MetLife®

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June 6, 2011

Ms. Leslie Seidman, Chair
Financial Accounting Standard Board (FASB)
401 Merritt 7
PO Box 5116
Norwalk, CT 06856-5116

Re: Proposed Accounting Standard Update – *Intangibles – Goodwill and Other*
File Reference No. 2011-180

Dear Ms. Seidman:

MetLife, Inc. (MetLife) appreciates the opportunity to provide comments on the FASB exposure draft of proposed Accounting Standard Update, *Intangibles – Goodwill and Other: Testing Goodwill for Impairment* (the ED). MetLife is a leading global provider of insurance, annuities and employee benefit programs, serving 90 million customers in over 60 countries. Through its subsidiaries and affiliates, MetLife holds leading market positions in the United States, Japan, Latin America, Asia Pacific, Europe and the Middle East.

The Company supports this proposed guidance and includes responses to certain specific questions addressed from MetLife's perspective as a financial statement preparer in the following Appendix.

We once again thank you for the opportunity to respond to the ED and your consideration of our observations and comments. If you have any questions regarding the contents of this letter, please do not hesitate to contact me.

Sincerely,

Peter M. Carlson

cc: William J. Wheeler
Executive Vice President and
Chief Financial Officer

Appendix
Responses to ED Questions

<u>Question 1:</u>

Please describe the entity or individual responding to this request. For example:

> ***a. Please indicate whether you primarily are a preparer, user, or auditor of financial statements or, if other, please specify*.**
>
> MetLife is both a preparer and a user of financial statements, but for the purpose of this letter, MetLife will provide information from the preparer's perspective as it is of most importance to the Company. MetLife prepares its financial statements in accordance with U.S. GAAP. Certain international subsidiaries of MetLife are required to prepare financial statements in conformity with IFRS.
>
> ***b. If you are a preparer of financial statements, please indicate whether your entity is public or nonpublic and describe your primary business and its size (in terms of annual revenue, the number of employees, or other relevant metric).***
>
> MetLife is a leading provider of insurance, annuities and employee benefit programs throughout the United States, Japan, Latin America, Asia Pacific, Europe and the Middle East. Through its subsidiaries and affiliates, MetLife offers life insurance, annuities, auto and homeowners insurance, retail banking and other financial services to individuals, as well as group insurance and retirement and savings products and services to corporations and other institutions. MetLife is a public company registered with New York Stock Exchange and Irish Stock Exchange.
>
> ***c. If you are an auditor, please describe the size of your firm (in terms of number of partners or other relevant metric) and indicate whether your practice focuses primarily on public entities, nonpublic entities, or both.***
>
> N/A.
>
> ***d. If you are a user of financial statements, please indicate in what capacity (for example, investor, analyst, or rating agency) and where in the capital structure you are most focused (for example, debt or equity).***
>
> Refer to the response to Question 1(a).

<u>Question 2:</u>

For preparers, do you believe that the proposed amendments will reduce overall costs and complexity compared with existing guidance? If not, please explain why.

We believe that a proposed qualitative assessment may be more cost effective in certain situations especially when the fair value was significantly higher than the carrying value of the reporting unit in the past and there are no indications that this has changed. We agree with the proposed guidance that the Company can make a decision to proceed directly to Step 1 of impairment test if the circumstances indicate that such test would be required.

Question 3:
For preparers, do you expect your entity will choose to perform the qualitative assessment proposed in the amendments, or will your entity choose to proceed directly to performing the first step of the two-step impairment test? Please explain.

We expect to utilize a combination of qualitative analysis and Step 1 testing in our assessment of goodwill impairment, depending on the circumstances of our reporting units. For some reporting units that are more susceptible to market fluctuations, we realize that it might be challenging to support the more likely than not threshold based on the assessment of just qualitative factors alone and, as such, we expect to proceed directly to Step 1 of the impairment testing bypassing qualitative assessment.

Question 4:
For auditors, do you believe that the proposed amendments will reduce overall costs and complexity compared with existing guidance? If not, please explain why. Does your response differ based on whether the entity is public or nonpublic?

Not applicable for MetLife as preparer of financial statements.

Question 5:
For users, do you believe that the qualitative approach for testing goodwill for impairment will delay the recognition of goodwill impairment losses or affect how you evaluate goodwill reported in the financial statements? If yes, please explain.

Refer to the response to Question 1(a).

Question 6:
Do you agree that the proposed examples of events and circumstances to be assessed are adequate? If not, what changes do you suggest?

Yes, we agree with the proposed examples and factors and understand that this is not an all-inclusive list.

Question 7:
Do you agree that the guidance in the proposed amendments about how an entity should assess relevant events or circumstances is clear? If not, how can the guidance be improved?

Yes, we believe that the guidance is sufficient. However the "more likely than not" criterion will be difficult to assess and will require significant amount of documentation.

Nevertheless, we agree that, in some situations, it would be much more cost effective and less time consuming to perform such qualitative assessment instead of Step 1 testing under the current guidance.

Question 8:
Do you agree with the Board's decision to make the proposed amendments applicable to both public entities and nonpublic entities? If not, please explain why.

Yes, we agree that these amendments should be applicable to public companies as well as nonpublic entities as it has a potential to reduce costs and minimize the amount of time associated with Step 1 of impairment testing for some reporting units.

Question 9:
Do you agree with the proposed effective date provisions? If not, please explain why.

We agree with the proposed effective date of this guidance with early adoption permitted. We encourage the FASB to issue the final standard as early as possible as it will allow companies to minimize the amount of time and efforts associated with annual impairment testing.