

AUDIT COMMITTEE

Charter

December 12, 2006

Purpose

The Audit Committee's purpose is to assist the Board of Directors in its oversight of (1) the integrity of the Company's financial statements; (2) the Company's compliance with legal and regulatory requirements; (3) the qualifications and independence of the Company's independent External Auditors (the "External Auditors"); and (4) the performance of the Company's internal audit function and its External Auditors.

Membership and Quorum

The Audit Committee shall consist of not fewer than five members. All members of the Audit Committee shall be independent as determined by the Board of Directors in accordance with the Company's Corporate Governance Guidelines. In addition, no Audit Committee member may (i) accept any consulting, advisory or other compensatory fee from the Company or (ii) be an affiliated person of the Company or any subsidiary thereof, in each case other than in his or her capacity as a member of the Board of Directors or any Committee of the Board. At least one member of the Committee shall have experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background. All other members of the Committee shall be financially literate. A majority of Committee members shall constitute a quorum for the conduct of business.

Duties and Responsibilities

In carrying out its duties and responsibilities, the Committee should remain flexible so that it may be in a position to best react or respond to changing circumstances or conditions. The Committee shall review the Company's policies and practices with respect to accounting, financial controls and financial reporting, and compliance with applicable legal and regulatory requirements. The Committee shall also review such other activities of the Company as may be directed by the Board of Directors.

The Audit Committee's duty is one of oversight. It is not the duty of the Audit Committee to plan or conduct audits, to prepare financial statements of the Company, or to maintain compliance with laws and regulations and the Company's codes of conduct. These are responsibilities of management. In performing Audit Committee duties, members are entitled to reasonably rely upon management to prepare financial statements in accordance with appropriate standards (statutory or generally accepted accounting principles, as the case may be) and to maintain an effective system of internal controls that provide reasonable assurances regarding the reliability of financial reporting.

The Audit Committee shall have the authority to conduct its affairs in such reasonable manner as it may determine and may employ whatever assistance it may deem necessary or advisable. Specifically, the Committee is authorized, with prior notice to the Board of Directors, to retain and compensate special legal counsel, accounting or other consultants and to conduct investigations of matters within its area of responsibility.

Regular Activities

Financial Reporting

- Review the annual audited financial statements of the Company and any related earnings press release with management and the External Auditors prior to release.
- Review quarterly statutory financial statements of the Company with management prior to release to the public.
- Obtain explanations from Company management for all material variances and other changes in the financial statements between periods.
- Discuss with management, any significant issues relating to accounting principles and policies including material accounting estimates, as well as matters of internal control that could materially impact the financial statements.
- Periodically review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

External Auditors

- Review the qualifications and independence of the External Auditors and recommend to the Board their appointment, discharge or any change in status. The External Auditor is accountable to the Board of Directors and the Audit Committee.
- Approve the audit fees for the approved audit engagements.
- Review audit scope and procedures for the annual financial statement audit, and special projects requested by management.
- Discuss with the External Auditors any significant issues relating to accounting principles and policies including material accounting estimates, as well as matters of internal control that could materially impact the financial statements.
- Inquire as to the nature of any significant reporting issues and internal control comments that were raised in the management letter or during the audit and the resolution by Company management.
- Evaluate factors related to the independence of the External Auditors. Ensure receipt from the External Auditors of a formal written statement delineating all relationships between the auditor and the Company. Receive a written report relative to the External Auditor's independence, at least yearly. Actively engage in a dialogue with the External Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor. Take or recommend that the Board of Directors take appropriate action to oversee the independence of any External Auditor.
- Grant pre-approval to the External Auditors to perform non-audit and internal-control related services and pre-approve all fees in connection with such services.
- Receive timely reports from the External Auditors regarding (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial information that have been discussed with the Company's management, the ramifications of the use of such alternative disclosures and treatments, and the External Auditors' preferred treatment; and (3) other material written communications between the External Auditors' firm and the Company's management (*e.g.*, reports on observations and recommendations on internal controls).
- Meet at least four times per year with the External Auditors to obtain any observations of interest to the Committee.
- Receive and discuss the results of PCAOB inspection reports that the External Auditor received.
- Ensure that the Lead Partner is rotated off the engagement every five years.

