Work hard. Retire right.

**

Investment Education Guide



USW Industry 401(k) Plan

Plan Highlights

The investment options offered were chosen because they give participants the opportunity to diversify among investments with a broad range of risk and potential return characteristics. Since this is a "participant-directed" retirement plan, participants control how their money is invested. Participants in the USW Industry 401(k) Plan can change how they allocate their account among the investment options daily.

Benefits from the USW Industry 401(k) Plan are generally payable when a participant:

- Retires on or after attaining age fifty (50) with five (5) years of service under the Plan.*
- Becomes totally and permanently disabled.
- Leaves covered employment,* or
- Upon death (payment is made to designated beneficiaries).

Loans are available for up to 50% of your account balance and subject to a processing fee (minimum loan \$500; maximum loan \$50,000).

The plan also allows limited in-service distributions,

- 1. Age 59½ tax deferred, rollover, and Employer Match (if applicable).*
- 2. Hardship Distributions limited to amount of hardship only. Proof of hardship is required.*
- 3. Rollover Withdrawal balance of rollover account (minimum of \$200).*

Once you have become a participant you will be assigned a personal identification number (PIN) to use when accessing your account. For your convenience, information and assistance will be available via a toll-free line for daily access to your account at 1-800-743-5274 or **Internet Access** at www.massmutual.com/uswindustry401k.

Quarterly statements are sent to you so you can track the performance of your account... *and much, much more!*

This brochure is not meant to be a substitute for the full text of the 401(k) Plan Document or the Plan's Summary Plan Description. If there are differences between this brochure and the 401(k) Plan Document or Summary Plan Description, the 401(k) Plan Document or Summary Plan Description will govern. Questions can be directed to the Fund Office via phone at 877-344-4015 or via e-mail at 401(k)@uswbenefitfunds.com.

Investor Profile Quiz

To help determine your strategy, answer these questions by circling the choices you most agree with. Add up the points for each of your choices. Then write the total in Section 3 at the bottom of this page.

SECTION 1: TIME HORIZON

1. I plan to withdraw my money in 3 years or less and do not want to lose any of it:

a. Yes b. No

If you answered "yes" to question 1, set your investment course with a **SHORT TERM STRATEGY**.

SECTION 2: RISK TOLERANCE

Long-Term Goals

4. For this portfolio, my goal is:

a.	To grow my assets aggressively.			•	•	•		. 5	i
b.	To grow my assets with caution.			•	•	•		. 3	,
c.	To avoid losing money							. 1	

- 5. What would I expect from this portfolio over time?
 - a. To generally keep pace with the stock market $\dots 5$

Financial Situation

My current age is:

 a. Under 40
 b. 40–54
 c. More than 55
 d. 1

 I expect to retire:

 a. Not for at least 20 years
 b. In 5 to 20 years
 c. Within 5 years
 d. 1

Short-Term Goals

- - c. I better end up with at least a little profit.1
- 7. Which of these statements would best describe your attitude about the performance of this portfolio over the next three months?
 - a. Who cares? One calendar quarter means nothing .5
 - b. If I suffered a loss of greater than 10%,
 - c. I can tolerate only small short term losses. $\ldots .\, 1$
 - -----
- 9. Upon retirement my investment will represent:

SECTION 3: INVESTMENT STRATEGY

Add up your points from Questions 2-9 to determine which investment strategy below may be best for you. MY TOTAL:

TOTAL POINTSINVESTMENT STRATEGY0-8Short Term9-17Conservative18-27Moderate28-35Aggressive36-40Ultra Aggressive

Based on this "investment strategy," you're ready to consider how to divide your investments among the different asset classes.

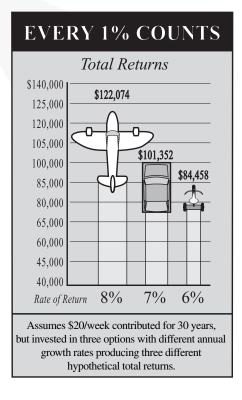
Using this score, you may choose a 1. a Custom Portfolio, or 2. a Journey investment option

Will I Have Enough to Retire?

Even if you think you'll have the money to retire comfortably, did you ever think about retiring early? Thought so.

