

MassMutual RetireEaseSM

Single Premium Immediate Annuity

You Earned It. Now Enjoy It.



| insure | invest | retire |



We'll help you get there.™

Retirement Income

MARKETING MATERIAL SUPPLEMENT

MassMutual RetireEaseSM Single Premium Immediate Annuity

The following change is effective as of March 7, 2008:

The maximum single premium limit without Home Office approval is \$3 million for annuitants age 75 or younger.

MassMutual RetireEase is a single premium immediate annuity contract issued by Massachusetts Mutual Life Insurance Company. Contract form # SPIA05 countrywide, in North Carolina the contract form # is SPIA05(NC).

Issuing company:

Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, MA 01111-0001.

RE SUP 03/01/08
RI00753 03/01/10

Table of Contents

Challenges that May Impact Your Retirement	2
MassMutual RetireEase SM	4
Help Take Control of Your Retirement Income	5
Important Information about Contract Rights	8
Glossary of Key Terms	9
MassMutual RetireEase Fast Facts	10
Why MassMutual?	inside back cover

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Contract form number is SPIA05 countrywide, in North Carolina the contract form number is SPIA05(NC).

The product and/or certain features may not be available in all states.

The information provided in this brochure is not written or intended as 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.

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY FINANCIAL STRENGTH RATINGS

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

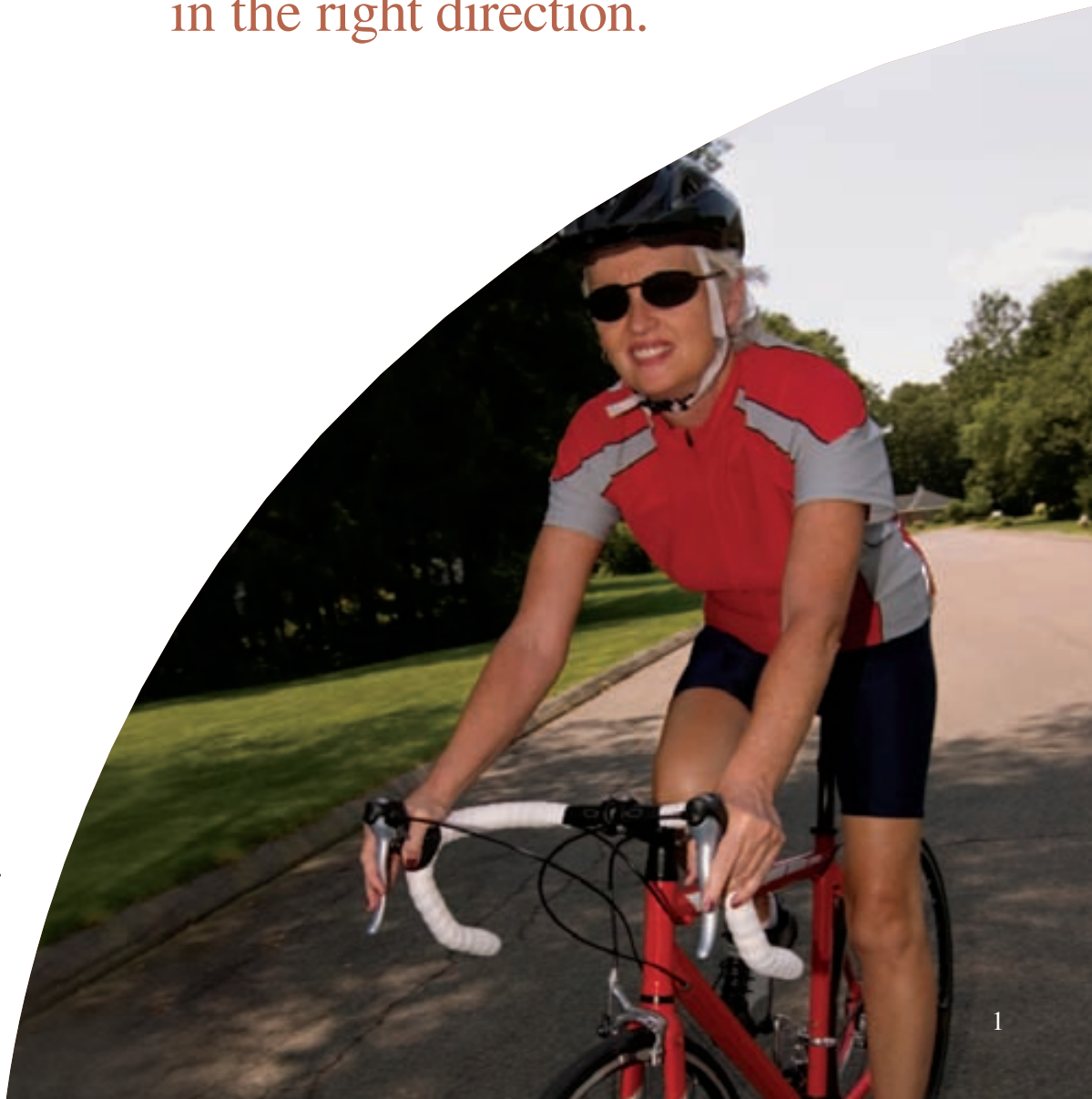
Financial strength ratings are as of March 1, 2007 and are subject to change.

