

Edgar Filing: REINSURANCE GROUP OF AMERICA INC - Form SC 13D/A

REINSURANCE GROUP OF AMERICA INC  
Form SC 13D/A  
February 21, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)

Reinsurance Group of America, Incorporated

-----  
(Name of Issuer)

Common Stock, Par Value \$.01 Per Share

-----  
(Title of Class of Securities)

759351109

-----  
(CUSIP Number)

Gwenn L. Carr  
MetLife, Inc.  
One Madison Avenue  
New York, New York 10010  
(212) 578-2211

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 30, 2002

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 759351109

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MetLife, Inc.  
13-4075851

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]

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(b) [ ]

-----  
 3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS  
 WC  
 -----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e) [ ]  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY		222,800*

OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		28,915,939*

	9	SOLE DISPOSITIVE POWER
		222,800*

	10	SHARED DISPOSITIVE POWER
		28,915,939*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 29,138,739\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
 [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 58.9%\*

14 TYPE OF REPORTING PERSON  
 HC  
 -----

\* See Item 5 below. Unless otherwise indicated, all information relating to beneficial ownership of the Shares by the Reporting Persons is as of February 15, 2002.

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Metropolitan Life Insurance Company  
13-5581829

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		None*
	8	SHARED VOTING POWER
		28,915,939*

9	SOLE DISPOSITIVE POWER
	None*

10	SHARED DISPOSITIVE POWER
	28,915,939*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
28,915,939\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
58.5%\*

14 TYPE OF REPORTING PERSON  
IC

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\* See Item 5 below. Unless otherwise indicated, all information relating to beneficial ownership of the Shares by the Reporting Persons is as of February 15, 2002.

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GenAmerica Financial Corporation  
43-1779470

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
  
Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Missouri

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  None*
	8	SHARED VOTING POWER  24,131,250*

9	SOLE DISPOSITIVE POWER  None*
---	-------------------------------------

10	SHARED DISPOSITIVE POWER  24,131,250*
----	---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
24,131,250\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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48.8%\*

-----  
14 TYPE OF REPORTING PERSON

HC, CO  
-----

\* See Item 5 below. Unless otherwise indicated, all information relating to beneficial ownership of the Shares by the Reporting Persons is as of February 15, 2002.

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SCHEDULE 13D

CUSIP No. 759351109

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

General American Life Insurance Company  
43-0285930  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS

Not Applicable  
-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Missouri  
-----

NUMBER OF 7 SOLE VOTING POWER  
SHARES

None\*  
-----

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

24,131,250\*  
-----

9 SOLE DISPOSITIVE POWER

None\*  
-----

10 SHARED DISPOSITIVE POWER

24,131,250\*  
-----

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,131,250\*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.8%\*

14 TYPE OF REPORTING PERSON

IC

\* See Item 5 below. Unless otherwise indicated, all information relating to beneficial ownership of the Shares by the Reporting Persons is as of February 15, 2002.

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Equity Intermediary Company  
43-1727895

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Missouri

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7	SOLE VOTING POWER
		None*
	8	SHARED VOTING POWER
		24,131,250*

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WITH -----  
9 SOLE DISPOSITIVE POWER  
None\*  
-----  
10 SHARED DISPOSITIVE POWER  
24,131,250\*

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,131,250\*

-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
[ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.8%\*

-----  
14 TYPE OF REPORTING PERSON

HC, CO

-----  
\* See Item 5 below. Unless otherwise indicated, all information relating to beneficial ownership of the Shares by the Reporting Persons is as of February 15, 2002.

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This Statement relates to the common stock, par value \$.01 per share (the "Shares"), of Reinsurance Group of America, Incorporated, a Missouri corporation ("RGA"). This Statement amends the Schedule 13D Statement of MetLife, Inc. in respect of RGA by amending and restating Items 2,5 and 7 in their entirety, as follows:

Item 2. Identity and Background.

