISSE SECURITIES (USA), LLC,)
a Delaware Corporation; BARCLAYS)
CAPITAL, INC., a Foreign Corporation)
DEUTSCHE BANK SECURITIES, INC., a)
Foreign Corporation; J.P. MORGAN)
SECURITIES, LLC, a Delaware Corporation)
MERRILL LYNCH, PIERCE, FENNER &)
SMITH INCORPORATED, a Delaware)
Corporation; MORGAN STANLEY & CO., a)
Foreign Corporation; UBS SECURITIES,)
LLC, a Delaware Corporation;)
WELLS FARGO SECURITIES, LLC, a)
Delaware Corporation; Fictitious Defendants)
“A” through “F” being the true and correct)
legal names of the named Defendants both)
individual and corporate; Fictitious Defendants)
“G” through “M” are those persons, corporations)
or other business entities in addition to the)
Defendants named herein, responsible for the)
wrongs and damages detailed in Plaintiffs)
Complaint; Fictitious Defendants “N” through)
“R” being those persons, firms, corporations,)
or other business entities who were)
responsible for making, fabricating,)
developing, writing, signing, contributing to,)
or disseminating all false and misleading)
Registration Statements detailed in this)
Complaint; Fictitious Defendants “S” through)
“Z” being those persons, firms, corporations,)
or other business entities, in addition to the)
Defendants named herein, who failed to)
conduct adequate due diligence investigations)
prior to the date of the offerings noted)
herein; Fictitious Defendants “AA” through)
“FF” being those persons, firms, corporations,)
or other business entities who failed to)
adequately and/or properly, and/or)
competently conduct underwriting for)
Defendant MetLife, Inc., in relation to)
the Offering noted herein; the true and)
correct names of the Fictitious parties are)
unknown at the current time and said)
Fictitious parties will be properly added)
by amendment when their identities are)
ascertained.)

Defendants.

COMPLAINT

Plaintiff, City of Birmingham Retirement and Relief System, individually and on behalf of all others similarly situated (“Plaintiff”), by Plaintiff’s undersigned attorneys, for Plaintiff’s complaint against defendants, allege the following based upon personal knowledge as to Plaintiff and Plaintiff’s own acts, and upon information and belief as to all other matters based on the investigation conducted by and through Plaintiff’s attorneys, which included, among other things, a review of MetLife, Inc.’s (“MetLife” or “the Company”) press releases, Securities and Exchange Commission (“SEC”) filings, analyst reports, media reports and other publicly disclosed reports and information about the defendants.

Plaintiff believes that, after a reasonable opportunity for discovery, substantial evidentiary support will exist for the allegations set forth herein against Defendants, MetLife, C. Robert Henrikson, William J. Wheeler, Peter M. Carlson, Sylvia Matthews Burwell, Eduardo Castro-Wright, Cheryl W. Gris , R. Glenn Hubbard, John M. Keane, Alfred F. Kelly, Jr., James M. Kilts, Catherine R. Kinney, Hugh B. Price, David Satcher, M.D., Kenton J. Sicchitano, Lulu C. Wang, Goldman, Sachs & Co., Citigroup Global Markets, Inc., Credit Suisse Securities (USA) LLC, Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co., UBS Securities LLC and Wells Fargo Securities, LLC.

NATURE OF THE ACTION

1. This is a securities class action on behalf of Plaintiff and all other persons or entities, except for defendants, who purchased or otherwise acquired the common stock of MetLife pursuant and/or traceable to the Company’s public offering of approximately \$300 billion of Common Equity Units (“CEUs”) of MetLife, by ALICO Holdings, LLC, on or around

March 4, 2011 (the “Offering”) seeking to pursue *strict liability* remedies under the Securities Act of 1933 (the “Securities Act”).

INTRODUCTION

2. MetLife is an international provider of insurance, employee benefits and financial services, and is one of the largest insurance and financial services companies in the United States. MetLife is headquartered in New York and its shares are traded on the New York Stock Exchange under the ticker symbol “MET.”

3. MetLife has accessed the Social Security Administration’s Death Master File (“DMF”) for use in certain areas of its business. The DMF is a database which records all deaths in the United States immediately after or very close to the date of death. The DMF also maintains demographic information about decedents, including social security numbers.

4. Since the 1980’s, MetLife has regularly accessed the DMF to verify whether its annuity policyholders have died. MetLife has done this so that it may immediately stop making annuity payments to a deceased policyholder.

5. MetLife did not, however, regularly access the DMF to determine whether death benefit payments were due under the Company’s life insurance policies or the Retained Asset Account. Under either of these situations, MetLife would become immediately liable to begin making payments upon the death of the policyholder. Furthermore, the time would begin to run for escheatment of unclaimed property or benefit funds to relevant state authorities if beneficiaries either could not be located or did not submit a claim to MetLife within the statutorily-mandated period.

