

SERFF Tracking Number: MASS-126835778 State: Arkansas  
Filing Company: Massachusetts Mutual Life Insurance Company State Tracking Number: 47222  
Company Tracking Number: GP 5685  
TOI: A06.1G Group Annuities - Immediate Non- Variable and Variable Sub-TOI: A06.1G.000 Annuities - Immediate Non-Variable and Variable  
Product Name: LDI Quarterly Expense Fee Amendment  
Project Name/Number: LDI Quarterly Expense Fee Amendment/GP 5685

## Filing at a Glance

Company: Massachusetts Mutual Life Insurance Company

Product Name: LDI Quarterly Expense Fee Amendment SERFF Tr Num: MASS-126835778 State: Arkansas

TOI: A06.1G Group Annuities - Immediate Non-Variable and Variable SERFF Status: Closed-Approved- Closed State Tr Num: 47222

Sub-TOI: A06.1G.000 Annuities - Immediate Non-Variable and Variable Co Tr Num: GP 5685 State Status: Approved-Closed

Filing Type: Form

Reviewer(s): Linda Bird

Authors: Sandy Stanek, Ann-Marie Serre, Marsha Clark Disposition Date: 11/09/2010

Date Submitted: 11/05/2010 Disposition Status: Approved-Closed

Implementation Date Requested: On Approval

Implementation Date:

State Filing Description:

## General Information

Project Name: LDI Quarterly Expense Fee Amendment

Project Number: GP 5685

Requested Filing Mode:

Explanation for Combination/Other:

Submission Type: New Submission

Overall Rate Impact:

Filing Status Changed: 11/09/2010

Deemer Date:

Submitted By: Ann-Marie Serre

Filing Description:

RE: Massachusetts Mutual Life Insurance Company NAIC #65935; Group #435; TIN #04-1590850

Form # GP 5685 – Quarterly Expense Fee Amendment

Status of Filing in Domicile: Pending

Date Approved in Domicile:

Domicile Status Comments:

Market Type: Group

Group Market Size: Small and Large

Group Market Type: Employer, Association, Trust

Explanation for Other Group Market Type:

State Status Changed: 11/09/2010

Created By: Sandy Stanek

Corresponding Filing Tracking Number:

Enclosed please find form GP 5685, which we are submitting to your Department for approval on a general use basis.

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Variable and Variable and Variable  
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This amendment is being filed to respond to contractholder requests to deduct administrative expenses directly from plan investment options. This amendment will allow MassMutual to customize the amount of the expense deduction from specific separate investment account options. This provision is based on previously approved language contained in MassMutual's separate account guaranteed interest contracts, which will now be available for use with non-guaranteed separate investment account options.

Form GP 5685 will amend the following forms:

- GP 5518 – Separate Investment Account Schedule - Approved March 21, 2001
- GP 5568 – Separate Investment Account Schedule - Approved August 19, 2002
- GP 5445 – Separate Investment Account Rider - Approved January 16, 1995
- GP 5460 – Separate Investment Account Rider - Approved January 23, 1995

Forms GP 5518 and GP 5568 (referenced above) are not stand alone contract forms; they are attached to base contract form GP 5516 and GP 5566 (respectively) whenever the contract includes separate investment accounts as investment options. The two rider forms (GP 5445 and GP 5640) were approved for use with some of our older contract forms. These group annuity contract forms are designed for use in connection with qualified retirement plans.

Form GP 5685 will be made available to contractholders who request a bilateral amendment to their existing contract. It will also amend any newly issued contracts that contain separate investment accounts, if requested by the contractholder.

To assist the Department in its review, we have also included under "Supporting Documentation" a Description of Variable Material.

If you have any questions regarding this filing, please call me at 1-413-744-2386. My email address is sstanek@massmutual.com.