How about a boat, or traveling to those places you always dreamed about? Retirement shouldn't be about compromise. That's what you're doing now. Retirement is about **you**!

Planning and investing for your future are not skills that come easily for everyone. Here are some basics to help you understand the principles of investing.



How much should I contribute?

Start saving now and save as much as you can. Small increases may not seem like much now, but those dollars can grow into a large payout later on.

How long should I stay in the workforce?

The longer you work and save, the more money you're likely to have.

If you choose to retire early, you may have to adjust the amount you contribute, or try to earn more on your savings.

My retirement lifestyle

Your retirement lifestyle will affect the amount of savings you'll need.

Will you live more simply? Will you travel? How about medical bills?

Experts say you will need between 70% and 90% of your final working income each and every year in retirement. The three primary sources of retirement income are: Social Security, private savings, and retirement plans. A comfortable retirement could depend on what you save now and how you put your money to work.

Building an Investment Strategy

The process of developing an investment strategy involves three basic steps.

STEP 1. IDENTIFY YOUR SAVINGS GOAL

Determine how much money you will need to live comfortably in retirement. The USW Industry 401(k) Plan is here for one reason: to help you save for your future financial security.

Many factors will impact your financial needs in retirement — medical bills, life expectancy, inflation, lifestyle, or the simple fact that you may want to retire early. Will you have enough saved? Will you work part-time in retirement?

The charts below can help you determine how much you will need to live comfortably and show you how, when you start early, even a small amount saved weekly can help you reach your retirement goal.

How much do I need?

	Current Annual Income				
	\$ 30,000	\$ 40,000	\$ 60,000		
80% of current income	\$ 24,000	\$ 32,000	\$ 48,000		
Estimated annual amount from Social Security*	\$ 16,132	\$ 17,077	\$ 18,766		
Estimated annual amount you need to provide**	\$ 7,868	\$ 14,923	\$ 29,234		
Total amount needed assuming you live 25 years after retiring***	\$196,700 (\$7,868 x 25)	\$373,075 (\$14,923 x 25)	\$730,850 (\$29,234 x 25)		

* Source: Social Security Administration.

** This amount doesn't include any amount you may receive from another savings plan.

*** Amounts shown are not adjusted for inflation and are shown prior to assessment of applicable taxes and assume a current age of 40 and a retirement age of 65.

	Your Goal	Your Goal	Your Goal		
	\$190,000	\$464,775	\$819,800		
lf You Are Age	Weekly Savings To Reach Goal	Weekly Savings To Reach Goal	Weekly Savings To Reach Goal		
25	\$ 12	\$ 30	\$ 54		
35	29	71	126		
45	74	181	319		
55	238	583	1,029		

How much should I save each week?

Assumes a hypothetical 8% investment return. Actual returns will vary. Retirement age is assumed to be age 65. Hypothetical example for illustrative purposes only. Not intended to predict or imply the performance of any particular investment.

What about inflation?

Why should you care about inflation? Because your savings needs to have every opportunity to grow — if you keep it in your pocket or mattress, you'll lose money every day. Here's why. Inflation is an "adjustment" measure showing a loss of buying power due to a rise in the cost of goods and services.

Inflation affects everything you buy, not just a house or car. Twenty-five years from now, you could need an annual income of about \$133,292 just to match the spending power of a \$50,000 income today. Of course, no one knows what the cost of living will be in the future — it could also be lower than it is now.

If you have time on your side, beware of putting all your money in a low-risk investment option. Why? Inflation can add risk even to seemingly risk-free investments. Consider this: if your low-risk investment earns 6.9% and inflation is at 5.9%, your inflation-adjusted investment earnings are only 1.0% (6.9% - 5.9%).

By diversifying the mix of your retirement savings with mediumand higher-risk investments, you may have a better chance of outpacing inflation.

THE IMPACT OF INFLATION OVER TIME

The Price of a Home Purchase

Today In 25 Years \$150,000 \$399,875

Assumes a 4.0% average annual inflation rate.

