

MASSMUTUAL PARTICIPATION INVESTORS

Form N-Q

November 24, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM N-Q

Quarterly Schedule of Portfolio Holdings of  
Registered Management Investment Company

Investment Company Act file number 811-05531

MassMutual Participation Investors

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(Exact name of registrant as specified in charter)

1500 Main Street, Suite 600, Springfield, MA 01115

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(Address of principal executive offices) (Zip code)

Patricia J. Walsh, Vice President and Secretary,  
1500 Main Street, Suite 2800, Springfield, MA 01115

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(Name and address of agent for service)

Registrant's telephone number, including area code: 413-226-1000

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Date of fiscal year end: 12/31

\_\_\_\_\_

Date of reporting period: 09/30/08

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ITEM 1. SCHEDULE OF INVESTMENTS.

## Edgar Filing: MASSMUTUAL PARTICIPATION INVESTORS - Form N-Q

CONSOLIDATED SCHEDULE OF INVESTMENTS  
 September 30, 2008  
 (Unaudited)

MassMutual Participation Investors

|   | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| CORPORATE RESTRICTED SECURITIES - 83.50%: (A)   |  |                              |
| PRIVATE PLACEMENT INVESTMENTS - 79.98%  |  |                              |
| A H C HOLDING COMPANY, INC.   |  |                              |
| A designer and manufacturer of boilers and water heaters for the commercial sector.   |  |                              |
| 15% Senior Subordinated Note due 2015   | \$ 1,253,897   | 11/21/07                     |
| Limited Partnership Interest (B)  | 7.93% int.   | 11/21/07                     |
|   |  |                              |
| A T I ACQUISITION COMPANY   |  |                              |
| A for-profit post-secondary school serving students in Texas, Florida and Arizona.  |  |                              |
| 12% Senior Subordinated Note due 2012   | \$ 1,125,000   | 04/08/04                     |
| Warrant, exercisable until 2012, to purchase preferred stock at \$.01 per share (B)   | 7 shs.   | 11/16/07                     |
| Warrant, exercisable until 2012, to purchase common stock at \$.02 per share (B)  | 1,230 shs.   | 04/08/04                     |
|   |  |                              |
| A W X HOLDINGS CORPORATION  |  |                              |
| A provider of aerial equipment rental, sales and repair services to non-residential construction operating in the State of Indiana. |  |                              |
| 10.5% Senior Secured Term Note due 2014   | \$ 420,000   | 05/15/08                     |
| 13% Senior Subordinated Note due 2015   | \$ 420,000   | 05/15/08                     |
| Common Stock (B)  | 60,000 shs.  | 05/15/08                     |
| Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B)  | 21,099 shs.  | 05/15/08                     |
|   |  |                              |
| ADVANCED TECHNOLOGIES HOLDINGS  |  |                              |
| A provider of factory maintenance services to industrial companies.   |  |                              |
| 15% Senior Subordinated Note due 2013   | \$ 1,096,623   | 12/27/07                     |
| Preferred Stock (B)   | 546 shs.   | 12/27/07                     |
|   |  |                              |
| AERO HOLDINGS, INC.   |  |                              |
| A provider of geospatial services to corporate and government clients.  |  |                              |
| 10.5% Senior Secured Term Note due 2014   | \$ 930,000   | 03/09/07                     |
| 14% Senior Subordinated Note due 2015   | \$ 720,000   | 03/09/07                     |
| Common Stock (B)  | 150,000 shs.   | 03/09/07                     |
| Warrant, exercisable until 2015, to purchase common stock at \$.01 per share (B)  | 37,780 shs.  | 03/09/07                     |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| <br>  |  |                              |
| ALL CURRENT HOLDING COMPANY   |  |                              |
| A specialty re-seller of essential electrical parts and components primarily serving wholesale di                     |  |                              |
| 12% Senior Subordinated Note due 2015   | \$ 603,697   | 09/26/08                     |
| Common Stock (B)  | 713 shs.   | 09/26/08                     |
| Warrant, exercisable until 2018, to purchase<br>common stock at \$.01 per share (B)                                   | 507 shs.   | 09/26/08                     |
| <br>  |  |                              |
| AMERICAN HOSPICE MANAGEMENT HOLDING LLC   |  |                              |
| A for-profit hospice care provider in the United States.  |  |                              |
| 12% Senior Subordinated Note due 2013   | \$ 1,687,503   | *                            |
| Preferred Class A Unit (B)  | 1,706 uts.   | **                           |
| Preferred Class B Unit (B)  | 808 uts.   | 06/09/08                     |
| Common Class B Unit (B)   | 16,100 uts.  | 01/22/04                     |
| Common Class D Unit (B)   | 3,690 uts.   | 09/12/06                     |
| <br>  |  |                              |
| ARROW TRU-LINE HOLDINGS, INC.   |  |                              |
| A manufacturer of hardware for residential and commercial overhead garage doors in North America.                     |  |                              |
| 12% Senior Subordinated Note due 2012   | \$ 861,702   | 05/18/05                     |
| Common Stock (B)  | 263 shs.   | 05/18/05                     |
| Warrant, exercisable until 2012, to purchase<br>common stock at \$.01 per share (B)                                   | 69 shs.  | 05/18/05                     |
| <br>  |  |                              |
| BRAVO SPORTS HOLDING CORPORATION  |  |                              |
| A designer and marketer of niche branded consumer products including canopies, trampolines, in-li<br>urethane wheels. |  |                              |
| 12.5% Senior Subordinated Note due 2014   | \$ 1,207,902   | 06/30/06                     |
| Preferred Stock Class A (B)   | 465 shs.   | 06/30/06                     |
| Common Stock (B)  | 1 sh.  | 06/30/06                     |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B)                                   | 164 shs.   | 06/30/06                     |
| <br>  |  |                              |
| C D N T, INC.   |  |                              |
| A value-added converter and distributor of specialty pressure sensitive adhesives, foams, films,                      |  |                              |
| 10.5% Senior Secured Term Note due 2014   | \$ 429,070   | 08/07/08                     |
| 12.5% Senior Subordinated Note due 2015   | \$ 429,070   | 08/07/08                     |
| Common Stock (B)  | 41,860 shs.  | 08/07/08                     |
| Warrant, exercisable until 2018, to purchase<br>common stock at \$.01 per share (B)                                   | 32,914 shs.  | 08/07/08                     |

\* 01/22/04 and 06/09/08.

\*\* 01/22/04 and 09/12/06.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited) MassMutual Participation Investors

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| CAPESUCCESS LLC   |  |                              |
| A provider of diversified staffing services.  |  |                              |
| Preferred Membership Interests (B)  | 806 uts.   | 04/29/00                     |
| Common Membership Interests (B)   | 10,421 uts.  | 04/29/00                     |
| CAPITAL SPECIALTY PLASTICS, INC.  |  |                              |
| A producer of desiccant strips used for packaging pharmaceutical products.                        |  |                              |
| Common Stock (B)  | 55 shs.  | *                            |
| COEUR, INC.   |  |                              |
| A producer of proprietary, disposable power injection syringes.                                   |  |                              |
| 8.75% Senior Secured Term Note due 2010   | \$ 141,304   | 04/30/03                     |
| 11.5% Senior Subordinated Note due 2011   | \$ 242,754   | 04/30/03                     |
| Common Stock (B)  | 72,464 shs.  | 04/30/03                     |
| Warrant, exercisable until 2010, to purchase<br>common stock at \$.01 per share (B)               | 50,099 shs.  | 04/30/03                     |
| CONNECTICUT ELECTRIC, INC.  |  |                              |
| A supplier and distributor of electrical products sold into the retail and wholesale markets.     |  |                              |
| 12% Senior Subordinated Note due 2014   | \$ 1,267,387   | 01/12/07                     |
| Limited Liability Company Unit Class A (B)  | 82,613 uts.  | 01/12/07                     |
| Limited Liability Company Unit Class C (B)  | 59,756 uts.  | 01/12/07                     |
| CONNOR SPORT COURT INTERNATIONAL, INC.  |  |                              |
| A designer and manufacturer of outdoor and indoor synthetic sports flooring and other temporary f |  |                              |
| Preferred Stock Series B-2 (B)  | 9,081 shs.   | 07/05/07                     |
| Preferred Stock Series C (B)  | 4,757 shs.   | 07/05/07                     |
| Common Stock (B)  | 380 shs.   | 07/05/07                     |
| Limited Partnership Interest (B)  | 4.43% int.   | **                           |
| COREPHARMA LLC  |  |                              |
| A manufacturer of oral dose generic pharmaceuticals targeted at niche applications.               |  |                              |
| 12% Senior Subordinated Note due 2013   | \$ 1,350,000   | 08/04/05                     |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.001 per share (B)              | 10 shs.  | 08/04/05                     |

\* 12/30/97 and 05/29/99.

