

Avoiding the Double Tax Dilemma

with Whole Life Legacy 100SM

| insure | invest | retire |



We'll help you get there.™

Life Insurance

Avoiding the double tax dilemma with Whole Life Legacy 100SM

You've worked hard over the years and made sure to set money aside for *the good life* in retirement. You've made the maximum allowable contributions into your qualified retirement plan and, with some good investment returns, your diligence and a little luck, you've built quite a nest egg for yourself and your family.

In fact, you've come to the realization that with the combined assets in all of your retirement savings vehicles, you may not even need all of the income that your qualified plan will produce. So, instead of liquidating your qualified plan when you retire, you are tempted to wait until your required beginning date and take the minimum distributions allowable in order to preserve the account balance with the intent of transferring as much as possible on to your heirs.*

Sounds good, right? Well, what many people don't realize is that while qualified plans are great for deferring taxes *during* your lifetime, they can be one of the *most taxed* assets at death. Qualified plan balances may be subject to multiple levels of taxation:¹

- Federal estate taxes can reduce the value of plan assets by 45%.
- Income taxes of up to 35% could apply to post-death distributions (lump sum or periodic).
- State estate and income taxes may be applicable.

And, if the assets are passed to a grandchild...

- Generation-skipping transfer taxes could reduce the value of the assets even further.

Be sure to consult with your financial professional and qualified tax advisor for a complete understanding of qualified plan taxation.

* Generally minimum distributions are not required to begin until April 1st of the calendar year after you reach age 70½.

¹ This example assumes the Federal estate, gift and generation-skipping tax before amendment by the Economic Growth and Tax Relief Reconciliation Act of 2001 (the Act). The Act contains a 'sunset' provision that repeals the Act as of December 31, 2010. Consequently, all tax code sections changed under the Act will revert to their status prior to enactment once again on January 1, 2011. Unless there is future legislation, the Act will only be effective through the year 2010.

- **NOT A BANK OR CREDIT UNION DEPOSIT OR OBLIGATION**
- **NOT FDIC OR NCUA-INSURED**
- **NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY**
- **NOT GUARANTEED BY ANY BANK OR CREDIT UNION**

The decision to purchase life insurance should be based on long-term financial goals and the need for a death benefit. Life insurance is not an appropriate vehicle for short-term savings or short-term investment strategies. While the policy allows for access to the cash value in the short-term, such as through loans or partial surrenders, these transactions will impact the policy's death benefit if the values are not restored prior to the insured's death. You should know that there may be little to no cash value available for loans in the policy's early years.

The information in this brochure is not written or intended as specific tax or legal advice and may not be relied on for purposes of avoiding any Federal tax penalties. MassMutual, its employees and representatives are not authorized to give tax or legal advice. Individuals are encouraged to seek advice from their own tax or legal counsel.

Wouldn't you prefer your heirs and not the government receive the benefits of the qualified plan you've spent years growing? One strategy to accomplish this uses life insurance. The death benefit from a life insurance policy with appropriate gifting strategies, may provide the opportunity to replace the value of your qualified plan assets that could be lost due to estate and income taxes when you die.

How It Works

You can do some planning today for a more tax-efficient transfer of your qualified plan assets tomorrow. One alternative solution to consider is:

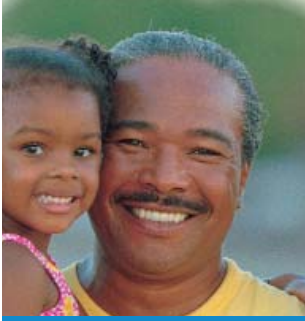
1. Begin a systematic distribution program today.

2. Make gifts of the after-tax value of the distributions to an irrevocable life insurance trust (ILIT) structured to qualify as annual exclusion gifts.

3. The trust purchases a life insurance policy using the gifts from your qualified plan distributions.

4. At your death, the life insurance death benefit will be paid income tax-free to the trust and, if properly structured, free of estate tax.

The life insurance death benefit can be used to replace the value of the qualified plan that is lost to taxes allowing you to potentially pass on a greater legacy to your heirs.



Meet Gary

a 60-year-old software engineer

- Married with two children, both of whom are also married with young children of their own
- Has a total estate valued at over \$5 million with \$1 million in his qualified plan
- Has adequate sources of retirement income, and doesn't anticipate needing all of his qualified plan assets to support him in retirement.
- Wishes to pass on as much of his qualified plan assets as possible to his children.

Gary's ultimate goal is to help ensure that his heirs receive a legacy equal to the full value of his qualified plan, in this case, \$1 million. However, Gary is unsure of the best way to accomplish this. He knows if he simply waits until he is required to take his minimum distributions, he will not only spend down his qualified plan funds, but also neglect sheltering any of it from taxes when he dies. Assuming his wife predeceases him, this approach would leave his heirs with about one-third of his qualified plan value when all is said and done.