(a) through (c) and (f). This Statement is filed on behalf of (i) MetLife, Inc. ("MLINC"), (ii) Metropolitan Life Insurance Company ("MetLife"), a wholly owned subsidiary of MLINC, (iii) GenAmerica Financial Corporation, a wholly owned subsidiary of MetLife ("GenAmerica"), (iv) General American Life Insurance Company, a wholly owned subsidiary of GenAmerica ("GenAm Life"), and (v) Equity Intermediary Company, a wholly owned subsidiary of GenAm Life ("EIM") (MLINC, MetLife, GenAmerica, GenAm Life and EIM are referred to herein collectively as the "Filing Parties"). MLINC, a Delaware corporation with its principal office and business at One Madison Avenue, New York, NY, 10010-3690, is not controlled by any person or persons and is a holding company which owns all of the issued and outstanding shares of common stock of MetLife. MetLife, a New York life insurance company, has its principal office and business at One Madison Avenue, New York, New York 10010-3690. GenAmerica and EIM are holding companies and GenAm Life is an insurance company. GenAmerica, GenAm Life and EIM are each Missouri corporations with the address of their principal offices and

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businesses at 700 Market Street, St. Louis, Missouri 63101.

Set forth on Exhibit A to this Statement, and incorporated herein by reference, is the name, residence or business address, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) and citizenship of each director and executive officer of the Filing Parties.

(d) During the last five years, none of the Filing Parties nor, to the best knowledge of the Filing Parties, any of their respective executive officers or directors has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Filing Parties nor, to the best knowledge of the Filing Parties, any of their respective executive officers or directors has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### Item 5. Interest in Securities of the Issuer.

(a) and (b). As of February 15, 2002, MLINC and MetLife beneficially owned 29,138,739 Shares, or approximately 58.9 percent of the outstanding Shares. Of such Shares, MLINC has sole voting and dispositive power with respect to 222,800 Shares, MLINC and MetLife share voting and dispositive power with each other with respect to 4,784,689 Shares and share voting and dispositive power with GenAmerica, GenAm Life and EIM with respect to 24,131,250 Shares. As of February 15, 2002, GenAmerica, GenAm Life and EIM beneficially owned 24,131,250 Shares, or approximately 48.8 percent of the outstanding Shares. With respect to such Shares, GenAmerica, GenAm Life and EIM share voting and dispositive power with MLINC, MetLife and each other. See also Item 2 above.

The information in the following paragraphs is to the best knowledge of the Filing Parties.

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As of February 2, 2002, William E. Cornelius, a director of GenAmerica and GenAm Life, beneficially owned 1,113 Shares and had sole voting and dispositive power with respect to such Shares.

As of February 19, 2002, Arnold W. Donald, a director of GenAmerica and GenAm Life, may be deemed to be the beneficial owner of 105 Shares held by Hazel Donald, as trustee of a trust. Mr. Donald did not have voting or dispositive power with respect to such Shares.

As of February 1, 2002, Richard D. Evans, Senior Vice President - Sales, National Accounts and Special Programs of GenAm Life, beneficially owned 100 Shares and had sole voting and dispositive power with respect to such Shares.

As of February 14, 2002, James W. Koeger, Vice President of MetLife and a director of EIM, beneficially owned 700 Shares and had sole voting and dispositive power with respect to such Shares.

As of February 5, 2002, Richard A. Liddy, Chairman of GenAmerica and



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GenAm Life, may be deemed to have been the beneficial owner of 132,200 Shares, (i) 112,500 Shares which were owned directly by Mr. Liddy, and (ii) 19,700 Shares which were owned by Joanne S. Liddy, his spouse. Mr. Liddy had sole voting and dispositive power with respect to the shares owned directly by him, and shared voting and dispositive power with respect to such Shares owned by his spouse. Mr. Liddy disclaimed beneficial ownership of the aforementioned Shares owned by his spouse.

As of February 4, 2002, Matthew P. McCauley, a director of EIM and Vice-President, General Counsel and Secretary of GenAmerica and GenAm Life, beneficially owned 1,000 Shares which were jointly owned with Brigid K. McCauley, and shared voting and dispositive power with respect to such Shares with her.

As of February 1, 2002, Stewart G. Nagler, Vice Chairman of the Board and Chief Financial Officer of MLINC and MetLife, a director of GenAmerica and GenAm Life and Chairman of the Board of RGA, beneficially owned 1,000 Shares and had sole voting and dispositive power with respect to such Shares.

As of February 4, 2002, John E. Petersen, Senior Vice President of GenAm Life, beneficially owned 150 Shares and had sole voting and dispositive power with respect to such Shares.