Internal Auditors

- Review annual audit plans, scope of audit work and adequacy of staff coverage to accomplish the appropriate level of audit coverage in high-risk areas.
- At least four times per year, receive a report from the General Auditor on the results of audit activities, progress on audit plan, and status of management actions.
- Receive annual report from the General Auditor relative to External Auditor independence process.
- Meet in executive session (without other representatives of management present) with the General Auditor at least four times per year.
- Concur with management regarding the appointment, discharge or any change in status of the General Auditor and the internal audit function.
- Review the annual appraisal and compensation of the General Auditor.

Coordination of External Auditors and Internal Auditors

- Receive reports on coordination of external audit and internal audit activity to ensure completeness of coverage, reduction of redundant efforts and effective use of audit resources.

Chief Financial Officer

- Receive reports on significant and anticipated changes in accounting policy, procedures or reporting practices.
- Receive reports on the use of the External Auditor for special engagements or consulting activities (which engagements and activities have been pre-approved by the Audit Committee).
- Receive reports on the performance of the external and internal auditors.
- Review the findings of significant financial examinations by regulatory agencies such as the SEC, NASD or state insurance departments.
- Meet in executive session (without other representatives of management present) with the Chief Financial Officer at least four times per year.
- Receive and discuss information and presentations on new or changed accounting standards and other developments which may significantly impact the financial statements.
- Receive and review information and reports on Enterprise Risk Management (“ERM”) that may impact the Company’s operational risk, financial standing or ratings. Receive and review reports with respect to the Company’s internal ERM processes.

General Counsel

- Discuss legal and compliance matters that have significant impact on the Company’s financial statements, including material litigation.
- Review the findings of significant examinations by regulatory agencies such as the SEC or state insurance departments.
- Meet in executive session (without other representatives of management present) with the General Counsel at least four times per year.

Chief Compliance Officer

- Discuss compliance matters that have significant impact on the Company's financial statements.
- Review the findings of significant examinations by regulatory agencies such as the SEC, NASD and state insurance departments.
- Receive periodic reports from the Chief Compliance Officer on the status of significant corrective actions undertaken in response to findings of regulatory examinations or internal reviews of compliance procedures.
- Receive an annual report from the Chief Compliance Officer on the status of policies, procedures and programs reasonably designed to ensure adherence to the highest ethical standards, and compliance with applicable legal and regulatory requirements for the Company and its subsidiaries.
- Meet in executive session (without other representatives of management present) with the Chief Compliance Officer at least annually.
- Concur with management regarding the appointment, discharge or any change in status of the Chief Compliance Officer and the compliance function.

Whistleblower Procedures

- Review procedures for (a) the receipt, retention and treatment of complaints and concerns received by the Company regarding accounting, internal accounting controls or auditing matters, or other issues, and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, or other issues.
- Provide for reporting of complaints to the appropriate areas of the Company (*i.e.*, compliance, legal, Audit Committee).

Committee Reports, Self-Evaluation and Annual Review

The Audit Committee shall report on its activities at the annual policyholders meeting and at least four times per year to the Board of Directors. Each year the Audit Committee shall conduct a self-evaluation. In this regard, the Committee shall compare its performance with the provisions of this Charter, set forth its objectives for the following year, and recommend to the Corporate Governance Committee of the Board changes to the Charter, when deemed appropriate or necessary by the Committee.

CORPORATE GOVERNANCE COMMITTEE

Charter
April 9, 2008

Purpose

The Corporate Governance Committee's purpose is to consider and make recommendations to the Board of Directors concerning the appropriate composition, organization, operations, functions and procedures of the Board of Directors and Board committees.

Membership and Quorum

The Corporate Governance Committee shall consist of not fewer than five members. All voting members of the Corporate Governance Committee shall be independent as determined by the Board of Directors in accordance with the Company's Corporate Governance Guidelines. The Chairman of the Board shall be a member of the Corporate Governance Committee. The Chief Executive Officer, if the Chief Executive Officer is a director but is not the Chairman of the Board, shall be a non-voting *ex officio* member of the Corporate Governance Committee. A majority of Committee members shall constitute a quorum for the conduct of business.

