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METLIFE INC  
Form 305B2  
February 03, 2003

Registration No. 333-61282

FORM T-1

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE  
ELIGIBILITY OF A TRUSTEE PURSUANT TO  
SECTION 305(b)(2)  |X|

THE BANK OF NEW YORK  
(Exact name of trustee as specified in its charter)

New York 13-5160382  
(State of incorporation (I.R.S. employer  
if not a U.S. national bank) identification no.)

One Wall Street, New York, N.Y. 10286  
(Address of principal executive offices) (Zip code)

METLIFE, INC.  
(Exact name of obligor as specified in its charter)

Delaware 13-4075851  
(State or other jurisdiction of (I.R.S. employer  
incorporation or organization) identification no.)

One Madison Avenue 10010-3690  
New York, New York (Zip code)  
(Address of principal executive offices)

Debentures  
(Title of the indenture securities)

1. GENERAL INFORMATION. FURNISH THE FOLLOWING INFORMATION AS TO THE TRUSTEE:

(a) NAME AND ADDRESS OF EACH EXAMINING OR SUPERVISING AUTHORITY TO WHICH  
IT IS SUBJECT.

Name  
-----

Address  
-----

Superintendent of Banks of the State of New York

2 Rector Street, New York, N.Y.

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|                                       |                                  |
|---------------------------------------|----------------------------------|
| Federal Reserve Bank of New York      | and Albany, N.Y. 12203           |
| Federal Deposit Insurance Corporation | 33 Liberty Plaza, New York, N.Y. |
| New York Clearing House Association   | Washington, D.C. 20429           |
|                                       | New York, New York 10005         |

(b) WHETHER IT IS AUTHORIZED TO EXERCISE CORPORATE TRUST POWERS.

Yes.

2. AFFILIATIONS WITH OBLIGOR.

IF THE OBLIGOR IS AN AFFILIATE OF THE TRUSTEE, DESCRIBE EACH SUCH AFFILIATION.

None.

16. LIST OF EXHIBITS.

EXHIBITS IDENTIFIED IN PARENTHESES BELOW, ON FILE WITH THE COMMISSION, ARE INCORPORATED HEREIN BY REFERENCE AS AN EXHIBIT HERETO, PURSUANT TO RULE 7a-29 UNDER THE TRUST INDENTURE ACT OF 1939 (THE "ACT") AND 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York (formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672 and Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637.)
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 33-31019.)
6. The consent of the Trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed with Registration Statement No. 33-44051.)
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 14th day of January, 2003.

THE BANK OF NEW YORK

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By: /S/ MARY LAGUMINA

-----  
 Name: MARY LAGUMINA  
 Title: VICE PRESIDENT

Exhibit 7

Consolidated Report of Condition of  
 THE BANK OF NEW YORK  
 of One Wall Street, New York, N.Y. 10286  
 And Foreign and Domestic Subsidiaries,  
 a member of the Federal Reserve System, at the close of business September 30,  
 2002, published in accordance with a call made by the Federal Reserve Bank of  
 this District pursuant to the provisions of the Federal Reserve Act.

|  | Dollar Amounts<br>In Thousands |
|--|--------------------------------|
| ASSETS   |                                |
| Cash and balances due from depository institutions:                          |                                |
| Noninterest-bearing balances and currency and coin .....                     | \$ 3,735,469                   |
| Interest-bearing balances .....  | 3,791,026                      |
| Securities:  |                                |
| Held-to-maturity securities .....  | 1,140,688                      |
| Available-for-sale securities .....  | 15,232,384                     |
| Federal funds sold in domestic offices .....                                 | 1,286,657                      |
| Securities purchased under agreements to<br>resell .....                     | 1,035,718                      |
| Loans and lease financing receivables:                                       |                                |
| Loans and leases held for sale .....   | 869,285                        |
| Loans and leases, net of unearned<br>income.....34,695,130                   |                                |
| LESS: Allowance for loan and<br>lease losses.....645,382                     |                                |
| Loans and leases, net of unearned<br>income and allowance .....              | 34,049,748                     |
| Trading Assets .....   | 9,044,881                      |
| Premises and fixed assets (including capitalized<br>leases) .....            | 823,722                        |
| Other real estate owned .....  | 778                            |
| Investments in unconsolidated subsidiaries and<br>associated companies ..... | 226,274                        |
| Customers' liability to this bank on acceptances<br>outstanding .....        | 249,803                        |
| Intangible assets  |                                |
| Goodwill .....   | 1,852,232                      |
| Other intangible assets .....  | 54,714                         |
| Other assets .....   | 4,961,572                      |
|  | -----                          |
| Total assets .....   | \$ 78,354,951<br>=====         |
| LIABILITIES  |                                |
| Deposits:  |                                |
| In domestic offices .....  | \$ 32,962,289                  |
| Noninterest-bearing .....  | 12,792,415                     |
| Interest-bearing .....   | 20,169,874                     |

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|  |               |
|--|---------------|
| In foreign offices, Edge and Agreement subsidiaries, and IBFs .....                                      | 24,148,516    |
| Noninterest-bearing .....  | 445,725       |
| Interest-bearing .....   | 23,702,791    |
| Federal funds purchased in domestic offices .....  | 959,287       |
| Securities sold under agreements to repurchase .....   | 491,806       |
| Trading liabilities .....  | 2,916,377     |
| Other borrowed money:<br>(includes mortgage indebtedness and obligations under capitalized leases) ..... | 1,691,634     |
| Bank's liability on acceptances executed and outstanding .....   | 251,701       |
| Subordinated notes and debentures .....  | 2,090,000     |
| <br>   |               |
| Other liabilities .....  | 5,815,688     |
|  | -----         |
| Total liabilities .....  | \$ 71,327,298 |
|  | =====         |
| Minority interest in consolidated subsidiaries .....   | 500,019       |
| EQUITY CAPITAL   |               |
| Perpetual preferred stock and related surplus .....  | 0             |
| Common stock .....   | 1,135,284     |
| Surplus .....  | 1,056,724     |
| Retained earnings .....  | 4,218,003     |
| Accumulated other comprehensive income .....   | (117,623)     |
| Other equity capital components .....  | 0             |
|  | -----         |
| Total equity capital .....   | 6,527,634     |
|  | -----         |
| Total liabilities minority interest and equity capital .....   | \$ 78,354,951 |
|  | =====         |

I, Thomas J. Mastro, Senior Vice President and Comptroller of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas J. Mastro,  
Senior Vice President and Comptroller

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Thomas A. Renyi  
Gerald L. Hassell  
Alan R. Griffith

Directors