\*\* 08/12/04 and 01/14/05.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
September 30, 2008  
(Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| <b>CRANE RENTAL CORPORATION</b>   |  |                              |
| A crane rental company.   |  |                              |
| 13% Senior Subordinated Note due 2015   | \$ 1,215,000   | 08/21/08                     |
| Common Stock (B)  | 135,000 shs.   | 08/21/08                     |
| Warrant, exercisable until 2016, to purchase<br>common stock at \$.01 per share (B)   | 72,037 shs.  | 08/21/08                     |
| <b>DAVIS-STANDARD LLC</b>   |  |                              |
| A manufacturer, assembler, and installer of a broad range of capital equipment that is used in the processing of plastic materials. |  |                              |
| 12% Senior Subordinated Note due 2014   | \$ 978,261   | 10/30/06                     |
| Limited Partnership Interest (B)  | 0.97% int.   | 10/30/06                     |
| Warrant, exercisable until 2014, to purchase<br>preferred stock at \$.01 per share (B)  | 26 shs.  | 10/30/06                     |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B)   | 18 shs.  | 10/30/06                     |
| <b>DIVERSCO, INC./DHI HOLDINGS, INC.</b>  |  |                              |
| A contract provider of janitorial and equipment maintenance services and temporary production labor.                                |  |                              |
| Membership Interests of MM/Lincap<br>Diversco Investments Ltd. LLC (B)  | 13.57% int.  | 08/27/98                     |
| Preferred Stock (B)   | 1,639 shs.   | 12/14/01                     |
| Warrants, exercisable until 2011, to purchase<br>common stock of DHI Holdings, Inc. at \$.01 per share (B)                          | 6,676 shs.   | *                            |
| <b>DUNCAN SYSTEMS, INC.</b>   |  |                              |
| A distributor of windshields and side glass for the recreational vehicle market.  |  |                              |
| 10% Senior Secured Term Note due 2013   | \$ 308,571   | 11/01/06                     |
| 13% Senior Subordinated Note due 2014   | \$ 488,572   | 11/01/06                     |
| Common Stock (B)  | 102,857 shs.   | 11/01/06                     |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B)   | 32,294 shs.  | 11/01/06                     |
| <b>DWYER GROUP, INC.</b>  |  |                              |
| A franchiser of a variety of home repair services.  |  |                              |
| Common Stock (B)  | 3,656 shs.   | **                           |
| Warrant, exercisable until 2011, to purchase<br>common stock at \$.01 per share (B)   | 1,077 shs.   | 10/30/03                     |

\* 10/24/96 and 08/28/98.

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\*\* 10/30/03 and 01/02/04.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited) MassMutual Participation Investors

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage | Acquisition<br>Date |
|---|---|---------------------|
| <b>E S P HOLDCO, INC.</b>   |   |                     |
| A manufacturer of power protection technology for commercial office equipment, primarily supplying network. |   |                     |
| 14% Senior Subordinated Note due 2015   | \$ 1,186,688  | 01/08/08            |
| Common Stock (B)  | 349 shs.  | 01/08/08            |
| <b>E X C ACQUISITION CORPORATION</b>  |   |                     |
| A manufacturer of pre-filled syringes and pump systems used for intravenous drug delivery.                  |   |                     |
| Warrant, exercisable until 2014, to purchase common stock at \$.01 per share (B)                            | 11 shs.   | 06/28/04            |
| <b>ELECTRA BICYCLE COMPANY LLC</b>  |   |                     |
| A designer and marketer of branded leisure bicycles.  |   |                     |
| 15.5% Senior Secured Term Note A due 2009   | \$ 36,437   | 04/12/07            |
| 10.5% Senior Secured Term Note B due 2012   | \$ 360,729  | 04/12/07            |
| 12% Senior Secured Term Note C due 2012   | \$ 291,498  | 04/12/07            |
| Limited Liability Company Unit Series F   | 36,913 uts.   | 04/12/07            |
| Limited Liability Company Unit Series G   | 2,852 uts.  | 04/12/07            |
| <b>ENZYMATIC THERAPY, INC.</b>  |   |                     |
| A manufacturer and distributor of branded natural medicines and nutritional supplements.                    |   |                     |
| Limited Partnership Interest (B)  | 0.70% int.  | 03/30/00            |
| Warrant, exercisable until 2009, to purchase common stock at \$.01 per share (B)                            | 15,415 shs.   | 03/30/00            |
| <b>EVANS CONSOLES, INC.</b>   |   |                     |
| A designer and manufacturer of consoles and control center systems.   |   |                     |
| Common Stock (B)  | 45,000 shs.   | 05/06/04            |
| <b>F H S HOLDINGS LLC</b>   |   |                     |
| A national provider of customized disease management services to large self-insured employers.              |   |                     |
| 12% Senior Subordinated Note due 2014   | \$ 1,265,625  | 06/01/06            |
| Preferred Unit (B)  | 84 uts.   | 06/01/06            |
| Common Unit Class B (B)   | 734 shs.  | 06/01/06            |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| <b>FLUTES, INC.</b>   |  |                              |
| An independent manufacturer of micro fluted corrugated sheet material for the food and consumer p         |  |                              |
| 10% Senior Secured Term Note due 2013   | \$ 524,791   | 04/13/06                     |
| 14% Senior Subordinated Note due 2014   | \$ 317,177   | 04/13/06                     |
| Common Stock (B)  | 62,535 shs.  | 04/13/06                     |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B)                       | 17,680 shs.  | 04/13/06                     |
| <b>FOWLER HOLDING, INC.</b>   |  |                              |
| A provider of site development services to residential homebuilders and developers in the Raleigh         |  |                              |
| 12% Senior Subordinated Note due 2013   | \$ 1,252,174   | 02/03/06                     |
| Common Stock (B)  | 98 shs.  | 02/03/06                     |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.01 per share (B)                       | 135 shs.   | 02/03/06                     |
| <b>FUEL SYSTEMS HOLDING CORPORATION</b>   |  |                              |
| An independent North American supplier of fuel tanks for a wide variety of commercial vehicles.           |  |                              |
| 12% Senior Subordinated Note due 2014   | \$ 1,237,500   | 01/31/06                     |
| Preferred Stock (B)   | 16,792 shs.  | 06/12/08                     |
| Common Stock (B)  | 112,500 shs.   | 01/31/06                     |
| Warrant, exercisable until 2016, to purchase<br>common stock at \$.01 per share (B)                       | 73,275 shs.  | 01/31/06                     |
| <b>GOLDEN COUNTY FOODS HOLDING, INC.</b>  |  |                              |
| A manufacturer of frozen appetizers and snacks.   |  |                              |
| 12% Senior Subordinated Note due 2015   | \$ 1,012,500   | 11/01/07                     |
| 8% Series A Convertible Preferred Stock, convertible into<br>4.25% of the fully diluted common shares (B) | 77,643 shs.  | 11/01/07                     |
| <b>GQ HOLDINGS LLC</b>  |  |                              |
| A developer and distributor of tools, equipment, and supplies to the natural and engineered stone         |  |                              |
| 15% Senior Subordinated Note due 2015   | \$ 1,217,159   | 06/27/08                     |
| Common Stock (B)  | 3,867 shs.   | 06/27/08                     |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008

MassMutual Participation Investors

## Edgar Filing: MASSMUTUAL PARTICIPATION INVESTORS - Form N-Q

(Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| <br>  |  |                              |
| H M HOLDING COMPANY   |  |                              |
| A designer, manufacturer, and importer of promotional and wood furniture.                                 |  |                              |
| 12% Senior Subordinated Note due 2013 (D)   | \$ 1,170,000   | 02/10/06                     |
| Preferred Stock (B)   | 21 shs.  | *                            |
| Common Stock (B)  | 180 shs.   | 02/10/06                     |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.02 per share (B)                       | 67 shs.  | 02/10/06                     |
| <br>  |  |                              |
| HIGHGATE CAPITAL LLC  |  |                              |
| An acquirer of controlling or substantial interests in manufacturing and marketing entities.              |  |                              |
| Series A Preferred Units (B)  | 0.30% int.   | 07/21/94                     |
| <br>  |  |                              |
| HOME DeCOR HOLDING COMPANY  |  |                              |
| A designer, manufacturer and marketer of framed art and wall decor products.                              |  |                              |
| 12.5% Senior Subordinated Note due 2012   | \$ 1,081,731   | **                           |
| Common Stock (B)  | 33 shs.  | **                           |
| Warrant, exercisable until 2012, to purchase<br>common stock at \$.02 per share (B)                       | 106 shs.   | **                           |
| <br>  |  |                              |
| HOSPITALITY MINTS HOLDING COMPANY   |  |                              |
| A manufacturer of individually-wrapped imprinted promotional mints.                                       |  |                              |
| 12% Senior Subordinated Note due 2016   | \$ 1,098,837   | 08/19/08                     |
| Common Stock (B)  | 251 shs.   | 08/19/08                     |
| Warrant, exercisable until 2016, to purchase<br>common stock at \$.01 per share (B)                       | 65 shs.  | 08/19/08                     |
| <br>  |  |                              |
| INSURANCE CLAIMS MANAGEMENT, INC.   |  |                              |
| A third party administrator providing auto and property claim administration services for insurance       |  |                              |
| Common Stock (B)  | 37 shs.  | 02/27/07                     |
| Warrant, exercisable until 2011, to purchase<br>common stock at \$.01 per share (B)                       | 11 shs.  | 02/27/07                     |
| <br>  |  |                              |
| INTEGRATION TECHNOLOGY SYSTEMS, INC.  |  |                              |
| A manufacturer of steel protective computer and network systems for the industrial and office environment |  |                              |
| 12% Senior Secured Note due on demand   | \$ 25,055  | 03/01/04                     |
| Common Stock (B)  | 130 shs.   | 06/01/00                     |

\* 09/18/07 and 06/27/08.

