

**QUALIFIED DEFAULT INVESTMENT ALTERNATIVE (QDIA) NOTICE
FOR PLAN YEAR BEGINNING JULY 1, 2012
Northern Illinois Retirement Fund**

If you are an eligible Participant in the Northern Illinois Retirement Fund (the “Plan”), you have the right to direct your plan investments. The amounts contributed to the Plan on your behalf will be invested in accordance with the Plan’s investment procedures. Any earnings on the investment of your contributions under the Plan will be allocated to your Plan account.

If you have made an investment election with respect to your own account, the following information may not apply to you.

Right to direct investment. This notice advises you that as a Participant (including a Beneficiary of a deceased Participant) in the Plan, you have the right to direct the investment of all of your Plan account assets.

Default investment. You may invest your accounts specified above (your “directed accounts”) in any of the investment choices offered in the Plan. If you do *not* make an election as to how the Plan should invest any of your future directed accounts (e.g. rollover contribution, or employer contribution) by returning the election form to the Plan Administrator, by electronically making your election via logging on to the participant website at www.retiresmart.com or by calling 1-800-743-5274, the Plan Trustee will invest your future directed accounts in the “default” investment that the Plan officials have selected. The default investment is:

**Retirement Income (T.Rowe Price)
Retirement 2010 (T.Rowe Price)
Retirement 2020 (T.Rowe Price)
Retirement 2030 (T.Rowe Price)
Retirement 2040 (T.Rowe Price)
Retirement 2050 (T.Rowe Price)**

Generally target retirement date (lifecycle) investment options are designed to be held beyond the presumed retirement date to offer a continuing investment option for the investor in retirement. The year in the investment option name refers to the approximate year an investor in the option would plan to retire and likely would stop making new contributions to the investment option. However, investors may choose a date other than their presumed retirement date to be more conservative or aggressive depending on their own risk tolerance.

Target retirement date (lifecycle) investment options are designed for participants who plan to withdraw the value of their accounts gradually after retirement. Each of these options follows its own asset allocation path (“glide path”) to progressively reduce its equity exposure and become more conservative over time. Options may not reach their most conservative allocation until after their target date. Others may reach their most conservative allocation in their target date year. Investors should consider their own personal risk tolerance, circumstances and financial situation. These options should not be selected solely on a single factor such as age or retirement date. Please consult the prospectus (if applicable) pertaining to the options to determine if their glide path is consistent with your long-term financial plan. Target retirement date investment options’ stated asset allocation may be subject to change. Investments in these options are not guaranteed and you may experience losses, including losses near, at, or after the target date. Additionally, there is no guarantee that the options will provide adequate income at and through retirement.

Description of default investment. The description of the default investment options including investment strategy, risk and return characteristics, and fees and expenses are shown on the attached Investment Profile.

Right to alternative investment. Even if the Plan Trustee invests some or all of your directed accounts in the default investment, you have the continuing right to direct the investment of your directed accounts in one or more of the other investment choices available to you under the Plan. You may change your investments daily. You are entitled to invest in any of the alternative investment choices without incurring a financial penalty.

To learn more about the available investments under the Plan, you may contact your Plan Administrator or by logging on to the participant website at www.retiresmart.com or by calling 1-800-743-5274.

Additional information. Please refer to the Summary Plan Description for additional information regarding Plan contributions, withdrawal restrictions, and other Plan features. You also may contact the Plan Administrator for more information. At 1295 Butterfield Rd., Aurora, IL 60502-8879, (630) 978-4600.

Important Disclosures

The performance data given represents past performance and does not guarantee future results. Current performance may be lower or higher than return data quoted herein. For more current information, including month-end performance, please call 877-474-5016 or visit

www.massmutual.com/retire. The investment return and the principal value of an investment will fluctuate; so an investor's shares/units, when redeemed, may be worth more or less than their original cost. Investment portfolio statistics change over time. The investment is not FDIC-insured, may lose value and is not guaranteed by a bank or other financial institution.

Some plan investments may be made available through an unregistered group annuity contract issued to your plan by the Massachusetts Mutual Life Insurance Company ("MassMutual"). If that is the case, those plan investments 1.) may be in a separate investment account of MassMutual that purchases shares/units of one or more underlying investments, or 2.) may be invested directly in the investment via a separate arrangement between your plan and State Street Bank and Trust Company.