A Strategy

Gary has options. One alternative strategy involves Gary establishing an ILIT that will purchase a life insurance policy on his life. The death benefit will be used to replace the qualified plan assets that will be lost to taxes when he dies. By beginning to take his qualified plan distributions today at age 60, he can make annual gifts to the trust to cover the premium payments for the policy. Then when he dies (assuming his wife has predeceased him in the scenario), the remaining balance of the qualified plan, minus taxes, will pass to his heirs; and the death benefit proceeds from the life insurance policy will be paid to the trust.

When combining the after-tax value of the qualified plan with the life insurance death benefit, Gary's heirs have the potential to receive an amount greater than the full value of his qualified plan.

The Whole Life Legacy 100SM Solution

Whole Life Legacy 100SM gives Gary the ability to layer his coverage in such a way so he can buy enough life insurance to replace his taxes, while still keeping his gifts to the trust below the current annual gift tax exclusion amount of \$12,000 per child (\$24,000 total), avoiding any gift tax issues.

Gary can use a combination of base Whole Life Legacy 100 and layer it with the Life Insurance Supplement Rider (LISR) and Additional Life Insurance Rider (ALIR). A Whole Life Legacy 100 policy with LISR large enough to meet his desired death benefit has an initial annual premium of \$20,000 (assuming Select Preferred, Non-smoker class). Then, to take advantage of the maximum annual gift tax exclusion, an additional \$4,000 can be paid into the ALIR annually, which will provide additional paid-up insurance coverage and dividend earning potential.

By purchasing a whole life insurance policy like Legacy Whole Life 100, which has a guaranteed cash value component, the trustee will have the flexibility to access the cash should there be any immediate needs that the trust beneficiaries may have while Gary is alive.³

These riders are available at an additional charge. Be advised that when LISR is purchased, a portion of your death benefit is not guaranteed. There are other product solutions that may also meet your planning needs. Be sure to discuss all of your options with your financial professional before making a purchase.

A Closer Look

Regardless of when Gary dies, the combination of the death benefit from his Whole Life Legacy 100 policy and the remaining after-tax value of his qualified plan gives his heirs the potential to receive in excess of \$1 million, even growing to nearly \$2 million if he lives to age 90. Keep in mind, Gary will have to withdraw more than \$24,000 annually from his qualified plan because:

- a) Each withdrawal will be subject to income tax (in this scenario, he'd have to withdraw \$36,923 each year to net \$24,000 after taxes); and
- b) He *must* begin taking his required minimum distributions once he reaches age 70½.

Here are the results:

Age at Death	Cumulative Premium Gifted to Trust	Qualified Plan Balance* (net to heirs after gifts, RMDs and taxes)	Life Insurance Total Death Benefit**	Total Amount To Heirs
61	\$24,000	\$351,758	\$807,780	\$1,159,538
65	\$120,000	\$386,341	\$839,599	\$1,225,940
70	\$240,000	\$439,167	\$882,331	\$1,321,498
75	\$360,000	\$477,713	\$929,959	\$1,401,209
80	\$480,000	\$496,408	\$984,368	\$1,480,776
85	\$581,320	\$483,491	\$1,157,235	\$1,640,726
90	\$677,970	\$428,557	\$1,457,266	\$1,885,823

This hypothetical example is illustrative only and should not be considered a representation of past or future investment results. Actual investment results may be more or less than those shown and will depend on a number of factors.

* Qualified Plan Balance reflects the net amount that would transfer to heirs were Gary to die at that age, assuming a beginning of year withdrawal to make the gift to the trust, Required Minimum Distributions are taken beginning at attained age 70 1/2 and assuming growth of the assets at a 6% annual interest rate, 45% Federal Estate tax and 35% income tax rate.

** These values are not guaranteed. They include dividends that are neither estimates nor guarantees, but are based on the dividend scale in effect on the date this illustration was produced. Dividends in future years may be higher or lower depending on the company's experience.

What if Gary dies first?

If Gary dies before his spouse, her payments from the qualified plan qualify for the marital deduction, postponing the estate tax. The qualified plan payments will still be subject to income tax (as Income in Respect of a Decedent), but since they qualify for the marital deduction, there will be no deduction for estate taxes on those payments. The life insurance death benefit from Gary's policy will still be paid to the trust for the benefit of the trust beneficiaries. However, Gary's spouse may want to consider what taxes and costs *her* estate faces at her death. She may want to evaluate if more life insurance is needed to satisfy her estate planning needs.

Gary will accomplish:

- Replacement of the qualified plan assets used to pay taxes.
- Through the trust, his heirs will receive a tax-free death benefit from the life insurance which, when added to the after-tax value of the qualified plan, equals or exceeds the initial value of his qualified plan balance.
- He will move some or most of his qualified plan assets out of his estate to reduce his estate tax burden, depending on when he dies.



MassMutual.

For over 155 years, MassMutual and its affiliated financial professionals have helped guide our policyholders toward greater security and financial freedom. Our commitment is to help you focus on what you value most, clarify what you want to achieve in life, and understand how life's uncertainties could impact your plans and aspirations. We then help you implement flexible financial strategies for today and tomorrow.