As of February 14, 2002, Craig D. Schnuck, a director of GenAmerica and GenAm Life, beneficially owned 2,000 Shares and had sole voting and dispositive power with respect to such Shares.

As of February 6, 2002, William P. Stiritz, a director of GenAmerica and GenAm Life, beneficially owned 9,933 Shares and had sole voting and dispositive power with respect to such Shares.

As of February 4, 2002, Andrew C. Taylor, a director of GenAmerica and GenAm Life, beneficially owned 26,000 Shares and shared voting and dispositive power with respect to such Shares with Barbara B. Taylor.

As of February 5, 2002, Robert L. Virgil, a director of GenAmerica and GenAm Life, beneficially owned 225 Shares which were owned by Geraldine J. Virgil, his spouse, and shared voting and dispositive power with respect to such Shares with her.

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As of February 2, 2002, Virginia V. Weldon, M.D. a director of GenAmerica and GenAm Life, beneficially owned 450 Shares as trustee of a trust, and had sole voting and dispositive power with respect to such Shares.

As of February 4, 2002, Bernard H. Wolzenski, Executive Vice-President - Individual, of GenAmerica and GenAm Life, may be deemed to be the beneficial owner of 2,725 Shares held by Jeanne A. Wolzenski, as trustee of a trust. Mr. Wolzenski did not have voting or dispositive power with respect to such Shares.

As of February 6, 2002, A. Greig Woodring, Executive Vice-President - Reinsurance of GenAmerica and GenAm Life and President and Chief Executive Officer of RGA, may be deemed to have been the beneficial owner of 323,557 Shares and had sole voting and dispositive power with respect to such Shares.

Some of the Shares described in the above paragraphs may be in the form of stock options exercisable within 60 days or restricted stock. None of the

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Share ownership described in the above paragraphs represents beneficial ownership by any individual of more than 1% of the outstanding Shares.

The percentage amounts set forth in this Item 5 are based upon the number of Shares issued and outstanding as of October 31, 2001, as described in RGA's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2001.

(c) In the 60 days prior to the date of filing of this Statement, none of the Filing Parties nor, to the best knowledge of the Filing Parties, any of their respective directors and executive officers has effected any transactions in the Shares, except as disclosed in this Statement, and except the following:

Susan Stiritz sold 17,500 Shares on January 9, 2002 at \$32.00 per Share.

Stewart G. Nagler purchased 1,000 Shares on February 1, 2002 at \$29.00 per Share.

Between January 30, 2002 and February 15, 2002, MLINC purchased a total of 222,800 Shares. Details regarding these purchases are set forth in Exhibit C hereto.

(d) No other person is known by the Filing Parties to have the right to receive or the power to direct the receipt of dividends from, and the proceeds from the sale of, the Shares.

(e) Not applicable.

Item 7. Materials to be Filed as Exhibits.

Exhibit A -- Information relating to the Executive Officers and Directors of the Filing Parties

Exhibit B -- Agreement Required for Joint Filing under Rule 13d-1(k) (1)

Exhibit C -- Purchases of Shares by MetLife, Inc.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 20, 2002

METLIFE, INC.

By: /s/ Gwenn L. Carr

Name: Gwenn L. Carr

Title: Vice-President and Secretary

METROPOLITAN LIFE INSURANCE COMPANY

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By: /s/ Gwenn L. Carr  
-----  
Name: Gwenn L. Carr  
Title: Vice-President and Secretary

GENAMERICA FINANCIAL CORPORATION

By: /s/ Matthew P. McCauley  
-----  
Name: Matthew P. McCauley  
Title: Vice-President, General  
Counsel and Secretary

GENERAL AMERICAN LIFE INSURANCE COMPANY

By: /s/ Matthew P. McCauley  
-----  
Name: Matthew P. McCauley  
Title: Vice-President, General  
Counsel and Secretary

EQUITY INTERMEDIARY COMPANY

By: /s/ Matthew P. McCauley  
-----  
Name: Matthew P. McCauley  
Title: Director, Vice-President,  
General Counsel and Secretary

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EXHIBIT A

DIRECTORS AND EXECUTIVE OFFICERS OF THE FILING PARTIES

Set forth below is the name and present principal occupation or employment of each director and executive officer of MLINC and MetLife. MLINC is a holding company and MetLife is an insurance company. The principal business address of MLINC and MetLife is One Madison Avenue, New York, NY 10010-3690. Each person listed below is a citizen of the United States.