\*\* 06/30/04 and 08/19/04.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)



## Edgar Filing: MASSMUTUAL PARTICIPATION INVESTORS - Form N-Q

September 30, 2008

(Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| <br>  |  |                              |
| JASON, INC.   |  |                              |
| A diversified manufacturing company serving various industrial markets.                                   |  |                              |
| 13% Senior Subordinated Note due 2010   | \$ 510,187   | 08/04/00                     |
| Limited Partnership Interest of   |  |                              |
| Saw Mill Capital Fund II, L.P. (B)  | 1.30% int.   | 08/03/00                     |
| Warrant, exercisable until 2010, to purchase<br>common stock at \$.01 per share (B)                       | 26,931 shs.  | 08/04/00                     |
| <br>  |  |                              |
| JUSTRITE MANUFACTURING ACQUISITION CO.  |  |                              |
| A manufacturer of safety products such as storage cabinets and containers.                                |  |                              |
| 12% Senior Subordinated Note due 2011   | \$ 843,750   | 12/15/04                     |
| Warrant, exercisable until 2011, to purchase<br>common stock at \$.01 per share (B)                       | 594 shs.   | 12/15/04                     |
| <br>  |  |                              |
| K H O F HOLDINGS, INC.  |  |                              |
| A manufacturer of premium disposable tableware products serving both the foodservice and consumer         |  |                              |
| 14% Senior Subordinated Note due 2014   | \$ 1,250,794   | 10/15/07                     |
| Common Stock (B)  | 116,827 shs.   | 10/15/07                     |
| <br>  |  |                              |
| K N B HOLDINGS CORPORATION  |  |                              |
| A designer, manufacturer and marketer of products for the custom framing market.                          |  |                              |
| 13.5% Senior Subordinated Note due 2013   | \$ 1,319,800   | 05/25/06                     |
| Common Stock (B)  | 71,053 shs.  | 05/25/06                     |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.01 per share (B)                       | 43,600 shs.  | 05/25/06                     |
| <br>  |  |                              |
| K P I HOLDINGS, INC.  |  |                              |
| Pace Industries, a subsidiary of Leggett & Platt, is the largest player in the U.S. non-automotive        |  |                              |
| 13% Senior Subordinated Note due 2014   | \$ 1,115,217   | 07/16/08                     |
| Common Stock (B)  | 235 shs.   | 07/15/08                     |
| Warrant, exercisable until 2018, to purchase<br>common stock at \$.01 per share (B)                       | 51 shs.  | 07/16/08                     |
| <br>  |  |                              |
| K W P I HOLDINGS CORPORATION  |  |                              |
| A manufacturer and distributor of vinyl windows and patio doors throughout the northwestern United States |  |                              |
| 12% Senior Subordinated Note due 2014   | \$ 1,227,000   | 03/14/07                     |
| Common Stock (B)  | 123 shs.   | 03/13/07                     |
| Warrant, exercisable until 2017, to purchase<br>common stock at \$.01 per share (B)                       | 89 shs.  | 03/14/07                     |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited)

MassMutual Participation Investors

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| <b>K-TEK HOLDING CORPORATION</b>  |  |                              |
| A manufacturer of instrumentation for liquid and bulk solids level detection for process and storage  |  |                              |
| 14% Senior Secured Note due 2015  | \$ 1,169,454   | 12/20/07                     |
| Preferred Stock (B)   | 192,314 shs.   | 12/20/07                     |
| Common Stock (B)  | 54,326 shs.  | 12/20/07                     |
| <br>  |  |                              |
| <b>M V I HOLDING, INC.</b>  |  |                              |
| A manufacturer of large precision machined metal components used in equipment which services a variety of the oil & gas, mining, and defense markets. |  |                              |
| 13% Senior Subordinated Note due 2016   | \$ 642,857   | 09/12/08                     |
| Common Stock (B)  | 32 shs.  | 09/12/08                     |
| Warrant, exercisable until 2018, to purchase<br>common stock at \$.01 per share (B)   | 35 shs.  | 09/12/08                     |
| <br>  |  |                              |
| <b>MAIL COMMUNICATIONS GROUP, INC.</b>  |  |                              |
| A provider of mail processing and handling services, lettershop services, and commercial printing   |  |                              |
| 12.5% Senior Subordinated Note due 2014   | \$ 516,177   | 05/04/07                     |
| Limited Liability Company Unit (B)  | 12,763 uts.  | *                            |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B)   | 1,787 shs.   | 05/04/07                     |
| <br>  |  |                              |
| <b>MAVERICK ACQUISITION COMPANY</b>   |  |                              |
| A manufacturer of capsules that cover the cork and neck of wine bottles.  |  |                              |
| 7.19% Senior Secured Tranche A Note due 2010 (C)  | \$ 210,124   | 09/03/04                     |
| 12% Senior Secured Tranche B Note due 2011  | \$ 179,104   | 09/03/04                     |
| Limited Partnership Interest (B)  | 4.48% int.   | 09/03/04                     |
| Warrant, exercisable until 2011, to purchase<br>common stock at \$.01 per share (B)   | 243 shs.   | 09/03/04                     |
| <br>  |  |                              |
| <b>MEDSYSTEMS HOLDINGS LLC</b>  |  |                              |
| A manufacturer of enteral feeding products, such as feeding tubes and other products related to a variety of medical conditions                       |  |                              |
| 13% Senior Subordinated Note due 2015   | \$ 607,878   | 08/29/08                     |
| Preferred Unit (B)  | 66 uts.  | 08/29/08                     |
| Common Unit Class A (B)   | 671 uts.   | 08/29/08                     |
| Common Unit Class B (B)   | 250 uts.   | 08/29/08                     |

\* 05/04/07 and 01/02/08.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| <b>MEGTEC HOLDINGS, INC.</b>  |  |                              |
| A supplier of industrial and environmental products and services to a broad array of industries, converting, pharmaceutical, electronic, chemical, wood processing, and coal mining industries. |  |                              |
| 12% Senior Subordinated Note due 2016   | \$ 1,144,068   | 09/24/08                     |
| Preferred Stock (B)   | 56 shs.  | 09/24/08                     |
| Limited Partnership Interest (B)  | 205,932 int.   | 09/16/08                     |
| Warrant, exercisable until 2018, to purchase<br>common stock at \$.01 per share (B)   | 18 shs.  | 09/24/08                     |
| <b>MICROGROUP, INC.</b>   |  |                              |
| A manufacturer of precision parts and assemblies, and a value-added supplier of metal tubing and  |  |                              |
| 12% Senior Subordinated Note due 2013   | \$ 1,421,795   | *                            |
| Common Stock (B)  | 238 shs.   | *                            |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.02 per share (B)   | 87 shs.  | *                            |
| <b>MILWAUKEE GEAR COMPANY</b>   |  |                              |
| A manufacturer of high-precision custom gears and gear drives used by original equipment manufactu  |  |                              |
| 13% Senior Subordinated Note due 2014   | \$ 1,246,154   | 07/21/08                     |
| Preferred Stock (B)   | 139 shs.   | 07/21/08                     |
| Common Stock (B)  | 9 shs.   | 07/21/08                     |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B)   | 6 shs.   | 07/21/08                     |
| <b>MOMENTUM HOLDING CO.</b>   |  |                              |
| A designer and supplier of upholstery fabric to commercial furniture manufacturers and architectu   |  |                              |
| Limited Partnership Interest (B)  | 11.24% int.  | 08/04/06                     |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.02 per share (B)   | 586 shs.   | 08/04/06                     |
| <b>MONESSEN HOLDING CORPORATION</b>   |  |                              |
| A designer and manufacturer of a broad line of gas, wood, and electric hearth products and access   |  |                              |
| 14% Senior Subordinated Note due 2014   | \$ 1,439,663   | 07/25/08                     |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.02 per share (B)   | 81 shs.  | 03/31/06                     |

