Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: METLIFE FOUNDATION

A Employer identification number: 13-2878224

Number and street (or P O box number if mail is not delivered to street address): C/O METLIFE, 1095 AVENUE OF THE AMERICAS

Room/suite: 15-017

B Telephone number (see instructions): 212-578-7048

City or town, state, and ZIP code: NEW YORK, NY 10036

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 168,418,066

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	47,500,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0	0	
	4	Dividends and interest from securities	3,351,804	3,351,804	0	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	1,588,384			
	b	Gross sales price for all assets on line 6a 0				
	7	Capital gain net income (from Part IV, line 2)		1,588,384		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0		0	
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	52,440,188	4,940,188	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages	0	0	0	0
	15	Pension plans, employee benefits	0	0	0	0
	16a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	51,300	25,650	0	25,650
	c	Other professional fees (attach schedule)	446,000	0	0	0
	17	Interest	0	0	0	0
	18	Taxes (attach schedule) (see instructions)	225,979	0	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy	0	0	0	0
	21	Travel, conferences, and meetings	0	0	0	0
	22	Printing and publications	0	0	0	0
	23	Other expenses (attach schedule)	1,500	0	0	1,500
	24	**Total operating and administrative expenses.** Add lines 13 through 23	724,779	25,650	0	27,150
	25	Contributions, gifts, grants paid	41,107,662			41,107,662
	26	**Total expenses and disbursements** Add lines 24 and 25	41,832,441	25,650	0	41,134,812
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	10,607,747			
	b	**Net investment income** (if negative, enter -0-)		4,914,538		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2012)

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2,330,600	2,321,933	2,321,933
	2	Savings and temporary cash investments		0	0	0
	3	Accounts receivable ▶	0			
		Less: allowance for doubtful accounts ▶	0	0	0	
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	
	5	Grants receivable		0		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0		
	7	Other notes and loans receivable (attach schedule) ▶				
		Less· allowance for doubtful accounts ▶	0	0	0	
	8	Inventories for sale or use		0		
	9	Prepaid expenses and deferred charges		0		
	10 a	Investments - U S and state government obligations (attach schedule)		19,398,277	28,192,568	30,291,660
	b	Investments - corporate stock (attach schedule)		114,315,130	126,281,718	132,287,923
	c	Investments - corporate bonds (attach schedule)		0	0	0
	11	Investments - land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments - mortgage loans		0	0	0
	13	Investments - other (attach schedule)		0	0	0
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	15	Other assets (describe ▶ SEE ATTACHED SCH.)		3,946,303	9,522,755	3,516,550
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)		139,990,310	166,318,974	168,418,066
Liabilities	17	Accounts payable and accrued expenses		1,500	612,047	
	18	Grants payable		0		
	19	Deferred revenue		0		
	20	Loans from officers, directors, trustees, and other disqualified persons		0		
	21	Mortgages and other notes payable (attach schedule)		0		
	22	Other liabilities (describe ▶ SEE ATTACHED SCH)		422,170	8,924,792	
	23	**Total liabilities** (add lines 17 through 22)		423,670	9,536,839	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted		139,566,640	156,782,135	
	25	Temporarily restricted		0	0	
	26	Permanently restricted		0	0	
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐				
	27	Capital stock, trust principal, or current funds		0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0	0	
	29	Retained earnings, accumulated income, endowment, or other funds		0	0	
	30	**Total net assets or fund balances** (see instructions)		139,566,640	156,782,135	
	31	**Total liabilities and net assets/fund balances** (see instructions)		139,990,310	166,318,974	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	139,566,640
2	Enter amount from Part I, line 27a	2	10,607,747
3	Other increases not included in line 2 (itemize) ▶ Unrealized gain/loss	3	6,607,749
4	Add lines 1, 2, and 3	4	156,782,136
5	Decreases not included in line 2 (itemize) ▶ Rounding	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	156,782,135

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr)
1a	Various common stocks - See attached Schedule	P	various	various
b	Government Bonds	Pp	various	various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	17,335,373	0	15,748,477	1,586,896
b	1,488			1,488
c				0
d				0
e				0

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			0	1,586,896
b			0	1,488
c			0	0
d			0	0
e			0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,588,384

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	41,903,481	130,404,849	0.3213
2010	45,601,841	129,436,961	0.3523
2009	44,678,111	111,556,472	0.4005
2008	47,969,122	156,159,794	0.3072
2007	38,393,807	159,495,499	0.2407

2	**Total** of line 1, column (d)	2	1.6220
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.3244
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	149,824,122
5	Multiply line 4 by line 3	5	48,602,945
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	49,145
7	Add lines 5 and 6	7	48,652,090
8	Enter qualifying distributions from Part XII, line 4	8	42,634,812

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	98,291
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	98,291
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	98,291
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	99,162		
b	Exempt foreign organizations - tax withheld at source	6b	0		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments Add lines 6a through 6d			7	99,162
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	871
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 871 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEW YORK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.METLIFE.ORG

14 The books are in care of ▶ MR. ROBERT TARNOK Telephone no ▶ 212-578-7180

Located at ▶ 1095 AVENUE OF THE AMERICAS, NY, NY ZIP+4 ▶ 10036-6796

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ N/A , N/A , N/A , N/A			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ N/A , N/A , N/A , N/A			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to.

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☐ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** — Yes: — No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED LISTING OF OFFICERS & DIRECTORS FOR DETAILS	SEE SCHEDULE	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE - NOT APPLICABLE	N/A	0	0	0

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE-NOT APPLICABLE		0

Total number of others receiving over $50,000 for professional services . . . . ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE-NOT APPLICABLE	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 Developmental Studies Center, is a nonprofit organization focused on developing and marketing school based and after school programs that help children academically and socially	1,500,000
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	1,500,000

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	153,504,869
b	Average of monthly cash balances	1b	(1,436,262)
c	Fair market value of all other assets (see instructions)	1c	37,101
d	**Total** (add lines 1a, b, and c)	1d	152,105,708
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	152,105,708
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,281,586
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	149,824,122
6	**Minimum investment return.** Enter 5% of line 5	6	7,491,206

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	7,491,206
2a	Tax on investment income for 2012 from Part VI, line 5	2a	98,291		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	98,291
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	7,392,915
4	Recoveries of amounts treated as qualifying distributions			4	1,464,816
5	Add lines 3 and 4			5	8,857,731
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	8,857,731

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	41,134,812
b	Program-related investments - total from Part IX-B	1b	1,500,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	42,634,812
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	49,145
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,585,667

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					8,857,731
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years 20____,20____,20____			0		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	30,847,546				
b	From 2008	48,023,653				
c	From 2009	44,787,796				
d	From 2010	44,808,367				
e	From 2011	41,965,456				
f	**Total** of lines 3a through e		210,432,818			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 42,634,812					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)		42,634,812			
d	Applied to 2012 distributable amount					
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		8,857,731			8,857,731
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		244,209,899			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions			0		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		21,989,815			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		222,220,084			
10	Analysis of line 9					
a	Excess from 2008	48,023,653				
b	Excess from 2009	44,787,796				
c	Excess from 2010	44,808,367				
d	Excess from 2011	41,965,456				
e	Excess from 2012	42,634,812				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed .					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					0
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					0
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income .					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE-NOT APPLICABLE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE - NOT APPLICABLE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

Mr. A. Dennis White, 1095 Avenue of the Americas, New York, NY 10036-6796,212-578-7048

b The form in which applications should be submitted and information and materials they should include:

Visit MetLife Foundation website @ www.metlife.org, click on How to apply for a grant.

c Any submission deadlines:

Visit MetLife Foundation website @ www.metlife.org, click on How to apply for a grant.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Visit MetLife Foundation website @ www.metlife.org, click on How to apply for a grant.