STEP 2. DETERMINE YOUR RETIREMENT TIME HORIZON AND RISK TOLERANCE

What is your retirement time horizon — 5 years? 10 years? 20 years? 30+ years? Typically, the closer you are to needing this money, the less risk you should take. But if you have a long time horizon, you can better ride out the short-term volatility of equity investments and benefit from the potential of higher returns over time.

Investing with either too much caution or too much risk could affect your future financial security. At the same time, you have to decide how much uncertainty you can handle, and whether you are willing to accept higher risk in exchange for the potential of greater returns.

Investment options

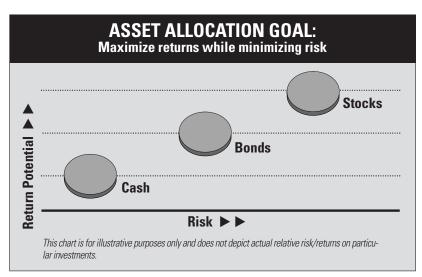
The USW Industry 401(k) Plan offers you an easy way to invest in a whole portfolio of securities, such as stocks and bonds. You choose how your plan account balance is invested.* Your account balance, pooled with money from other investors, is invested in a broad range of investments according to each option's objectives. Professional mutual fund managers make decisions about which securities to buy and hold, and when to sell. Income or dividends earned by the investment option and capital gains from sales are federal income tax-deferred and automatically reinvested.

Asset allocation

An asset class is a category of investments that has its own risk/return characteristics and reacts differently to market conditions and other factors. The key to a successful investment strategy is asset allocation: how you divide (or diversify) your investment choices among the asset classes — Cash, Bonds and Stocks. Put more simply, "don't put all your eggs in one basket."

More than 90% of a portfolio's risk and return is determined by its asset allocation.**

But making allocation decisions isn't always easy. It's tempting to move your money out of an investment option when the market goes down (selling low) or into an investment option when things look good (buying high). Over the long run these "ins and outs" can eat away at your retirement savings. In the near future, sticking with an investment strategy may be a good bet, since it will help you through market ups and downs.



^{*}Before making any investment decision you should study the material provided about the available investment options. **Source: Brinson, Singer, Beebower; Determinants of Portfolio Performance II; 1991.

COMMON ASSET CLASSES

Cash

Investment accounts that invest in cash aim at protecting the money invested in them. Cash portfolios purchase short-term investments like money market instruments, bank certificates of deposit and U.S. Treasury bills — investments that may not pay very high returns, but also don't carry a lot of risk.

Bonds

Investment accounts that invest in bonds are essentially making a loan — typically to a company, government or government agency. The organization that receives the loan promises to repay the full amount of the loan on a specific date (typically five to 30 years in the future) and, in the meantime, promises to pay a stated rate of interest (fixed income). Bonds generally tend to carry less risk (and offer lower returns) than stocks. Bonds issued by corporations tend to be riskier (and therefore higher yielding) than those issued by governments.

Stocks (Equity)

Investment accounts that invest in stocks buy ownership or equity in a company. The portfolio can make money by sharing in the company's profits (in the form of a dividend) or by selling the stock for more than its cost.

Stocks generally have greater risk; the portfolio may show a loss if the company's stock price goes down or if the company stops paying dividends.



The Journey Lifestyle Options

Balanced Investment Options combine stocks and fixed income components into one fund in order to "balance" the interest income from fixed income investments with the growth potential of stock investments. Typically, when stocks slump, bonds rally. As a result, these funds typically do not experience the full ups and downs of the stock market.

Lifestyle/Asset Allocation Options

These investment options are single solutions that offer professional management and monitoring as well as diversification – all in one investment. Each investment option has an automatic process that invests more conservatively as retirement nears and the options are named to coincide with a particular retirement date.

Plan Investment Options

Review the different ways you can allocate your investments and choose the one that works for you.

1. Consider the List of Investment Options

Choose your own portfolio. These are the investment options available in your Plan.