After all, it's not about where life takes you...it's about where you take life. Built on a foundation of integrity, strength, and reliability, MassMutual can help you get there.

For more information on Whole Life Legacy 100, or on any selection in MassMutual's portfolio of life insurance products, contact your MassMutual representative.

The MassMutual Advantage

One measure of a company's value to its customers is its financial strength. MassMutual's exceptional financial strength is underscored by ratings that are among the best in any industry:

A.M. Best Company A++ (Superior)
Moody's Investors Service Inc. Aa1 (Excellent)
Standard & Poor's Corp. AAA (Extremely Strong)
Fitch Ratings AAA (Exceptionally Strong)

Ratings are as of January 15, 2008 and are subject to change. Ratings are for Massachusetts Mutual Life Insurance Company, C.M. Life Insurance Company and MML Bay State Life Insurance Company.

We'll help you get there.SM

² Distributions under the policy (including cash dividends, withdrawals and partial/full surrenders) are not subject to taxation up to the amount paid into the policy (cost basis). If the policy is a Modified Endowment Contract, policy loans and/or distributions are taxable to the extent of gain and are subject to a 10% tax penalty. Access to cash values through borrowing, withdrawals or partial surrenders can reduce the policy's cash value and death benefit, increase the chance the policy will lapse, and may result in a tax liability if the policy terminates before the death of the insured.

Products and riders are available only in approved states. State variations may apply.

Whole Life Legacy 100 (WL-2007 and WL-NC-2007 in North Carolina) is a level-premium, participating, permanent life insurance policy issued by Massachusetts Mutual Life Insurance Company, Springfield, MA 01111-0001.

Legacy 100 Whole Life with LISR Basic Life Insurance Illustration

Prepared for:

Male CT Age 60

Male, Age 60

Presented by:

MassMutual Financial Group

1295 State Street

Springfield, MA 01111

October 16, 2007

CRN: 92678



Illustration Summary

Client Information

Prepared for: Male CT Age 60, Male, Age 60
 Underwriting Class: Select Preferred Non-Tobacco
All underwriting classes are subject to approval.

Policy Information

Policy: Legacy 100 Policy
 Generic Policy Name: Whole Life Policy
 Policy Form Number: WL-CT-2007

Initial Coverage Information

Base Face Amount (BFA):	\$400,000.00
LISR Target Face Amount (TFA):	400,000.00
ALIR Scheduled Coverage Amount (At Issue):	7,780.32
Total Initial Death Benefit:	<u>\$807,780.32</u>

Initial Premium Information

Premium Payment Mode:	Annual
Annual Base Premium:	\$15,330.00
Annual LISR Premium First Year:	4,670.00
Annual ALIR Scheduled Purchase Payment:	4,000.00
Accelerated Death Benefit Rider:	No Premium Charge
Transfer of Insured Rider:	No Premium Charge
Total Initial Premium:	<u>\$24,000.00</u>

Initial Dividend Option

LISR/Flex as required by the Life Insurance Supplement Rider with Paid-Up Additions after crossover year. ALIR dividends used to purchase Paid-Up Additions. **Dividends are not guaranteed and are subject to significant fluctuations over the lifetime of the policy. Changes in dividends will change all Non-Guaranteed values shown in this illustration.**

Base Face Amount Increases

The Legacy 100 Whole Life policy allows for Base Face Amount increases upon application after the first policy year. Increases are not guaranteed. Evidence of insurability and underwriting approval of rate classes is required, unless the increase is through conversion of an eligible MassMutual policy or rider or the exercise of an insurability option. If an increase to the Base Face Amount is shown in this Illustration, it is subject to underwriting and evidence of insurability (except in the case of an eligible conversion or option exercise) and the new death benefit and contract premium will be reflected in the Numeric Summary and in the Tabular Values for the year selected.

Illustration Summary

Important Information

This illustration assumes that the currently illustrated non-guaranteed elements will continue unchanged for all years shown. This is not likely to occur, and actual results may be more or less favorable than those shown.

Changing the premium payment mode may increase the overall cost of the policy. Please see Premium Payment Options in the Narrative Summary for more information.

As illustrated, this policy would not become a Modified Endowment Contract (MEC) under the Internal Revenue Code based on the illustrated first-year premiums. This illustration cannot determine MEC status as the result of any premiums paid after the first policy year (including future premiums reflected in this illustration). Future premiums and/or policy changes may cause the policy to become a MEC.

Narrative Summary

What This Illustration Shows

This illustration explains the important features of this MassMutual Legacy 100 Whole Life insurance policy and shows values over time on a guaranteed and non-guaranteed basis. It is designed to help you understand how this policy works. It is not a projection of how it will perform.