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE REPORT OF CONTRIBUTIONS PAGES 2 - 5	NOT APPLIC	501(c)	VARIOUS	41,107,662
Total . . . . ▶ **3a**				41,107,662
b *Approved for future payment*				
SEE ATTACHED GRANTS AND CONTRIBUTIONS-CONDITIONAL AND UNCONDITIONAL SCHEDULE				800,000
Total . . . . ▶ **3b**				800,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	3,351,804	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,588,384	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		4,940,188	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,940,188

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A	N/A	N/A

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — ROBERT TARNOK

Date: 11/15/2013

Title: CONTROLLER

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization

METLIFE FOUNDATION

Employer identification number

13-2878224

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization
METLIFE FOUNDATION

Employer identification number
13-2878224

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	METROPOLITAN LIFE INSURANCE COMPANY 1095 AVENUE OF THE AMERICAS NEW YORK, NEW YORK 10036-6796	$ 47,500,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

MetLife Foundation

EIN:13-2878224

2012 Return of Private Foundation

Part I	*Column A*	*Column B*	*Column C*	*Column D*
Other Income - Line 11				
Interest Income - Program Related	0	0	0	
Interest Income - Program Related Due/Accrued	0	0	0	
Interest Income - Program Related Miscellaneous	0	0	0	
Support received in cash	0	0	0	
Miscellaneous Income	0	0	0	
Partnership Income - Schedule K-1's	0	0	0	
Total to line 11	0	0	0	
Accounting Fees - Line 16b				
	51,300	25,650	0	25,650
	0	0	0	0
	0	0	0	0
Total to line 16b	51,300	25,650	0	25,650
Other Professional Fees - Line 16c				
Advisory Fees - Paid	446,000	0	0	0
Advisory Fees - Accrued - Current Year	0	0	0	0
Advisory Fees - Accrued - Prior Year	0	0	0	0
Total to line 16c	446,000	0	0	0
Taxes - Line 18				
Provision for Federal Excise Taxes	0			
Federal Excise Taxes - True Up - Current Year	225,979			
Total to line 18	225,979			
Other Expenses - Line 23				
NYS Filing Fee	1,500	0	0	1,500
Change in accrual for unconditional grants	0	0	0	0
Misc Expenses	0	0	0	0
Investment Expenses-Bank Charges	0	0	0	0
Total to line 23	1,500	0	0	1,500

MetLife Foundation
FEIN: 13-2878224
2012 Return of Private Foundation
Dividends and Interest from Securities

PART I, LINE 11, COL. (b)			
Investment Income	3,351,804		as per T/B
Less: Program related Interest	0		as per T/B
Add: Miscellaneous Investment Expenses	0		
Balance	3,351,804		
Less: Tax-Exempt Government Obligations	0		
Total (page1, line 4, col b)	3,351,804		
Less: Market Discount - "M" Securities*	0		
Balance to page 1, line 4, col b. & c.	3,351,804		
Part 1 - Other Income			
Program Related Interest	0		as per T/B
Miscellaneous Income	0		as per T/B
Support received in cash	0		as per T/B
Other income per books	0		
Add: Partnership Activity from tax year 2010	0		per sch K-1
Total Other Income - Line 11, Cols. b & c	0		

MetLife Foundation

2012 U.S. Return of Private Foundation

EIN: 13-2878224

Part II	(B) Book Value	(C) Fair Market Value
Investments-US and State Government Obligations - Line 10a		
Government Obligations - Short Term	28,192,569	30,291,660
Government Obligations - Long Term	0	0
Accrued Investment Income Government Obligation	0	0
Total Government Obligations - Line 10a	28,192,569	30,291,660
Investments-Corporate Stock - Line 10b		
Common Stock-Unaffiliated 1420-001-34	126,281,718	132,287,923
Total Corporate Stock - Line 10b	126,281,718	132,287,923
Investments-Corporate Bonds - Line 10c		
Corporate Bonds - Short Term	0	0
Corporate Bonds - Long Term-Includes Hybrid Securities	0	0
Accrued Investment Income Corporate Bonds	0	0
Total Investment Corporate Bonds - Line 10c	0	0
Other Assets - Line 15		
Program Related Investments-Loans	3,062,691	3,062,691
Program Related Investments-Common Stocks	450,000	450,000
Program Related Investments-Mortgage Loans	0	0
Accrued Investment Income Program Related Loans	0	0
Government Obligations Bonds ST-Unrealized Gain/Loss	0	0
Government Obligations Bonds LT-Unrealized Gain/Loss	0	0
Corporate Bonds LT-Unrealized Gain/Loss	0	0
A/R INV. DISP - LT BONDS	0	0
A/R INV. DISP - Common Stock	0	0
INVESTMENT INCOME DUE - ST	414	414
INTEREST DUE & ACCRUED - CAMARA	3,445	3,445
A/P INV ACQUIRED - LT BONDS	0	0
ACCRUED INT REC PROG RELATED LOANS	0	0
Accrued Exp Pay - Audit fees	0	0
Common Stock Unrealized Gain/Loss	6,006,205	0
Interest - Hybrid Securities	0	0
Dividend Receivable - Common Stock	0	0
Current income Tax Recoverable	0	0
Accrued Federal excise tax	0	0
Total Other Assets - Line 15	9,522,755	3,516,550
Grand Total including cash	166,318,975	168,418,066
Other Liabilities - Line 22		
Cash overdraft	925,589	N/A
Receivable from Affiliates	0	N/A
A/P Inv. Acquired - LT Bonds	0	N/A
Unconditional Grants Payable	0	N/A
Susp Liab. Com Stk - A/P ac	7,999,203	N/A
Accrued Federal excise tax	164,547	N/A
Accrued EXP Pay-Consulting Fees	446,000	N/A
Accrued EXP Pay-NYS Filing Fees	1,500	N/A
Accrued Exp Pay - Audit fees	0	N/A
Total Other Liabilities - Line 22	9,536,839	0

MetLife Foundation
EIN:13-2878224
2012 Return of Private Foundation
Part IV, Capital Gains and Losses for Tax on Investment Income

Description	acqusition date	disposdt	cusip	consideration	bv settle	relaized gl	total gl
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	09/14/2004	1900-01-01 00 00 00 0	7759909A4	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	04/07/2011	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	08/08/2011	2012-07-31 00 00 00 0	78462F103	$729,793 65	$620,047 00	$109,746 65	$109,746 65
ISHARES LEHMAN AGG BOND FUND	03/23/2012	1900-01-01 00 00 00 0	464287226	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	04/13/2007	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	03/01/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	03/29/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	08/25/1999	2012-01-11 00 00 00 0	7759909A4	$1,227 86	$1,227 86	$0 00	$0 00
SPDR TRUST SERIES 1	12/16/2010	2012-09-04 00 00 00 0	78462F103	$1,197,283 17	$1,060,907 95	$136,375 22	$136,375 22
SPDR TRUST SERIES 1	08/25/2011	2012-02-16 00 00 00 0	78462F103	$612,123 25	$523,440 00	$88,683 25	$88,683 25
APARTMENT INVT&MGMT CO -A	06/20/2003	1900-01-01 00 00 00 0	03748R101	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	03/29/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	06/29/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	12/19/1997	2012-01-11 00 00 00 0	7759909A4	$15 55	$15 55	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	07/02/2002	1900-01-01 00 00 00 0	7759909A4	$0 00	$0 00	$0 00	$0 00
DEVELOPMENTAL STUDIES CENTER 2 000% 06/2	09/26/2012	1900-01-01 00 00 00 0	238990AO3	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	04/10/2006	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	06/29/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	06/25/2001	1900-01-01 00 00 00 0	7759909A4	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	07/02/2002	2012-01-18 00 00 00 0	7759909A4	$14,170 63	$14,170 63	$0 00	$0 00
SPDR TRUST SERIES 1	12/16/2010	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	12/16/2010	2012-11-30 00 00 00 0	78462F103	$1,704,561 81	$1,497,752 40	$206,809 41	$206,809 41
SPDR TRUST SERIES 1	03/23/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
ISHARES LEHMAN AGG BOND FUND	12/28/2012	1900-01-01 00 00 00 0	464287226	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	03/23/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	03/29/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	06/29/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
ISHARES LEHMAN AGG BOND FUND	01/20/2011	2012-05-31 00 00 00 0	464287226	$2,152,731 70	$2,035,049 04	$117,682 66	$117,682 66
ISHARES DOW JONES US REAL ESTATE	11/30/2011	2012-05-31 00 00 00 0	464287739	$79,571 22	$71,695 00	$7,876 22	$7,876 22
ISHARES DOW JONES US REAL ESTATE	03/01/2012	1900-01 01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	09/14/2004	2012-01-18 00 00 00 0	7759909A4	$15,999 81	$15,999 81	$0 00	$0 00
SPDR TRUST SERIES 1	08/25/2011	2012-07-31 00 00 00 0	78462F103	$41,309 07	$34,896 00	$6,413 07	$6,413 07
SPDR TRUST SERIES 1	03/23/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	05/02/2006	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	12/18/2006	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	12/27/2011	2012-07-31 00 00 00 0	464287739	$281,299 70	$246,175 00	$35,124 70	$35,124 70
ISHARES DOW JONES US REAL ESTATE	12/28/2012	1900 01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
LACELEDE'S LANDING REDEVELOPMENT	03/31/2003	1900-01-01 00 00 00 0	505588152	$0 00	$0 00	$0 00	$0 00
LIVING CITIES CATALYST FUND LLC 3 000% 0	10/30/2009	1900 01-01 00 00 00 0	53838@AA3	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	07/02/2002	2012-01-11 00 00 00 0	7759909A4	$756 55	$756 55	$0 00	$0 00
ISHARES LEHMAN AGG BOND FUND	01/20/2011	2012 07-31 00 00 00 0	464287226	$1,519,920 28	$1,423,479 90	$96,440 38	$96,440 38
ISHARES DOW JONES US REAL ESTATE	12/27/2011	2012-09-04 00 00 00 0	464287739	$79,138 22	$68,700 00	$10,438 22	$10,438 22
SPDR TRUST SERIES 1	08/25/2011	2012-03-01 00 00 00 0	78462F103	$521,768 60	$442,016 00	$79,752 60	$79,752 60
ISHARES LEHMAN AGG BOND FUND	09/28/2012	1900-01-01 00 00 00 0	464287226	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	07/12/2007	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	12/28/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	05/27/1998	2012-01-11 00 00 00 0	7759909A4	$384 01	$384 01	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	09/14/2004	2012-01-11 00 00 00 0	7759909A4	$854 20	$854 20	$0 00	$0 00
SPDR TRUST SERIES 1	09/28/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
DEVELOPMENTAL STUDIES CENTER 2 000% 06/2	09/26/2012	1900 01-01 00 00 00 0	238990AO3	$0 00	$0 00	$0 00	$0 00
ISHARES LEHMAN AGG BOND FUND	01/20/2011	2012-11-30 00 00 00 0	464287226	$3,030,412 11	$2,846,959 80	$183,452 31	$183,452 31
ISHARES DOW JONES US REAL ESTATE	09/29/2011	2012-04-30 00 00 00 0	464287739	$345,052 26	$280,755 18	$64,297 08	$64,297 08
ISHARES DOW JONES US REAL ESTATE	09/28/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	05/27/1998	1900-01-01 00 00 00 0	7759909A4	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	05/27/1998	2012 01-18 00 00 00 0	7759909A4	$7,192 71	$7,192 71	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	09/14/1998	2012-01-11 00 00 00 0	7759909A4	$579 62	$579 62	$0 00	$0 00
SPDR TRUST SERIES 1	09/29/2011	2012-02-16 00 00 00 0	78462F103	$408,082 16	$348,087 00	$59,995 16	$59,995 16
ISHARES LEHMAN AGG BOND FUND	04/07/2011	2012-05-23 00 00 00 0	464287226	$565,551 26	$534,362 99	$31,188 27	$31,188 27
ISHARES DOW JONES US REAL ESTATE	11/18/2005	1900-01 01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00

