

EXHIBIT B

Form of Certification required for transfer into the United States

To: **U.S. Bank, National Association**, as Indenture Trustee (the “**Indenture Trustee**”)

Re: •% Senior Secured Notes (the “Notes”) issued under the Amended and Restated Indenture dated as of August 10, 2006 between MassMutual Global Funding II (the “Series”) and the Indenture Trustee as supplemented by that Series Indenture dated as of [] (collectively, the “**Indenture**”)

Ladies and Gentlemen:

This Certificate relates to our proposed purchase of \$ _____ principal amount of Notes issued under the Indenture.

We and, if applicable, each account for which we are acting, are a qualified institutional buyer within the meaning of Rule 144A under the Securities Act of 1933, as amended. If we are acting on behalf of an account, we exercise sole investment discretion with respect to such account. We are aware that the transfer of Notes to us, or such exchange, as applicable, is being made in reliance upon the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. Prior to the date of this Certificate we have received such information regarding the Series as we have requested pursuant to Rule 144A(d)(4) or have determined not to request such information.

You and the Series are entitled to rely upon this Certificate and are irrevocably authorized to produce this Certificate or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.

Very truly yours,

[NAME OF PURCHASER]

By: _____

Name:

Title:

Address:

EXHIBIT C

Form of Certification required for transfer out of the United States

To: **U.S. Bank, National Association**, as Indenture Trustee (the “**Indenture Trustee**”)

Re: •% Senior Secured Notes (the “**Notes**”) issued under the Amended and Restated Indenture dated as of August 10, 2006 between MassMutual Global Funding II (the “**Series**”) and the Indenture Trustee as supplemented by that Series Indenture dated as of [] (collectively, the “**Indenture**”)

Ladies and Gentlemen:

Terms are used in this Certificate as used in Regulation S under the Securities Act of 1933, as amended, except as otherwise stated herein.

This Certificate relates to our proposed transfer of \$_____ principal amount of Notes issued under the Indenture. We hereby certify as follows:

1. The offer and sale of the Notes was not and will not be made to a person in the United States (unless such person is excluded from the definition of “U.S. person” pursuant to Rule 902(k)(2)(vi) or the account held by it for which it is acting is excluded from the definition of “U.S. person” pursuant to Rule 902(k)(2)(i) under the circumstances described in Rule 902(h)(3)) and such offer and sale was not and will not be specifically targeted at an identifiable group of U.S. citizens abroad.
2. Unless the circumstances described in the parenthetical in paragraph 1 above are applicable, either (a) at the time the buy order was originated, the buyer was outside the United States or we and any person acting on our behalf reasonably believed that the buyer was outside the United States or (b) the transaction was executed in, on or through the facilities of a designated offshore securities market, and neither we nor any person acting on our behalf knows that the transaction was pre-arranged with a buyer in the United States.
3. Neither we, any of our affiliates, nor any person acting on our or their behalf has made any directed selling efforts in the United States with respect to the Notes.
4. The proposed transfer of Notes is not part of a plan or scheme to evade the registration requirements of the Securities Act.
5. If we are a Initial Purchaser or a person receiving a selling concession, fee or other remuneration in respect of the Notes, and the proposed transfer takes place on or prior to the Restriction Date (as defined in the Indenture), or we are an officer or director of the Series or Initial Purchaser (as defined in the Indenture), we certify that the proposed transfer is being made in accordance with the provisions of Rule 904(b) of Regulation S under the Securities Act.

You and the Series are entitled to rely upon this Certificate and are irrevocably authorized to produce this Certificate or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.

Very truly yours,

[NAME OF SELLER]

By: _____

Name:

Title:

Address:

Date: _____