6. On or about July 29, 2010, the New York Attorney General (“NY-AG”) announced that his office had launched a major fraud investigation into the life insurance

industry for practices related to the use of retained asset accounts as a settlement option for death benefits. The NY-AG further announced that subpoenas requesting comprehensive data related to retained asset accounts had been served on MetLife and other insurance carriers.

7. Despite this investigation, MetLife misled the general public regarding its financial results. Specifically and as more fully set forth herein, the Company disavowed this investigation and stated that it would not have a material impact on MetLife's financial results.

8. On or about November 30, 2010, MetLife filed a Form S-3ASR with the SEC (the "Registration Statement"), indicating its intent to hold a public offering for the sale of, among other things, CEUs of MetLife. On March 1, 2011, MetLife filed a Form 424B7 Prospectus with the SEC (the "Prospectus"), and subsequently filed a Form 424B7 Prospectus Supplement on March 4, 2011 (the "Prospectus Supplement").

9. MetLife officially announced its Offering of CEUs in a press release dated March 2, 2011. There, the Company stated:

In addition, AIG has priced a public offering of 40,000,000 common equity units of MetLife, each with a stated amount of \$75.00 for an aggregate amount of \$3.0 billion. The equity units priced at \$82.88 per unit for gross proceeds of \$3.32 billion.

MetLife will not receive any proceeds from the offerings of . . . 40,000,000 common equity units owned by AIG.

The offerings are intended to provide for an orderly disposition of the MetLife securities owned by AIG. Upon the completion of the offerings, AIG will have sold all of its holdings of MetLife securities received in MetLife's acquisition of American Life Insurance Company (Alico).

10. MetLife officially announced the closing of its Offering of CEUs in a press release dated March 8, 2011. This press release confirmed that the Offering went as planned, as set forth in the above March 2, 2011 press release.

11. On or about July 5, 2011, the NY-AG issued subpoenas to MetLife and eight other life insurance companies concerning their use of the DMF. These subpoenas demanded information from MetLife and the other life insurance companies about their policies and procedures for identifying beneficiaries of life insurance policies. The purpose of this investigation was to determine whether life insurance companies like MetLife were doing enough to identify beneficiaries of life insurance policies once a policyholder died.

12. Despite its knowledge of the NY-AG's subpoena and investigation, MetLife continued to mislead the general public regarding its financial results. Indeed, just a few short weeks after the NY-AG announced the subpoena and investigation, MetLife announced its financial results for the second quarter of 2011, and reported strong results.

13. As a result of MetLife's selective use of the DMF, MetLife issued materially false and misleading statements and material omissions of fact in the Registration Statement, Prospectus and Prospectus Supplement related to the Offering because: (1) the Company irregularly used the DMF; (2) the Company might be subject to liability for its irregular use of the DMF; (3) the Company's finances would suffer as a result of its use of the DMF; (4) MetLife failed to reserve sufficient funds for payment to the beneficiaries of deceased policyholders when it knew or should have known that such policyholders were in fact deceased; and (5) MetLife stated that the NY-AG's July 29, 2010 investigation would not alter the Company's financial statements and would not violate state or federal laws.

14. Essentially, unbeknownst to investors, MetLife sold CEUs of MetLife without disclosing information of which the Company knew or should have known. This information has had a substantially negative impact on the price of MetLife's common stock. Thus, by the false statements and material omissions of fact in its Registration Statement, Prospectus and

Prospectus Supplement, MetLife sold CEUs at artificially inflated prices in the Offering. This action seeks recovery, including rescission, for innocent purchasers who suffered many millions of dollars in losses when the truth about MetLife emerged and its stock price plummeted.

SUMMARY AND OVERVIEW OF THE ACTION

15. MetLife is an international provider of insurance, employee benefits and financial services, and is one of the largest insurance and financial services companies in the United States. Two components of MetLife's business are its sales of annuities and life insurance policies.

16. As part of its annuities business, MetLife regularly referenced the DMF to determine when an annuity holder died. This permitted the Company to immediately cease annuity payments upon such a death.

17. MetLife did not, however, regularly reference the DMF to determine when a life insurance policyholder died. This permitted the Company to avoid and/or delay payments to beneficiaries of such life insurance policies upon the death of the policyholder. Furthermore, this enabled the Company to avoid immediate liabilities for escheatment of unclaimed properties and/or benefits to state authorities in situations where beneficiaries were either not located or failed to submit a claim to MetLife within the statutorily-mandated period.