MetLife Foundation
EIN:13-2878224
2012 Return of Private Foundation
Part IV, Capital Gains and Losses for Tax on Investment Income

Description	acqusition date	disposdt	cusip	consideration	bv settle	relaized gl	total gl
ISHARES DOW JONES US REAL ESTATE	09/29/2011	2012-02-10 00 00 00 0	464287739	$151,847 08	$129,979 25	$21,867 83	$21,867 83
ISHARES DOW JONES US REAL ESTATE	09/29/2011	2012-02-16 00 00 00 0	464287739	$189,158 36	$161,174 27	$27,984 09	$27,984 09
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	08/25/1999	1900-01-01 00 00 00 0	7759909A4	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	12/19/1997	2012-01-18 00 00 00 0	7759909A4	$291 31	$291 31	$0 00	$0 00
SPDR TRUST SERIES 1	09/29/2011	2012-02-10 00 00 00 0	78462F103	$537,669 67	$464,116 00	$73,553 67	$73,553 67
SOUTHERN DEV BANCORP INC NON	01/02/1988	1900-01-01 00 00 00 0	842990103	$0 00	$0 00	$0 00	$0 00
ISHARES LEHMAN AGG BOND FUND	01/20/2011	2012-05-23 00 00 00 0	464287226	$1,430,512 02	$1,360,214 13	$70,297 89	$70,297 89
ISHARES LEHMAN AGG BOND FUND	02/16/2012	1900-01-01 00 00 00 0	464287226	$0 00	$0 00	$0 00	$0 00
ISHARES LEHMAN AGG BOND FUND	06/29/2012	1900-01-01 00 00 00 0	464287226	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	09/29/2011	2012-05-31 00 00 00 0	464287739	$146,900 70	$124,780 08	$22,120 62	$22,120 62
SPDR TRUST SERIES 1	12/27/2011	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	12/28/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
TRAVELERS COS INC	12/18/2006	1900-01-01 00 00 00 0	89417E109	$0 00	$0 00	$0 00	$0 00
ISHARES LEHMAN AGG BOND FUND	03/01/2012	1900-01-01 00 00 00 0	464287226	$0 00	$0 00	$0 00	$0 00
LIVING CITIES CATALYST FUND LLC 3 000% 0	07/25/2008	1900-01-01 00 00 00 0	53838@AA3	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	12/19/1997	1900-01-01 00 00 00 0	7759909A4	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	06/25/2001	2012-01-11 00 00 00 0	7759909A4	$307 21	$307 21	$0 00	$0 00
SOUTHERN DEV BANCORP INC NON	01/02/1988	1900-01-01 00 00 00 0	842991101	$0 00	$0 00	$0 00	$0 00
ISHARES LEHMAN AGG BOND FUND	03/29/2012	1900-01-01 00 00 00 0	464287226	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	09/28/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	08/25/1999	2012-01-18 00 00 00 0	7759909A4	$22,998 71	$22,998 71	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	09/14/1998	1900-01-01 00 00 00 0	7759909A4	$0 00	$0 00	$0 00	$0 00
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	06/25/2001	2012 01-18 00 00 00 0	7759909A4	$5,754 17	$5,754 17	$0 00	$0 00
SPDR TRUST SERIES 1	07/01/2011	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	04/30/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	06/29/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	09/28/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
ISHARES LEHMAN AGG BOND FUND	04/07/2011	2012-04-30 00 00 00 0	464287226	$165,866 28	$157,165 58	$8,700 70	$8,700 70
ISHARES DOW JONES US REAL ESTATE	04/07/2011	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	07/01/2011	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	11/30/2011	2012-07-31 00 00 00 0	464287739	$176,630 04	$148,905 00	$27,725 04	$27,725 04
ISHARES DOW JONES US REAL ESTATE	12/27/2011	2012 11-30 00 00 00 0	464287739	$19,085 57	$17,175 00	$1,910 57	$1,910 57
ISHARES DOW JONES US REAL ESTATE	03/23/2012	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	12/16/2010	2012 07-31 00 00 00 0	78462F103	$716,023 96	$649,026 04	$66,997 92	$66,997 92
SPDR TRUST SERIES 1	04/30/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
SPDR TRUST SERIES 1	12/28/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	04/17/2006	1900-01-01 00 00 00 0	464287739	$0 00	$0 00	$0 00	$0 00
ISHARES DOW JONES US REAL ESTATE	04/07/2011	2012-11-30 00 00 00 0	464287739	$451,691 88	$420,229 20	$31,462 68	$31,462 68
RETAIL INITIATIVE 1994 LIMITED PARTNERSH	09/14/1998	2012-01-18 00 00 00 0	7759909A4	$10,856 66	$10,856 66	$0 00	$0 00
SPDR TRUST SERIES 1	03/29/2012	1900-01-01 00 00 00 0	78462F103	$0 00	$0 00	$0 00	$0 00
Totals				**$17,335,373.02**	**$15,748,476.81**	**$1,586,896.21**	**$1,586,896.21**

MetLife Foundation
FEIN: 13-2878224
2012 Return of Private Foundation
Average of Monthly Cash Balances

PART X, LINE 1(b)

JANUARY	(165,702)
FEBRUARY	(847,439)
MARCH	(1,230,986)
APRIL	(1,057,511)
MAY	(2,137,794)
JUNE	(2,613,577)
JULY	(1,398,524)
AUGUST	(998,510)
SEPTEMBER	(1,461,487)
OCTOBER	(1,636,862)
NOVEMBER	(2,119,986)
DECEMBER	(1,566,770)
Total Cash Balance for 2012	(17,235,148)
Average monthly for 2012	(1,436,262)

MetLife Foundation – EIN: 13-2878224
Part VIII, Line 2
Officers and Directors
2012 Federal Form 990-PF

No officer or director received any compensation, contribution to employee benefit plan or other account allowance. Time devoted to position shown in parenthesis.

Christopher B. Smith (2%)
Director, Chairman of the Board

A. Dennis White (50%)
Director, President and Chief Executive Officer

Frans Hijkoop (1%)
Director

Michel Khalaf (1%)
Director

Maria Morris (1%)
Director

John Rosenthal (3%)
Director, Treasurer

Oscar Schmidt (1%)
Director

Christopher Townsend (1%)
Director

Phyllis Zanghi (3%)
Counsel and Secretary

Robert C. Tarnok (2%)
Controller

Stacey Lituchy (1%)
Assistant Treasurer

MetLife Foundation, EIN 13-2878224
2012 Return of Private Foundation
Multi year grants, conditional and unconditional
Part XV, Line 3b

12/31/2012

	2012	2013	2014	2015	2016	Conditional/ Unconditional
Health						
Education						
American Council on Education	1,000,000					Con
Developmental Studies Center*	**250,000**	**250,000**	**250,000**			**Con**
	1,250,000	250,000	250,000			
Civic Affairs						
Girl Scouts of the USA**	300,000	300,000				Con
Local Inititiatives Support Corporation	250,000					Con
Trust for Public Land	600,000					Con
	1,150,000	300,000				
Culture						

**** Represents New Grant in 2012***
*** 2013 Payment was paid in 2012*

	2012	2013	2014	2015	2016
Total		550,000	250,000		
Grand Total of Future Payments	**800,000**				