\* 08/12/05 and 09/11/06.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited) MassMutual Participation Investors

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)   | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage | Acquisition<br>Date |
|--|---|---------------------|
|  | -----   | -----               |
| <b>MORTON INDUSTRIAL GROUP, INC.</b>   |   |                     |
| A manufacturer of highly engineered metal fabricated components.   |   |                     |
| 12% Senior Subordinated Note due 2014 (D)  | \$ 1,292,246  | 08/25/06            |
| 30% Convertible Preferred Stock (B)  | 41,289 shs.   | 07/28/08            |
| <b>NABCO, INC.</b>   |   |                     |
| A producer of explosive containment vessels in the United States.  |   |                     |
| 14% Senior Subordinated Note due 2014  | \$ 403,451  | 02/24/06            |
| Limited Liability Company Unit (B)   | 437 uts.  | *                   |
| Warrant, exercisable until 2016, to purchase<br>common stock at \$.01 per share (B)                                    | 68 shs.   | 02/24/06            |
| <b>NAVIS GLOBAL</b>  |   |                     |
| A designer, manufacturer, seller and servicer of finishing machinery for the knit and woven segments.                  |   |                     |
| 12% Senior Subordinated Note due 2014 (D)  | \$ 705,457  | 05/28/04            |
| 8.75% Senior Secured Note due 2011 (D)   | \$ 327,478  | 05/28/04            |
| Common Stock (B)   | 385,233 shs.  | 05/28/04            |
| Warrant, exercisable until 2012, to purchase<br>common stock at \$.01 per share (B)                                    | 116,521 shs.  | 05/28/04            |
| <b>NESCO HOLDINGS CORPORATION</b>  |   |                     |
| A sales and leasing company that provides equipment to the electric utility, telecommunications, and other industries. |   |                     |
| 12% Senior Subordinated Note due 2015  | \$ 1,125,000  | 08/02/07            |
| Common Stock (B)   | 225,000 shs.  | 08/02/07            |
| Warrant, exercisable until 2015, to purchase<br>common stock at \$.01 per share (B)                                    | 63,191 shs.   | 08/02/07            |
| <b>NETSHAPE TECHNOLOGIES, INC.</b>   |   |                     |
| A manufacturer of powder metal and metal injection molded precision components used in industrial machinery.           |   |                     |
| 12% Senior Subordinated Note due 2014  | \$ 810,000  | 02/02/07            |
| Limited Partnership Interest of<br>Saw Mill PCG Partners LLC (B)   | 1.38% int.  | 02/01/07            |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B)                                    | 48 shs.   | 02/02/07            |

\* 02/24/06 and 06/22/07.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
September 30, 2008  
(Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)   | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|--|--|------------------------------|
| <b>NYLONCRAFT, INC.</b>  |  |                              |
| A supplier of engineered plastic components for the automotive industry.   |  |                              |
| 9% Senior Secured Note due 2009  | \$ 464,286   | 01/28/02                     |
| 11.5% Senior Subordinated Note due 2012  | \$ 857,143   | 01/28/02                     |
| Common Stock (B)   | 178,571 shs.   | 01/28/02                     |
| Warrant, exercisable until 2012, to purchase<br>common stock at \$.01 per share (B)  | 138,928 shs.   | 01/28/02                     |
| <b>OAKRIVER TECHNOLOGY, INC.</b>   |  |                              |
| Designs, engineers and assembles high precision automated process equipment for the medical device<br>defibrillators and stents. |  |                              |
| 10% Senior Secured Note due 2012   | \$ 298,260   | 01/03/06                     |
| 13% Senior Subordinated Note due 2013  | \$ 392,709   | 01/03/06                     |
| Common Stock (B)   | 184,176 shs.   | 01/03/06                     |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.01 per share (B)  | 43,073 shs.  | 01/03/06                     |
| <b>OLYMPIC SALES, INC.</b>   |  |                              |
| A boat retailer in Washington state, Oregon, California and British Columbia.  |  |                              |
| 12% Senior Subordinated Note due 2008 (D)  | \$ 511,000   | 08/07/98                     |
| 12% Senior Subordinated Note due 2008 (D)  | \$ 244,154   | 02/09/00                     |
| Limited Partnership Interest of Riverside<br>VIII, VIII-A and VIII-B Holding Company, L.P.                                       | 10.66% int.  | *                            |
| Warrants, exercisable until 2008, to purchase<br>common stock at \$.01 per share (B)   | 15,166 shs.  | **                           |
| <b>ONTARIO DRIVE &amp; GEAR LTD.</b>   |  |                              |
| A manufacturer of all-wheel drive, off-road amphibious vehicles and related accessories.   |  |                              |
| Limited Liability Company Unit (B)   | 1,942 uts.   | 01/17/06                     |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.01 per share (B)  | 328 shs.   | 01/17/06                     |
| <b>P A S HOLDCO LLC</b>  |  |                              |
| An independent provider of maintenance, repair and overhaul services to the aerospace gas turbine                                |  |                              |
| 14% Senior Subordinated Note due 2014  | \$ 1,194,205   | 07/03/06                     |
| Preferred Unit (B)   | 202 uts.   | 07/03/06                     |
| Preferred Unit (B)   | 36 uts.  | 07/03/06                     |
| Common Unit Class I (B)  | 78 uts.  | 07/03/06                     |
| Common Unit Class L (B)  | 17 uts.  | 07/03/06                     |

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\* 08/07/98, 02/23/99, 12/22/99 and 02/25/03.

\*\* 08/07/98 and 02/29/00.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008

MassMutual Participation Investors

(Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)   | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|--|--|------------------------------|
| P I I HOLDING CORPORATION  |  |                              |
| A manufacturer of plastic film and bags for the general industrial, medical, and food industries.  |  |                              |
| 12% Senior Subordinated Note due 2013  | \$ 1,215,000   | 03/31/06                     |
| Preferred Stock (B)  | 19 shs.  | 03/31/06                     |
| Common Stock (B)   | 12 shs.  | 03/31/06                     |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.01 per share (B)  | 7 shs.   | 03/31/06                     |
| PACIFIC CONSOLIDATED HOLDINGS LLC  |  |                              |
| A manufacturer of rugged, mobile liquid and gaseous oxygen and nitrogen generating systems used in<br>and medical sectors.   |  |                              |
| 12% Senior Subordinated Note due 2012  | \$ 690,683   | 04/27/07                     |
| Limited Liability Company Unit (B)   | 928,962 uts.   | 04/27/07                     |
| PARADIGM PACKAGING, INC.   |  |                              |
| A manufacturer of plastic bottles and closures for the nutritional, pharmaceutical, personal care<br>and medical sectors.  |  |                              |
| 12% Senior Subordinated Note due 2011  | \$ 1,125,000   | 12/19/00                     |
| Membership Interests of MM/Lincap<br>PPI Investments, Inc., LLC (B)  | 1.28% int.   | 12/21/00                     |
| POSTLE ALUMINUM COMPANY LLC  |  |                              |
| A manufacturer and distributor of aluminum extruded products.  |  |                              |
| 12% Senior Subordinated Note due 2014  | \$ 1,080,000   | 10/02/06                     |
| Limited Liability Company Unit   | 733 uts.   | 10/02/06                     |
| Warrant, exercisable until 2016, to purchase<br>common stock at \$.01 per share (B)  | 182 shs.   | 10/02/06                     |
| POWER SERVICES HOLDING COMPANY   |  |                              |
| A provider of industrial motor repair services, predictive and preventative maintenance, and performance<br>serving the petrochemical, mining, power generation, metals, and paper industries. |  |                              |
| 12% Senior Subordinated Note due 2016  | \$ 1,255,814   | 02/11/08                     |
| Limited Partnership Interest (B)   | 94,092 int.  | 02/11/08                     |
| Warrant, exercisable until 2016, to purchase<br>common stock at \$.01 per share (B)  | 700 shs.   | 02/11/08                     |
| PROTEIN GENETICS, INC.   |  |                              |

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A producer of bovine artificial insemination products, related breeding and healthcare products a dairy and beef industries.

|  |          |          |
|--|----------|----------|
| 9.8% Redeemable Exchangeable Preferred Stock (B) | 332 shs. | 08/12/94 |
| Common Stock (B)                                 | 867 shs. | *        |

\* 08/12/94 and 11/14/01.

### CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008

MassMutual Participation Investors

(Unaudited)

|  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage | Acquisition<br>Date |
|--|---|---------------------|
| CORPORATE RESTRICTED SECURITIES: (A) (Continued)   | -----   | -----               |
| <b>QUALIS AUTOMOTIVE LLC</b>   |   |                     |
| A distributor of aftermarket automotive brake and chassis products.  |   |                     |
| 12% Senior Subordinated Note due 2012  | \$ 937,500  | 05/28/04            |
| Common Stock   | 187,500 shs.  | 05/28/04            |
| Warrant, exercisable until 2012, to purchase<br>common stock at \$.01 per share  | 199,969 shs.  | 05/28/04            |
| <b>QUALSERV CORPORATION</b>  |   |                     |
| A provider of foodservice equipment and supplies to major restaurant chains and their franchisees  |   |                     |
| Limited Partnership Interest (B)   | 4.90% int.  | 07/09/04            |
| <b>R A J MANUFACTURING HOLDINGS LLC</b>  |   |                     |
| A designer and manufacturer of women's swimwear sold under a variety of licensed brand names.  |   |                     |
| 12.5% Senior Subordinated Note due 2014  | \$ 1,200,277  | 12/15/06            |
| Limited Liability Company Unit (B)   | 1,497 uts.  | 12/15/06            |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B)  | 2 shs.  | 12/15/06            |
| <b>R E I DELAWARE HOLDING, INC.</b>  |   |                     |
| An engineer and manufacturer of highly complex, close tolerance components, assemblies, tooling a<br>primarily for aerospace, medical and defense/radar markets. |   |                     |
| 12% Senior Subordinated Note due 2016  | \$ 1,350,000  | 01/18/08            |
| Warrant, exercisable until 2018, to purchase<br>common stock at \$.01 per share (B)  | 3 shs.  | 01/18/08            |
| <b>RADIAC ABRASIVES, INC.</b>  |   |                     |
| A manufacturer of bonded abrasive and super abrasive grinding wheels in the United States.   |   |                     |
| 12% Senior Subordinated Note due 2014  | \$ 1,196,809  | 02/10/06            |
| Common Stock (B)   | 153,191 shs.  | 02/10/06            |
| Warrant, exercisable until 2016, to purchase<br>common stock at \$.01 per share (B)  | 69,647 shs.   | 02/10/06            |

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### ROYAL BATHS MANUFACTURING COMPANY

A manufacturer and distributor of acrylic and cultured marble bathroom products.

|   |            |          |
|---|------------|----------|
| 12.5% Senior Subordinated Note due 2011   | \$ 562,500 | 11/14/03 |
| Warrant, exercisable until 2011, to purchase<br>common stock at \$.01 per share (B) | 74 shs.    | 11/14/03 |

### SAFETY SPEED CUT MANUFACTURING COMPANY, INC.

A manufacturer of vertical panel saws and routers for the wood working industry.

|                          |          |          |
|--------------------------|----------|----------|
| Class B Common Stock (B) | 846 shs. | 06/02/99 |
|--------------------------|----------|----------|

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### CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008

MassMutual Participation Investors

(Unaudited)

|   | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage | Acquisition<br>Date |
|---|---|---------------------|
| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | -----   | -----               |
| <br>  |   |                     |
| <b>SAVAGE SPORTS HOLDING, INC.</b>  |   |                     |
| A manufacturer of sporting firearms.  |   |                     |
| 12% Senior Subordinated Note due 2012   | \$ 814,655  | 09/10/04            |
| Common Stock (B)  | 324 shs.  | *                   |
| Warrant, exercisable until 2012, to purchase<br>common stock at \$.01 per share (B)               | 71 shs.   | 09/10/04            |
| <br>  |   |                     |
| <b>SMART SOURCE HOLDINGS LLC</b>  |   |                     |
| A short-term computer rental company.   |   |                     |
| 12% Senior Subordinated Note due 2015   | \$ 1,176,924  | **                  |
| Limited Liability Company Unit (B)  | 328 uts.  | **                  |
| Warrant, exercisable until 2015, to purchase<br>common stock at \$.01 per share (B)               | 83 shs.   | **                  |
| <br>  |   |                     |
| <b>SPECIALTY FOODS GROUP, INC.</b>  |   |                     |
| A manufacturer and distributor of branded meat products.  |   |                     |
| Limited Partnership Interest of MHD Holdings LLC (B)  | 0.76% int.  | 08/29/00            |
| <br>  |   |                     |
| <b>STANTON CARPET HOLDING CO.</b>   |   |                     |
| A designer and marketer of high and mid-priced decorative carpets and rugs.                       |   |                     |
| 12.13% Senior Subordinated Note due 2014  | \$ 1,185,366  | 08/01/06            |
| Common Stock (B)  | 165 shs.  | 08/01/06            |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.02 per share (B)               | 55 shs.   | 08/01/06            |
| <br>  |   |                     |
| <b>SYNTERACT HOLDINGS CORPORATION</b>   |   |                     |
| A provider of outsourced clinical trial management services to pharmaceutical and biotechnology c |   |                     |
| 14% Senior Subordinated Note due 2016   | \$ 1,350,000  | 09/02/08            |
| Warrant, exercisable until 2018, to purchase  |   |                     |



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|   |            |          |
|---|------------|----------|
| preferred stock at \$.01 per share (B)  | 678 shs.   | 09/02/08 |
| Warrant, exercisable until 2018, to purchase<br>common stock at \$.01 per share (B) | 6,778 shs. | 09/02/08 |

T H I ACQUISITION, INC.

A machine servicing company providing value-added steel services to long steel products.

|   |              |          |
|---|--------------|----------|
| 12% Senior Subordinated Note due 2016   | \$ 1,350,000 | 01/14/08 |
| Warrant, exercisable until 2016, to purchase<br>common stock at \$.01 per share (B) | 5 shs.       | 01/14/08 |

\* 09/10/04 and 10/05/07.

\*\* 08/31/07 and 03/06/08.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
September 30, 2008  
(Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued)  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage<br>----- | Acquisition<br>Date<br>----- |
|---|--|------------------------------|
| <b>TANGENT RAIL CORPORATION</b>   |  |                              |
| A manufacturer of rail ties and provider of specialty services to the North American railroad industry.   |  |                              |
| 13% Senior Subordinated Note due 2015   | \$ 1,173,909   | 10/14/05                     |
| Common Stock  | 1,167 shs.   | 10/14/05                     |
| Warrant, exercisable until 2015, to purchase<br>common stock at \$.01 per share   | 631 shs.   | 09/30/08                     |
| <b>TERRA RENEWAL LLC</b>  |  |                              |
| A provider of wastewater residual management and required environmental reporting, permitting, and record keeping to companies involved in poultry and food processing. |  |                              |
| 6.74% Senior Secured Tranche B Note due 2012 (C)  | \$ 14,838  | *                            |
| 7.05% Senior Secured Tranche B Note due 2012 (C)  | \$ 851,552   | *                            |
| 8.25% Senior Secured Tranche B Note due 2012 (C)  | \$ 824   | 09/30/08                     |
| 12% Senior Subordinated Note due 2014   | \$ 664,062   | **                           |
| Limited Partnership Interest of<br>Saw Mill Capital Fund V, L.P. (B)  | 2.27% int.   | 03/01/05                     |
| Warrant, exercisable until 2016, to purchase<br>common stock at \$.01 per share (B)   | 41 shs.  | 04/28/06                     |
| <b>TORRENT GROUP HOLDINGS, INC.</b>   |  |                              |
| A contractor specializing in the sales and installation of engineered drywells for the retention of nuisance water flow.  |  |                              |
| 12.5% Senior Subordinated Note due 2013   | \$ 1,185,366   | 10/26/07                     |
| Series A Preferred Stock (B)  | 219 shs.   | 10/26/07                     |

TOTAL E & S, INC.

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|  |             |          |
|--|-------------|----------|
| A manufacturer of a wide variety of equipment used in the oil and gas industry.    |             |          |
| 10.5% Senior Secured Term Note due 2013  | \$ 486,487  | 03/02/07 |
| 13% Senior Subordinated Note due 2014  | \$ 341,971  | 03/02/07 |
| Common Stock (B)   | 71,542 shs. | 03/02/07 |
| Warrant, exercisable until 2014 to purchase<br>common stock at \$.01 per share (B) | 19,733 shs. | 03/02/07 |

### TRANSPAC HOLDING COMPANY

|   |            |          |
|---|------------|----------|
| A designer, importer, and wholesaler of home decor and seasonal gift products.      |            |          |
| 12% Senior Subordinated Note due 2015   | \$ 938,651 | 10/31/07 |
| Common Stock (B)  | 110 shs.   | 10/31/07 |
| Warrant, exercisable until 2015, to purchase<br>common stock at \$.01 per share (B) | 50 shs.    | 10/31/07 |

\* 04/28/06 and 12/21/06.