18. The Offering was effected through a Registration Statement on Form S-3ASR (File No. 333-170876). MetLife filed a Prospectus with the SEC on a Form 424B7 on March 1, 2011, and filed a Prospectus Supplement on a Form 424B7 on March 4, 2011. Pursuant to the Offering, 40 million CEUs of MetLife were sold. Underwriters Goldman, Sachs & Co., Citigroup Global Markets, Inc., Credit Suisse Securities (USA) LLC, Barclays Capital Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner &

Smith Incorporated, Morgan Stanley & Co., UBS Securities LLC and Wells Fargo Securities, LLC (collectively, the “Underwriter Defendants”), shared over an estimated \$16.5 million in underwriting fees in connection with the Offering.

19. The “Selling Securityholder” for these 40 million CEUs was ALICO Holdings LLC (“ALICO”). Per its November 1, 2010 press release, MetLife acquired ALICO from American International Group, Inc. (“AIG”). ALICO was formerly a subsidiary of AIG.

20. In the Prospectus Supplement, MetLife wrote that it would not:

[R]eceive any of the proceeds from the sale of the Common Equity Units by [ALICO]. All of the Common Equity Units being offered and sold by [ALICO] in this offering are currently being held in the Indemnification Collateral Account . . . under the stock purchase agreement, dated as of March 7, 2010 . . . entered into in connection with the Acquisition, by and among MetLife, Inc., AIG and [ALICO].

21. As explained in MetLife’s March 2, 2011 press release: “[t]he offerings are intended to provide for an orderly disposition of the MetLife securities owned by AIG. Upon the completion of the offerings, AIG will have sold all of its holdings of MetLife securities received in MetLife’s acquisition of” ALICO. Thus, the Company benefitted from the sale of these 40 million CEUs of MetLife as the sale facilitated the Company’s acquisition of ALICO from AIG.

22. Defendants in this action include MetLife, the MetLife executives and directors who signed the Registration Statement and the underwriters of the Offering (collectively, “Defendants”). In violation of the Securities Act, Defendants were negligent by issuing false and misleading statements and omitting material facts from the Registration Statement, Prospectus and Prospectus Supplement that the Company filed with the SEC in support of the Offering. Defendants negligently allowed the Registration Statement, Prospectus and Prospectus Supplement to misleadingly and falsely state that the Company’s finances would not suffer from

MetLife's use of the DMF, and moreover, allowed these SEC filings to omit the material fact that the Company would suffer from MetLife's use of the DMF.

23. Specifically, under the applicable SEC rules and regulations governing the preparation of the Registration Statement (and the financial statements and related SEC filings incorporated therein by reference), Defendants were negligent in misleadingly and falsely stating and failing to disclose or indicate, at the time of the Offering, the following material facts: (1) the Company's irregular use of the DMF; (2) that the Company might be subject to liability for its irregular use of the DMF; (3) that the Company's finances would suffer as a result of its use of the DMF; (4) that MetLife failed to reserve sufficient funds for payment to the beneficiaries of deceased policyholders when it knew or should have known that such policyholders were in fact deceased; and (5) that MetLife stated that the NY-AG's July 29, 2010 investigation would not alter the Company's financial statements and would not violate state or federal laws.

JURISDICTION AND VENUE

24. This Court has subject matter jurisdiction over the causes of action asserted herein pursuant to the Alabama Constitution, Article VI, § 142(b), because this case is a cause not given by statute to other trial courts. This action is not removable. The claims alleged herein arise under §§ 11, 12(a)(2) and 15 of the Securities Act. *See* 15 U.S.C. §§ 77k, 771(a)(2) and 77o. Jurisdiction is conferred by § 22 of the Securities Act and venue is proper pursuant to § 22 of the Securities Act. Section 22 of the Securities Act explicitly states that “[e]xcept as provided in section 16(c), no case arising under this title and brought in any State court of competent jurisdiction shall be removed to any court in the United States.” Section 16(c) refers to “covered class actions,” which are defined as lawsuits brought as class actions or brought on behalf of more than 50 persons asserting claims under state or common law. This is an action asserting federal law claims. Thus, it does not fall within the definition of “covered class action” under § 16(b)-(c) and therefore is not removable to federal court.

25. This Court has personal jurisdiction over each of the Defendants named herein because they conducted business in, and/or resided in and/or were citizens of Alabama at the time of the Offering. MetLife is headquartered in New York, New York and at all time pertinent hereto conducted business in Jefferson County, Alabama.

26. Venue is proper in this Court because many of the acts complained of including the dissemination of materially false and misleading statements and reports prepared by or with the participation, acquiescence, encouragement, cooperation, or assistance of Defendants, occurred, at least in part, in this county.