MetLife FOUNDATION
EIN: 13-2878224
2012 Federal Form 990-PF
Part XV, Line 3a

METLIFE FOUNDATION REPORT OF CONTRIBUTIONS

MetLife

Building a secure future for individuals and communities worldwide

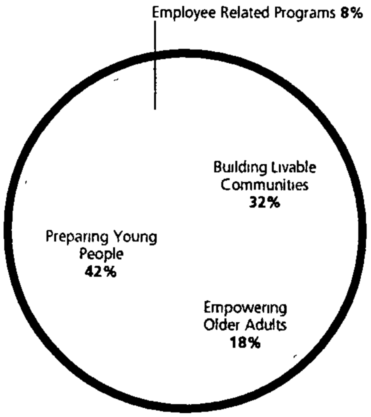
MetLife Foundation was established in 1976 to continue MetLife's long tradition of corporate contributions and community involvement Our 36-year commitment to **building a secure future for individuals and communities worldwide** is reflected in our focus on *empowering older adults, preparing young people and building livable communities.*

Empowering Older Adults Older adults are integral to building a secure future for individuals and communities worldwide Through education and mentoring programs, caregiving, the pursuit of "encore" careers and volunteer work, they are making significant contributions to the development of our youth, civic institutions and economic vitality

Preparing Young People The promise of a brighter future rests with our young people and MetLife Foundation is committed to helping them navigate through opportunities and obstacles toward a path to success Classroom education and student achievement are effective vehicles to address many of the obstacles young people will encounter, yet to be successful we must move beyond the classroom to after-school and summer programs, including mentoring and arts education Our children are also confronted with basic health challenges, which we can help address by embracing healthy lifestyles built on sound nutrition and exercise while avoiding the temptations and pressures that lead to drug use

Building Livable Communities Communities are the building blocks of society, a reflection of the attitudes, beliefs and priorities of our families and neighbors Unfortunately, in communities across the country, many go hungry, struggle to find affordable housing or are marginalized and unable to enjoy all their community offers MetLife Foundation believes that livable communities must meet basic needs of the less fortunate and provide all of its citizens with cultural, social and economic opportunities

< Contributions >



2012 Total Support **$41,107,662**

< Report of Contributions >

BUILDING LIVABLE COMMUNITIES

Basic Needs

American Red Cross - Hurricane Sandy Relief	$ 500,000
AmeriCares Foundation*	100,000
Asian Americans for Equality	150,000
Asian Community Development Corporation	20,000
Atlanta Community Food Bank	35,000
Beyond Shelter	45,000
Bickerdike Redevelopment Corporation	50,000
BoardSource	50,000
Boston Foundation	40,000
Chicago Community Loan Fund	50,000
Chinatown Community Development Center	40,000
Citizens Committee for New York City	50,000
Citizens Crime Commission of New York City	25,000
City Parks Alliance	10,000
Codman Square Neighborhood Development Corporation	45,000
Common Ground	35,000
Community Hope	15,000
Community Food Bank of Eastern Oklahoma	35,000
Community FoodBank of New Jersey	150,000
Community Foundation of New Jersey	250,000
Community Loan Fund of New Jersey	35,000
Corporation for Supportive Housing	200,000
Delaware Greenways	1,000
Dorchester Bay Economic Development Corporation	35,000
East Bay Asian Local Development Corporation	45,000
Enterprise Community Partners	310,000
Feeding America	150,000
Feeding America Tampa Bay	60,000
Fifth Avenue Committee	50,000
Food Bank for New York City	150,000
Food Bank of Central New York	35,000
Food Bank of Iowa	25,000
Foodshare, Inc	50,000
Foundation Center	7,500
Greater Boston Food Bank	75,000
Greater Southwest Development Corporation	50,000
HomeFront	50,000
Housing and Community Development Network of New Jersey	50,000
Human Rights Campaign Foundation	25,000
Independent Sector	15,000
International Medical Corps*	250,000
KaBOOM!	440,000
KaBOOM! - International*	200,000
Lawyers Alliance for New York	10,000
Living Cities	75,000
Local Initiatives Support Corporation	760,000
Low Income Investment Fund	250,000
LTSC Community Development Corporation	45,000
Madison Park Development Corporation	25,000
Massachusettss Association of Community Development Corporations	10,000
Mayors Fund to Advance New York City	250,000
National Urban Fellows	25,000
National Urban League	500,000
Neighborhood Housing Services of New York City	50,000
New York City Partnership Foundation	70,000
New York University	50,000
New York State United Teachers Disaster Relief Fund	5,000
North Texas Food Bank	75,000
Northern Illinois Food Bank	35,000
Opportunity Finance Network	75,000
PFLAG	35,000
Rebuilding Together	5,000
Regional Plan Association	25,000
Rhode Island Community Food Bank Association	50,000
Riverfront Recapture	10,000
Rosie's Place	10,000
San Francisco Food Bank	25,000
Somerset County Business Partnership	10,000
Special Olympics Rhode Island	5,000
St Louis Area Food Bank	50,000
The Foodbank, Inc	25,000
Trust for Public Land	600,000
United Way Worldwide*	210,000
Women's Housing and Economic Development Corporation	50,000
Basic Needs Total	**$7,423,500**

Access to the Arts

Alvin Ailey Dance Foundation	$ 90,000
American Folk Art Museum	15,000
American Symphony Orchestra League	160,000
Americas Society	75,000
Arts Midwest	20,000
Asian American Arts Alliance	25,000
Association of Performing Arts Presenters	175,000
Ballet Hispanico of New York	125,000
Baltimore Children's Museum	30,000
Blue Star Families	250,000
Boston Symphony Orchestra	50,000
Bronx Museum of the Arts	75,000
Brooklyn Academy of Music	75,000
Brooklyn Arts Council	30,000
Carnegie Hall	50,000
Chamber Music Society of Lincoln Center	35,000

Chicago Public Media	25,000
Cityfolk	15,000
Clubbed Thumb	15,000
Dance USA	150,000
Dancing Wheels	35,000
Exploratorium	150,000
Grantmakers in the Arts	20,000
Greater Hartford Arts Council	35,000
Hartford Symphony Orchestra	35,000
High Line	100,000
High Museum of Art	50,000
Highbridge Voices	7,500
Holocaust Memorial Foundation of Illinois	15,000
HT Chen & Dancers	30,000
International Museum of Women	150,000
Japan Society	60,000
Jewish Museum	30,000
Joyce Theater	65,000
Lincoln Center for the Performing Arts	50,000
Los Angeles Philharmonic	35,000
Lower East Side Tenement Museum	25,000
Manhattan Theatre Club	30,000
Mark Morris Dance Company	125,000
Metropolitan Museum of Art	130,000
Miami Art Museum	35,000
Morris Museum	15,000
Munson Williams Proctor Institute	10,000
Museum of Chinese in the Americas	30,000
Museum of Modern Art	250,000
Museum of Science - Miami	150,000
National Association of Latino Arts and Cultures	50,000
National Performance Network	50,000
New England Foundation for the Arts	300,000
New Music USA	125,000
New York City Ballet	25,000
New York City Center	175,000
New York Public Library	120,000

New York Public Radio	50,000
Orpheus Chamber Orchestra	150,000
Orpheus Chamber Orchestra - Japan Tour*	200,000
Pacific Asia Museum	15,000
Pacific Symphony Orchestra	35,000
Pan Asian Repertory Theatre	25,000
Paper Mill Playhouse	25,000
Paul Taylor Dance Foundation	125,000
Pilobolus	75,000
Ping Chong Company	40,000
Providence Children's Musem	25,000
Public Theater	35,000
Queens Museum of Art	30,000
Repertorio Espanol	100,000
Shakespeare Theatre of New Jersey	15,000
Smithsonian Institution Traveling Exhibition Service	125,000
St Louis Symphony Orchestra	20,000
St Luke's Chamber Ensemble	25,000
State Theatre Regional Arts Center at New Brunswick	15,000
Studio Museum in Harlem	30,000
Taproot Foundation	150,000
Theatre Communications Group	300,000
Theatre Development Fund	25,000
Trey McIntyre Project	30,000
Victory Gardens Theater	10,000
Volunteer Lawyers for the Arts	20,000
Wing Luke Museum	40,000
Access to the Arts Total	**$5,732,500**
Building Livable Communities Total	**$13,156,000**

EMPOWERING OLDER ADULTS

Alzheimer's Disease

Alliance for Aging Research	$ 50,000
Alzheimer's Association	450,000
Alzheimer's Association, NYC Chapter	35,000
Alzheimer's Disease International*	277,000
Alzheimer's Disease Research Foundation	200,000
Awards for Medical Reaserch	910,000
Dana Alliance for Brain Initiatives	100,000
Fisher Center for Alzheimer's Research Foundation	110,000
National Council of La Raza	150,000
National League for Nursing	125,000
New York Academy of Sciences	125,000
University of Pennsylvania	75,000
Alzheimer's Disease Total	**$2,607,000**