Pre-inception Returns

The inception date listed is that of the investment represented by the investment profile. Performance shown subsequent to the inception date is the actual performance of the investment. Other share classes of the investment itself or its underlying investment (depending upon the investment) may have existed longer, which may account for any pre-inception performance shown. If pre-inception performance is shown, it is generally the performance of an older share class of the investment itself or its underlying investment (depending upon the investment) adjusted for fees and expenses of the newer share class. However, if using the expenses of the newer share class rather than the expenses of the older share class (due to lower expenses of the newer share class) would result in better performance, then pre-inception performance represents that of the older share class without any expense adjustment. The fees and expenses are referenced in the report's Operations section.

While the inclusion of pre-inception data may provide valuable insight into the probable long-term behavior of newer share classes of an investment, investors should be aware that an adjusted historical return can only provide an approximation of that behavior. For example, the fee structure between a retail share class will vary from that of an institutional share class, as retail share classes tend to have higher operating expenses and sales charges. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the investment itself.

Performance

Fund Return reflects performance of the investment without adjusting for sales charges or the effects of taxation, but is adjusted to reflect all actual ongoing investment expenses and assumes reinvestment of dividends and capital gains (if applicable). If adjusted, sales charges would reduce the performance quoted. In addition, due to market volatility, the investment's return may vary greatly over short periods of time.

The investment's performance is generally compared with that of an index. The index is an unmanaged portfolio of specified securities and does not reflect any initial or ongoing expenses nor can it be invested in directly. An investment's portfolio may differ significantly from the securities in the index. Morningstar chooses the index, which may not be the same as the comparative index noted in the investment's prospectus (if applicable).

Morningstar Proprietary Statistics

Please note that some Morningstar proprietary calculations,

including the Morningstar Rating, Morningstar Return, and Morningstar Risk may be calculated based on pre-inception returns. Therefore, Morningstar's three-year minimum performance history requirement for Morningstar Rating, Morningstar Return, and Morningstar Risk may be satisfied using pre-inception returns, and the Morningstar Rating, Morningstar Return, and Morningstar Risk may be based, at least in part, on pre-inception returns. Please see the pre-inception returns disclosure (above) for more details.

Morningstar Rating™

For each investment with at least a three-year history, Morningstar calculates a Morningstar Rating™ based on how an investment ranks on a Morningstar Risk-Adjusted Return measure against other investments in the same category. This measure takes into account variations in an investment's monthly performance after adjusting for sales loads (except for load-waived A shares), redemption fees, and the risk-free rate, placing more emphasis on downward variations and rewarding consistent performance. The top 10% of investments in each category receive 5 stars, the next 22.5% receive 4 stars, the next 35% receive 3 stars, the next 22.5% receive 2 stars and the bottom 10% receive 1 star. The Overall Morningstar Rating for an investment is derived from a weighted average of the ratings for the three-, five- and ten-year (if applicable) time periods. Load-waived A share star ratings do not include any front-end sales load and are intended for those investors who have access to such purchase terms, such as participants in MassMutual-serviced retirement plans.

Morningstar Style Box™

The Morningstar Style Box™ reveals an investment's investment strategy. For equity investments and fixed-income investments respectively, the vertical axis shows the market capitalization of the stocks owned or the average credit quality of the bonds owned. The horizontal axis shows investment style (value, blend, or growth) or interest rate sensitivity as measured by a bond's duration (short, intermediate or long). Duration is a measure of interest-rate sensitivity, i.e. the longer an investment's duration, the more sensitive the investment's price is to shifts in interest rates.

Morningstar Return

This statistic is a measurement of an investment's excess return over a risk-free rate (the return of the 90-day Treasury bill), after adjusting for all applicable loads and sales charges. In each Morningstar Category, the top 10% of investments earn a High Morningstar Return, the next 22.5% Above Average, the middle 35% Average, the next 22.5% Below Average, and the bottom 10% Low. Morningstar Return is measured for up to three time periods (three-, five-, and 10-years). These separate measures are then weighted and averaged to produce an overall measure for the investment. Investments with less than three years of performance history are not rated. For more information, please see Morningstar Proprietary Statistics (above).