2. Consider a Custom Portfolio

The portfolios below are built out of the investment options in your Plan. Choose the one that works for you.*

			(Cash/Bonds	Stocks	
USW Industry 401(k) Plan Sample Portfolios with the		Short Term	Conservative	Moderate	Aggressive	Ultra Aggressive
ASSET CLASS	INVESTMENT NAME					
Short-term/Stable Value	Stable Value Fund	95%	20%	5%	-	-
Fixed Income	Total Return (PIMCO)	5%	50%	35%	15%	-
Lifestyle/Asset Allocation	Conservative Journey	-	-	-	-	-
	Moderate Journey	-	-	-	-	-
	Aggressive Journey	-	-	-	-	-
	SSgA Dow Jones Target Today Fund	-	-	-	-	-
	SSgA Dow Jones 2015 Fund	-	-	-	-	-
	SSgA Dow Jones 2025 Fund	-	-	-	-	-
	SSgA Dow Jones 2035 Fund	-	-	-	-	-
	SSgA Dow Jones 2045 Fund	-	-	-	-	-
	MFS Total Return Fund	-	-	-	-	-
Large Cap Value	Prm Enh Index Value	-	7%	14%	20%	23%
Large Cap Core	Sel Indexed Equity	-	3%	7%	10%	11%
	Fidelity Contrafund	-	3%	7%	10%	11%
Large Cap Growth	Prm Enh Index Growth	-	7%	14%	20%	23%
Small/Mid Cap Value	Oppenheimer Main St Sm Cap	-	2%	3%	4%	4%
-	Oppenheimer Sm & Mid Cap Value	-	1%	2%	4%	5%
Small/Mid Cap Growth	Sel Md Cap Gr Equity II	-	1%	3%	3%	5%
-	AIM Mid Cap Core	-	1%	2%	3%	4%
International/Global	AllianceBernstein International Growth	-	5%	8%	11%	14%
Multi Cap Value	Select Focus Value	-	-	-	-	-
	Fixed Allocation	100	70	40	15	0
	Equity Allocation	0	30	60	85	100
	Total	100	100	100	100	100

* These investment portfolios are provided by MassMutual at your Plan Sponsor's request and are based upon the investment options available in your Plan. Your Plan may also offer other investment options not included in this portfolio. This custom portfolio chart lists asset classes, along with their weightings in the portfolio strategy.

3a. Consider a Target Asset Allocation Investment Option

Determine your estimated retirement date and choose the option that fits your date:

SSgA Dow Jones Target Today Fund SSgA Dow Jones 2015 Fund SSgA Dow Jones 2025 Fund SSgA Dow Jones 2035 Fund SSgA Dow Jones 2045 Fund

3b. Consider a Journey Investment Option

Determine your investment strategy from the investor Profile Quiz at left. Then choose the one Journey Investment that works for you.

Moderate Journey
 Conservative Journey
 Aggressive Journey

The Journey options are single investment solutions that combine professional management and monitoring, as well as diversification, all in one.

Bonds/ Cash Least

Aggressive П П Π Π Π П п п Π П П п П

	INVESTMENTS	RETURN POTENTIAL	RISK LEVEL
Short Term 100%	Cash or stable value investments.	Current income — Typically a good choice for investors who are seek- ing income and consider protection of assets a priority.	Minimal volatility—For investors who are uncomfortable with market risk or have a very short holding period and cannot toler- ate a loss in account value.
Conservative	Well-diversified mixture of equity, fixed income, and cash or stable value invest- ments.	Income potential—Typically a good choice for investors who want to limit exposure to risk, but who recognize the importance of equity investments as a hedge against inflation.	Moderate to lower volatility—For risk averse investors who are willing to take on more stock (equity) as part of their overall portfolio to hedge against inflation and provide the opportunity for their account to grow.
Moderate	Mixture tilted toward equity investments, but well-diversified with fixed income and cash or stable value investments.	Good potential for growth— Typically a good choice for investors who want to accumulate enough money to beat inflation but with moderate exposure to risk.	Moderate volatility—This option provides both long-term growth and short-term stability. The portfolio is tilted toward stocks (equities) but also includes bonds (fixed-income) and cash investments to take advantage of a variety of markets. This mix offers good growth potential.
Aggressive	Mixture primarily of equity investments, but diversified with fixed income and cash or stable value investments.	High potential for growth — Typically a good choice for investors who have a long holding period, high risk tolerance, and strong desire to accumulate a substantial account balance.	High volatility—For investors who are comfortable with the volatility of the stock markets because they have a long holding period and can ride out short-term volatility. This heavy position in stocks presents more volatility but gives the best chance to grow assets over the long term (more than 10 years).
Ultra-Aggressive	Equity investments.	Highest potential for growth — Typically a good choice for investors who have a long holding period, very high risk tolerance, and strong desire to accumulate a substantial account balance.	Highest volatility—For investors who can keep money invested for long periods (more than 10 years), have an investment disci- pline to buy-and-hold, can tolerate market fluctuations and who desire to accumulate a substantial account balance.