The following pages provide a summary (and year-by-year figures) for required premiums, cash surrender values and death benefits, anticipated out-of-pocket premium payments, and other values for this policy. **Many of the current values contained in this illustration depend on non-guaranteed dividends.**

What is Legacy 100 Whole Life?

Legacy 100 Whole Life is a permanent life insurance policy providing a guaranteed face amount. Premiums are payable to age 100. The policy provides for cash value accumulation and for the payment of dividends as may be determined by the company.

Additional Coverage Provided by Rider

Additional Life Insurance Rider (ALIR)

This rider provides for the purchase of additional participating paid-up life insurance coverage, based upon the amount of the rider payment made, net of the payment expense charge (currently equal to 7.5% of any rider payment, and guaranteed to not exceed 10% of any rider payment in future years) and any applicable modal charges.

The payments for this rider can be made by scheduled or unscheduled amounts. Scheduled payments are selected by the policyowner at time of application. The minimum initial scheduled and unscheduled payment amount must each be at least \$300 annually (\$153.51 Semi Annually; \$77.67 Quarterly; \$26.10 Monthly)

Beginning in the fourth policy year and prior to the anniversary upon which the insured attains age 65, the scheduled payment can be increased by up to 10% per year without evidence of insurability, subject to limitations on total increases since issue.

The policyowner can pay less than the billed scheduled payment and then make "catch-up" unscheduled payments within 2 years following the reduced rider payment. The "catch-up" payment must be made after the third policy year and prior to the policy anniversary upon which the insured attains age 65.

Otherwise, unscheduled payments or increases to scheduled payments are subject to underwriting.

Please refer to the contract form or the ALIR Information pages of this illustration for details and limitations.

Narrative Summary

*Life Insurance
Supplement Rider
(LISR)*

This rider provides additional life insurance coverage and premium flexibility. The death benefit is level, referred to as the Target Face Amount (TFA), and is selected by the policyowner at the time of application. The TFA is comprised of one-year term insurance and paid-up additions. Every year, rider premiums, less a premium expense charge (currently equal to 8% of any rider premium, and guaranteed to not exceed 10% of any rider premium paid in future years) and any applicable modal charges, and policy dividends are used to purchase one-year term insurance, paid-up insurance additions or a combination of both to equal the TFA. The mix of term insurance and paid-up additions in the TFA changes each year. It is anticipated, but not guaranteed, that the amount of term insurance will decrease and the amount of paid-up additions will increase - until the crossover year. The crossover year is the point in time when the paid-up additional insurance is equal to the TFA and the purchase of one-year term is no longer necessary.

The term charge rate schedule for the one-year term insurance coverage is not guaranteed. However, if each rider premium paid is at least equal to the rider's Completion Premium, the current term charge rate schedule will not change.

Please refer to the contract form or the LISR Information page for details and limitations.

The illustrated death benefits provided by supplemental insurance would be significantly affected by a change in the dividend option prior to the crossover age. Based on the illustrated dividend scale, the crossover age for this policy is attained age 82.

LISR payments are based on illustrated dividends and current term and service charges which are not guaranteed and are subject to change. These payments do not guarantee the TFA.

Important reminder - In any year showing a change in the amount of the LISR premium for other than contractual reasons, a Request for Amendment of Contract (form F5264) must be completed during the 90-day window beginning 60 days prior to the policy anniversary.

**IMPORTANT
DIVIDEND
INFORMATION**

As a MassMutual participating policyholder, you are eligible to receive an equitable portion of the Company's earnings, known as "divisible surplus", in the form of policy dividends. The surplus from which dividends are paid comes primarily from three sources:

1. Mortality Savings - The favorable margin between actual death claim experience and the amount expected based on the mortality table used to determine the premium.
2. Investment Earnings - Earnings on Company investments that exceed the guaranteed interest required to build up death benefit reserves and meet contractual obligations. The guaranteed interest rate for a particular policy or rider is set at issue and does not change over the life of the policy. The guaranteed interest rate is reflected in the policy's guaranteed cash value increases.
3. Expenses - The difference between actual expenses incurred and the expenses assumed in determining the premium.

This illustration assumes that the dividend option is LISR/Flex for all years shown. Under this option, dividends, if any, together with the surrender, as necessary, of paid-up additions are used to pay for the LISR amount of one year term insurance. If the dividends together with the value of paid-up additions are insufficient to pay for the cost of the one year term insurance, you will be billed for the difference. Prior to the crossover age any part of the dividend which is not used to purchase one-year term insurance under the LISR will be used to purchase paid-up additions.

Narrative Summary

Non-guaranteed values are based on the 2007 dividend schedule for policies with adjustable policy loan interest rate provision. **It is important to understand that the payment of dividends is not guaranteed; dividends are a reflection of conditions that affect the Company and the cost of insurance. Dividend performance may, and most likely will, change over time. For this reason we strongly recommend that you look at an illustration showing a lower dividend scale to see the impact that this would have on policy values.** This illustration is neither a projection nor an estimate of future results. Transfer of policy ownership to a qualified pension or profit sharing plan could result in different dividends. The first year dividend, although included in this illustration, is contingent on payment of the entire second year premium.

