ORDER PURSUANT TO SECTION 26(c) OF THE INVESTMENT COMPANY ACT OF 1940 (ACT) GRANTING APPROVAL OF SUBSTITUTIONS AND PURSUANT TO SECTION 17(b) OF THE ACT GRANTING EXEMPTIONS FROM THE PROVISIONS OF SECTION 17(a).

Accounts”), Met Investors Series Trust (“MIST”) and Metropolitan Series Fund, Inc. (“Met Series Fund” together with MIST, the “Investment Companies”). The Insurance Companies and the Separate Accounts are referred to as the “Substitution Applicants” or “Applicants”. The Applicants filed an application on November 30, 2006, and an amended and restated application on April 5, 2007, for an order approving the substitution of certain series of the Investment Companies for shares of series of other, registered investment companies held by the Separate Accounts to fund certain group and individual variable annuity contracts and variable life policies issued by the Insurance Companies. The Insurance Companies, the Separate Accounts and the Investment Companies are the “Section 17 Applicants”. The Section 17 Applicants also requested an order exempting them from the provisions of Section 17(a) of the Act to permit certain in-kind transactions in connection with the substitutions.

A notice of the filing of the application was issued on April 6, 2007, (Rel. No. IC-27778). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing should be ordered. No request for a hearing has been received, and the Commission has not ordered a hearing.

The matter has been considered, and it is found that the substitution is consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. It is also found that the terms of the proposed transactions, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned; the proposed transactions are consistent with the policy of each registered investment company, as recited in its registration statement and reports filed under the Act; and the proposed transactions are consistent with the general purposes of the Act.

Accordingly,

IT IS ORDERED, pursuant to Section 26(c) of the Act, that the proposed substitutions are approved; and

IT IS FURTHER ORDERED, pursuant to Section 17(b) of the Act, that the requested exemptions from the provisions of Section 17(a) of the Act be, and hereby are, granted, effective forthwith.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Florence E. Harmon
Deputy Secretary