## Company and Contact

### Filing Contact Information

Sandra Stanek, Compliance Specialist SStanek@MassMutual.com  
1295 State Street 413-744-2386 [Phone]  
Springfield, MA 01111-0001

### Filing Company Information

Massachusetts Mutual Life Insurance Company CoCode: 65935 State of Domicile: Massachusetts

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 1295 State Street Group Code: 435 Company Type:  
 MIP: M381 Group Name: State ID Number:  
 Springfield, MA 01111 FEIN Number: 04-1590850  
 (800) 767-1000 ext. [Phone]  
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## Filing Fees

Fee Required? Yes  
 Fee Amount: \$75.00  
 Retaliatory? Yes  
 Fee Explanation: Retaliatory Fee of \$75.00  
 Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Massachusetts Mutual Life Insurance Company	\$75.00	11/05/2010	41575615

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## Correspondence Summary

### Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Linda Bird	11/09/2010	11/09/2010



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<b>Schedule</b>	<b>Schedule Item</b>	<b>Schedule Item Status</b>	<b>Public Access</b>
<b>Supporting Document</b>	Flesch Certification		No
<b>Supporting Document</b>	Application		No
<b>Supporting Document</b>	Life & Annuity - Actuarial Memo		No
<b>Supporting Document</b>	Description of Variable Material		Yes
<b>Form</b>	LDI Quarterly Expense Fee Amendment		Yes

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## Form Schedule

Lead Form Number: GP 5685

Schedule Item Status	Form Number	Form Type Form Name	Action	Action Specific Data	Readability	Attachment
	GP 5685	Policy/Contract/Fraternal Certificate: Amendment, Insert Page, Endorsement or Rider	Initial			GP5685 Amendment.pdf

AMENDMENT NO. [00]

to be attached to and made a part of [Group Annuity Contract][Investment Agreement]  
No. [XX 12345]

between

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

of

Springfield, Massachusetts

and

[Trustees of ABC Company Retirement Plan]  
[formerly known as Trustees of XYZ Company Retirement Plan]

(hereinafter called the [Contractholder] [Investor])

#1  
It is understood and agreed that, effective as of [month, day, year], said [Group Annuity Contract][Investment Agreement], [as amended,] is hereby [further] amended by adding the following [section [S1.07] to Separate Investment Account Schedule form [GP 5518][GP 5568]] [subsection E. to Section 4 of Rider form GP 5445] [paragraph 6. to Section 4, subsection C., of Rider form GP 5460].

**[[S1.07][E.][6.]      Quarterly Expense Fee**

**[A.][1.]      Collection of Quarterly Expense Fee**

#2  
A Quarterly Expense Fee will be withdrawn from Separate Investment Account[s] [XX] on the [first] Business Day following the [fourth] day of each calendar quarter. Instead of deducting the Quarterly Expense Fee from assets invested under this [Agreement][Rider], the [Investor][Contractholder] may provide [Effective Communication][notice] to MassMutual requesting quarterly invoices, which shall be due and payable by the [Investor] [Contractholder] to MassMutual within [thirty (30)] days of the date of the invoice. If the Quarterly Expense Fee has not been paid within [thirty (30)] days from the date of the invoice, MassMutual shall have the right to withdraw the amount of the unpaid Quarterly Expense Fee [and all future Quarterly Expense Fees] from Separate Investment Account[s] [XX].

**[B.][2.] Calculation of Quarterly Expense Fee.**

[(1)][I] With respect to the calendar quarter in which the Quarterly Expense Fee is first collected, the Quarterly Expense Fee will be equal to the product of (i) and (ii), where:

- (i) is the amount determined by applying the Annual Expense Percentage to the Mean SIA Market Value, and
- (ii) is a fraction, the numerator of which is the number of days in the period beginning on the date on which the Quarterly Expense Fee is first collected (the “Fee Effective Date”) and ending on the last day of the calendar quarter in which the Fee Effective Date occurs, and the denominator of which is the number of days in the calendar year in which the Fee Effective Date occurs.

[(2)][II] With respect to the calendar quarter in which the Quarterly Expense Fee ceases to be collected, the Quarterly Expense Fee will be equal to the product of (i) and (ii), where:

- (i) is the amount determined by applying the Annual Expense Percentage to the Mean SIA Market Value, and
- (ii) is a fraction, the numerator of which is the number of days in the period beginning on the first day of the calendar quarter and ending on the day before the day on which the Quarterly Expense Fee ceases to be collected, and the denominator of which is the number of days in the calendar year in which such calendar quarter occurs.

[(3)][III] With respect to each other calendar quarter the Quarterly Expense Fee will be one-fourth of the amount determined by applying the Annual Expense Percentage to the Mean SIA Market Value.