Healthy Aging

Alliance for Aging Research	$ 150,000
American Federation for Aging Research	220,000
American Society on Aging	330,000
Brooklyn Arts Council	15,000
City Futures	45,000
Civic Ventures	250,000
Common Ground	150,000
Council for Adult and Experiential Learning	250,000
Dance Exchange	175,000
EnGage	100,000
Experience Matters Consortium	12,000
Generations United	275,000
Gerontological Society of America	100,000
Grantmakers in Aging	5,000
Grantmakers in Health	8,500
HelpAge*	215,000
Jumpstart for Young Children	250,000

< Report of Contributions >

National Alliance for Caregiving	250,000
National Association of Area Agencies on Aging	250,000
National Center for Creative Aging	200,000
National Council on the Aging	225,000
National Family Caregivers	50,000
National Guild for Community Arts Education	175,000
NCB Capital Impact	250,000
New York Academy of Medicine	150,000
Pacific Science Center	50,000
Partners for Livable Communities	250,000
ReServe Elder Service	65,000
Rubin Museum of Art	50,000
SAGE	50,000
Society for the Arts in Healthcare	75,000
Society of the Third Street Music Settlement	20,000
The Resource Foundation*	165,000
University of Pennsylvania	75,000
Healthy Aging Total	**$ 4,900,500**
Empowering Older Adults Total	**$7,507,500**

PREPARING YOUNG PEOPLE

Student Achievement

ACCESS	$ 250,000
ACHIEVE	150,000
Actuarial Foundation	10,000
Alliance for Excellent Education	350,000
American Council on Education	1,000,000
American Indian College Fund	15,000
Asia Society	250,000
Association of American Colleges and Universities	250,000
Center for Teaching Quality	250,000
Center on School, Family and Community Partnerships	150,000
College Summit	355,000
Communities in Schools	750,000
Cornerstone OnDemand Foundation	70,000
Developmental Studies Center	500,000
Donorschoose org	10,000
Editorial Projects in Education	250,000
Education Pioneers	200,000
Farm Foundation	5,000
First Star	25,000
Grantmakers for Education	10,000
Hispanic Scholarship Fund	30,000
Institute for Educational Leadership	250,000
Institute for Knowledge Management in Education	50,000
Learning Forward	350,000
MDRC	100,000
National Association of Elementary School Principals	250,000
National Association of Secondary School Prinicpals	415,000
National FFA Foundation	21,250
New Leaders	250,000
New Teacher Center	350,000
One to World	10,000
School Leaders Network	250,000
STRIVE	250,000
United Negro College Fund	50,000
University of Texas Foundation	250,000
What Kids Can Do	100,000
Student Achievement Total	**$ 7,826,250**

Youth Development

Aaron Davis Hall	$ 40,000
Advertising Council	25,000
Afterschool Alliance	300,000
All Stars Project	75,000
American Academy of Family Physicians Foundation	250,000
American Academy of Pediatrics	250,000
American Dietetic Association	225,000
American Heart Association	250,000
Arts Council of the Morris Area	12,000
ArtsConnection	50,000
Association of Children's Museums	235,000
Baltimore Symphony Orchestra	30,000
BELL Foundation	70,000
Big Brothers Big Sisters of America	500,000
Boys & Girls Club of Trenton & Mercer County	7,500
Boys & Girls Clubs of America	120,000
Boys & Girls Clubs of Hartford	50,000
Brooklyn Children's Museum	35,000
Camp Courant	10,000
CASA of Morris & Sussex Counties	5,000
Chicago Children's Museum	35,000
Children's Health Fund	250,000
Children's Museum of Pittsburgh	50,000
Citizen Schools	250,000
City Year	250,000
Communities in Schools	250,000
Education through Music	25,000
Educational Alliance	35,000
Egypt Cancer Network*	25,000
EMCArts	550,000
Girl Scouts of the USA	600,000
Girls, Inc	80,000
Harlem RBI	10,000
INROADS	200,000
Johns Hopkins - School of Public Health	250,000
Junior Achievement Worldwide*	325,000
Junior Achievement (Various)	130,500
Madison Area YMCA	5,000
Midland Adult Services	10,000
Midori Foundation	60,000
Morristown Neighborhood House	25,000
Museum of Science, Boston	75,000
National 4-H Council	225,000
National Conference for Community & Justice	10,000

National Guild for Community Arts Education	275,000
New York Academy of Medicine	75,000
New York Blood Center	125,000
New York Botanical Garden	350,000
New York Philharmonic	325,000
Nonprofit Finance Fund	150,000
Outreach Development Corporation	25,000
Partnership for a Drug-Free America	350,000
Partnership for After School Education	55,000
Police Athletic League	75,000
Reach Out and Read	200,000
Reading Excellence and Discovery Foundation	7,500
Resources for Children with Special Needs	40,000
Sesame Workshop*	650,000
Sphinx Organization	50,000
St Louis Art Museum	10,000
Staten Island Institute of Arts and Science	20,000
Studio in a School Organization	50,000
Tampa Bay Performing Arts Center	25,000
University of Scranton	10,000
Urban Gateways Center for Arts Education	50,000
Washington Drama Society	25,000
Wellness in the Schools	15,000
Women in Need	25,000
World Savvy	50,000
YMCA of Metropolitan Chicago	15,000
Young Audiences	100,000
Zero to Three	150,000
Youth Development Total	**$ 9,562,500**
Preparing Young People Total	**$17,388,750**

EMPLOYEE-RELATED PROGRAMS

Employee Children's Scholarship Programs	$ 369,360
Employee Volunteer Programs	680,700
Local United Ways	1,130,000
Matching Gifts	875,352
Employee-Related Programs Total	**$ 3,055,412**
MetLife Foundation Total	**$41,107,662**

* - International Grants

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< MetLife Foundation

Audited Financial Statement >

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of MetLife Foundation

We have audited the accompanying financial statements of MetLife Foundation (the "Foundation"), which comprise the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities and changes in net assets and cash flows for the years then ended, and the related notes to the financial statements

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits We conducted our audits in accordance with auditing standards generally accepted in the United States of America Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error In making those risk assessments, the auditor considers internal control relevant to the Foundation's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control Accordingly, we express no such opinion An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Foundation as of December 31, 2012 and 2011, and the changes in net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America

Deloitte & Touche LLP

February 19, 2013

METLIFE FOUNDATION STATEMENTS OF FINANCIAL POSITION—DECEMBER 31, 2012 and 2011

ASSETS	NOTES	2012	2011
Investments			
Investments, at fair value			
Equity investments		$ 132,287,923	$ 113,713,585
Short-term investments		28,192,568	19,398,277
Program-related investments	1	3,512,691	4,477,506
Total investments		163,993,182	137,589,368
Cash and cash equivalents	1	2,321,933	2,330,600
Federal excise tax recoverable		–	61,432
Due and accrued investment income		3,859	8,910
TOTAL ASSETS		**$166,318,974**	**$139,990,310**
LIABILITIES AND NET ASSETS			
Cash overdraft	1	$ 925,589	$ 422,170
Accrued expenses payable		447,500	1,500
Federal excise tax payable		164,547	–
Amounts payable for investments acquired		7,999,203	–
Total liabilities		9,536,839	423,670
Net assets—unrestricted		156,782,135	139,566,640
TOTAL LIABILITIES AND NET ASSETS		**$166,318,974**	**$139,990,310**

See notes to financial statements

METLIFE FOUNDATION STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

REVENUE	**NOTES**	**2012**	**2011**
Investment income			
Dividends and interest		$ 3,351,804	$ 3,184,832
Change in fair value of investments	1	8,196,133	2,694,844
Contributions from MetLife	3	47,500,000	50,000,000
Total revenue		59,047,937	55,879,676
GRANTS AND EXPENSES			
Grants			
Paid		41,107,662	41,938,306
Change in accrual for unconditional grants		-	(1,021,888)
Total grants		41,107,662	40,916,418
General expenses	4	498,800	52,800
Federal excise tax	5	225,980	58,472
Total grants and expenses		41,832,442	41,027,690
CHANGE IN NET ASSETS		17,215,495	14,851,986
Net Assets—beginning of year		139,566,640	124,714,654
NET ASSETS—end of year		**$156,782,135**	**$139,566,640**

See notes to financial statements

METLIFE FOUNDATION STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

CASH FLOWS FROM OPERATING ACTIVITIES	**2012**	**2011**
Change in net assets	$ 17,215,495	$ 14,851,986
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Change in fair value of investments	(8,196,133)	(2,694,844)
Accretion of discount/amortization of premiums on investments	(15,089)	14,429
Change in due and accrued investment income	5,051	528,137
Change in federal excise tax payable/recoverable	225,979	(71,528)
Change in cash overdraft	503,419	(436,877)
Change in accrued expenses	446,000	-
Change in unconditional grants payable	-	(1,021,888)
Net cash provided by operating activities	10,184,722	11,169,415
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of investments	40,618,668	140,729,629
Purchase of investments	(50,812,057)	(152,683,702)
Net cash used in investing activities	(10,193,389)	(11,954,073)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(8,667)	(784,658)
Cash and cash equivalents - beginning of year	2,330,600	3,115,258
CASH AND CASH EQUIVALENTS—end of year	**$ 2,321,933**	**$ 2,330,600**
Supplemental disclosures of cash flow information—Federal excise taxes paid	**$ -**	**$ 130,000**