DIRECTORS

Name And Business Address -----	Principal Occupation or Employment -----
Curtis H. Barnette Skadden, Arps, Slate, Meagher & Flom LLP 1440 New York Avenue, N.W. Washington, DC 20005-2111	Of Counsel, Skadden, Arps, Slate, Meagher & Flom LLP (law firm)
Robert H. Benmosche	Chairman of the Board, President and Chief Executive Officer, MLINC and MetLife

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Gerald Clark	Vice-Chairman of the Board and Chief Investment Officer, MLINC and MetLife
Joan Ganz Cooney* Children's Television Workshop One Lincoln Plaza New York, New York 10023	Chairman, Executive Committee Children's Television Workshop (broadcasting)
John C. Danforth Bryan Cave LLP 211 N. Broadway, Suite 3600 St. Louis, MO 63102-2750	Partner, Bryan Cave LLP (law firm)
Burton A. Dole, Jr. P.O. Box 208 Pauma Valley, California 92061	Retired Chairman, President and Chief Executive Officer, Puritan Bennett, Incorporated (medical device manufacturing)
James R. Houghton Corning Incorporated 80 East Market Street 2nd Floor, Corning, New York 14830	Non-Executive Chairman of the Board, Corning Incorporated (telecommunications technology)
Harry P. Kamen Metropolitan Life Insurance Co. 200 Park Avenue, Suite 5700 New York, New York 10166	Retired Chairman of the Board and Chief Executive Officer, MetLife

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Helene L. Kaplan Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036	Of Counsel, Skadden, Arps, Slate, Meagher and Flom LLP (law firm)
Catherine R. Kinney New York Stock Exchange, Inc. 20 Broad Street New York, New York 10005	Co-Chief Operating Officer, President and Executive Vice Chairman, New York Stock Exchange, Inc.
Charles M. Leighton P. O. Box 247 Bolton, MA 01740	Retired Chairman and Chief Executive Officer, CML Group, Inc. (exercise and leisure products)
Allen E. Murray* Mobil Corporation 375 Park Avenue, Suite 2901 New York, New York 10152	Retired Chairman of the Board and Chief Executive Officer, Mobil Corporation (petroleum refining)
Stewart G. Nagler	Vice-Chairman of the Board and Chief Financial Officer, MLINC and MetLife; Chairman of the Board, RGA
John J. Phelan, Jr. P.O. Box 312	Senior Advisor, Boston Consulting Group

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Mill Neck, New York 11765

Hugh B. Price  
National Urban League, Inc.  
500 East 62nd Street  
New York, New York 10005  
President and Chief Executive  
Officer, National Urban League, Inc.

William G. Steere, Jr.  
Pfizer Inc.  
235 East 42nd Street  
New York, New York 10017  
Retired Chairman of the Board and Chief  
Executive Officer, Pfizer Inc.

\* Joan Ganz Cooney and Allen Murray will retire from the Boards of MLINC and MetLife effective March 31, 2002.

Executive Officers  
(Who are not Directors)

Name -----	Principal Occupation or Employment -----
Gary A. Beller	Senior Executive Vice-President and General Counsel, MLINC and MetLife
James M. Benson	President, Individual Business, MLINC and MetLife; Chairman, Chief Executive Officer and President, New England Life Insurance Company
C. Robert Henrikson	President, Institutional Business, MLINC and MetLife

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Catherine A. Rein	Senior Executive Vice-President, MLINC and MetLife; President and Chief Executive Officer, Metropolitan Property and Casualty Insurance Company
William J. Toppeta	President, International, MLINC and MetLife
Lisa M. Weber	Senior Executive Vice-President and Chief Administrative Officer, MLINC and MetLife

Set forth below is the name and present principal occupation or employment of each director and executive officer of GenAmerica and GenAm Life. GenAmerica is a holding company and GenAm Life is an insurance company. The principal business address of each of GenAmerica and GenAm Life is 700 Market Street, St. Louis, Missouri 63101. Each person listed below is a citizen of the United States.