PARTIES

27. Plaintiff City of Birmingham Retirement and Relief System is a domestic entity located in Jefferson County, Alabama and at all times relevant hereto purchased CEUs of MetLife pursuant to and/or traceable to the Offering and were damaged thereby.

28. Defendant MetLife is a corporation headquartered in New York, New York, and its shares are traded on the New York Stock Exchange. At all times pertinent hereto, Defendant MetLife did business in Jefferson County, Alabama.

29. Defendant C. Robert Henrikson “Henrikson” was, at the time of the Registration Statement and Offering, MetLife’s Chairman of the Board of Directors, President and Chief Executive Officer. Defendant Henrikson signed the false and misleading Registration Statement. Defendant Henrikson is a resident of Connecticut.

30. Defendant William J. Wheeler “Wheeler” was, at the time of the Registration Statement and Offering, MetLife’s Executive Vice President and Chief Financial Officer. He presently serves as MetLife’s President of The Americas. Defendant Wheeler signed the false and misleading Registration Statement. Upon information and belief, Defendant Wheeler is a resident of New York.

31. Defendant Peter M. Carlson was, at the time of the Registration Statement and Offering, MetLife’s Executive Vice President of Finance Operations and Chief Accounting

Officer. Defendant Carlson signed the false and misleading Registration Statement. Upon information and belief, Defendant Carlson is a resident of New York.

32. Defendant Sylvia Matthews Burwell has been a Director of the Company since 2004. Defendant Burwell signed the false and misleading Registration Statement. Defendant Burwell is a resident of Washington.

33. Defendant Eduardo Castro-Wright has been a Director of the Company since 2008. Defendant Castro-Wright signed the false and misleading Registration Statement. Defendant Castro-Wright is a resident of California.

34. Defendant Cheryl W. Gris  has been a Director of the Company since 2004, and became Lead Director on February 1, 2010. Defendant Gris  signed the false and misleading Registration Statement. Defendant Gris  is a resident of Connecticut.

35. Defendant R. Glenn Hubbard has been a Director of the Company since 2007. Defendant Hubbard signed the false and misleading Registration Statement. Defendant Hubbard is a resident of New York.

36. Defendant John M. Keane has been a Director of the Company since 2003. Defendant Keane signed the false and misleading Registration Statement. Defendant Keane is a resident of Virginia.

37. Defendant Alfred F. Kelly, Jr. has been a Director of the Company since 2009. Defendant Kelly signed the false and misleading Registration Statement. Defendant Kelly is a resident of New York.

38. Defendant James M. Kilts has been a Director of the Company since 2005. Defendant Kilts signed the false and misleading Registration Statement. Defendant Kilts is a resident of Connecticut.

39. Defendant Catherine R. Kinney has been a Director of the Company since 2009, and previously served in that capacity from 2002 to 2004. Defendant Kinney signed the false and misleading Registration Statement. Defendant Kinney is a resident of New York.

40. Defendant Hugh B. Price has been a Director of the Company since 1999. Defendant Price signed the false and misleading Registration Statement. Defendant Price is a resident of New York.

41. Defendant David Satcher, M.D. has been a Director of the Company since 2007. Defendant Satcher signed the false and misleading Registration Statement. Defendant Satcher is a resident of Maryland.

42. Defendant Kenton J. Sicchitano has been a Director of the Company since 2003. Defendant Sicchitano signed the false and misleading Registration Statement. Defendant Sicchitano is a resident of Massachusetts.

43. Defendant Lulu C. Wang has been a Director of the Company since 2008. Defendant Wang signed the false and misleading Registration Statement. Defendant Wang is a resident of New York.

44. Defendant Goldman, Sachs and Co. was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement. At all times pertinent hereto, Defendant Goldman, Sachs, and Co., did business in Jefferson County, Alabama.

45. Defendant Citigroup Global Markets Inc. was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement.

46. Defendant Credit Suisse Securities (USA) LLC was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement.

47. Defendant Barclays Capital Inc. was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement.

48. Defendant Deutsche Bank Securities Inc. was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement.

49. Defendant J.P. Morgan Securities LLC was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement. At all times pertinent hereto, Defendant J.P. Morgan Securities, LLC, did business in Jefferson County, Alabama.

50. Defendant Merrill Lynch, Pierce, Fenner & Smith Incorporated was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement. At all times pertinent hereto, Defendant Merrill Lynch, Pierce, Fenner & Smith, Incorporated, did business in Jefferson County, Alabama.

51. Defendant Morgan Stanley & Co. Incorporated was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement. At all times pertinent hereto, Defendant Morgan Stanley & Co., did business in Jefferson County, Alabama.

52. Defendant UBS Securities LLC was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement.

53. Defendant Wells Fargo Securities, LLC was an underwriter of the Company's Offering and served as a financial advisor and assistant in the preparation and dissemination of MetLife's false and misleading Registration Statement.