See notes to financial statements

METLIFE FOUNDATION NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

The MetLife Foundation (the "Foundation") was formed for the purpose of supporting various philanthropic organizations and activities

1. ACCOUNTING POLICIES

Summary of Significant Accounting Policies

The Foundation's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") which recognize income when earned and expenses when incurred

Investments at Fair Value—During 2011, in order to further diversify its investments portfolio and generate incremental value over the long-term, the Foundation implemented a new investment policy which resulted in the transition of all bonds and equity securities to Exchange Traded Funds (ETFs) ETF's are reported within equity investments Short-term investments include investments with remaining maturities of one year or less, but greater than three months, at the time of acquisition Related holdings gains and losses are reported in investment income The Foundation is not exposed to any significant concentration of credit risk in its investment portfolio

Program-Related Investments—Such investments are authorized by the Board of Directors and represent loans to or equity investments in qualified charitable organizations or investments for appropriate charitable purposes as set forth in the Internal Revenue Code and regulations thereunder, and are carried at outstanding indebtedness or cost An allowance for possible losses is established when the Foundation does not expect repayment in full on any program-related loan and when such uncollectible amount can be reasonably estimated As of December 31, 2012 and December 31, 2011, this allowance was zero In addition, the income generated by the program-related loans is generally dependent upon the financial ability of the borrowers to keep current on their obligations For disclosure purposes, a reasonable estimate of fair value was not made since the difference between fair value and the outstanding indebtedness or cost would not be significant Maturities of the loan investments range from 2021 through 2022

Cash Equivalents and Cash Overdraft—Cash equivalents are highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase and are carried at fair value The Foundation generally invests funds required for cash disbursements in cash equivalents and transfers such funds to its operating bank account when checks are presented for payment The cash overdrafts at December 31, 2012 and December 31, 2011 represent grant disbursements that cleared the operating bank account in 2013 and 2012, respectively

Contributions—All contributions received to date by the Foundation have been unrestricted and, therefore, all of its net assets are similarly unrestricted All contributions received during 2012 and 2011 have been from MetLife, Inc and subsidiaries ("MetLife")

Grants—Such transactions are authorized by the Board of Directors Conditional grants authorized for payment in future years are subject to further review and approval by the Foundation

Estimates—The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period Actual results could differ from these estimates Since the obligation to make payment of conditional multi-year grants and program-related loans is dependent upon each grantee/borrower's satisfaction of the applicable conditions, the amount of conditional multi-year grants and program-related loans reported as commitments is based upon the expected or estimated fulfillment of such conditions

2. FAIR VALUE

The Foundation has elected to measure its equity investments, short-term investments and cash equivalents at fair value with related holdings gains and losses reported in investment income

When developing estimated fair values, the Foundation considers three broad valuation techniques (i) the market approach, (ii) the income approach, and (iii) the cost approach The Foundation determines the most appropriate valuation technique to use, given what is being measured and the availability of sufficient inputs, giving priority to observable inputs The Foundation categorizes its assets and liabilities measured at estimated fair value into a three-level hierarchy, based on the significant input with the lowest level in its valuation The input levels are as follows

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities The Foundation defines active markets based on average trading volume for equity securities The size of the bid/ask spread is used as an indicator of market activity for fixed maturity securities

Level 2 Quoted prices in markets that are not active or inputs that are observable either directly or indirectly These inputs can include quoted prices for similar assets or liabilities other than quoted prices in Level 1, quoted prices in markets that are not active, or other significant inputs that are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and are significant to the determination of estimated fair value of the assets or liabilities Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability

Financial markets are susceptible to severe events evidenced by rapid depreciation in asset values accompanied by a reduction in asset liquidity The Foundation's ability to sell securities, or the price ultimately realized for these securities, depends upon the demand and liquidity in the market and increases the use of judgment in determining the estimated fair value of certain securities

Considerable judgment is often required in interpreting market data to develop estimates of fair value, and the use of different assumptions or valuation methodologies may have a material effect on the estimated fair value amounts

Recurring Fair Value Measurements

The estimated fair values and their corresponding placement in the fair value hierarchy are summarized as follows

	Level 1	Level 2	Level 3	Total Estimated Fair Value
December 31, 2012				
Equity investments	$ 132,272,923	–	$ 15,000	$ 132,287,923
Short-term investments	27,192,568	–	1,000,000	28,192,568
Cash equivalents	–	2,099,780	–	2,099,780
Total	$ 159,465,491	$ 2,099,780	$ 1,015,000	$ 162,580,271
December 31, 2011				
Equity investments	$ 113,698,585	–	$ 15,000	$ 113,713,585
Short-term investments	7,999,054	7,399,670	3,999,553	19,398,277
Cash equivalents	–	–	2,198,718	2,198,718
Total	$ 121,697,639	$ 7,399,670	$ 6,213,271	$ 135,310,580

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The following describes the valuation methodologies used to measure assets at fair value The description includes the valuation techniques and key inputs for each category of assets that are classified within Level 2 and Level 3 of the fair value hierarchy

Equity Investments, Short-term Investments and Cash Equivalents

When available, the estimated fair value of these investments is based on quoted prices in active markets that are readily and regularly obtainable Generally, these are the most liquid of the Foundation's securities holdings and valuation of these securities does not involve management's judgment

When quoted prices in active markets are not available, the determination of estimated fair value is based on market standard valuation methodologies, giving priority to observable inputs The significant inputs to the market standard valuation methodologies for certain types of securities with reasonable levels of price transparency are inputs that are observable in the market or can be derived principally from, or corroborated by, observable market data When observable inputs are not available, the market standard valuation methodologies rely on inputs that are significant to the estimated fair value that are not observable in the market or cannot be derived principally from, or corroborated by, observable market data These unobservable inputs can be based in large part on management's judgment or estimation and cannot be supported by reference to market activity Even though these inputs are unobservable, management believes they are consistent with what other market participants would use when pricing such securities and are considered appropriate given the circumstances

Level 2 Valuation Techniques and Key Inputs: This level includes short-term investments and cash equivalents priced principally by independent pricing services using observable inputs These securities are principally valued using the market approach Valuation is based primarily on quoted prices in markets that are not active or using matrix pricing or other similar techniques using standard market observable inputs such as benchmark U S Treasury yield curve, the spread off the U S Treasury yield curve for the identical security and comparable securities that are actively traded

Level 3 Valuation Techniques and Key Inputs: In general, the investments classified within Level 3 use many of the same valuation techniques and inputs as described in the Level 2 Valuation Techniques and Key Inputs However, if key inputs are unobservable, or if the investments are less liquid and there is very limited trading activity, the investments are generally classified as Level 3 The use of independent non-binding broker quotations to value investments generally indicates there is a lack of liquidity or a lack of transparency in the process to develop the valuation estimates, generally causing these investments to be classified in Level 3

Short-term investments These investments are principally valued using the market approach Valuations are based primarily on matrix pricing or other similar techniques that utilize unobservable inputs or inputs that cannot be derived principally from, or corroborated by, observable market data, and inputs including quoted prices for identical or similar securities that are less liquid and based on lower levels of trading activity than securities classified in Level 2 Certain valuations are based on independent non-binding broker quotations

Equity investments These investments are principally valued using the market approach Valuations are based primarily on quoted prices in active markets that are readily and regularly obtainable and are classified in Level 1 Certain of these securities, including privately held securities, are valued based on the market approach matrix pricing and the inputs include quoted prices for identical securities that are less liquid and based on lower levels of trading activity than securities classified in Level 2 and independent non-binding broker quotations

Transfers between Levels

During the year ended December 31, 2012 and 2011, there were no transfers between levels

Assets and Liabilities Measured at Fair Value Using Significant Unobservable Inputs (Level 3)

The following table presents certain quantitative information about the significant unobservable inputs used in the fair value measurement for the more significant asset and liability classes measured at fair value on a recurring basis using significant unobservable inputs (Level 3) at December 31, 2012

	Valuation Techniques	Significant Unobservable Inputs	Range
Short-term investments	• Consensus pricing	• Offered quotes (1)	100–100

(1) For this unobservable input, range is presented in accordance with the market convention for fixed maturity securities of dollars per hundred dollars of par

The following tables summarize the change of all assets measured at estimated fair value on a recurring basis using significant unobservable inputs (Level 3) There were no unrealized or realized gains (losses) on Level 3 assets during the years ended December 31, 2012 and 2011

	Balance, January 1	Investment Income (1)	Purchases	Sales	Balance, December 31
December 31, 2012					
Equity investments	$ 15,000	$ –	$ –	$ –	$ 15,000
Short-term investments	3,999,553	447	1,000,000	(4,000,000)	1,000,000
Cash equivalents	2,198,718	514	–	(2,199,232)	–
December 31, 2011					
Equity investments	$ 15,178	$ –	$ –	$ (178)	$ 15,000
Short-term investments	–	451	3,999,102	–	3,999,553
Cash equivalents	–	810	2,197,908	–	2,198,718