Most Aggressive

Stocks

The hypothetical asset allocation portfolios shown here are for illustration only and are not intended to be specific recommendations.

Stay On Track

The JourneySM Cruise ControlSM

Once you decide on an investment strategy, it's important to maintain it. However, as certain types of investments do well, they can represent a greater share of your account, and that can throw your targeted asset allocation mix "out of balance."

Say your stock investments deliver higher returns than your bond allocation. Stocks will then account for a larger percentage of your retirement plan account. And since stocks have higher short-term volatility, that may drive your portfolio to become "riskier" than you may have anticipated.

That's why regular rebalancing can help maintain you account's balance between risk and reward.

Activate Cruise Control^s

It's easy to get started and effortless to maintain.

- ▶ Initiate the service online via The Journeysm and use the planning tools.
- On a scheduled basis, we'll move assets among your investment options to restore your desired mix.
- ► Not only can you initiate this service anytime, you can discontinue it anytime. You can also change your investment course as well. In fact, up to the day before a rebalancing is scheduled, you can change your strategy.

Cruise Controlsm Directions

- 1. Log on to The JourneysM at: **www.massmutual.com/uswindustry401k** and click on Solutions.
- 2. Complete the Risk Profile Quiz* to see what type of investment strategy may be right for you.
- 3. After taking the quiz, you'll have the option of selecting a strategy outlined for you or creating your own investment mix.

If you implement a strategy as outlined, you can choose to have your account balance rebalanced on a regular basis or until you discontinue this service. Your new plan contributions will also follow this strategy.

Or, you can implement a strategy without rebalancing.

If you create your own investment mix, you'll have the option of electing Periodic Rebalancing or On-Demand Rebalancing at that time.

Remember, your decision should be based on your individual situation that can change from time-to-time. No one strategy is appropriate for all stages of your life. You'll want to review your decision periodically, perhaps with a professional financial advisor.

^{*}Cruise Control[™] is also available if you don't want to take the Risk Quiz.

Stay On Track

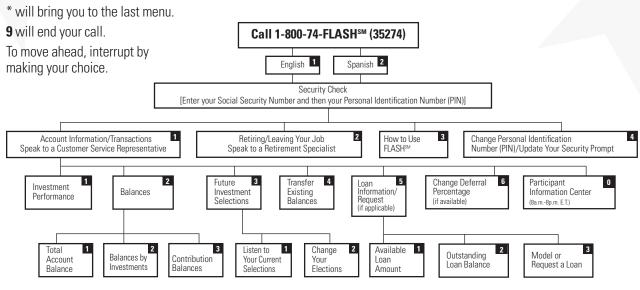
FLASHSM

Access Plan Account Information over the Phone

Call 1-800-74-FLASHSM (35274), to get plan account information from any touch-tone telephone, 24 hours a day, 7 days a week, updated daily. When you call, you can choose from an easy-to-follow menu to access your personal account information.

Call 1-800-74-FLASH[™] (35274)

TIPS



Make your choice by pressing the keys corresponding to the numbers in the boxes. Some features may not apply to your plan. Other plans may have additional features. Account transactions will usually be processed within 24 hours.

Stay On Track

Participant Information Center

Speak to a Knowledgeable Representative

Our customer service representatives can answer your questions and guide you through your transactions. For ongoing account assistance, call 1-800-74-FLASH[™] (35274) to speak with a Participant Information Center representative.