IMPORTANT TAX INFORMATION

As illustrated, this policy would not become a Modified Endowment Contract (MEC) under the Internal Revenue Code based on the illustrated first-year premiums. This illustration cannot determine MEC status as the result of any premiums paid after the first policy year (including future premiums reflected in this illustration). Future premiums and/or policy changes may cause the policy to become a MEC.

Surrenders and distributions are subject to income tax to the extent they exceed the policy's cost basis. If the policy is a MEC, withdrawals and loans are taxable to the extent of gain and are subject to a 10% tax penalty.

Death benefit proceeds from this policy are generally excludable from the beneficiary's gross income for income tax purposes (IRC Section 101(a)(1)). Policy loans on non-MEC policies are not treated as distributions or subject to income tax (IRC Section 72). However, if the policy is not held until death, taxes are generally due on surrender or lapse and may in fact exceed the policy's Net Surrender Value if prior loans and surrenders were extensive.

The information provided above is not written or intended as tax advice and may not be relied on for purposes of avoiding any federal tax penalty. Individuals are encouraged to seek advice from their own personal tax or legal counsel.

Riders Illustrated

Accelerated Death Benefit Rider (ABR)

The Accelerated Death Benefit rider allows the policyowner to receive an advance of policy death benefits when Massachusetts Mutual Life Insurance Company receives satisfactory proof the insured has a terminal illness, expected to result in death within twelve months. The funds may be used for any purpose but typically will be used to pay medical and living expenses of the insured. Benefits payable under this rider may be taxable. This rider terminates upon acceleration. There is no cost for the addition of this rider however there is a fee if the rider is exercised.

Transfer of Insured Rider (TIR)

The Transfer of Insured Rider allows the policyholder the ability to exchange the original policy for a new policy on the life of another person, provided an insurable interest exists between the owner and the substitute insured, the new insured is not older than age 75 and evidence of insurability is provided. There is no cost for the addition of this rider however there is a fee if the rider is exercised.

Narrative Summary

Interest Adjusted Cost Comparison Index

	Policy Year	
	10	20
Life Insurance Surrender Cost Index	\$ 11.25	\$ 10.09
Life Insurance Net Payment Cost Index	\$ 30.13	\$ 25.33

The Interest Adjusted Cost Comparison Indices provide two means of comparing the relative cost of similar plans of insurance issued by the same company or by different companies. A low index number represents a lower cost than a higher one. These indices reflect the time value of money by applying a 5% interest factor to policy premiums, dividends, and for the surrender cost index, the 10 and 20 year cash values. The dividends used in calculating these indices are based on the current year's scale and are not guarantees nor estimates of future dividends.

The indices do not consider: (1) the value of the services of an agent or company; (2) the relative strength and reputation of the Company and its actual dividend performance; or (3) differences in the policy provisions.

Additional Information About This Illustration

This illustration was produced using state dependent rate information valid through the end of October, 2007 in Connecticut.

This illustration assumes an initial payment of \$4,000.00 annual for 30 years under the Additional Life Insurance Purchase Rider.

Net outlay is based on a tax bracket of 28%.

This illustration does not recognize the time value of money and should not be used to compare policy costs. See IAC section of the Narrative Summary page for policy cost information.

The fully allocated expense method is used to allocate overhead expenses for all illustrations.

Column Heading Definitions

<i>Age End Year</i>	The age of the insured at the end of the policy year.
<i>Amount of One Year Term Beg Year</i>	The annual amount of term insurance purchased using the Life Insurance Supplement Rider (LISR) option.
<i>Annual Dividend Beg Year</i>	The total amount of annual dividend payable. These values are based on the illustrated dividend scale and are not guaranteed.
<i>Cash Value of Additions End Year</i>	The total cash value at the end of the year of the dividends used to purchase additional paid-up insurance and paid-up insurance purchased by Additional Life Insurance Rider (ALIR) and/or by Life Insurance Supplement Rider (LISR) payments. These values are based on the illustrated dividend scale and are not guaranteed.
<i>Contract Premium</i>	The gross premium that is required to be paid under this policy, including premiums for all riders for which benefits are shown in the illustration.

Narrative Summary

<i>Guaranteed Cash Value End Year</i>	The amount of the cash surrender value which is guaranteed under this policy. This amount includes any guaranteed cash values associated with payments under the Additional Life Insurance Rider (ALIR). Surrender of ALIR values to pay premiums or for any other reason will reduce the guaranteed cash value.
<i>Guaranteed Death Benefit Beg Year</i>	The amount of death benefit which is guaranteed to be payable for this policy at death. This amount includes any guaranteed values associated with payments under the Additional Life Insurance Rider (ALIR). Surrender of ALIR values to pay premiums or for any other reason will reduce the guaranteed death benefit.
<i>Paid-Up Additions Beg Year</i>	The death benefit at the beginning of the year from dividends used to purchase additional paid-up insurance and payments into LISR. These values are based on the illustrated dividend scale and are not guaranteed.
<i>Total Cash Value End Year</i>	The total cash surrender value including all guaranteed and non-guaranteed values. These values are based on the illustrated dividend scale and are not guaranteed.
<i>Total Death Benefit Beg Year</i>	This is the amount which would be payable if death occurred at the beginning of the policy year. These values are based on the illustrated dividend scale and are not guaranteed.
<i>Year</i>	The number of years the policy is assumed to have been in force.