DIRECTORS

Name And Business Address -----	Principal Occupation or Employment -----
James M. Benson Metropolitan Life Insurance Co.	President, Individual Business, MLINC and MetLife; Chairman, Chief Executive Officer

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One Madison Avenue New York, New York 10010-3690	and President, New England Life Insurance Company
William E. Cornelius #2 Dunlora Lane St. Louis, Missouri 63131	Retired Chairman and Chief Executive Officer Union Electric Company (now Ameren Corporation) (electric utility)
John C. Danforth Bryan Cave LLP One Metropolitan Square, Suite 3600 St. Louis, Missouri 63102	Partner, Bryan Cave LLP (law firm)
Arnold W. Donald Merisant Company 1 N. Brentwood Blvd. Suite 510 St. Louis, MO 63105	Chairman and Chief Executive Officer, Merisant Company
Kevin C. Eichner	President and Chief Executive Officer, GenAmerica and GenAm Life
Jerald L. Kent 12412 Powerscourt Dr. Suite 100 St. Louis, MO 63131	President and Chief Executive Officer, Cequel III, LLC
Richard A. Liddy	Chairman, Retired President and Chief Executive Officer, GenAmerica and GenAm Life

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Stewart G. Nagler Metropolitan Life Insurance Co. One Madison Avenue New York, New York 10010-3690	Vice-Chairman of the Board and Chief Financial Officer, MLINC and MetLife; Chairman of the Board, RGA
Craig D. Schnuck Schnuck Markets, Inc. 11420 Lackland Road St. Louis, Missouri 63146	Chairman and Chief Executive Officer, Schnuck Markets, Inc. (retail grocery stores)
William P. Stiritz Agribrands International, Inc. 1401 South Brentwood Blvd. Suite 650 St. Louis, Missouri 63144	Chairman, Energizer Holding Company and Ralcorp Holdings Inc.
Andrew C. Taylor Enterprise Rent-A-Car Company 600 Corporate Park Drive St. Louis, Missouri 63105	Chairman and Chief Executive Officer, Enterprise Rent-A-Car Company (automobile rental and leasing)
Robert L. Virgil Edward Jones & Co. 12555 Manchester Road St. Louis, Missouri 63131	Management Consultant and Subordinated Limited Partner, Edward Jones & Co. (securities firm)

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Lisa M. Weber Metropolitan Life Insurance Co. One Madison Avenue New York, New York 10010-3690	Senior Executive Vice-President and Chief Administrative Officer, MLINC and MetLife
Virginia V. Weldon 242 Carlyle Lake Drive St. Louis, Missouri 63141	Retired Senior Vice-President for Public Policy, Monsanto Company (life sciences)

Executive Officers of GenAmerica and/or GenAm Life  
(Who Are Not Directors)

Name ----	Principal Occupation or Employment -----
Richard D. Evans	Senior Vice-President - Sales, National Accounts and Special Programs, GenAm Life
Timothy J. Klopfenstein	Vice President and Chief Financial Officer, Individual Product Division, GenAm Life; President and Treasurer, EIM
Matthew P. McCauley	Vice-President, General Counsel and Secretary, GenAmerica and GenAm Life
Daniel J. McDonald	Senior Vice-President, GenAm Life
Richard J. Miller	Executive Vice-President and Chief Marketing Officer, GenAm Life
Jerome M. Mueller	Senior Vice-President - National Marketing, GenAm Life

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John E. Petersen	Senior Vice-President, GenAm Life
William S. Slater	Senior Vice-President, GenAm Life
Bernard H. Wolzenski	Executive Vice-President - Individual, GenAmerica and GenAm Life
A. Greig Woodring RGA 1370 Timberlake Parkway Chesterfield, MO 63017	Executive Vice-President - Reinsurance, GenAmerica and GenAm Life; President and Chief Executive Officer, RGA

Set forth below is the name and present principal occupation or employment of each director and executive officer of EIM. EIM is a holding company. The principal business address of EIM is 700 Market Street, St. Louis, Missouri 63101. Each person listed below is a citizen of the United States.