54. Fictitious Defendants "A" through "F" being the true and correct legal names of the named Defendants both individual and corporate.

55. Fictitious Defendants "G" through "M" are those persons, corporations or other business entities in addition to the Defendants named herein, responsible for the wrongs and damages detailed in Plaintiffs Complaint.

56. Fictitious Defendants “N” through “R” being those persons, firms, corporations, or other business entities who were responsible for making, fabricating, developing, writing, signing, contributing to, or disseminating all false and misleading Registration Statements detailed in this Complaint.

57. Fictitious Defendants “S” through “Z” being those persons, firms, corporations, or other business entities, in addition to the Defendants names herein, who failed to conduct adequate due diligence investigations prior to the date of the Offerings noted herein.

58. Fictitious Defendants “AA” through “FF” being those persons, firms, corporations, or other business entities who failed to adequately and/or properly, and/or competently conduct underwriting for Defendant MetLife, Inc., in relation to the Offering noted herein.

59. The true and correct names of the Fictitious Parties are unknown at the current time and said Fictitious Parties will be properly added by amendment when their identities are ascertained.

60. Pursuant to the Securities Act, the Underwriter Defendants are liable for the false and misleading statements in the Offering’s Registration Statement, Prospectus and Prospectus Supplement. The Underwriter Defendants’ failure to conduct adequate due diligence investigations was a substantial factor leading to the harm complained of herein.

a. The Underwriter Defendants are investment banking houses which specialize, *inter alia*, in underwriting public offerings of securities. They served as the underwriters of the Offering and received more than \$16.5 million in fees collectively. The Underwriter Defendants determined that in return for their share of the Offering, they were willing to merchandize CEUs of MetLife in the Offering.

b. Representatives of the Underwriter Defendants also assisted MetLife and the Individual Defendants in planning the Offering and purportedly conducted an adequate and reasonable investigation into the business and operations of MetLife, an undertaking known as a “due diligence” investigation. The due diligence investigation was required of the Underwriter

Defendants in order to engage in the Offering. During the course of their “due diligence,” the Underwriter Defendants had continual access to confidential corporate information concerning MetLife’s business sales model, financial condition, internal control and its future business plans and prospects.

c. In addition to availing themselves of access to internal corporate documents, agents of the Underwriter Defendants, including their counsel, met with MetLife’s lawyers, management and top executives to determine: (i) the strategy to best accomplish the Offering; (ii) the terms of the Offering, including the price at which CEUs of MetLife would be sold; (iii) the language to be used in the Registration Statement; (iv) what disclosures about MetLife would be made in the Registration Statement; and (v) what responses would be made to the SEC in connection with its review of the Registration Statement. As a result of those constant contacts and communications between the Underwriter Defendants’ representatives and MetLife’s management and top executives, the Underwriter Defendants knew, or should have known, of MetLife’s existing problems, and misstatements and omissions contained in the Registration Statement, Prospectus and Prospectus Supplement as detailed herein.

d. The Underwriter Defendants caused the Registration Statement to be filed with the SEC and declared effective in connection with offers and sales thereof, including to Plaintiffs and the Class.

SUBSTANTIVE ALLEGATIONS

Background

61. In the March 4, 2011 Prospectus Supplement related to the Offering, MetLife disclosed the following:

The New York Attorney General announced on July 29, 2010 that his office had launched a major fraud investigation into the life insurance industry for practices related to the use of retained asset accounts as a settlement option for death benefits and that subpoenas requesting comprehensive data related to retained asset accounts have been served on MetLife and other insurance carriers. We received the subpoena on July 30, 2010. We also have received requests for

documents and information from U.S. congressional committees and members as well as various state regulatory bodies, including the New York Insurance Department. It is possible that other state and federal regulators or legislative bodies may pursue similar investigations or make related inquiries. We cannot predict what effect any such investigations might have on our earnings or the availability of our retained asset account, known as the Total Control Account (“TCA”), **but we believe that our financial statements taken as a whole would not be materially affected. We believe that any allegations that information about the TCA is not adequately disclosed or that the accounts are fraudulent or violate state or federal laws are without merit.**

(Emphasis added.)

62. Prior to the March 4, 2011 Prospectus Supplement, MetLife had made similar statements regarding the NY-AG’s July 29, 2010 announcement of his investigation and subpoenas, in documents such as the August 2, 2010 10-Q, the November 4, 2010 10-Q and the February 25, 2011 10-K.

63. On May 4, 2011, MetLife issued a press release announcing its financial results for the first quarter of 2011. The Company reported that “[w]ith record top-line performance and a 64% increase in operating earnings over the first quarter of 2010, MetLife delivered very strong results in the first quarter of 2011.”