Key Terms Used in the Illustration

<i>Beg Year</i>	The first day of the policy year. All premium payments and other outlays are assumed to be made at the beginning of the year.
<i>End Year</i>	The last day of the policy year. Dividends are assumed to be credited on this date. All cash values are shown as of the end of the policy year.
<i>Cash Surrender Value</i>	The value available upon surrender of the contract.
<i>Death Benefit</i>	The value available upon death of the insured.
<i>Completion Premium</i>	The Completion Premium is the smallest level rider premium, at the frequency elected, that is needed to be paid for this year and all future years, based upon the current dividend scale and current One-Year Term Charge Rates for this rider, that would result in this rider becoming Rider Paid In Full on the Policy Anniversary Date nearest the Insured's Attained Age 100.
<i>Midpoint Assumptions</i>	Values are calculated assuming that the dividends are reduced by 50% and any policy charges included are an average between the current and guaranteed charges.

Narrative Summary

Premium Payment Options:

You may pay premiums once a year (annually), twice a year (semiannually), four times a year (quarterly) or twelve times a year (monthly). You may pay premiums twelve times a year (monthly) only by pre-authorized electronic transfer. If you pay annual premiums by installments, there will be an additional charge. The additional charge is shown in dollars and as annual percentage rates in the table below.

Premium Frequency	Premium Payment (Including Installment Payment Charge)	Number of Payments Per Year	Total Premium Per Year	Additional Charge (In Dollars)	Additional Charge (As the Annual Percentage Rate or APR)
Annual	\$24,000.00	1	\$24,000.00	\$0.00	
Semi-Annual	\$12,280.80	2	\$24,561.60	\$561.60	9.6%
Quarterly	\$6,213.60	4	\$24,854.40	\$854.40	9.5%
Monthly	\$2,088.00	12	\$25,056.00	\$1,056.00	9.5%

Consider Additional Coverage

In some cases, the cost per unit of the Legacy 100 Whole Life policy may be lower with a higher Base Face Amount. You should consult with your agent about whether applying for more coverage is appropriate. Additional underwriting requirements may apply to larger face amounts, and premiums may be higher.

Policy: Legacy 100 Whole Life Policy with LISR
 Base Policy Face Amount: \$400,000.00
 Amount of TFA: \$400,000.00
 Riders: ABR ALIR LISR TIR

Annual Premium: \$15,330.00
 First Year Annual LISR Payment: \$4,670.00
 First Year Annual Scheduled ALIR Payment: \$4,000.00

Numeric Summary and Signature Page

Dividend Option: LISR/Flex as required by the Life Insurance Supplement Rider with Paid-Up Additions after crossover year. ALIR dividends used to purchase Paid-Up Additions. **Dividends are not guaranteed and are subject to significant fluctuations over the lifetime of the policy. Changes in dividends will change all Non-Guaranteed values shown in this illustration.**

To help you understand how changes in non-guaranteed dividends may affect your future policy values, this Numeric Summary and Signature Page shows how your policy would perform based on each of the following dividend scenarios:

- 1) Guaranteed: The guaranteed policy values, i.e., zero dividends.
- 2) Non-Guaranteed Midpoint: 50% of the Company's currently illustrated dividend.
- 3) Non-Guaranteed Current: The Company's currently illustrated dividend.

	Contract Premium	Non - Guaranteed Values					
		Guaranteed Values		Midpoint Assumptions		Current Assumptions	
		Cash Surrender Value	Death Benefit	Cash Surrender Value	Death Benefit	Cash Surrender Value	Death Benefit
Year 5	24,000	58,880	436,811	73,262	838,179	89,021	839,599
Year 10	24,000	142,344	469,106	172,511	875,375	230,525	882,331
Year 20	24,000	305,465	523,568	349,076	950,257	634,500	984,368
Age 70	24,000	142,344	469,106	172,511	875,375	230,525	882,331

I have received a copy of this illustration and understand that any non-guaranteed elements illustrated are subject to significant fluctuations and could be either higher or lower. The agent has told me they are not guaranteed. I understand that this illustration is not a contract. The terms of the policy constitute the actual agreement of coverage. I further understand I have the right to request a hypothetical lower scale illustration to see the potential impact of a lower dividend interest rate on my policy values. I have read and understand the IMPORTANT TAX INFORMATION section in the Narrative Summary.