DIRECTORS

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Name And Business Address -----	Principal Occupation or Employment -----
Timothy J. Klopfenstein	Vice President and Chief Financial Officer, Individual Product Division, GenAm Life; President and Treasurer, EIM
James W. Koeger	Vice President, MetLife; Assistant Treasurer, GenAmerica, GenAm Life and EIM
Matthew P. McCauley	Vice-President, General Counsel and Secretary, GenAmerica, GenAm Life and EIM

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CUSIP No. 759351109

Exhibit B

Joint Filing Agreement

In accordance with Rule 13d-1(k)(1) of Regulation 13D-G of the Securities Exchange Act of 1934, the persons or entities below agree to the joint filing on behalf of each of them of the Statement on Schedule 13D (including any and all amendments thereto) with respect to the Common Stock of Reinsurance Group of America, Incorporated, and agree that such statement is, and any amendments thereto filed by any of them will be, filed on behalf of each of them, and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings.

In evidence thereof the undersigned hereby execute this Agreement this 20th day of February, 2002.

METLIFE, INC.

By: /s/ Gwenn L. Carr  
-----  
Name: Gwenn L. Carr  
Title: Vice-President and Secretary

METROPOLITAN LIFE INSURANCE COMPANY

By: /s/ Gwenn L. Carr  
-----  
Name: Gwenn L. Carr  
Title: Vice-President and Secretary

GENAMERICA FINANCIAL CORPORATION

By: /s/ Matthew P. McCauley  
-----  
Name: Matthew P. McCauley  
Title: Vice-President, General  
Counsel and Secretary

GENERAL AMERICAN LIFE INSURANCE COMPANY



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By: /s/ Matthew P. McCauley  
 -----  
 Name: Matthew P. McCauley  
 Title: Vice-President, General  
 Counsel and Secretary

EQUITY INTERMEDIARY COMPANY

By: /s/ Matthew P. McCauley  
 -----  
 Name: Matthew P. McCauley  
 Title: Director, Vice-President,  
 General Counsel and Secretary

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SCHEDULE 13D

CUSIP No. 759351109

Exhibit C

Purchases of Shares by MetLife, Inc.

January 30, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	600	27.64
2	700	27.66
3	1800	27.7
4	100	27.72
5	400	27.73
6	1800	27.75
7	4000	27.78
8	1400	27.79
9	4000	27.8
10	800	27.82
11	13200	27.85
12	1700	27.88
13	4500	27.89
14	9700	27.9
15	6200	27.91
16	400	27.92
17	100	27.94
18	1100	27.95
19	900	27.96
20	4700	27.98
21	5300	27.99
22	12600	28.00
	76,000	27.8924

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SCHEDULE 13D

CUSIP No. 759351109

January 31, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	1250	27.99
2	750	28
3	250	28.1
4	1350	28.25
5	50	28.26
6	1850	28.3
7	1000	28.33
8	200	28.34
9	200	28.35
10	150	28.39
11	100	28.4
12	250	28.41
13	500	28.45
14	150	28.52
15	850	28.54
16	1100	28.55
17	200	28.62
18	550	28.64
19	500	28.7
20	100	28.71
21	150	28.72
	11,500	28.3443

February 1, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	150	28.63
2	400	28.65
3	3850	28.7
4	300	28.71
5	5400	28.75
6	300	28.76
7	150	28.77
8	3450	28.79
9	1000	28.8
10	1350	28.92
11	450	28.93
12	3200	29
	20,000	28.8021

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SCHEDULE 13D

CUSIP No. 759351109

February 4, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	50	28.34
2	300	28.35
3	1650	28.39
4	950	28.4
5	650	28.44
6	100	28.45
7	550	28.46
8	100	28.47
9	350	28.5
10	700	28.55
11	1400	28.56
12	1100	28.57
13	4250	28.59
14	350	28.6
15	1450	28.9
16	50	28.95
	14,000	28.5584

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SCHEDULE 13D

CUSIP No. 759351109

February 5, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	250	27.85
2	250	27.95
3	100	28
4	500	28.03
5	250	28.05
6	150	28.06
7	50	28.09
8	450	28.1
9	1,450	28.11
10	450	28.12
11	100	28.13
12	800	28.15
13	150	28.19
14	1,050	28.21
15	350	28.22
16	450	28.25
17	100	28.28

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18	250	28.3
19	200	28.31
20	100	28.33
21	650	28.35
22	50	28.39
23	100	28.4
24	400	28.47
25	900	28.55
	9,550	28.2083