Morningstar Risk

This statistic evaluates the variations in an investment's monthly returns, with an emphasis on downside variations. In each Morningstar Category, the 10% of investments with the lowest measured risk are described as Low Risk, the next 22.5% Below Average, the middle 35% Average, the next 22.5% Above Average, and the top 10% High. Morningstar Risk is measured for up to three time periods (three-, five-, and 10-years). These separate measures are then weighted and averaged to produce an overall measure for the investment. Investments with less than three years of performance history are not rated. For more information, please see Morningstar Proprietary Statistics (above).

Investment Risk

Money market investments are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although these investments seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a money market option.

Risks of investing in inflation-protected bond investments include credit risk and interest rate risk. Neither the bond investment nor its yield is guaranteed by the U.S. Government.

High yield bond investments are generally subject to greater market fluctuations and risk of loss of income and principal than lower yielding debt securities investments. Investment option(s) that track a benchmark index are professionally managed investments. However, the benchmark index itself is unmanaged and does not incur fees or expenses and cannot be purchased directly for investment.

Investments in companies with small or mid market capitalization ("small caps" or "mid caps") may be subject to special risks given their characteristic narrow markets, limited financial resources, and less liquid stocks, all of which may cause price volatility.

International/global investing can involve special risks, such as, political changes and currency fluctuations. These risks are heightened in emerging markets. You cannot transfer into international/global investment options if you have already made a purchase followed by a sale (redemption) involving the same investment within the last sixty days. In addition, you may not request a transfer into international/global investment options between 2:30 and 4 p.m. ET. Other trading restrictions may apply. Please see the investment's prospectus for more details.

A significant percentage of the underlying investments in aggressive asset allocation portfolio options have a higher than average risk exposure. Investors should consider their risk tolerance carefully before choosing such a strategy.

An investment option with underlying investments (multi-investment options, which may include any offered proprietary or non-proprietary asset-allocation, lifestyle, lifecycle or custom blended options) may be subject to the expenses of those underlying investments in addition to those of the investment option itself. Investments may reside in the specialty category due to 1) allowable investment flexibility that precludes classification in standard asset categories and/or 2) investment concentration in a limited group of securities or industry sectors. Investments in this category may be more volatile than less-flexible and/or less-concentrated investments and may be appropriate as only a minor component in an investor's overall portfolio.

Investors should consider an investment's objectives, risks, charges and expenses carefully before investing. For this and other information, see a fact sheet (investment profile) or the prospectus, if applicable. You may obtain a prospectus or fact sheet from your plan sponsor or on The Journey™ at www.massmutual.com/retire. Read it carefully before investing.

Securities offered through registered representatives of MML Investors Services, Inc. 1295 State Street Springfield, MA 01111.

RS-04746-05

CURRENT DEFAULT INVESTMENT

Your plan offers a number of different investment options, including 6 retirement funds (“Retirement Funds”) managed by T. Rowe Price. If you have not made or do not make an affirmative investment election, the Retirement Fund in which your account is invested is the fund whose stated date is closest to the date you will turn 65. The Retirement Funds invest in a diversified portfolio of stocks and bonds that are rebalanced to maintain their asset allocation and progressively become more conservative over time until reaching their final asset allocation 30 years after the stated retirement date. The funds are designed for an investor who plans to retire at or around age 65 and withdraw the value of his or her account in the fund *gradually* after retirement.

RETIREMENT FUND OBJECTIVE:

The objective of each Retirement Fund is the highest total return over time consistent with an emphasis on both capital growth and income. This objective is pursued by investing in a diversified portfolio of T. Rowe Price stock and bond funds whose allocation (with the exception of the Income Fund) changes over time. The Income Fund pursues this objective by investing in a diversified portfolio consisting of about 40% stocks and 60% bonds whose allocation is fixed over time.

Table 1: The following table shows the default fund that corresponds to your age and details the way in which each fund’s portfolio is allocated among the various asset classes. The table also lists the relative risk/reward potential and expense ratio for each fund.