- Contact Participant Information Center representatives anytime, Monday–Friday, 8 a.m. to 8 p.m., Eastern Time
- Multilingual representatives are available

Your Plan Statement

Easy-To-Read Statements

Periodically, you will receive a colorful and easy-to-read statement. Your statement will show the following:

- ► Plan and participant information
- Account balance information, including your estimated personalized rate of return
- Contribution activity (including all negotiated contribution types)
- ▶ Important messages from your Board of Trustees or MassMutual
- Account history to show changes to your account balance over time
- Account balance by asset category to show your level of diversification
- ► Investment option performance
- ► Work end date for the contribution period
- Date the contribution posted at MassMutual
- Employer hours, if negotiated

ERISA Section 404(c) Plan

Important Plan Information

The USW Industry 401(k) Plan (the "Plan") allows you or, in the event of your death, your beneficiary to direct the investment of your accounts under rules described in section 404(c) of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is intended to satisfy section 404(c) of ERISA, as amended, and Title 29 C.F.R. section 2550.404c. This means that the fiduciaries of the Plan may be relieved of liability for any losses you incur which are the direct and necessary result of investment instructions given by you or your beneficiary. This explanation is provided to you as required by that regulation.

Investment Options

Stable Value Fund Total Return (PIMCO) **Conservative Journey** Moderate Journey Aggressive Journey MFS Total Return Fund Premier Enhanced Index Value Select Indexed Equity Fidelity Contrafund Premier Enhanced Index Growth Oppenheimer Main Street Small Cap Oppenheimer Small & Mid Cap Value Select Mid Cap Growth Equity II AIM Mid Cap Core AllianceBernstein International Growth Select Focused Value

The Journey Lifestyle/ Asset Allocation options

Conservative Journey Moderate Journey Aggressive Journey SSgA Dow Jones Target Today Fund SSgA Dow Jones 2015 Fund SSgA Dow Jones 2025 Fund SSgA Dow Jones 2035 Fund SSgA Dow Jones 2045 Fund

Log on to www.massmutual.com/uswindustry401k to view a onepage profile statement for each available investment option. This profile statement describes the investment objectives and risk/return characteristics for the investment option and discusses the type and diversification of assets making up the investment option. The profile statement also identifies the fund's investment manager. You have a right to request a paper copy of these profiles free of charge by contacting a customer service representative in the MassMutual Participant Information Center at 1-800-74-FLASH[™] (35274).

Investment Instructions

You have the right to change your investment instructions for new contributions and to transfer your account balance among the

available investment options on a daily basis. To change investment instructions or transfer your investments, call 1-800-74-FLASHSM (35274) or log on to The JourneySM at www.massmutual.com/uswindustry401k.

Fees and Expenses

There are no fees for changing investment instructions or transferring money among investment options. Operating expenses, including investment management fees, are charged against the income of each of the available investment options. These expenses are disclosed in the on-line documents explaining the investment options.

Information Available Upon Request

You may request the following information about the Plan and its investment options from a customer service representative in the MassMutual Participant Information Center by calling 1-800-74-FLASH[™] (35274).

- Copies of any prospectuses, financial statements and reports, and of any other materials relating to the investment options, to the extent such information is provided to the Plan.
- A listing of each investment option's assets and their values (or the proportion of the investment option which each asset comprises).
- A description of the annual operating expenses of each investment option that reduce the rate of return to participants and beneficiaries, and the aggregate amount of such expenses expressed as a percentage of average net assets of each investment option.
- The past and current investment performance of each investment option, determined, net of expenses, on a reasonable and consistent basis.
- ► The unit/share value of each investment option.
- ► The value of your current account balance in each investment option.

Plan Representative

The Plan's Trustees are ERISA fiduciaries. The name, address and telephone number of each Trustee are listed in the Summary Plan Description. If you have any questions, contact MassMutual at the address and telephone number listed below:

MassMutual 1295 State Street, MIP N405/60005 Springfield, MA 01111-0001 1-800-74-FLASHsm (35274)

Principal Underwriter MML Distributors, LLC 1295 State Street Springfield, MA 01111-0001

Wholly owned subsidiary of Massachusetts Mutual Life Insurance Company 1295 State Street Springfield, MA 01111-0001



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

www.massmutual.com

Securities offered through registered representatives of MML Investors Services, Inc., member FINRA and SIPC (www.finra.org and www.sipc.org), 1295 State Street, Springfield, MA 01111.

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