- 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

You have *earned* the right
to *enjoy* a retirement
lifestyle of your choosing.

With income payments
guaranteed for life
or a period of time you select,
you can help *steer* your retirement
in the right direction.

*Guarantees are based on
the claims-paying ability of
the issuing company.*



Challenges That May Impact Your Retirement

Consider some of the following challenges that could impact your retirement. It is important for today's retirees to put together a retirement income strategy to respond to these challenges.

Pension Plans

Many Employers No Longer Offer These Guaranteed Sources of Income

Although many retirees received pensions from their employers in the past, fewer people have them today.

In general, pensions last for the lifetime of a retired worker and perhaps a spouse. They provide a predictable amount of money every month and are relatively easy to understand. Despite these strengths, pensions can leave a shortfall in the amount of total retirement income needed. For example, workers who retire early may not qualify for a full pension and many pensions have lacked the ability to protect against inflation.

Inflation

A Threat to the Purchasing Power of People Living on Fixed Incomes

Inflation erodes purchasing power over time, because as prices rise, a dollar buys less. Take a look at the following chart. Even at a relatively low 3% inflation rate, the buying power of \$1,000 in 1986 would have fallen to \$544 by 2005.

Inflation Erodes Purchasing Power

Years	Period of Time	Average Annual U.S. Inflation Rate	Purchasing Power of \$1,000
20	1986-2005	3.0%	\$543.98
30	1976-2005	4.35%	\$259.48

Source: Bureau of Labor Statistics, U.S. Consumer Price Index, both periods ending 12/31/05

The costs of medical care are soaring well beyond the average inflation rate and retired people are bearing the burden. Consider the actual inflation rate, from year-to-year, of some medical care goods and services that are very important to retirees.

The Rising Cost of Medical Care

	Average Annual Percent Change			
	2000	2001	2002	2003
Physician & Clinical Services	5.6%	8.6%	8.2%	8.5%
Prescription Drugs	14.9%	15.9%	14.9%	10.7%
Home Health Care	0.7%	6.5%	8.5%	9.5%

Source: National Center for Health Statistics – Health, United States 2005, Bureau of Labor Statistics, 6/06

A couple retiring today at age 65 will spend about \$190,000 during their retirement to pay healthcare expenses that aren't covered by Medicare!¹

Increasing Longevity

The Longer People Live, The More Income They Need

Although you can't predict exactly how long you will live, statistics show that Americans are living longer and spending more time in retirement.

For example, there is a 63% chance that one spouse of a couple who are both age 65 will live to age 90, or about 25 years in retirement.

Chances of Living Longer

	Probability of 65-year-olds reaching		
	Age 85	Age 90	Age 95
Female	65.3%	44.4%	23.0%
Male	53.0%	33.5%	16.5%
Couple (Either)	83.7%	63.0%	35.7%

Source: Annuity 2000 Mortality Table, Society of Actuaries

¹ Improving Retirement Readiness, 2/06, Fidelity Investments

How Long Will You Need Income?

The Answer: Nobody Knows!

There are so many things to think about and plan for...so many unknowns to consider and decisions to make as you shift gears into retirement. Whether you want to travel, keep working part-time at something you enjoy or just relax, your retirement represents the sum of everything you have worked for.

Your retirement doesn't have to be difficult or unpredictable. Massachusetts Mutual Life Insurance Company (MassMutual) is a company that specializes in retirement income solutions. We've developed a product to help you enjoy your retirement knowing that you can create a source of income guaranteed to last a lifetime. Guarantees are based on the claims-paying ability of the issuing company.