(1) Amortization of premium/discount is included within investment income Interest and dividend accruals, as well as cash interest coupons and dividends received, are excluded from the rollforward

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3. CONTRIBUTIONS

In 2012 and 2011, MetLife contributed cash of $47,500,000 and $50,000,000, respectively, to the Foundation

4. RELATED PARTY TRANSACTIONS

The Foundation is supported by MetLife MetLife also provides the Foundation with management and administrative services However, the Statements of Activities and Changes in Net Assets do not include such costs since they are not significant

5. FEDERAL TAXES

The Foundation is exempt from Federal income taxes, however, as a private foundation, it is subject to Federal excise taxes on its net taxable investment income and realized capital gains The rate for current excise taxes was 2% and 1% in 2012 and 2011, respectively The rate for deferred excise taxes was 2% in 2012 and 2011 However, the cost of investments recorded at fair value exceeded the fair value of such securities by $601,545 at December 31, 2011 Therefore, no deferred taxes were recorded at December 31, 2011 There were no uncertain tax positions taken by the Foundation as of December 31, 2012

6. COMMITMENTS

As of December 31, 2012, the Board of Directors had authorized grants and program-related investments for future years as follows

	CONDITIONAL GRANTS
2013	$250,000
2014	250,000
	$500,000

	PROGRAM-RELATED INVESTMENTS
2013	$500,000
2014	500,000
	$1,000,000

As of December 31, 2012, none of the conditional grants required further review and approval by the Foundation prior to payment

7. SUBSEQUENT EVENTS

The Foundation has evaluated all subsequent transactions and events after the statement of financial position date and through February 19, 2013, which is the date these financial statements were available to be issued There are no transactions or events requiring disclosure

MetLife

Metropolitan Life Insurance Company
200 Park Avenue
New York, NY 10166
www.metlife.com

1301 0101

2012
Federal Form 990-PF

METLIFE FOUNDATION EIN: 13-2878224
STATEMENTS OF FINANCIAL POSITION
AS OF DECEMBER 31, 2012 AND 2011

ASSETS	**NOTES**	**2012**	**2011**
Investments:			
Investments, at fair value:			
Equity investments		$ 132,287,923	$ 113,713,585
Short-term investments		28,192,568	19,398,277
Program-related investments	1	3,512,691	4,477,506
Total investments		163,993,182	137,589,368
Cash and cash equivalents	1	2,321,933	2,330,600
Federal excise tax recoverable		-	61,432
Due and accrued investment income		3,859	8,910
TOTAL ASSETS		**$ 166,318,974**	**$ 139,990,310**
LIABILITIES AND NET ASSETS			
Cash overdraft	1	$ 925,589	$ 422,170
Accrued expenses payable		447,500	1,500
Federal excise tax payable		164,547	-
Amounts payable for investments acquired		7,999,203	-
Total liabilities		9,536,839	423,670
Net assets – unrestricted		156,782,135	139,566,640
TOTAL LIABILITIES AND NET ASSETS		**$ 166,318,974**	**$ 139,990,310**

See notes to financial statements

METLIFE FOUNDATION
STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

REVENUE	**NOTES**	**2012**	**2011**
Investment income:			
Dividends and interest		$ 3,351,804	$ 3,184,832
Change in fair value of investments	1	8,196,133	2,694,844
Contributions from MetLife	3	47,500,000	50,000,000
Total revenue		59,047,937	55,879,676
GRANTS AND EXPENSES			
Grants:			
Paid		41,107,662	41,938,306
Change in accrual for unconditional grants		-	(1,021,888)
Total grants		41,107,662	40,916,418
General expenses	4	498,800	52,800
Federal excise tax	5	225,980	58,472
Total grants and expenses		41,832,442	41,027,690
CHANGE IN NET ASSETS		17,215,495	14,851,986
Net assets – beginning of year		139,566,640	124,714,654
NET ASSETS – end of year		**$ 156,782,135**	**$ 139,566,640**

See notes to financial statements

METLIFE FOUNDATION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

CASH FLOWS FROM OPERATING ACTIVITIES:	2012	2011
Change in net assets	$ 17,215,495	$ 14,851,986
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Change in fair value of investments	(8,196,133)	(2,694,844)
Accretion of discount/amortization of premiums on investments	(15,089)	14,429
Change in due and accrued investment income	5,051	528,137
Change in federal excise tax payable/recoverable	225,979	(71,528)
Change in cash overdraft	503,419	(436,877)
Change in accrued expenses	446,000	-
Change in unconditional grants payable	-	(1,021,888)
Net cash provided by operating activities	10,184,722	11,169,415
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of investments	40,618,668	140,729,629
Purchase of investments	(50,812,057)	(152,683,702)
Net cash used in investing activities	(10,193,389)	(11,954,073)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(8,667)	(784,658)
Cash and cash equivalents – beginning of year	2,330,600	3,115,258
CASH AND CASH EQUIVALENTS – end of year	**$ 2,321,933**	**$ 2,330,600**
Supplemental disclosures of cash flow information – Federal excise taxes paid	**$ -**	**$ 130,000**

See notes to financial statements

METLIFE FOUNDATION
NOTES TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

The MetLife Foundation (the "Foundation") was formed for the purpose of supporting various philanthropic organizations and activities.

1. ACCOUNTING POLICIES

Summary of Significant Accounting Policies

The Foundation's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") which recognize income when earned and expenses when incurred.

Investments at Fair Value - During 2011, in order to further diversify its investments portfolio and generate incremental value over the long-term, the Foundation implemented a new investment policy which resulted in the transition of all bonds and equity securities to Exchange Traded Funds (ETFs). ETF's are reported within equity investments. Short-term investments include investments with remaining maturities of one year or less, but greater than three months, at the time of acquisition. Related holdings gains and losses are reported in investment income. The Foundation is not exposed to any significant concentration of credit risk in its investment portfolio.

Program-Related Investments - Such investments are authorized by the Board of Directors and represent loans to or equity investments in qualified charitable organizations or investments for appropriate charitable purposes as set forth in the Internal Revenue Code and regulations thereunder, and are carried at outstanding indebtedness or cost. An allowance for possible losses is established when the Foundation does not expect repayment in full on any program-related loan and when such uncollectible amount can be reasonably estimated. As of December 31, 2012 and December 31, 2011, this allowance was zero. In addition, the income generated by the program-related loans is generally dependent upon the financial ability of the borrowers to keep current on their obligations. For disclosure purposes, a reasonable estimate of fair value was not made since the difference between fair value and the outstanding indebtedness or cost would not be significant. Maturities of the loan investments range from 2021 through 2022.

Cash Equivalents and Cash Overdraft - Cash equivalents are highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase and are carried at fair value. The Foundation generally invests funds required for cash disbursements in cash equivalents and transfers such funds to its operating bank account when checks are presented for payment. The cash overdrafts at December 31, 2012 and December 31, 2011 represent grant disbursements that cleared the operating bank account in 2013 and 2012, respectively.

Contributions - All contributions received to date by the Foundation have been unrestricted and, therefore, all of its net assets are similarly unrestricted. All contributions received during 2012 and 2011 have been from MetLife, Inc. and subsidiaries ("MetLife").

Grants - Such transactions are authorized by the Board of Directors. Conditional grants authorized for payment in future years are subject to further review and approval by the Foundation.

Estimates - The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Since the obligation to make payment of conditional multi-year grants and program-related loans is dependent upon each grantee/borrower's satisfaction of the applicable conditions, the amount of conditional multi-year grants and program-related loans reported as commitments is based upon the expected or estimated fulfillment of such conditions.

2. FAIR VALUE

The Foundation has elected to measure its corporate and government bonds, equity investments and cash equivalents at fair value with related holdings gains and losses reported in investment income.

When developing estimated fair values, the Foundation considers three broad valuation techniques: (i) the market approach, (ii) the income approach, and (iii) the cost approach. The Foundation determines the most appropriate valuation technique to use, given what is being measured and the availability of sufficient inputs, giving priority to observable inputs. The Foundation categorizes its assets and liabilities measured at estimated fair value into a three-level hierarchy, based on the significant input with the lowest level in its valuation. The input levels are as follows:

Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities. The Foundation defines active markets based on average trading volume for equity securities. The size of the bid/ask spread is used as an indicator of market activity for fixed maturity securities.
Level 2	Quoted prices in markets that are not active or inputs that are observable either directly or indirectly. These inputs can include quoted prices for similar assets or liabilities other than quoted prices in Level 1, quoted prices in markets that are not active, or other significant inputs that are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3	Unobservable inputs that are supported by little or no market activity and are significant to the determination of estimated fair value of the assets or liabilities. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

Financial markets are susceptible to severe events evidenced by rapid depreciation in asset values accompanied by a reduction in asset liquidity. The Foundation's ability to sell securities, or the price ultimately realized for these securities, depends upon the demand and liquidity in the market and increases the use of judgment in determining the estimated fair value of certain securities.

Considerable judgment is often required in interpreting market data to develop estimates of fair value, and the use of different assumptions or valuation methodologies may have a material effect on the estimated fair value amounts.