 Applicant (At time of application)
 Owner (At time of delivery)

 Date

I certify that this illustration has been presented to the applicant and that I have explained that any non-guaranteed elements illustrated are subject to change. I have made no statements that are inconsistent with this illustration.

 Agent

 Date

Policy: Legacy 100 Whole Life Policy with LISR
Base Policy Face Amount: \$400,000.00
Amount of TFA: \$400,000.00
Riders: ABR ALIR LISR TIR

Annual Premium: \$15,330.00
First Year Annual LISR Payment: \$4,670.00
First Year Annual Scheduled ALIR Payment: \$4,000.00

Tabular Values

Dividend Option: LISR/Flex as required by the Life Insurance Supplement Rider with Paid-Up Additions after crossover year. ALIR dividends used to purchase Paid-Up Additions. **Dividends are not guaranteed and are subject to significant fluctuations over the lifetime of the policy. Changes in dividends will change all Non-Guaranteed values shown in this illustration.**

----Non-Guaranteed Values----										
Year	Age End Year	Contract Premium Beg Year	Guaranteed Cash Value End Year	Guaranteed Death Benefit Beg Year	Annual Dividend Beg Year	Cash Value of Additions End Year	Total Cash Value End Year	Paid-Up Additions Beg Year	Amount of One Year Term Beg Year	Total Death Benefit Beg Year
1	61	24,000	3,807	407,780	0	3,180	6,987	6,010	393,990	807,780
2	62	24,000	11,165	415,341	239	6,557	17,722	12,057	388,218	815,616
3	63	24,000	26,922	422,693	489	13,662	40,584	18,098	382,729	823,521
4	64	24,000	42,824	429,847	4,301	21,520	64,343	31,052	370,609	831,507
5	65	24,000	58,880	436,811	5,024	30,141	89,021	44,748	358,039	839,599
6	66	24,000	75,096	443,597	5,742	39,741	114,837	59,153	345,061	847,811
7	67	24,000	91,521	450,213	6,656	50,310	141,831	74,612	331,363	856,188
8	68	24,000	108,193	456,665	7,525	61,868	170,061	91,026	317,036	864,726
9	69	24,000	125,118	462,961	8,374	74,503	199,622	108,323	302,152	873,435
10	70	24,000	142,344	469,106	9,286	88,181	230,525	126,598	286,627	882,331
11	71	24,000	158,624	475,107	10,119	103,112	261,737	145,649	270,654	891,410
12	72	24,000	175,060	480,968	11,170	119,465	294,526	165,793	253,917	900,678
13	73	24,000	191,457	486,696	12,365	137,468	328,925	187,159	236,308	910,163
14	74	24,000	207,850	492,297	13,836	157,292	365,142	210,188	217,431	919,915
15	75	24,000	224,268	497,778	15,402	178,818	403,086	235,035	197,146	929,959
16	76	24,000	240,683	503,144	16,766	203,054	443,737	261,409	175,713	940,266
17	77	24,000	257,099	508,401	19,071	230,040	487,138	290,715	151,771	950,887
18	78	24,000	273,433	513,554	21,289	259,871	533,304	322,854	125,374	961,782
19	79	24,000	289,588	518,608	23,500	292,784	582,372	357,886	96,446	972,939
20	80	24,000	305,465	523,568	25,829	329,035	634,500	396,112	64,687	984,368
21	81	24,000	321,052	528,441	28,255	368,521	689,573	437,894	29,732	996,067
22	82	19,330	336,252	533,232	30,318	407,332	743,584	477,149	0	1,010,381
23	83	19,330	351,138	537,946	32,837	448,926	800,064	518,988	0	1,056,934
24	84	19,330	365,715	542,589	35,313	493,346	859,060	563,297	0	1,105,886
25	85	19,330	379,953	547,164	37,825	540,619	920,572	610,072	0	1,157,235

Coverage	Amount	Premiums			
		Annually	Semi-Annually	Quarterly	Monthly
Base Policy Insurance	400,000.00	15,330.00	7,844.36	3,968.94	1,333.71
LISR (Year 1)	400,000.00	4,670.00	2,389.64	1,209.06	406.29
Scheduled ALIR (Year 1)	N/A	4,000.00	2,046.80	1,035.60	348.00

Surrender of ALIR values to pay premiums or for any other purpose will reduce the Guaranteed Death Benefit and Guaranteed Cash Values.

Non-guaranteed values include dividends which are neither estimates nor guarantees, but are based on the 2007 dividend scale. The dividend scale is reviewed annually and it is likely that dividends in future years will be lower or higher depending on the Company's actual experience. For this reason, we strongly recommend that you look at a hypothetical lower scale illustration available upon request.

Refer to the Narrative Summary for assumptions, explanations and additional information.