64. On May 10, 2011, MetLife filed a Form 10-Q for the first quarter of 2011. The Company reported strong financial results for the first quarter of 2011, and repeated the same disclosure regarding the NY-AG’s investigation as set forth in the March 4, 2011 Prospectus Supplement.

65. On July 5, 2011, it was widely reported throughout the media that the NY-AG launched an investigation and issued subpoenas to MetLife and eight other life insurance companies concerning their use of the DMF. The NY-AG demanded information from MetLife about its policies and procedures for identifying beneficiaries of life insurance policies. The

purpose of this investigation was to determine whether life insurance companies like MetLife were doing enough to identify beneficiaries of life insurance policies once a policyholder died.

66. On July 28, 2011, MetLife issued a press release announcing its financial results for the second quarter of 2011. Like its reporting for the first quarter of 2011, MetLife announced “strong results” and lauded that the Company “grew earnings per share by 13% over the prior-year quarter while generating a record \$11.8 billion in premiums, fees and other revenues.” **Significantly**, this press release did not reference, disclose or attempt to explain the NY-AG’s July 5, 2011 subpoena and investigation as set forth above.

The Truth Begins to Emerge

67. On August 5, 2011, MetLife filed a form 10-Q with the SEC, reporting its financial results for the second quarter of 2011. For the first time, MetLife acknowledged the July 5, 2011 subpoena and investigation. The Company stated:

On July 5, 2011, the New York Insurance Department issued a letter requiring life insurers doing business in New York to use data available on the U.S. Social Security Administration’s Death Master File or a similar database to identify instances where death benefits under life insurance policies, annuities, and retained asset accounts are payable, to locate and pay beneficiaries under such contracts, and to report the results of the use of the data. It is possible that other jurisdictions may pursue similar investigations or inquiries, or issue directives similar to the New York Insurance Department’s letter. It is possible that the audits and related activity may result in additional payments to beneficiaries, additional escheatment of funds deemed abandoned under state laws, administrative penalties, and changes to the Company’s procedures for the identification and escheatment of abandoned property. The Company is not currently able to estimate the reasonably possible amount of any such additional payments or the reasonably possible cost of any such changes in procedures, but it is possible that such costs may be substantial.

68. The price of MetLife common stock fell from \$36.35 per share on Friday, August 5, 2011 to \$32.74 on Monday, August 8, 2011. This represents a decline of approximately 10%.

69. On October 6, 2011, MetLife filed a Form 8-K with the SEC, reporting that:

The Company expects to incur a \$115 million to \$135 million, after tax, charge to adjust reserves in connection with the Company's use of the U.S. Social Security Administration's Death Master File and similar databases to identify certain group life insurance certificates, individual life insurance policies and other contracts where the covered person may be deceased, but a claim has not yet been presented to the Company.

70. The price of MetLife common stock fell from \$30.69 per share on October 6, 2011 to \$28.80 on October 7, 2011. This represents a decline of approximately 6%.

71. On October 27, 2011, MetLife issued a press release announcing its third quarter 2011 financial results. The Company stated that it had incurred:

[A] \$117 million (\$0.11 per share), after tax, charge to increase reserves in connection with the company's use of the U.S. Social Security Administration's Death Master File and similar databases to identify potential life insurance claims that have not yet been presented to the company

72. On November 4, 2011, MetLife filed a Form 10-Q with the SEC, reporting its financial results for the period ending September 30, 2011. The Company stated:

More than 30 U.S. jurisdictions are auditing MetLife, Inc. and certain of its affiliates for compliance with unclaimed property laws. Additionally, MLIC and certain of its affiliates have received subpoenas and other regulatory inquiries from certain regulators and other officials relating to claims-payment practices and compliance with unclaimed property laws. An examination of these practices by the Illinois Department of Insurance has been converted into a multistate targeted market conduct exam. On July 5, 2011, the New York Insurance Department issued a letter requiring life insurers doing business in New York to use data available on the U.S. Social Security Administration's Death Master File or a similar database to identify instances where death benefits under life insurance policies, annuities, and retained asset accounts are payable, to locate and pay beneficiaries under such contracts, and to report the results of the use of the data. **It is possible that other jurisdictions may pursue similar investigations or inquiries, may join the multistate market conduct exam, or issue directives similar to the New York Insurance Department's letter. In the third quarter of 2011, the Company incurred a \$117 million after tax charge to increase reserves in connection with the Company's use of the U.S. Social Security Administration's Death Master File and similar databases to identify potential life insurance claims that have not yet been presented to the Company.** It is possible that the audits, market conduct exam, and related activity may result in additional payments to beneficiaries, additional escheatment of funds deemed abandoned under state laws, administrative

penalties, interest, and changes to the Company's procedures for the identification and escheatment of abandoned property. The Company is not currently able to estimate the reasonably possible amount of any such additional payments or the reasonably possible cost of any such changes in procedures, but it is possible that such costs may be substantial.