More than one third of 65-year-old couples today are projected to have at least one person live to age 95.

**Source: Annuity 2000 Mortality Table,
Society of Actuaries**



MassMutual RetireEaseSM

An Important Part of Your Total Retirement Income Plan

MassMutual RetireEase is a single premium immediate fixed annuity. The contract can help supplement your retirement income with guaranteed payments for life or for a specific period of time. Guarantees are based on the claims-paying ability of the issuing company.

Key Product Features:

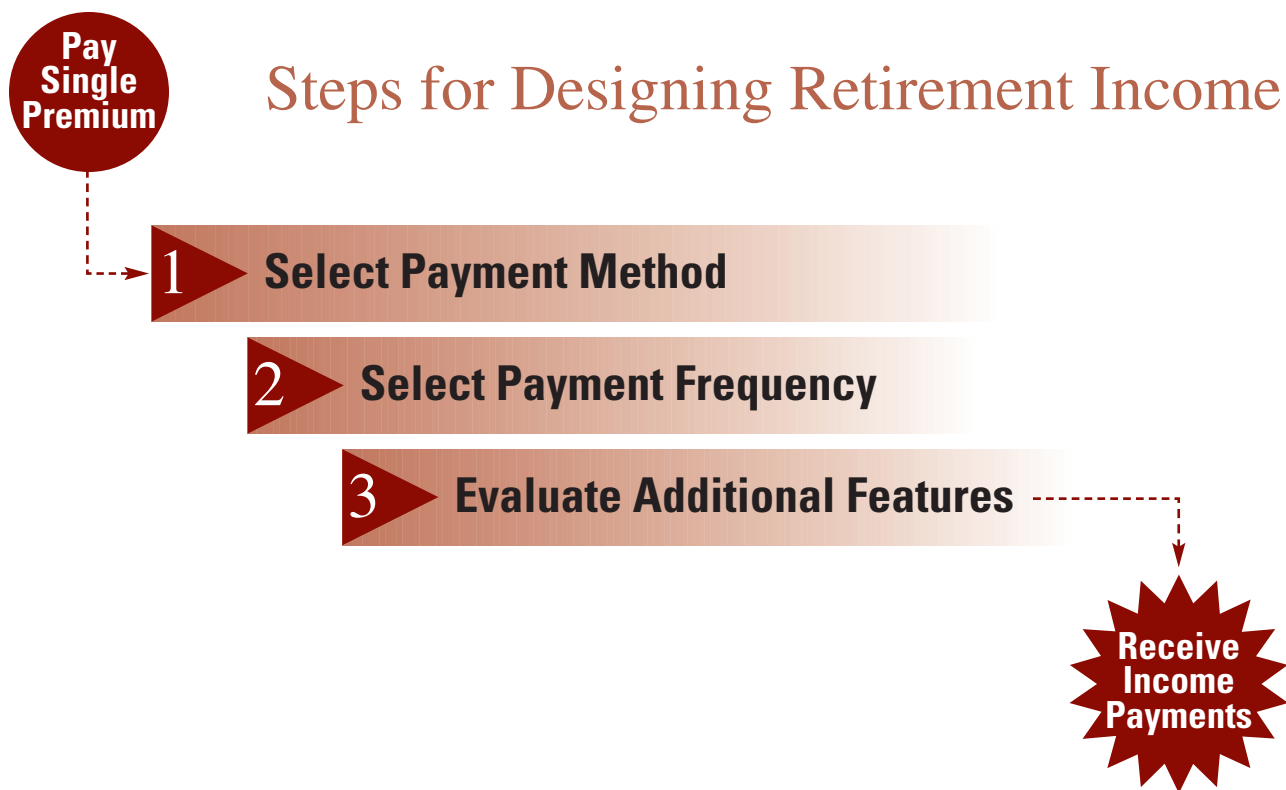
- Guaranteed lifetime income – life annuity payments offer income that can't be outlived.
- Tax benefits - a portion of each payment (until original investment recovered) will be excluded from income taxation on contracts issued with after tax dollars.
- Inflation protection – you can elect an option to automatically increase income payments on an annual basis by 1%, 2%, 3% or 4%. Election of this feature will reduce the initial payment amount. This feature is not available with cash refund and installment refund annuity options.
- Access to cash withdrawals – during your retirement or for your beneficiary's needs, if you choose a payout method that includes a period certain. Future payments may be reduced due to withdrawals. There are charges associated with making withdrawals so be sure to read page 10 of this brochure.
- A wide range of annuity payment methods allow you to customize your income to meet your needs and goals.
- Four choices for income payment frequency – monthly, quarterly, semi-annual or annual.



