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Tuesday, April 10, 2007

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Barbara Z Sweeney

Office of the Corporate Secretary
NASD
1735 K Street, NW
Washington, DC 20006-1506

RE: File Number SR-NASD-2004-183, Amendment Number 4

Dear Ms. Sweeney:

I am writing to share my concerns about Amendment No. 4 to SR-NASD-2004-183 ('Proposed Rule') filed by the NASD on March 5, 2007. The NASD is proposing to adopt a new rule, Conduct Rule 2821, to create recommendation requirements (including a suitability obligation), principal review and approval requirements, supervisory procedure requirements, and training requirements tailored specifically to transactions in deferred variable annuities ('VAs').

My practice serves a broad range of clients young and old looking for ways to differ monies for retirement and to keep up with the cost of living increase once retired. VAs do not fit all people but play an important role in servicing my clients. My company currently uses a variety of internal inspections on all annuity sales, maybe if other companies did the same the rules as currently written will continue to work.

Because I have significant concerns about the provisions of the Proposed Rule, I urge the SEC to solicit additional comments from the industry before adopting the Proposed Rule. My concerns include the following:

1. Obligation to Inform Customers of Various Features VA Products - Subsection (b)(1)(A)(i) of the Proposed Rule prohibits a financial advisor from recommending the purchase or exchange of a VA to a customer unless, among other things, it has a reasonable basis to believe that the customer has been informed, in general terms, of 'various' features of VAs including specific features which are delineated in the Proposed Rule. The use of the word 'various' in this provision is objectionable because it creates an unacceptable level of ambiguity. A prior proposal required the disclosure of 'material' features of VAs. This language is preferable and should be reinserted into the Proposed Rule.

2. Product Specific Suitability Criteria - Paragraph (b)(2) of the Proposed Rule provides that a financial advisor must make reasonable efforts to obtain certain product specific suitability information about the customer prior to recommending a VA purchase or exchange. Although I support the NASD's listing of the specific suitability criteria necessary to support a recommendation, I am concerned that certain product specific

criteria listed by the NASD are either unclear or irrelevant to a suitability determination. I have the following specific concerns about the suitability criteria delineated by the rule:

- Investment Experience - NASD's inclusion of 'investment experience' as a criterion for determining suitability should be clarified. Is it the NASD's intention that it apply to the VA itself, the sub-accounts or both? Without some guidance, the industry is exposed to future interpretation without precedent or notice. Further, is it the NASD's perspective that no prior investment experience renders a purchase recommendation unsuitable?

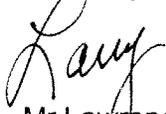
- Intended Use of the Deferred Variable Annuity - I am concerned about the use of the term 'intended use of the VA?' How is this different from the customer's investment objective? Is either estate planning or tax deferral a legitimate "intended use" or would the NASD require a more detailed analysis? I would ask that the NASD further elaborate on the meaning of this term or remove it completely from the rule.

- Existing Assets - The Proposed Rule has been amended to require the financial advisor to make reasonable efforts to obtain information concerning the customer's 'existing assets (including investment and life insurance holdings)...' This language is overly broad in that it could potentially require me to obtain information about assets that have no impact on the suitability of my recommendation (e.g., automobiles or jewelry owned by the customer). I would recommend that the requirement be amended to obligate the representative to make reasonable efforts to obtain information concerning the customer's 'investable assets.'

3.Unintended Consequences - I am concerned that the Proposed Rule will ultimately harm customers by raising the barriers to their access to VA products. Singling out VAs for more stringent suitability requirements is likely to inhibit the sale of this important financial product. The result may very well be that VAs become less available to those who could benefit from them as legitimate vehicles for tax-deferred savings, estate planning, and retirement planning. I recognize that there have been some serious abuses involving the sale and exchanges of VAs. However, I do not believe the sales abuses have occurred because the NASD's rules and enforcement mechanisms were not strong enough to prevent them. Therefore, I urge the NASD to place additional emphasis on the enforcement of the existing Conduct Rules. In addition, I believe that more meaningful disclosures to customers via sponsor-created prospectuses or a disclosure document will ultimately help to eliminate most sales practice abuses.

As a result of these concerns, I urge the SEC to solicit additional industry comment before adopting the Proposed Rule.

Sincerely,



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