If you were born...	You are defaulted into...	Your default fund’s neutral investment allocation (as of 9/1/2011) is...		Relative Risk/Reward Potential	Expense Ratio* (as of 5/31/2011)
		Stocks	Bonds		
In 1980 or after	Retirement 2050	90.0%	10.0%	Higher	0.76%
1970–1979	Retirement 2040	90.0%	10.0%	Higher	0.76%
1960–1969	Retirement 2030	84.0%	16.0%	Moderate-Higher	0.74%
1950–1959	Retirement 2020	70.5%	29.5%	Moderate	0.69%
1940–1949	Retirement 2010	53.0%	47.0%	Moderate	0.61%
In 1939 or before	Retirement Income	40.0%	60.0%	Moderate	0.56%

* The *expense ratio*, expressed as an annualized percentage of total assets, is what participants pay for mutual fund operating expenses and management fees. The expense ratio is disclosed in the prospectus.

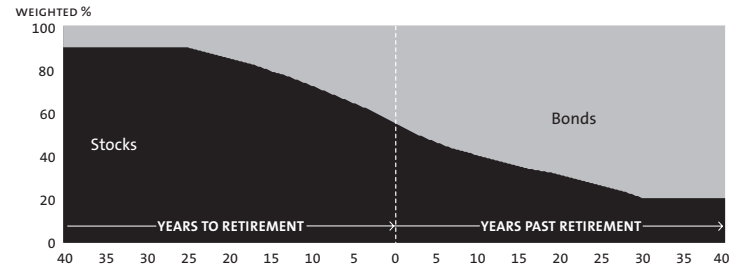
RISK AND RETURN CHARACTERISTICS:

The principal value of the Retirement Funds is not guaranteed at any time, and you may experience losses, including losses near, at, or after the target date, which is the approximate date when investors turn age 65. The funds emphasize potential capital appreciation during the early phases of retirement asset accumulation, balance the need for appreciation with the need for income as retirement approaches, and focus more on income and principal stability during retirement. There is no guarantee that the funds will provide adequate income at and through your retirement.

The Retirement Funds invest in a broad range of underlying mutual funds that include stocks and bonds and are subject to the risks of different areas of the market. *The funds maintain a substantial allocation to stocks both prior to and after the target date, which can result in greater volatility.* The more a Retirement Fund allocates to stock funds, the greater the expected risk. For further details on all risks associated with investment in a fund, please refer to the Retirement Funds’ prospectus.

HOW THE FUNDS’ ASSET ALLOCATIONS CHANGE OVER TIME:

Each fund’s allocation between T. Rowe Price stock and bond funds will change over time according to a predetermined “glide path” as illustrated below. (The glide path represents the shifting of asset classes over time and does not apply to the Income Fund.)



As the illustration shows, each fund’s asset mix becomes more conservative—both prior to and after age 65—as time elapses. Once a fund (other than the Income Fund) reaches its most conservative planned allocation approximately 30 years after its stated target retirement date, its allocation to stocks will remain fixed at approximately 20% of assets. The remainder will be invested 80% in bonds.

The target allocations for bonds are not expected to vary from the glide-path formula by more than plus or minus five percentage points. In the case of stocks, asset allocation is not expected to vary by more than plus or minus five percentage points for U.S. stocks and international stocks, respectively.

FEES AND EXPENSES:

Table 2: As shown in the following table, there are no fees or charges to buy or sell fund shares, reinvest dividends, or exchange into other investment options. While the Retirement Funds themselves impose no fees or charges, they will indirectly bear their pro-rata share of the expenses of the underlying T. Rowe Price stock and bond funds they hold.

Expense Ratios	See Table 1
Redemption Fees	—
12b-1 Fees	0.0%
Front-End Load	0.0%
Back-End Load	0.0%
Transaction Fees	No

For details showing the expenses each fund will bear based on the expected allocation to, and the expected average expense ratio of, the underlying funds in future years, please refer to the Retirement Funds’ prospectus.

Call 1-800-922-9945 to request a prospectus, which includes investment objectives, risks, fees, expenses, and other information that you should read and consider carefully before investing. You can obtain additional information about the fund, including its glide path, on the T. Rowe Price website at rps.troweprice.com.

T. Rowe Price Investment Services, Inc., Distributor.