(Emphasis added.)

73. The price of MetLife common stock fell from \$34.77 on Friday, November 4, 2011 to \$32.05 on Wednesday, November 9, 2011. This represents a decline of approximately 8%.

74. In general, the statements made in the Registration Statement, Prospectus and Prospectus Supplement were materially false and misleading when made because MetLife failed to disclose the following material facts: (1) the Company's irregular use of the DMF; (2) that the Company might be subject to liability for its irregular use of the DMF; (3) that the Company's finances would suffer as a result of its use of the DMF; (4) that MetLife failed to reserve sufficient funds for payment to the beneficiaries of deceased policyholders when it knew or should have known that such policyholders were in fact deceased; and (5) that MetLife stated that the NY-AG's July 29, 2010 investigation would not alter the Company's financial statements and would not violate state or federal laws.

THE FALSE AND MISLEADING REGISTRATION STATEMENT

75. On November 30, 2010, MetLife filed a Form S-3ASR Registration Statement with the SEC, indicating its intent to hold a public offering for the sale of, among other things, CEU's of MetLife. On March 1, 2011, MetLife filed a Prospectus and subsequently filed a Prospectus Supplement on March 4, 2011. The Company in fact sold all 40 million CEUs. The Registration Statement, Prospectus and Prospectus Supplement contained materially false and

misleading statements, omitted to state other facts necessary to make such statements not misleading and were not prepared in accordance with the rules and regulations governing their preparation.

76. As set forth above, the Prospectus Supplement falsely and misleadingly stated that the Company would suffer no detriment from the NY-AG's July 29, 2010 announcement of his investigation of and subpoenas to the life insurance industry for practices related to the use of retained asset accounts as a settlement option for death benefits and that subpoenas requesting comprehensive data related to retained asset accounts. Specifically, MetLife stated, with respect to the July 29, 2010 investigation and subpoenas:

[B]ut we believe that our financial statements taken as a whole would not be materially affected. We believe that any allegations that information about the TCA is not adequately disclosed or that the accounts are fraudulent or violate state or federal laws are without merit.

77. This disclosure is false and misleading as it mischaracterizes the potential impact of the NY-AG's July 29, 2010 announcement of his investigation and subpoenas.

78. Furthermore, the Registration Statement, Prospectus and Prospectus Supplement were silent as to MetLife's irregular usage of the DMF and any potential impact such usage might have on the Company. MetLife failed to disclose the following material facts in any of these SEC filings: (1) the Company's irregular use of the DMF; (2) that the Company might be subject to liability for its irregular use of the DMF; (3) that the Company's finances would suffer as a result of its use of the DMF; (4) that MetLife failed to reserve sufficient funds for payment to the beneficiaries of deceased policyholders when it knew or should have known that such policyholders were in fact deceased.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

79. Plaintiff brings this action as a class action on behalf of a Class, consisting of all those who purchased CEUs of MetLife pursuant or traceable to the Company's Offering and Registration Statement and who were damaged thereby (the "Class"). Excluded from the Class

are Defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

80. The members of the Class are so numerous that joinder of all members is impracticable. While the exact number of Class members is unknown to Plaintiff at this time and can only be ascertained through appropriate discovery, Plaintiff believes that there are thousands of members in the proposed Class. The proposed Class may be identified from records maintained by MetLife or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

81. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct.

82. Plaintiff will fairly and adequately protect the interests of the members of the Class and have retained counsel competent and experienced in class and securities litigation.

83. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

- a. whether the federal securities laws were violated by Defendants' acts as alleged herein;
- b. whether the Registration Statement, Prospectus and Prospectus Supplement contained materially false and misleading statements and omissions; and
- c. to what extent Plaintiff and members of the Class have sustained damages and the proper measure of damages.

84. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and

burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

FIRST CLAIM
**Violations of Section 11 of
the Securities Act Against All Defendants**

85. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

86. This Claim is brought pursuant to Section 11 of the Securities Act, 15 U.S.C. § 77k, on behalf of the Class, against each of the Defendants.

87. The Registration Statement was inaccurate and misleading, contained untrue statements of material facts, and omitted facts necessary to make the statements made therein not misleading and omitted to state material facts required to be stated therein.

88. Defendant MetLife is the issuer of the securities purchased by Plaintiff and the Class. As such, MetLife is strictly liable for the materially inaccurate statements contained in the Registration Statement and the failure of the Registration Statement to be complete and accurate.