\*\* 04/28/06 and 09/13/06.

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### CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008 MassMutual Participation Investors  
(Unaudited)

|   | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage | Acquisition<br>Date |
|---|---|---------------------|
| CORPORATE RESTRICTED SECURITIES:(A) (Continued)   | -----   | -----               |
| <b>TRANSTAR HOLDING COMPANY</b>   |   |                     |
| A distributor of aftermarket automotive transmission parts.   |   |                     |
| 12% Senior Subordinated Note due 2014   | \$ 918,000  | 08/31/05            |
| Common Stock (B)  | 571 shs.  | *                   |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.02 per share (B)   | 46 shs.   | 08/31/05            |
| <br><b>TRANZONIC COMPANIES (THE)</b>  |   |                     |
| A producer of commercial and industrial supplies, such as safety products, janitorial supplies, w<br>supplies and sanitary care products.                     |   |                     |
| 13% Senior Subordinated Note due 2010   | \$ 1,356,000  | 02/05/98            |
| Common Stock (B)  | 315 shs.  | 02/04/98            |
| Warrant, exercisable until 2009, to purchase<br>common stock at \$.01 per share (B)   | 222 shs.  | 02/05/98            |
| <br><b>TRUCK BODIES &amp; EQUIPMENT INTERNATIONAL</b>   |   |                     |
| A designer and manufacturer of accessories for heavy and medium duty trucks, primarily dump bodie<br>flat-bed bodies, landscape bodies and other accessories. |   |                     |
| 12% Senior Subordinated Note due 2013 (D)   | \$ 1,222,698  | **                  |
| Common Stock (B)  | 393 shs.  | **                  |
| Warrant, exercisable until 2013, to purchase<br>common stock at \$.02 per share (B)   | 81 shs.   | **                  |

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TRUSTILE DOORS, INC.

A manufacturer and distributor of interior doors.

|   |            |          |
|---|------------|----------|
| Warrant, exercisable until 2010, to purchase<br>common stock at \$.01 per share (B) | 3,060 shs. | 04/11/03 |
|---|------------|----------|

U M A ENTERPRISES, INC.

An importer and wholesaler of home decor products.

|                                       |            |          |
|---------------------------------------|------------|----------|
| 15% Senior Subordinated Note due 2015 | \$ 890,956 | 02/08/08 |
| Convertible Preferred Stock (B)       | 470 shs.   | 02/08/08 |

U-LINE CORPORATION

A manufacturer of high-end, built-in, undercounter ice making, wine storage and refrigeration app

|   |            |          |
|---|------------|----------|
| 12.5% Senior Subordinated Note due 2012   | \$ 996,500 | 04/30/04 |
| Common Stock (B)  | 96 shs.    | 04/30/04 |
| Warrant, exercisable until 2012, to purchase<br>common stock at \$.01 per share (B) | 122 shs.   | 04/30/04 |

\* 08/31/05 and 04/30/07.

\*\* 07/19/05 and 12/22/05.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008

(Unaudited)

|   | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage | Acquisition<br>Date |
|---|---|---------------------|
| CORPORATE RESTRICTED SECURITIES: (A) (Continued)                                    | -----   | -----               |
| <br>  |   |                     |
| VICTORY VENTURES LLC  |   |                     |
| An acquirer of controlling or substantial interests in other entities.              |   |                     |
| Series A Preferred Units (B)  | 1 ut.   | 12/02/96            |
| <br>  |   |                     |
| VISIONEERING, INC.  |   |                     |
| A designer and manufacturer of tooling and fixtures for the aerospace industry.     |   |                     |
| 10.5% Senior Secured Term Loan due 2013   | \$ 458,824  | 05/17/07            |
| 13% Senior Subordinated Note due 2014   | \$ 370,588  | 05/17/07            |
| Common Stock (B)  | 70,588 shs.   | 05/17/07            |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B) | 20,003 shs.   | 05/17/07            |
| <br>  |   |                     |
| VITALITY FOODSERVICE, INC.  |   |                     |
| A non-carbonated beverage dispensing company focused on the foodservice industry.   |   |                     |
| 13% Senior Subordinated Note due 2011   | \$ 999,153  | 09/24/04            |
| Common Stock (B)  | 14,006 shs.   | *                   |
| Warrant, exercisable until 2011, to purchase<br>common stock at \$.01 per share (B) | 12,593 shs.   | 09/24/04            |

VITEX PACKAGING GROUP, INC.

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A manufacturer of specialty packaging, primarily envelopes and tags used on tea bags.

|  |              |          |
|--|--------------|----------|
| 12.5% Senior Subordinated Note due 2012    | \$ 900,000   | 07/19/04 |
| 14.5% PIK Note due 2010                    | \$ 181,280   | 06/30/07 |
| Limited Liability Company Unit Class A (B) | 219,375 uts. | 07/19/04 |
| Limited Liability Company Unit Class B (B) | 96,848 uts.  | 07/19/04 |

### WAGGIN' TRAIN HOLDINGS LLC

A producer of premium quality meat dog treats.

|  |              |          |
|--|--------------|----------|
| 14% Senior Subordinated Note due 2014      | \$ 1,140,441 | 11/15/07 |
| Limited Liability Company Unit Class B (B) | 224 uts.     | 11/15/07 |
| Limited Liability Company Unit Class C (B) | 224 uts.     | 11/15/07 |

### WALLS INDUSTRIES, INC.

A provider of branded workwear and sporting goods apparel.

|                                  |            |          |
|----------------------------------|------------|----------|
| Limited Partnership Interest (B) | 0.20% int. | 07/12/04 |
| Common Stock (B)                 | 2,133 shs. | 12/21/07 |

\* 09/24/04 and 12/22/06.

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### CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008

MassMutual Participation Investors

(Unaudited)

|  | Principal Amount<br>Shares, Units<br>or Ownership<br>Percentage | Acquisition<br>Date |
|--|---|---------------------|
| CORPORATE RESTRICTED SECURITIES: (A) (Continued) | -----   | -----               |

### WELLBORN FOREST HOLDING CO.

A manufacturer of semi-custom kitchen and bath cabinetry.

|   |            |          |
|---|------------|----------|
| 12.13% Senior Subordinated Note due 2014  | \$ 911,250 | 11/30/06 |
| Common Stock (B)  | 101 shs.   | 11/30/06 |
| Warrant, exercisable until 2014, to purchase<br>common stock at \$.01 per share (B) | 51 shs.    | 11/30/06 |

### WORKPLACE MEDIA HOLDING CO.

A direct marketer specializing in providing advertisers with access to consumers in the workplace

|   |             |          |
|---|-------------|----------|
| 13% Senior Subordinated Note due 2015   | \$ 613,692  | 05/14/07 |
| Limited Partnership Interest (B)  | 12.26% int. | 05/14/07 |
| Warrant, exercisable until 2015, to purchase<br>common stock at \$.02 per share (B) | 47 shs.     | 05/14/07 |

### XALOY SUPERIOR HOLDINGS, INC.

A provider of melt processing components and ancillary equipment for both plastic injection molding

|                                       |              |          |
|---------------------------------------|--------------|----------|
| 15% Senior Subordinated Note due 2015 | \$ 1,200,000 | 09/08/08 |
| Common Stock (B)                      | 150 shs.     | 09/08/08 |

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TOTAL PRIVATE PLACEMENT INVESTMENTS (E)

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 CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited)