[(4)][IV] For the purposes of calculating the Quarterly Expense Fee, the terms “Annual Expense Percentage” and “Mean SIA Market Value” have the following meanings:

- (i) Annual Expense Percentage equals [1.00%]:

<u>Percentage</u>	<u>Applicable To</u>
.75%	First \$250,000 of the Mean SIA Market Value
.60%	Next \$250,000 of the Mean SIA Market Value
.40%	Next \$500,000 of the Mean SIA Market Value
.25%	Next \$1.5 million of the Mean SIA Market Value
.20%	Next \$2.5 million of the Mean SIA Market Value
.10%	Next \$5 million of the Mean SIA Market Value
.05%	Next \$15 million of the Mean SIA Market Value
0%	Mean SIA Market Value in Excess of \$25 million]

(ii) Mean SIA Market Value:

[(I)][(a)] With respect to the calendar quarter in which the Fee Effective Date occurs, the Mean SIA Market Value is one-half the sum of the [SIA] Market Value of Separate Investment Account [XX] on the Fee Effective Date and on the last day of the calendar quarter in which the Fee Effective Date occurs.

[(II)][(b)] With respect to the calendar quarter in which the Quarterly Expense Fee ceases to be collected, the Mean SIA Market Value is one-half the sum of the [SIA] Market Value of Separate Investment Account [XX] on the day before the day on which the Quarterly Expense Fee ceases to be collected and on the last day of the preceding calendar quarter.

[(III)][(c)] With respect to each other calendar quarter, the Mean SIA Market Value is one-half the sum of the [SIA] Market Value of Separate Investment Account [XX] on the last day of the calendar quarter and on the last day of the preceding calendar quarter.]

MASSACHUSETTS MUTUAL LIFE INSURANCE  
COMPANY

By: \_\_\_\_\_  
Secretary

By: \_\_\_\_\_  
President

[ \_\_\_\_\_ [Contractholder Name][Company Name][Investor]

Date: \_\_\_\_\_ By: \_\_\_\_\_  
[Signature and Title] ]

[ \_\_\_\_\_ [Trustee Name]

Date: \_\_\_\_\_ By: \_\_\_\_\_  
[Signature and Title] ]

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## Supporting Document Schedules

	Item Status:	Status Date:
<b>Satisfied - Item:</b> Description of Variable Material		
<b>Comments:</b>		
<b>Attachment:</b> GP5685 DiscriptionOfVariableMat.pdf		

**Massachusetts Mutual Life Insurance Company**

**DESCRIPTION OF VARIABLE MATERIAL  
FOR FORM GP 5685**

**(New York)  
October 29, 2010**

This document describes the variable material for form GP 5685. The numbers (e.g. #1, #2, etc.) that appear to the far left of the page identify the variable text that is enclosed in brackets. The numbers and brackets will not appear in the contract that is issued to the Contractholder or Investor. Slight format changes (i.e., change in the pagination, font size and type, section numbers, etc.) may result from the addition or deletion of the variable items and/or as a result of a change in software applications. No change will be made that will conflict with the laws, rules and regulations of your state.

Page 1            #1    The references to “Investment Agreement” and “Separate Investment Account Schedule” refer to the latest generation of contracts offered by MassMutual. Earlier contract versions are referred to as “Group Annuity Contracts” and will have one of two Rider forms attached to them if the contract includes separate investment accounts.

#2    The paragraph numbering variations apply to either the separate investment account schedule or to the two riders.

The terms “Investor” and “Effective Communication” are used with an Investment Agreement. The terms “Contractholder” and “notice” are used with the Group Annuity Contract.

Separate investment accounts are identified by a 2-character alpha/numeric designation (e.g. SIA-A5). The correct designation will be inserted into the brackets [XX].

The day of the month on which the fee will be withdrawn will be negotiated by the parties.

The Contractholder/Investor may request that the fee be billed. Payment is due within 30 days of the invoice. The parties may negotiate a range between 30 and 60 days. The phrase “and all future Quarterly Expense Fees” may be removed at the request of the Contractholder/Investor.

Page 2            The Annual Expense Percentages schedule is bracketed to allow for various pricing considerations offered by MassMutual. Regardless of structure, pricing within MassMutual’s product offerings is administered in a like and nondiscriminatory manner for all Contractholders/Investors.

Page 3            The term “SIA Market Value of Separate Investment Account” will be used with the separate investment account schedule. The term “Market Value of Separate Investment Account” will be used with rider forms GP 5445 and GP 5460.