Duties and Responsibilities

The Corporate Governance Committee shall have the authority to conduct its affairs in such reasonable manner as it may determine and may employ whatever assistance it may deem necessary or advisable. Specifically, the Committee is authorized, with prior notice to the Board of Directors, to retain and compensate director search firms, special legal counsel, business advisers or consultants.

Regular Activities

Operation of the Board of Directors

- To establish and periodically review criteria for Board membership (to be approved by the Board).
- To identify individuals qualified to become Board members consistent with criteria approved by the Board, such as character, judgment, business experience and acumen.
- To consider, recommend and recruit candidates to fill new or vacant positions on the Board.
- To review candidates recommended by Board members.
- To conduct appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.
- To recommend director nominees for approval by the Company's Board in the case of vacancies and the Company's members as required by the By-Laws.
- Review and recommend Board approval of retainer fees and meeting fees for attendance at Board and Committee meetings in accordance with the following:
 - Board and Committee chairs may receive additional remuneration.
 - Only non-employee directors may receive payments for serving on the Board.
 - Long-term incentives may be considered.
 - Board compensation shall be reviewed and referred to the Board for approval at least annually.

Board Committees

- To monitor and evaluate the operations, functions and membership of the various committees of the Board and periodically recommend the rotation of committee members.
- Review and make recommendations to each committee charter including amendments as necessary.
- Review and make recommendations to the Board of Directors regarding the appointment and removal of committee members.
- To establish committee structure and operations.
- To advise on changes in Board compensation and benefits and establish director retirement policies.
- To make recommendations on the structure of Board meetings.
- To periodically sponsor a self-evaluation of the Board.

Corporate Governance/Management

- Make recommendations to the Board of Directors with regard to the Corporate Governance Guidelines applicable to the Company (role and composition of the Board, CEO evaluation, communications, functioning of Board and its committees and conduct/ethics standards) and to periodically review such guidelines and make recommendations to the Board with respect to any changes to such guidelines that the Committee deems appropriate.
- To oversee the evaluation of the Board of Directors.
- To review annually the performance criteria and goals of the Chief Executive Officer.
- To evaluate the Chief Executive Officer annually based on an established set of performance criteria.
- To review and make recommendations on succession plans for the Chief Executive Officer and other members of senior management.
- To consider matters of corporate governance generally, including best practices.
- To receive periodic reports from the General Counsel with respect to policies for retention and supervision of legal services, including a review of the Company's most highly used firms.

Committee Reports, Self-Evaluation and Annual Review

The Corporate Governance Committee shall report on its activities from time to time to the Board of Directors. Each year, the Corporate Governance Committee shall conduct a self-evaluation. In this regard, the Committee shall compare its performance with the provisions of this Charter, set forth its objectives for the following year, and recommend to the Board changes to the Charter, when deemed appropriate or necessary by the Committee.

Committee Reports, Self-Evaluation and Annual Review

The Human Resources Committee shall make an annual compensation report to the Board and report on its other activities to the Board from time to time. Each year, the Human Resources Committee shall conduct a self-evaluation. In this regard, the Committee shall compare its performance with the provisions of this Charter, set forth its objectives for the following year, and recommend to the Corporate Governance Committee of the Board changes to the Charter, when deemed appropriate or necessary by the Committee.