| CORPORATE RESTRICTED SECURITIES: (A) (Continued) | Interest<br>Rate | Due<br>Date | Shares or<br>Principal<br>Amount | Cost         |
|--|------------------|-------------|----------------------------------|--------------|
|  | -----            | -----       | -----                            | -----        |
| RULE 144A SECURITIES - 3.52%:                    |                  |             |                                  |              |
| BONDS - 3.52%                                    |                  |             |                                  |              |
| Cenveo Corporation                               | 10.500%          | 08/15/16    | \$ 45,000                        | \$ 45,000    |
| Charter Communications Op LLC                    | 8.000            | 04/30/12    | 750,000                          | 736,87       |
| Compucom Systems, Inc.                           | 12.500           | 10/01/15    | 670,000                          | 648,85       |
| Douglas Dynamics LLC                             | 7.750            | 01/15/12    | 485,000                          | 462,11       |
| G F S I, Inc. (C)                                | 10.500           | 06/01/11    | 375,000                          | 360,50       |
| Intergen NV                                      | 9.000            | 06/30/17    | 375,000                          | 371,95       |
| Nortek, Inc.                                     | 10.000           | 12/01/13    | 100,000                          | 98,95        |
| Packaging Dynamics Corporation of America        | 10.000           | 05/01/16    | 975,000                          | 969,81       |
| Ryerson, Inc.                                    | 12.000           | 11/01/15    | 30,000                           | 30,00        |
| Ticketmaster                                     | 10.750           | 08/01/16    | 250,000                          | 250,00       |
| TRW Automotive, Inc.                             | 7.250            | 03/15/17    | 500,000                          | 440,00       |
| Tunica-Biloxi Gaming Authority                   | 9.000            | 11/15/15    | 540,000                          | 556,37       |
|  |                  |             |                                  | -----        |
| TOTAL BONDS                                      |                  |             |                                  | 4,970,45     |
| CONVERTIBLE PREFERRED STOCK - 0.00%              |                  |             |                                  |              |
| ETEX Corporation (B)                             |                  |             | 194                              | 17           |
|  |                  |             |                                  | -----        |
| TOTAL CONVERTIBLE PREFERRED STOCK                |                  |             |                                  | 17           |
| PREFERRED STOCK - 0.00%                          |                  |             |                                  |              |
| TherOX, Inc. (B)                                 |                  |             | 26                               | 1,03         |
|  |                  |             |                                  | -----        |
| TOTAL PREFERRED STOCK                            |                  |             |                                  | 1,03         |
| COMMON STOCK - 0.00%                             |                  |             |                                  |              |
| Touchstone Health Partnership (B)                |                  |             | 292                              | 1,06         |
|  |                  |             |                                  | -----        |
| TOTAL COMMON STOCK                               |                  |             |                                  | 1,06         |
|  |                  |             |                                  | -----        |
| TOTAL RULE 144A SECURITIES                       |                  |             |                                  | 4,972,72     |
|  |                  |             |                                  | -----        |
| TOTAL CORPORATE RESTRICTED SECURITIES            |                  |             |                                  | \$110,193,40 |
|  |                  |             |                                  | -----        |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008

MassMutual Participation Investors

(Unaudited)

| CORPORATE PUBLIC SECURITIES - 15.95%: (A) | Interest<br>Rate | Due<br>Date | Principal<br>Amount | Cost       |
|---|------------------|-------------|---------------------|------------|
| BONDS - 14.64%                            |                  |             |                     |            |
| Appleton Papers, Inc.                     | 8.125%           | 06/15/11    | \$ 250,000          | \$ 250,000 |
| Aramark Corporation (C)                   | 6.301            | 02/01/15    | 100,000             | 100,000    |
| Boyd Gaming Corporation                   | 7.125            | 02/01/16    | 150,000             | 146,620    |
| C R H America, Inc.                       | 5.300            | 10/15/13    | 500,000             | 418,430    |
| Cincinnati Bell, Inc.                     | 8.375            | 01/15/14    | 550,000             | 503,750    |
| Clayton Williams Energy, Inc.             | 7.750            | 08/01/13    | 375,000             | 357,000    |
| Countrywide Alternative Loan Trust (C)    | 3.508            | 11/20/35    | 979,837             | 719,700    |
| Electronic Data Systems Corporation       | 7.125            | 10/15/09    | 500,000             | 501,530    |
| Ford Motor Credit Co.                     | 7.375            | 10/28/09    | 525,000             | 523,680    |
| Gencorp, Inc.                             | 9.500            | 08/15/13    | 130,000             | 130,000    |
| General Motors Acceptance Corporation     | 5.850            | 01/14/09    | 750,000             | 740,600    |
| Goodyear Tire & Rubber Co.                | 9.000            | 07/01/15    | 64,000              | 65,190     |
| Hughes Network Systems                    | 9.500            | 04/15/14    | 525,000             | 534,870    |
| Indymac INDX Mortgage Loan Trust          | 3.417            | 11/25/36    | 998,668             | 716,880    |
| Inergy LP                                 | 8.250            | 03/01/16    | 75,000              | 75,000     |
| Intelsat Bermuda Ltd                      | 9.250            | 06/15/16    | 690,000             | 715,880    |
| Interline Brands, Inc.                    | 8.125            | 06/15/14    | 830,000             | 824,230    |
| Iron Mountain, Inc.                       | 8.750            | 07/15/18    | 500,000             | 514,110    |
| Majestic Star Casino LLC                  | 9.500            | 10/15/10    | 250,000             | 250,000    |
| Manitowoc Company, Inc.                   | 7.125            | 11/01/13    | 100,000             | 100,000    |
| Mariner Energy, Inc.                      | 8.000            | 05/15/17    | 400,000             | 402,490    |
| Mediacom Broadband LLC                    | 8.500            | 10/15/15    | 750,000             | 765,190    |
| Neiman Marcus Group, Inc.                 | 10.375           | 10/15/15    | 600,000             | 600,000    |
| NOVA Chemicals Corporation (C)            | 5.953            | 11/15/13    | 515,000             | 511,530    |
| O E D Corp/Diamond Jo Company Guarantee   | 8.750            | 04/15/12    | 500,000             | 492,980    |
| Petrohawk Energy Corporation              | 9.125            | 07/15/13    | 750,000             | 761,460    |
| Pliant Corporation (C)                    | 11.850           | 06/15/09    | 809,482             | 817,340    |
| Quebecor Media, Inc.                      | 7.750            | 03/15/16    | 575,000             | 551,380    |
| Quicksilver Resources, Inc.               | 7.125            | 04/01/16    | 600,000             | 583,120    |
| Range Resources Corporation               | 7.250            | 05/01/18    | 25,000              | 25,000     |
| Rental Service Corporation                | 9.500            | 12/01/14    | 500,000             | 506,300    |
| Rogers Wireless, Inc.                     | 7.500            | 03/15/15    | 560,000             | 591,880    |
| Sheridan Acquisition Corporation          | 10.250           | 08/15/11    | 225,000             | 222,000    |
| Steel Dynamics, Inc.                      | 6.750            | 04/01/15    | 100,000             | 100,000    |
| Stewart & Stevenson LLC                   | 10.000           | 07/15/14    | 750,000             | 770,760    |
| Tenneco, Inc.                             | 8.625            | 11/15/14    | 500,000             | 501,090    |

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008

(Unaudited)

| CORPORATE PUBLIC SECURITIES: (A) (Continued) | Interest<br>Rate | Due<br>Date | Principal<br>Amount | Cost      |
|--|------------------|-------------|---------------------|-----------|
| Tenneco, Inc.                                | 8.125%           | 11/15/15    | \$ 50,000           | \$ 50,000 |
| Tesoro Petroleum Corporation                 | 6.500            | 06/01/17    | 250,000             | 250,000   |

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|  |        |          |           |               |
|--|--------|----------|-----------|---------------|
| Texas Industries, Inc.                     | 7.250  | 07/15/13 | 35,000    | 35,000        |
| Titan International, Inc.                  | 8.000  | 01/15/12 | 70,000    | 70,000        |
| Transdigm, Inc.                            | 7.750  | 07/15/14 | 150,000   | 151,250       |
| Tube City IMS Corporation                  | 9.750  | 02/01/15 | 1,000,000 | 991,240       |
| United Components, Inc.                    | 9.375  | 06/15/13 | 535,000   | 535,760       |
| United Rentals, Inc.                       | 7.750  | 11/15/13 | 325,000   | 325,000       |
| Virgin Media Finance PLC                   | 9.125  | 08/15/16 | 790,000   | 813,000       |
| Vought Aircraft Industries                 | 8.000  | 07/15/11 | 650,000   | 647,990       |
| Warner Music Group Corporation             | 7.375  | 04/15/14 | 125,000   | 125,000       |
| TOTAL BONDS                                |        |          |           | 20,384,380    |
| COMMON STOCK - 1.15%                       |        |          |           |               |
| CKX, Inc. (B)                              |        |          | 52,500    | 422,620       |
| Directed Electronics, Inc. (B)             |        |          | 195,118   | 982,860       |
| Distributed Energy Systems Corporation (B) |        |          | 14,000    | 177,070       |
| El Paso Corporation (B)                    |        |          | 35,000    | 435,270       |
| EnerNOC, Inc. (B)                          |        |          | 23,500    | 648,410       |
| ITC^DeltaCom, Inc. (B)                     |        |          | 94,588    | 827,640       |
| Intrepid Potash, Inc. (B)                  |        |          | 185       | 5,920         |
| TOTAL COMMON STOCK                         |        |          |           | 3,499,810     |
| CONVERTIBLE BONDS - 0.16%                  |        |          |           |               |
| Citadel Broadcasting Corporation           | 4.000% | 02/15/11 | 250,000   | 194,060       |
| TOTAL CONVERTIBLE BONDS                    |        |          |           | 194,060       |
| TOTAL CORPORATE PUBLIC SECURITIES          |        |          |           | \$ 24,078,260 |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008

