



MassMutual

PARTICIPATION INVESTORS

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TAX INFORMATION UNDISTRIBUTED CAPITAL GAINS FOR 2012

To Our Shareholders:

For the year ended December 31, 2012, Babson Capital Participation Investors realized \$3,006,592 in net short and long-term capital gains. Taxable net long-term capital gains were \$2,618,572 all of which were retained by the Trust in order to facilitate future growth. The Trust has paid the required capital gains tax on the retained gains. The enclosed IRS Form 2439 reports the federal income tax consequences to you of the retention by Participation Investors of these gains and its payment of the tax.

YOUR PORTION OF RETAINED CAPITAL GAINS

Your proportionate share of the retained capital gains is reported on the enclosed form on Line 1a (\$0.2571 per share) and must be reported on Schedule D of your income tax return as long-term capital gains. For example, Form 2439 instructs individuals to enter this amount on line 11, column (f) of Schedule D (Form 1040).

YOUR SHARE OF THE TAX PAID

Your share of the tax paid by the Trust is shown on Line 2 (\$0.0900 per share) and should be reflected on your tax return as a tax credit (which will reduce your federal income tax liability and may result in a tax refund). For example, Form 2439 instructs individuals to enter this amount on line 70 of Form 1040.

Those shareholders whose accounts are not subject to federal capital gains tax (e.g. charitable organizations, IRAs and Keogh Plans) can claim a refund by filing Form 990-T.

INCREASING THE BASIS IN YOUR SHARES

In addition, you are entitled to increase, for federal income tax purposes, the cost basis of your shares by the excess of Line 1a over Line 2. This amounts to \$0.1671 per share.

THIS IRS FORM 2439 SHOULD BE SAVED AND FILED WITH YOUR REGULAR TAX RETURN TOGETHER WITH IRS FORM 1099-DIV., WHICH WAS MAILED TO YOU IN JANUARY 2013.

Michael L. Klofas
President

January 2013