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SCHEDULE 13D

CUSIP No. 759351109

February 6, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	50	28.15
2	450	28.16
3	150	28.17
4	300	28.22
5	700	28.23
6	50	28.25
7	100	28.29
8	900	28.3
9	1300	28.31
10	2500	28.35
11	250	28.36
12	350	28.37
13	250	28.38
14	1200	28.42
15	850	28.43
16	1600	28.44
	11,000	28.3463

February 7, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	600	28.05
2	1450	28.1
3	700	28.14
4	50	28.19
5	150	28.2
6	1100	28.21
7	50	28.22
8	50	28.23

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9	250	28.24
10	100	28.26
11	750	28.3
12	500	28.39
13	750	28.4
	6,500	28.2111

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SCHEDULE 13D

CUSIP No. 759351109

February 8, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	200	28.45
2	50	28.50
3	50	28.55
4	50	28.60
5	350	28.70
6	100	28.78
7	50	28.79
8	50	28.80
9	50	28.81
10	4,900	28.82
11	750	28.83
12	200	28.84
13	100	28.86
14	100	28.88
15	950	28.89
16	500	28.90
17	400	28.92
18	450	28.93
19	500	28.94
20	150	28.95
21	150	28.96
22	1,100	28.97
23	3,700	28.99
24	1,850	29.00
	16,750	28.8965

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SCHEDULE 13D

CUSIP No. 759351109

February 11, 2002

SHARES

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TRADE LOT -----	PURCHASED -----	PRICE -----
1	150	29.03
2	250	29.10
3	200	29.15
4	650	29.18
5	350	29.20
6	950	29.25
7	250	29.27
8	550	29.28
9	150	29.29
10	100	29.30
11	200	29.34
12	50	29.35
13	200	29.36
14	150	29.37
15	150	29.38
16	1,700	29.39
17	250	29.40
18	200	29.43
19	250	29.45
20	50	29.50
21	300	29.51
22	350	29.52
23	150	29.54
24	550	29.55
25	50	29.60
26	50	29.64
27	1,250	29.65
28	50	29.67
29	50	29.68
30	1,400	29.70
	11,000	29.4251

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SCHEDULE 13D

CUSIP No. 759351109

February 12, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	900	29.20
2	600	29.22
3	1,200	29.30
4	700	29.31
5	250	29.32
6	500	29.33
7	350	29.34
8	50	29.37
9	300	29.38
10	2,000	29.39
11	650	29.40

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12	800	29.45
13	300	29.46
14	100	29.48
15	300	29.52
16	50	29.54
17	100	29.55
18	50	29.56
19	300	29.57
20	150	29.58
21	200	29.59
22	950	29.60
23	1,700	29.61
	12,500	29.4176

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SCHEDULE 13D

CUSIP No. 759351109

February 13, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	100	29.07
2	50	29.09
3	250	29.15
4	250	29.20
5	100	29.21
6	850	29.27
7	150	29.28
8	50	29.30
9	1,000	29.40
10	250	29.41
11	550	29.43
12	400	29.47
13	100	29.49
14	700	29.50
15	150	29.51
16	850	29.55
17	650	29.58
18	750	29.59
19	2,300	29.60
20	250	29.75
21	150	29.81
22	300	29.83
23	450	29.84
24	850	29.85
	11,500	29.5334

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SCHEDULE 13D

CUSIP No. 759351109

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February 14, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	500	29.50
2	250	29.55
3	2,000	29.59
4	1,250	29.60
5	450	29.69
6	1,550	29.70
7	100	29.77
8	1,100	29.80
9	750	29.82
10	500	29.85
11	100	29.86
12	200	29.87
13	150	29.89
14	100	29.95
15	3,000	30.00
	12,000	29.7665

February 15, 2002

TRADE LOT -----	SHARES PURCHASED -----	PRICE -----
1	1,300	29.54
2	200	29.55
3	100	29.59
4	900	29.62
5	500	29.65
6	600	29.66
7	350	29.67
8	50	29.70
9	1,750	29.74
10	50	29.75
11	200	29.78
12	1,500	29.85
13	500	29.86
14	1,000	29.87
15	100	29.88
16	50	29.89
17	1,350	29.90
	10,500	29.7458