Help Take Control of Your Retirement Income

With the help of your financial professional, you should review the type of retirement lifestyle you want, estimate your retirement expenses, review the assets available to help fund your retirement, and review the products and services available to convert your retirement savings into retirement income.

The following steps help you create retirement income using a MassMutual RetireEase single premium immediate annuity contract. MassMutual RetireEase is available as either a non-qualified or qualified contract. Immediate annuities do not provide any additional tax advantage when used to fund a qualified plan. Investors should consider buying an immediate annuity to fund a qualified plan for the immediate annuity's lifetime income feature.



Income for Your Lifetime Starts Here

You begin by paying a single premium into MassMutual RetireEase. The minimum single premium is \$10,000. This contract guarantees a stream of income payments will be made to you periodically via a check or direct deposit. The payments must begin within the 12-month period after you pay the single premium. Guarantees are based on the claims-paying ability of Massachusetts Mutual Life Insurance Company (MassMutual).

Step 1 Select Payment Method

You can choose one of the following common payment methods.

The best choice for you will depend on many factors, including whether you name a joint annuitant, if you want to leave money to a beneficiary, or if you foresee a need to access cash through your contract. The option of withdrawing all, or part of, the value of remaining period certain payments is available with payout methods that include a period certain. *There are charges associated with making withdrawals so be sure to review the information on page 10 of this brochure with your financial professional.*

Lifetime Income Payment Methods

- **Single Life** – Payments continue as long as the annuitant is alive.
- **Single Life with Cash Refund** – Annuity payments cease upon the death of the annuitant, subject to the Cash Refund guarantee. The Cash Refund guarantees that if the total of all annuity payments made is less than the Single Premium, the beneficiary(ies) will receive the difference in one lump sum.
- **Single Life with Installment Refund** – Annuity payments cease upon the death of the annuitant, subject to the Installment Refund guarantee. The Installment Refund guarantees the annuity payments will continue to be paid to the beneficiary, until the total payments made under the contract equal the Single Premium.
- **Single Life with Period Certain** – Payments continue as long as the annuitant is alive or for the guaranteed period, whichever is longer. If the annuitant dies before the period certain, remaining guaranteed payments are made to the payee(s) designated by the beneficiary.
- **Joint and Survivor Life** – Payments continue as long as either of two annuitants is alive. Upon the

death of one annuitant, 100% of the payment continues for the lifetime of the surviving annuitant.

- **Joint and Survivor Life with Installment Refund** – Annuity payments cease upon the death of both annuitants, subject to the Installment Refund Guarantee. The Installment Refund guarantees that annuity payments will continue to be paid to the beneficiary(ies) until the total annuity payments made under this contract equal the Single Premium.
- **Joint and Survivor Life with Period Certain** – Payments continue as long as either of two annuitants is alive or for the guaranteed period, whichever is longer. If both die before the period certain, remaining guaranteed payments are made to the payee(s) designated by the beneficiary.
- **Joint and Survivor Life with Reduction at First Death** – Payments continue as long as either of two annuitants is alive. Upon the death of the first annuitant, 50%, 66.7% or 75% of payments continue for the lifetime of the other. (This annuity option is also available with the Installment Refund guarantee.)
- **Joint and Survivor Life with Reduction at First Death and Period Certain** – Payments continue as long as either of two annuitants is alive or for the guaranteed period, whichever is longer. When both annuitants die, 50%, 66.7% or 75% of the remaining guaranteed payments will be paid to the payee(s) designated by the beneficiary.

Non-Lifetime Income Methods

Another choice, **Period Certain-Only**, makes payments for a set period of time chosen by the owner, from 5 years up to 50 years. In this option only, the period may be lengthened or shortened after the first contract year, subject to certain restrictions. Upon the death of the annuitant, guaranteed payments continue to be paid to the payees designated by the beneficiary.

MassMutual can provide quotes on the initial amount estimated for each payout method. You should compare these quotes before choosing a specific method.

Step 2 Select Payment Frequency

The frequency of payments will depend on how often you wish to receive income for purposes of planning your budget and lifestyle. You can choose to receive income payments:

- monthly,
- quarterly,
- semi-annually, or
- annually.