Policy: Legacy 100 Whole Life Policy with LISR
Base Policy Face Amount: \$400,000.00
Amount of TFA: \$400,000.00
Riders: ABR ALIR LISR TIR

Annual Premium: \$15,330.00
First Year Annual LISR Payment: \$4,670.00
First Year Annual Scheduled ALIR Payment: \$4,000.00

Tabular Values

Dividend Option: LISR/Flex as required by the Life Insurance Supplement Rider with Paid-Up Additions after crossover year. ALIR dividends used to purchase Paid-Up Additions. **Dividends are not guaranteed and are subject to significant fluctuations over the lifetime of the policy. Changes in dividends will change all Non-Guaranteed values shown in this illustration.**

----Non-Guaranteed Values----

Year	Age End Year	Contract Premium Beg Year	Guaranteed Cash Value End Year	Guaranteed Death Benefit Beg Year	Annual Dividend Beg Year	Cash Value of Additions End Year	Total Cash Value End Year	Paid-Up Additions Beg Year	Amount of One Year Term Beg Year	Total Death Benefit Beg Year
26	86	19,330	393,759	551,676	40,399	591,267	985,026	659,343	0	1,211,019
27	87	19,330	407,075	556,131	43,565	645,649	1,052,723	711,787	0	1,267,918
28	88	19,330	419,844	560,531	47,159	702,917	1,122,760	767,874	0	1,328,405
29	89	19,330	432,050	564,882	49,974	762,990	1,195,041	826,645	0	1,391,527
30	90	19,330	443,692	569,189	52,780	825,746	1,269,437	888,078	0	1,457,266
31	91	15,330	451,057	569,189	55,526	890,994	1,342,051	952,100	0	1,521,289
32	92	15,330	458,116	569,189	58,148	958,617	1,416,732	1,018,574	0	1,587,763
33	93	15,330	464,951	569,189	60,457	1,028,522	1,493,472	1,087,136	0	1,656,325
34	94	15,330	471,617	569,189	62,689	1,100,569	1,572,186	1,157,699	0	1,726,888
35	95	15,330	478,221	569,189	64,834	1,174,587	1,652,808	1,230,168	0	1,799,357
36	96	15,330	484,905	569,189	66,891	1,250,685	1,735,590	1,304,455	0	1,873,644
37	97	15,330	492,253	569,189	69,188	1,328,861	1,821,114	1,380,843	0	1,950,032
38	98	15,330	500,812	569,189	71,160	1,408,829	1,909,640	1,458,970	0	2,028,159
39	99	15,330	511,529	569,189	72,908	1,490,013	2,001,542	1,538,593	0	2,107,782
40	100	15,330	526,141	569,189	74,188	1,571,599	2,097,740	1,619,213	0	2,188,402
41	101	0	528,190	569,189	74,847	1,649,938	2,178,128	1,700,185	0	2,269,374
42	102	0	530,199	569,189	72,224	1,730,575	2,260,773	1,778,015	0	2,347,204
43	103	0	532,164	569,189	74,361	1,813,495	2,345,659	1,857,845	0	2,427,034
44	104	0	534,092	569,189	76,495	1,898,777	2,432,870	1,939,662	0	2,508,851
45	105	0	535,971	569,189	78,721	1,986,459	2,522,430	2,023,556	0	2,592,745
46	106	0	537,804	569,189	80,996	2,076,563	2,614,368	2,109,571	0	2,678,760
47	107	0	539,592	569,189	83,307	2,169,174	2,708,765	2,197,739	0	2,766,928
48	108	0	541,328	569,189	85,712	2,264,319	2,805,647	2,288,153	0	2,857,342
49	109	0	543,017	569,189	88,161	2,362,068	2,905,086	2,380,851	0	2,950,040
50	110	0	544,652	569,189	90,692	2,462,483	3,007,135	2,475,914	0	3,045,103
51	111	0	546,239	569,189	93,296	2,565,588	3,111,827	2,573,413	0	3,142,602
52	112	0	547,771	569,189	95,938	2,671,447	3,219,218	2,673,382	0	3,242,571
53	113	0	549,256	569,189	98,657	2,780,156	3,329,412	2,775,896	0	3,345,085
54	114	0	550,685	569,189	101,479	2,891,782	3,442,467	2,881,058	0	3,450,247
55	115	0	552,067	569,189	104,384	3,006,370	3,558,437	2,988,949	0	3,558,138
56	116	0	553,394	569,189	107,342	3,124,001	3,677,395	3,099,620	0	3,668,809
57	117	0	554,674	569,189	110,394	3,244,759	3,799,433	3,213,166	0	3,782,355
58	118	0	555,904	569,189	113,538	3,368,736	3,924,639	3,329,675	0	3,898,864
59	119	0	557,082	569,189	116,784	3,495,903	4,052,985	3,449,251	0	4,018,440
60	120	0	558,170	569,189	120,024	3,626,244	4,184,414	3,571,884	0	4,141,073
61	121	0	569,189	569,189	123,500	3,819,920	4,389,109	3,697,821	0	4,267,010

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Massachusetts Mutual Life Insurance Company
and affiliates, Springfield, MA 01111-0001

www.massmutual.com

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