



August 2009

Dear Valued Distributor:

Through these challenging economic times, MassMutual has maintained its status as one of the most financially sound companies in our industry. However, we have not been immune to volatile markets and low interest rates. As you know, this environment has caused significant changes throughout the annuity industry. Companies, including MassMutual, continue to re-evaluate annuity products and change distribution strategies for annuities.

As part of this process, we have made difficult but prudent decisions to reduce risk, limit individual annuity sales and conserve capital. Most recently, we have conducted an extensive review of our distribution strategy for individual annuities. As a result of this review, we have made the strategic decision to focus solely on our career agency system and exit the third-party distribution channel for **individual annuities**, effective September 19, 2009. At that time, all of our third-party distribution agreements will be amended to service only for individual annuities. New individual annuity business will no longer be accepted from third-party distributors after September 18, 2009. Post-issue service and support for existing business will remain unchanged.

Our decision to amend distribution agreements does not change any relationships or agreements that your firm may have with other lines of business within MassMutual. Selling agreements for employer-sponsored plans through Retirement Services, products from OppenheimerFunds, and/or life insurance, disability income insurance and long term care insurance, for example, remain unchanged and are not affected by this decision.

This decision was difficult in part due to our successful third-party distributor relationships but necessary to maintain MassMutual's financial strength and stability for the benefit of both new and existing customers and all financial professionals. We believe that these actions will keep us well capitalized through these uncertain times.

Thank you for your continued support. Important information is enclosed with this notice including transition rules and our plans for how we will continue to support existing business and the appropriate IPDA or Selling Agreement amendment that should be retained as an addendum.

Best Regards,

John A. Vaccaro  
President  
MML Investors Services, Inc.

Enclosures

Annuity products are issued by Massachusetts Mutual Life Insurance Company and C.M. Life Insurance Company. C.M. Life Insurance Company, 100 Bright Meadow Boulevard, Enfield, CT 06082, is non-admitted in New York and is a subsidiary of Massachusetts Mutual Life Insurance Company, Springfield, MA 01111-0001.

<b>Not FDIC/NCUA Insured</b>	<b>Not A Bank Deposit</b>	<b>Not Bank Guaranteed</b>
<b>May Lose Value</b>	<b>Not Insured By Any Federal Government Agency</b>	

MassMutual Financial Group is a marketing name for Massachusetts Mutual Life Insurance Company (MassMutual) and its affiliated companies and sales representatives.

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## **Key Third-party Considerations with Service-only Agreements for Individual Annuities**

### **Annuity New Business Transition Rules:**

- New business applications from third-party producers must be received at MassMutual no later than 4 p.m. ET, September 18, 2009, and be in good order within three business days of our subsequent notification to producers. Cash or transfer paperwork must also be received by September 18, 2009, and meet contract minimums.
- New business applications submitted by annuity order entry (AOE) must be received at MassMutual no later than 4 p.m. ET, September 18, 2009, and be in good order within three business days of our subsequent notification to producers. Cash or transfer paperwork also must be received by September 18, 2009, and meet contract minimums.
- When certain New York- (NY) issued contracts require NY Regulation 60 paperwork, the final submission date for applications with cash or transfer paperwork is October 2, 2009.
- Standard transfer/exchange rules apply to fund contracts within six months.
- Annuity new business from third-party producers will not be accepted after September 18, 2009. Subsequent purchase payments will still be accepted after September 18, 2009, up to the maximum amount specified in the contract or prospectus.
- Platinum Partners service for qualifying third-party producers will end February 28, 2010.

### **Annuity Order Entry (AOE):**

- At this time, we will continue to maintain the Blue Frog and Ebix AOE platforms.
- Both platforms will be shut down to new business, effective September 18, 2009. Applications and new business forms will be removed.
- Subsequent purchase payment submission will continue to be permitted after September 18, 2009.
- No new firms will be added to either AOE platform.

### **Annuity Sales Support/Marketing:**

- Wholesaler coverage, travel, conference participation, marketing support and annuity sales distribution will end, effective September 18, 2009.
- We have instructed our wholesalers to cease solicitation of annuity business from third-party producers, effective immediately.
- All third-party distribution firms are requested to remove our annuity new business materials from Intranet and producer support Web sites by close of business, September 18, 2009.

### **Compensation for Annuity Business:**

- Advanced commissions and netting of commissions will be discontinued after September 18, 2009. The threshold for sending commission checks overnight to broker-dealer back offices will increase from \$1,000 to \$5,000.
- Subsequent purchase payments will still be compensated according to the appropriate commission schedule.
- Trail compensation will not change, and first-year commission for transfers/exchanges funded after September 18, 2009, remains unchanged.

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## **Key Third-party Considerations with Service-only Agreements for Individual Annuities**

### **Licensing and Appointments for Third-party Annuity Producers:**

- Effective immediately, third-party producers will no longer be appointed before business is received. Third-party producers will remain “broker of record” for existing business and there is no change to annuity customer statements, post-issue sales support or service.

### **Depository Trust & Clearing Corporation (DTCC) Annuity File Format and Data:**

- MassMutual will continue to support standard DTCC file layouts and provide data electronically to broker-dealer firms. Requests for optional data outside standard file layouts will be evaluated on a case-by-base basis.

### **MassMutual Retirement Income (Annuity) Sales Support and Customer Service:**

- Call 1-800-234-5606 or access AnnuityWeb online anytime for annuity sales support.
- Dial 1-800-272-2216 or access [www.massmutual.com](http://www.massmutual.com) for annuity customer service.

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**Servicing Only Amendment**  
**Insurance Products Distribution Agreement/Selling Agreement**

The Insurance Products Distribution Agreement/Selling Agreement ("Agreement") you executed with Massachusetts Mutual Life Insurance Company, C.M. Life Insurance Company, MML Bay State Life Insurance Company and, as applicable, MML Distributors, LLC, is hereby amended as follows:

1. **Interpretation.** Unless otherwise defined in this amendment, all capitalized terms herein have the same meaning as those terms have in the Agreement.
2. **Servicing Only Provision.** Effective September 19, 2009, and notwithstanding any other provision of the Agreement, Insurance Companies will no longer accept from Producers new applications for any individual annuity contracts. Producers' authorization to service individual annuity contracts previously sold shall continue, unless a request from a contract owner to transfer the servicing agency and/or producer is received by an Insurance Company. Insurance Companies will continue to accept additional premium payments on individual annuity contracts previously sold. Subject to the chargeback and offset provisions set forth in the Agreement, Insurance Companies will continue to pay Producers Compensation attributable to such payments on existing individual annuity contracts as provided in applicable compensation schedules.
3. **Prior Amendments.** To the extent applicable, any existing amendments to the Agreement relating to the Netting of Compensation and/or Advanced Commissions will terminate effective September 19, 2009.
4. **Termination.** Insurance Companies may terminate this amendment at any time, without cause, upon written notice to Producers. This amendment will terminate automatically upon termination of the Agreement.