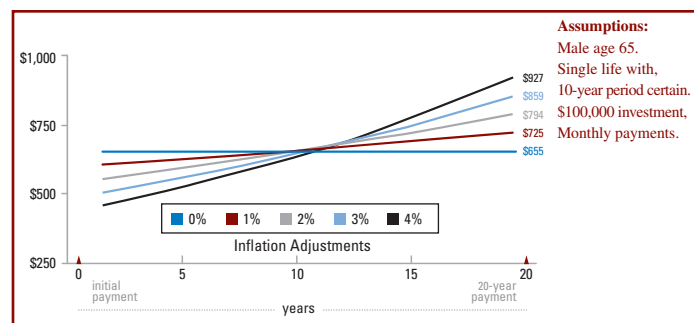
Step 3 Evaluate Additional Features

Inflation Protection on Income Payments

You may choose to keep all payments level if you wish. On the other hand, you may select at no additional charge an optional feature, the MassMutual Inflation Protector.SM This feature automatically increases the amount of each payment by a specified percentage each year – 1%, 2%, 3% or 4%. The feature becomes effective when you begin to receive your annuity payments, may only be chosen when your contract is issued and may not be changed. The higher the annual percentage increase, the lower your initial payment will be.

MassMutual Inflation Protector may help offset a future decline in your payments' purchasing power caused by inflation. If you are considering adding this to your contract, you should weigh the trade-off of a smaller initial income amount in order to get increasing income over time. Consider the following hypothetical example:

Protecting Purchasing Power of Income Payments Hypothetical Example: MassMutual Inflation Protector



This example is for illustrative purposes. Actual fixed payments change based on current interest rates.

Cash Withdrawal Feature

Although many immediate annuities lock you into a payment stream and don't allow cash withdrawals (aside from those annuity payments), you have a withdrawal feature in MassMutual RetireEase. Income taxes, tax penalties, a surrender charge and certain restrictions may apply to withdrawals.

One full or partial withdrawal is allowed each contract year for period certain-only contracts. One partial withdrawal is allowed per year for life with period certain contracts. Withdrawals are not allowed in the first contract year. The minimum amount is \$5,000; the maximum withdrawal is the present value of all remaining future period certain payments less any surrender charges. MassMutual limits the amount available for a partial withdrawal, so that each remaining guaranteed payment is a minimum of \$100. (Surrender charges gradually decline and then disappear on the contract's 10th anniversary.)

If all annuitants named in the contract die before the end of a period certain, the beneficiary has a cash withdrawal option, as well as the choice of receiving all future payments due. If a full cash withdrawal is taken immediately after the death of the last surviving annuitant, no surrender charge will apply.

Consider carefully how important it is to you to have access to cash. Immediate annuities are designed first and foremost to provide lifetime income payments that are typically higher than other methods of generating lifetime income, all other things being equal. As such, while access to cash withdrawals is an available feature, other products and services may be more appropriate if liquidity is of critical importance in your evaluation of products and services.

Important Information about Contract Rights

It is important to understand the rights of the annuity contract owner and joint owner if any, and the beneficiary(ies) prior to purchasing a MassMutual RetireEase contract. The following information is intended to help you begin this very important conversation with your financial professional.

The contract owner(s) has all ownership rights while the annuitant and/or joint annuitant is alive.

The owner(s) can be an individual or a legal entity (i.e., corporation, trust, etc.). The following list identifies some of the ownership rights. In many cases, contract owners designate themselves as the annuitant or primary beneficiary so they don't lose these rights during their lifetime. If the contract is qualified, the owner and annuitant must be the same unless the contract is a custodial IRA. Owner(s) have the right to:

- change the owner and/or joint owner, subject to regulatory restrictions
- change the revocable beneficiary(ies)
- change the payees
- make withdrawals (if the elected annuity payment option allows)

Ownership rights are affected upon the death of the owner(s) or annuitant(s).

If the owner dies before the first annuity payment date and there is no surviving joint owner: The beneficiary assumes ownership rights if the deceased owner was not named as an annuitant or joint annuitant. The beneficiary will now have ownership rights, including, but not limited to, those previously listed above. For instance, the beneficiary could change the payees.

If the owner dies after the first annuity payment date and there is no surviving joint owner: The beneficiary assumes ownership rights if the deceased owner was not named as an annuitant or joint annuitant.