89. The Individual Defendants each signed the Registration Statement. The Individual Defendants each had a duty to make a reasonable and diligent investigation of the truthfulness and accuracy of the statements contained in the Registration Statement. They had a duty to ensure that they were true and accurate, that there were no omissions of material facts that would make the Registration Statement misleading and that the document contained all facts required to be stated therein. In the exercise of reasonable care, the Individual Defendants should have known of the material misstatements and omissions contained in the Registration Statement and also should have known of the omissions of material fact necessary to make the statements made therein not misleading. As such, the Individual Defendants are liable to Plaintiff and the Class.

90. The Underwriter Defendants each served as underwriters in connection with the Offering. These defendants each had a duty to make a reasonable and diligent investigation of

the truthfulness and accuracy of the statements contained in the Registration Statement. They had a duty to ensure that they were true and accurate, that there were no omissions of material facts that would make the Registration Statement misleading and that the documents contained all facts required to be stated therein. In the exercise of reasonable care, the Underwriter Defendants should have known of the material misstatements and omissions contained in the Registration Statement and also should have known of the omissions of material facts necessary to make the statements made therein not misleading. As such, the Underwriter Defendants are liable to Plaintiff and the Class.

91. By reasons of the conduct herein alleged, each Defendant violated Section 11 of the Securities Act.

92. Plaintiff acquired CEUs of MetLife in reliance on the Registration Statement and without knowledge of the untruths and/or omissions alleged herein. Plaintiff sustained damages and the price of MetLife's shares declined substantially due to material misstatements in the Registration Statement.

93. This action was brought within one year after the discovery of the untrue statements and omissions and within three years of the date of the Offering.

94. By virtue of the foregoing, Plaintiff and the other members of the Class are entitled to damages under Section 11 as measured by the provisions of Section 11(e), from the Defendants and each of them, jointly and severally.

SECOND CLAIM
Violations of Section 12(a)(2) of
the Securities Act Against All Defendants

95. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

96. Defendants were sellers and offerors and/or solicitors of purchasers of the MetLife securities offered pursuant to the Offering. Defendants issued, caused to be issued and signed the Registration Statement in connection with the Offering. The Registration Statement

was used to induce investors, such as Plaintiff and the other members of the Class, to purchase MetLife securities.

97. The Registration Statement contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading, and omitted material facts required to be stated therein. Defendants' actions of solicitation included participating in the preparation of the false and misleading Registration Statement.

98. As set forth more specifically above, the Registration Statement contained untrue statements of material fact and omitted to state material facts necessary in order to make the statements, in light of circumstances in which they were made, not misleading.

99. Plaintiff and the other Class members did not know, nor could they have known, of the untruths or omissions contained in the Registration Statement.

100. The Defendants were obligated to make a reasonable and diligent investigation of the statements contained in the Registration Statement to ensure that such statements were true and that there was no omission of material fact required to be stated in order to make the statements contained therein not misleading. None of the Defendants made a reasonable investigation or possessed reasonable grounds for the belief that the statements contained in the Registration Statement were accurate and complete in all material respects. Had they done so, these Defendants could have known of the material misstatements and omissions alleged herein. This claim was brought within one year after discovery of the untrue statements and omissions in the Registration Statement and within three years after MetLife securities were sold to the Class in connection with the Offering.

THIRD CLAIM
Violations of Section 15 of
the Securities Act Against All Defendants

101. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

102. Individual Defendants acted as controlling persons of MetLife within the meaning of § 15 of the Securities Act. By reason of their ownership, senior management positions and/or

directorships at the Company, as alleged above, these defendants, individually and acting pursuant to a common plan, had the power to influence and exercised the same to cause MetLife to engage in the conduct complained of herein. By reason of such conduct, the Individual Defendants are liable pursuant to § 15 of the Securities Act.

103. By reason of such wrongful conduct, the Individual Defendants are liable pursuant to § 15 of the Securities Act. As a direct and proximate result of the wrongful conduct, Class members suffered damages in connection with their purchases of the Company's securities.

REQUEST FOR RELIEF

WHEREFORE, Plaintiffs pray for judgment as follows:

- A. Declaring this action to be a proper class action pursuant and certifying Plaintiff as Class representative;
- B. Awarding Plaintiff and other members of the Class compensatory damages;
- C. Awarding Plaintiff and other members of the Class rescission on their Section 12(a)(2) claims;
- D. Awarding Plaintiff and other members of the Class pre-judgment and post-judgment interest, as well as reasonable attorneys' fees, expert witness fees, and other costs and disbursements; and
- E. Awarding Plaintiff and other members of the Class any other relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury on all issues.

DATED: July 5, 2012

/s/ Greg L. Davis

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