Recurring Fair Value Measurements

The estimated fair values and their corresponding placement in the fair value hierarchy are summarized as follows:

	Level 1	Level 2	Level 3	Total Estimated Fair Value
December 31, 2012:				
Equity investments	$ 132,272,923	$ -	$ 15,000	$ 132,287,923
Short-term investments	27,192,568	-	1,000,000	28,192,568
Cash equivalents	-	2,099,780	-	2,099,780
Total	$ 159,465,492	$ 2,099,780	$ 1,015,000	$ 162,580,272
December 31, 2011:				
Equity investments	$ 113,698,585	$ -	$ 15,000	$ 113,713,585
Short-term investments	7,999,054	7,399,670	3,999,553	19,398,277
Cash equivalents	-	-	2,198,718	2,198,718
Total	$ 121,697,639	$ 7,399,670	$ 6,213,271	$ 135,310,580

The following describes the valuation methodologies used to measure assets at fair value. The description includes the valuation techniques and key inputs for each category of assets that are classified within Level 2 and Level 3 of the fair value hierarchy.

Equity Investments, Short-term Investments and Cash Equivalents

When available, the estimated fair value of these investments is based on quoted prices in active markets that are readily and regularly obtainable. Generally, these are the most liquid of the Foundation's securities holdings and valuation of these securities does not involve management's judgment.

When quoted prices in active markets are not available, the determination of estimated fair value is based on market standard valuation methodologies, giving priority to observable inputs. The significant inputs to the market standard valuation methodologies for certain types of securities with reasonable levels of price transparency are inputs that are observable in the market or can be derived principally from, or corroborated by, observable market data. When observable inputs are not available, the market standard valuation methodologies rely on inputs that are significant to the estimated fair value that are not observable in the market or cannot be derived principally from, or corroborated by, observable market data. These unobservable inputs can be based in large part on management's judgment or estimation and cannot be supported by reference to market activity. Even though these inputs are unobservable, management believes they are consistent with what other market participants would use when pricing such securities and are considered appropriate given the circumstances.

Level 2 Valuation Techniques and Key Inputs:

This level includes short-term investments and cash equivalents priced principally by independent pricing services using observable inputs. These securities are principally valued using the market approach. Valuation is based primarily on quoted prices in markets that are not active or using matrix pricing or

other similar techniques using standard market observable inputs such as benchmark U.S. Treasury yield curve, the spread off the U.S. Treasury yield curve for the identical security and comparable securities that are actively traded.

Level 3 Valuation Techniques and Key Inputs:

In general, the investments classified within Level 3 use many of the same valuation techniques and inputs as described in the Level 2 Valuation Techniques and Key Inputs. However, if key inputs are unobservable, or if the investments are less liquid and there is very limited trading activity, the investments are generally classified as Level 3. The use of independent non-binding broker quotations to value investments generally indicates there is a lack of liquidity or a lack of transparency in the process to develop the valuation estimates, generally causing these investments to be classified in Level 3.

Short-term investments

These investments are principally valued using the market approach. Valuations are based primarily on matrix pricing or other similar techniques that utilize unobservable inputs or inputs that cannot be derived principally from, or corroborated by, observable market data; and inputs including quoted prices for identical or similar securities that are less liquid and based on lower levels of trading activity than securities classified in Level 2. Certain valuations are based on independent non-binding broker quotations.

Equity investments

These investments are principally valued using the market approach. Valuations are based primarily on quoted prices in active markets that are readily and regularly obtainable and are classified in Level 1. Certain of these securities, including privately held securities, are valued based on the market approach matrix pricing and the inputs include quoted prices for identical securities that are less liquid and based on lower levels of trading activity than securities classified in Level 2 and independent non-binding broker quotations.

Transfers between Levels

During the year ended December 31, 2012 and 2011, there were no transfers between levels.

Assets and Liabilities Measured at Fair Value Using Significant Unobservable Inputs (Level 3)

The following table presents certain quantitative information about the significant unobservable inputs used in the fair value measurement for the more significant asset and liability classes measured at fair value on a recurring basis using significant unobservable inputs (Level 3) at December 31, 2012.

	Valuation Techniques	**Significant Unobservable Inputs**	**Range**	**Weighted Average**
Short-term investments	• Consensus pricing	• Offered quotes (1)	100 - 100	

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(1) For this unobservable input, range is presented in accordance with the market convention for fixed maturity securities of dollars per hundred dollars of par.

The following tables summarize the change of all assets measured at estimated fair value on a recurring basis using significant unobservable inputs (Level 3). There were no unrealized or realized gains (losses) on Level 3 assets during the years ended December 31, 2012 and 2011.

	Balance, January 1	Net Investment Income (1)	Purchases	Sales	Balance, December 31
December 31, 2012:					
Equity investments	$ 15,000	$ -	$ -	$ -	$ 15,000
Short-term investments	3,999,553	447	1,000,000	(4,000,000)	1,000,000
Cash equivalents	2,198,718	514	-	(2,199,232)	-

	Balance, January 1	Net Investment Income (1)	Purchases	Sales	Balance, December 31
December 31, 2011:					
Equity investments	$ 15,178	$ -	$ -	$ (178)	$ 15,000
Short-term investments	-	451	3,999,102	-	3,999,553
Cash equivalents	-	810	2,197,908	-	2,198,718

(1) Amortization of premium/discount is included within net investment income. Interest and dividend accruals, as well as cash interest coupons and dividends received, are excluded from the roll-forward.

3. CONTRIBUTIONS

In 2012 and 2011, MetLife contributed cash of $47,500,000 and $50,000,000, respectively, to the Foundation.

4. RELATED PARTY TRANSACTIONS

The Foundation is supported by MetLife. MetLife also provides the Foundation with management and administrative services. However, the Statements of Activities and Changes in Net Assets do not include such costs since they are not significant.

5. FEDERAL TAXES

The Foundation is exempt from Federal income taxes; however, as a private foundation, it is subject to Federal excise taxes on its net taxable investment income and realized capital gains. The rate for a current excise tax was 2% and 1% in 2012 and 2011, respectively. The rate for deferred excise taxes was 2% in 2012 and 2011. However, the cost of investments recorded at fair value exceeded the fair value of such securities by $601,545 at December 31, 2011. Therefore, no deferred taxes were recorded at December 31, 2011. There were no uncertain tax positions taken by the Foundation as of December 31, 2012.

6. COMMITMENTS

As of December 31, 2012, the Board of Directors had authorized grants and program-related investments for future years as follows:

	Conditional Grants	Program-Related Investments
2013	$250,000	$ 500,000
2014	250,000	500,000
	$500,000	$1,000,000

As of December 31, 2012, none of the conditional grants required further review and approval by the Foundation prior to payment.

7. SUBSEQUENT EVENTS

The Foundation has evaluated all subsequent transactions and events after the statement of financial position date and through February 19, 2013, which is the date these financial statements were available to be issued. There are no transactions or events requiring disclosure.

*****

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions METLIFE FOUNDATION	Employer identification number (EIN) or 13-2878224
	Number, street, and room or suite no. If a P.O box, see instructions C/O METLIFE, 1095 AVENUE OF THE AMERICAS	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK,NY 10036	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Robert Tarnok

Telephone No. ▶ 212-578-7180 FAX No. ▶ 212-578-4827

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ ☒ calendar year 20 12 or

▶ ☐ tax year beginning ____________, 20 ____, and ending ____________, 20 ____

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 99,000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 99,000
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: METLIFE FOUNDATION

Employer identification number (EIN) or: 13-2878224

Number, street, and room or suite no If a P O box, see instructions: C/O METLIFE, 1095 AVENUE OF THE AMERICAS

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions: NEW YORK, NY 10036

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ____________________

Telephone No. ▶ ____________________ FAX No. ▶ ____________________

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until ____________________ , 20____ .

5 For calendar year ______ , or other tax year beginning ____________ , 20______ , and ending ____________ , 20______

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ____________________

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CONTROLLER Date ▶ May 15, 2013

Robert TARNOK

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☐
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Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions METLIFE FOUNDATION	Employer identification number (EIN) or 13-2878224
	Number, street, and room or suite no If a P O box, see instructions. C/O METLIFE, 1095 AVENUE OF THE AMERICAS	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10036	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ____________________

Telephone No. ▶ ____________________ FAX No. ▶ ____________________

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) __________ . If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until ______________, 20 ____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☐ tax year beginning ______________, 20 ____, and ending ______________, 20 ____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: METLIFE FOUNDATION

Employer identification number (EIN) or: 13-2878224

Number, street, and room or suite no If a P O. box, see instructions: C/O METLIFE, 1095 AVENUE OF THE AMERICAS

Social security number (SSN):

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: NEW YORK, NY 10036

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ Robert Tarnok
  Telephone No. ▶ 212-578-7180 FAX No. ▶ 212-578-4827
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15 , 20 13 .

5 For calendar year 2012, or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension Additional time is needed to review tax information needed to complete an accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 99,000
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 99,000
c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Controller Date ▶ 08/12/2013

Robert TARNOK