If the annuitant dies before the first annuity payment date and there is no surviving joint annuitant: The owner (or beneficiary if the owner is deceased) may elect to receive a refund of the purchase payment or the guaranteed annuity payments, if any.

If the annuitant dies after the first annuity payment date and there is no surviving joint annuitant: The owner loses all contract rights and the beneficiary(ies) assume the rights. For this reason, an owner who is not an annuitant may choose to designate himself/herself as the beneficiary.

Glossary of Key Terms

Annuitant – A person upon whose life annuity payments are based. For example, a Single Life Annuity will pay out as long as the annuitant is alive, and then payments cease. If two annuitants are named on the same contract, they may be identified as the “Annuitant” (or Primary Annuitant) and “Joint Annuitant.”

Beneficiary – The person to whom annuity payments or refunds are paid after the death of annuitant(s).

Immediate Annuity – An insurance company contract that guarantees predictable income payments according to a method and frequency chosen by the contractholder. The guarantee of payments is based on the claims-paying ability of the insurance company. Payments usually must begin shortly after a premium is paid.

Joint & Survivor – An annuity payout over, at minimum, the lifetimes of two annuitants.

Period Certain – A defined number of years over which annuity payments will continue, even if no annuitant remains alive.

Single Premium – One payment that purchases an annuity contract and its specified benefits.

Withdrawal – Cash removed from an annuity contract, above the amount of annuity payments due. Withdrawals from immediate annuities may cause the amount of subsequent payments to decline.



MassMutual RetireEaseSM Fast Facts

Issuing Company

Massachusetts Mutual Life Insurance Company

Issue Ages (Annuitant)

Lifetime annuity options: 18-90

Non-lifetime annuity options: not older than 100

Single Premium Limits

Minimum: \$10,000

Maximum (without Home Office approval):

\$1.5 million for annuitant(s) age 75 or younger.

\$500,000 for annuitant(s) age 76 or older or for a non-natural owner (other than a personal trust).

Income Payment Frequency Choices

Monthly, quarterly, semi-annually and annually

MassMutual Inflation ProtectorSM

Increases income payments by 1%, 2%, 3% or 4% on an annual basis.

Charge: no charge

Restrictions: Can only be chosen at issue and may not be cancelled or changed.

Access to Cash Withdrawals (Surrenders)

- One full or partial withdrawal allowed per year after the first contract year for period certain-only contracts. A partial withdrawal will reduce future period certain payment amounts.
- One partial withdrawal allowed per year after the first contract year, for life with period certain contracts. The withdrawal will reduce the future period certain payment amounts but will not alter the life payments.
- Minimum withdrawal is \$5,000. Partial withdrawals are limited so each remaining guaranteed payment is at least \$100.
- Surrender charges apply on withdrawals in years 2 through 9.

Surrender Charges (as a % of amount withdrawn):

Current 8%, Maximum 8%

Contract Year	1	2	3	4	5	6	7	8	9	10+
Surrender Charge	n/a	8%	7%	6%	5%	4%	3%	2%	1%	0

State restrictions apply to surrenders.

Withdrawals are not available in Oregon.



Why MassMutual?

MassMutual Financial Group is the fleet name for Massachusetts Mutual Life Insurance Company (MassMutual) and its affiliates, with more than \$450 billion in assets under management at year-end 2006. Assets under management includes assets and certain external investment funds managed by MassMutual's subsidiaries.

Founded in 1851, MassMutual is a mutually owned financial protection, accumulation and income management company headquartered in Springfield, MA. MassMutual's major affiliates include: OppenheimerFunds, Inc.; Babson Capital Management LLC; Baring Asset Management Limited; Cornerstone Real Estate Advisers LLC; MML Investors Services, Inc., MassMutual International LLC and The MassMutual Trust Company, FSB. MassMutual is on the Internet at www.massmutual.com.

For more information on our range of annuities, please consult with your financial professional or call our Annuity Service Center at (800) 272-2216, option 2.

OUR FINANCIAL STRENGTH RATINGS ARE AMONG THE HIGHEST IN ANY INDUSTRY

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

Financial strength ratings are as of March 1, 2007 and are subject to change. Ratings are for Massachusetts Mutual Life Insurance Company.



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

www.massmutual.com

Massachusetts Mutual Life Insurance Company and its affiliated insurance companies have received certification from IMSA, an industry organization dedicated to promoting ethical conduct in all customer contacts involving sales and service of individual life insurance and annuity and long term care products.

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