Item	Description	Human Resources Committee	Full Board
Human Resources Policy and Strategy	Major changes only.	Approve and report to the Board	Review and approve as needed
Compensation Philosophy and Strategy	Major changes only.	Approve and report to the Board	Review and approve as needed
Compensation Programs for Executive Officers	New compensation programs and material changes to existing programs.	Approve and report to the Board	Review and approve as needed
Short-term and Long-term Incentive Plans	Measures and goals. Final STI and LTI performance result calculations. Quarterly Phantom Stock Price Substantial changes to Plans	Approve and report to the Board based on the corporate annual and long term financial plans adopted by the full Board Approve and report to the Board (based on backup detail and the CFO's confirmation in writing as to those results) Review Approve	Review and approve Approve N/A Approve
Aggregate Payouts Under Short-term and Long-term Incentive Plans	For Executive Officers below EVP level.	Approve and report to the Board	Review and approve
CEO Compensation	Compensation actions include base salary, short-term incentives and long-term incentives; input received from the Board Governance Committee and the Board regarding the CEO's performance.	Determine and recommend to the Board	Approve
Compensation for EVPs and above (excluding CEO)	Compensation actions include base salary, short-term incentives and long-term incentives.	Review and recommend to the Board	Approve
Compensation for other Executive Officer Direct Reports.	Compensation actions include base salary, short-term incentives and long-term incentives.	Review and approve	Reported to the Board
Peer Performance Comparisons	Annual review of peer performance for all incentive measures, relative to MassMutual's performance.	Review	Review
Market Pay Audit	Review and approve the benchmark companies for pay comparison purposes. Annual competitive audit of reasonableness of total compensation for CEO. CEO Direct Reports at Executive Officer level.	Approve Review Review	N/A Review N/A
Subsidiary Compensation	Periodic audit of reasonableness of total compensation for Presidents and key direct reports of major subsidiaries; aggregate payouts under incentive plans.	Review	Review
Highest Paid Executives	Total compensation report for ten highest paid executives across total enterprise and ten highest paid investment professionals across total enterprise.	Review	N/A
\$150,000 Compensation and any other compensation approval required by law	Total compensation for officers earning \$150,000 and above and any other compensation approval required by law.	Approve	N/A

Benefit Programs	New benefit programs for the Home Office and Field and material changes to existing programs, including 401(k), pension, health and welfare, and non-qualified benefits.	Review and recommend material changes to the Board	Approve
Other Actions	Initiate actions as may be appropriate to ensure human resources and compensation policies are reasonable, fair and supportive of the overall goals and values of the total enterprise.	As needed	As needed
Committee Charter	Periodic review of the adequacy of this charter and make changes as may be appropriate.	Approve and submit to Governance Committee	Approve
Outside Compensation Advisor	Sole authority to select, retain and terminate any Compensation Advisor for the Committee. Annual report of work performed by consultant for management.	Approve and report any change to the Board Review	Review N/A

- Inquire as to the strengths and potential weaknesses in the Company's business operations (including any such operations outsourced to third-party vendors).
- Make reports and recommendations to the Board of Directors with respect to the Company's business operations.

Dividend Policy

As a mutual life insurance company issuing participating policies, the Company distributes surplus funds to its policyowners. The distribution and allocation of such funds among classes of policyowners is the responsibility of the Board of Directors. The Rules and Regulations of the Board of Directors delegates to the Operations Committee the responsibility to study and make recommendations to the Board concerning the distribution and allocation of surplus funds to policyowners of the Company, with the objective that such distribution is carried out in accordance with any legal requirements and the contribution to divisible surplus principle. In order to meet its responsibilities, the Committee shall:

- Meet regularly with the senior actuarial officer(s) of the Company, and such other officers of the Company, outside advisers or consultants as it deems appropriate.
- Review actuarial principles and legal requirements relating to the distribution and allocation of surplus funds to policyowners.
- As appropriate, develop general guidelines or principles for the distribution and allocation of surplus funds in accordance with the contribution to divisible surplus principle.
- Consider factors such as actions of competitors, the financial environment, outlook for earnings and the Company's strategic objectives.
- Make recommendations to the Board of Directors concerning the distribution and allocation of surplus funds to policyowners of the Company, including the degree to which other business earnings should be distributed.

Committee Reports, Self-Evaluation and Annual Review

The Operations Committee shall make an annual recommendation to the Board of Directors regarding the distribution and allocation of surplus funds and shall report to the Board on its other activities from time to time. Each year, the Operations Committee shall conduct a self-evaluation. In this regard, the Committee shall compare its performance with the provisions of this Charter, set forth its objectives for the following year, and recommend to the Corporate Governance Committee of the Board changes to the Charter, when deemed appropriate or necessary by the Committee.