

**CEO/CFO QUARTERLY INTERNAL CONTROL CERTIFICATION**  
**4th Quarter 2009**

Although Massachusetts Mutual Life Insurance Company is not a SEC registrant, we have chosen to implement quarterly financial reporting control procedures like those required by Section 302 of the Sarbanes-Oxley Act of 2002.


1. Management is responsible for establishing and maintaining adequate internal control over financial reporting of the statutory financial statements of Massachusetts Mutual Life Insurance Company (the "Company"). The Company's internal control over financial reporting is comprised of processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of statutory financial statements, in accordance with accounting practices prescribed or permitted by the Commonwealth of Massachusetts Division of Insurance ("statutory accounting practices").

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with statutory accounting practices, and that revenues are recorded and expenses incurred only in accordance with authorizations of management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements, whether caused by error or fraud. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

2. Based on the SEC Guidance for Management on evaluating internal control over financial reporting, management developed its own internal framework for evaluating the effectiveness of internal control over financial reporting. Management applies the Internal Control – Integrated Framework (1992) definition of effective internal control (developed by the Committee of Sponsoring Organizations ("COSO")). Based upon the results of management risk assessments of the Company's activities related to financial reporting, management updated relevant business process documentation, identified key controls over financial reporting, and performed tests of the operating effectiveness of key controls over high risk financial reporting activity. Senior management in each business and corporate unit has assessed the effectiveness of internal controls over financial reporting and has provided its conclusion in writing to the CFO. Based on the work performed year-to-date, management has concluded that the Company maintained effective internal control over statutory financial reporting.

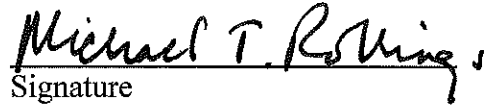
3. We have reviewed the Financial Statements<sup>1</sup> of the Company for this quarter.
4. Based on our knowledge, the Financial Statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by the Financial Statements.
5. Based on our knowledge, the Financial Statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company.
6. There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to this quarter, including any corrective actions with regard to "significant deficiencies" or "material weaknesses."
7. We will inform the Company's independent auditors and the Audit Committee of the Board of Directors that, based on our most recent evaluation:
  - a. no "significant deficiencies" or "material weaknesses" in the design or operation of internal controls (that could adversely affect the Company's ability to record, process, summarize and report financial data) have been identified; and
  - b. no fraud, whether or not material, involving management or other employees who have a significant role in internal controls has been detected.



Signature

2/19/10  
Date

Roger W. Crandall  
President and  
Chief Executive Officer



Signature

2/19/2010  
Date

Michael T. Rollings  
Executive Vice President and  
Chief Financial Officer

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<sup>1</sup> Financial Statements refers to the Statement of Assets, Liabilities, Surplus and Other Funds; the Summary of Operations; the Statement of Cash Flow and the Notes to Financial Statements.