MassMutual Participation Investors

(Unaudited)

| SHORT-TERM SECURITIES:        | Interest<br>Rate/Yield* | Due<br>Date | Principal<br>Amount | Cost          |
|-------------------------------|-------------------------|-------------|---------------------|---------------|
|                               | -----                   | -----       | -----               | -----         |
| COMMERCIAL PAPER - 8.30%      |                         |             |                     |               |
| Clorox Company                | 6.007 %                 | 10/01/08    | \$ 832,000          | \$ 832,000    |
| Computer Sciences Corporation | 5.506                   | 10/02/08    | 2,503,000           | 2,502,610     |
| Dominion Resources, Inc.      | 6.087                   | 10/03/08    | 2,536,000           | 2,535,140     |
| Duke Energy Carolinas LLC     | 6.007                   | 10/06/08    | 1,753,000           | 1,751,530     |
| Textron, Inc.                 | 6.007                   | 10/07/08    | 2,509,000           | 2,506,490     |
| TOTAL SHORT-TERM SECURITIES   |                         |             |                     | \$ 10,127,790 |
| TOTAL INVESTMENTS             |                         |             |                     | 107.75%       |
| Other Assets                  |                         |             |                     | 3.34          |
| Liabilities                   |                         |             |                     | (11.09)       |
| TOTAL NET ASSETS              |                         |             |                     | 100.00%       |

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- (A) In each of the convertible note, warrant, and common stock investments, the issuer has agreed certain registration rights.
- (B) Non-income producing security.
- (C) Variable rate security; rate indicated is as of 09/30/08.
- (D) Defaulted security; interest not accrued.
- (E) Illiquid security. At September 30, 2008, the values of these securities amounted to \$97,551, of net assets.
- \* Effective yield at purchase
- PIK - Payment-in-kind

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited)

| INDUSTRY CLASSIFICATION:                        | Fair Value/<br>Market Value |                                       |
|---|-----------------------------|---------------------------------------|
|   | -----                       |                                       |
| <b>AEROSPACE - 2.92%</b>                        |                             |                                       |
| Gencorp, Inc.                                   | \$ 128,050                  | BUILDINGS & REAL ESTATE -             |
| Hughes Network Systems                          | 509,250                     | K W P I Holdings Corporati            |
| P A S Holdco LLC                                | 1,349,721                   | Texas Industries, Inc.                |
| Transdigm, Inc.                                 | 141,000                     | TruStile Doors, Inc.                  |
| Visioneering, Inc.                              | 874,977                     |                                       |
| Vought Aircraft Industries                      | 565,500                     |                                       |
|   | -----                       |                                       |
|   | 3,568,498                   | <b>CHEMICAL, PLASTICS &amp; RUBBE</b> |
|   | -----                       | Capital Specialty Plastics            |
|   |                             | NOVA Chemicals Corporation            |
| <b>AUTOMOBILE - 5.87%</b>                       |                             |                                       |
| Fuel Systems Holding Corporation                | 618,750                     |                                       |
| Goodyear Tire & Rubber Co.                      | 63,360                      |                                       |
| Jason, Inc.                                     | 757,707                     | <b>CONSUMER PRODUCTS - 7.42%</b>      |
| Nyloncraft, Inc.                                | 1,083,929                   | Aero Holdings, Inc.                   |
| Ontario Drive & Gear Ltd.                       | 697,484                     | Bravo Sports Holding Corpo            |
| Qualis Automotive LLC                           | 1,024,174                   | G F S I, Inc.                         |
| Tenneco, Inc.                                   | 440,250                     | K N B Holdings Corporation            |
| Titan International, Inc.                       | 67,900                      | Momentum Holding Co.                  |
| Transtar Holding Company                        | 1,572,202                   | R A J Manufacturing Holdin            |
| TRW Automotive, Inc.                            | 395,000                     | Royal Baths Manufacturing             |
| United Components, Inc.                         | 444,050                     | The Tranzonic Companies               |
|   | -----                       | Walls Industries, Inc.                |
|   | 7,164,806                   |                                       |
|   | -----                       |                                       |
| <b>BEVERAGE, DRUG &amp; FOOD - 2.84%</b>        |                             |                                       |
| Aramark Corporation                             | 87,500                      | <b>CONTAINERS, PACKAGING &amp; GL</b> |
| Golden County Foods Holding, Inc.               | 912,026                     | Flutes, Inc.                          |
| Hospitality Mints Holding Company               | 1,299,277                   | Maverick Acquisition Compa            |
| Specialty Foods Group, Inc.                     | --                          | P I I Holding Corporation             |
| Vitality Foodservice, Inc.                      | 1,170,851                   | Packaging Dynamics Corpora            |
|   | -----                       | Paradigm Packaging, Inc.              |
|   | 3,469,654                   | Pliant Corporation                    |
|   | -----                       | Vitex Packaging Group, Inc            |
| <b>BROADCASTING &amp; ENTERTAINMENT - 2.48%</b> |                             |                                       |
| Charter Communications Op LLC                   | 671,250                     |                                       |
| Citadel Broadcasting Corporation                | 193,438                     |                                       |



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|                             |           |                      |
|-----------------------------|-----------|----------------------|
| CKX, Inc.                   | 323,400   | DISTRIBUTION - 0.71% |
| Mediacom Broadband LLC      | 618,750   | Duncan Systems, Inc. |
| Virgin Media Finance PLC    | 661,625   | QualServ Corporation |
| Workplace Media Holding Co. | 552,323   |                      |
|                             | -----     |                      |
|                             | 3,020,786 |                      |
|                             | -----     |                      |

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
 September 30, 2008  
 (Unaudited)

MassMutual Participation Investors

| INDUSTRY CLASSIFICATION: (Continued)                | Fair Value/<br>Market Value |  |
|---|-----------------------------|--|
|   | -----                       |  |
| DIVERSIFIED/CONGLOMERATE,<br>MANUFACTURING - 10.32% |                             | FARMING & AGRICULTURE - 1.0%                             |
| A H C Holdings Company, Inc.                        | \$ 1,291,167                | Protein Genetics, Inc.                                   |
| Arrow Tru-Line Holdings, Inc.                       | 828,882                     | Waggin' Train Holdings LLC                               |
| C D N T, Inc.                                       | 874,696                     |  |
| Douglas Dynamics LLC                                | 397,700                     |  |
| Evans Consoles, Inc.                                | 541,417                     | FINANCIAL SERVICES - 0.87%                               |
| K P I Holdings, Inc.                                | 1,297,449                   | Ford Motor Credit Co.                                    |
| MEGTEC Holdings, Inc.                               | 1,298,034                   | General Motors Acceptance                                |
| Milwaukee Gear Company                              | 1,348,615                   | Highgate Capital LLC                                     |
| Nortek, Inc.  | 89,000                      | Victory Ventures LLC                                     |
| Postle Aluminum Company LLC                         | 1,168,983                   |  |
| Radiac Abrasives, Inc.                              | 1,543,963                   |  |
| Truck Bodies & Equipment International              | 611,349                     |  |
| Xaloy Superior Holdings, Inc.                       | 1,303,367                   | HEALTHCARE, EDUCATION & CH                               |
|   | -----                       | A T I Acquisition Company                                |
|   | 12,594,622                  | American Hospice Management                              |
|   | -----                       | F H S Holdings LLC                                       |
| DIVERSIFIED/CONGLOMERATE, SERVICE - 9.12%           |                             | Synteract Holdings Corpora                               |
| A W X Holdings Corporation                          | 868,355                     | Touchstone Health Partners                               |
| Advanced Technologies Holdings                      | 1,321,819                   |  |
| C R H America, Inc.                                 | 455,690                     |  |
| CapeSuccess LLC                                     | --                          |  |
| Crane Rental Corporation                            | 1,309,986                   | HOME & OFFICE FURNISHINGS,<br>AND DURABLE CONSUMER PRODU |
| Diversco, Inc./DHI Holdings, Inc.                   | 633,325                     | Connor Sport Court Interna                               |
| Dwyer Group, Inc.                                   | 769,804                     | H M Holding Company                                      |
| Fowler Holding, Inc.                                | 939,131                     | Home Decor Holding Company                               |
| GQ Holdings LLC                                     | 1,275,258                   | Justrite Manufacturing Acq                               |
| Insurance Claims Management, Inc.                   | 75,728                      | K H O F Holdings, Inc.                                   |
| Interline Brands, Inc.                              | 821,700                     | Monessen Holding Corporati                               |
| Iron Mountain, Inc.                                 | 507,500                     | Stanton Carpet Holding Co.                               |
| Mail Communications Group, Inc.                     | 755,540                     | Transpac Holdings Company                                |
| Nesco Holdings Corporation                          | 1,390,124                   | U M A Enterprises, Inc.                                  |
|   | -----                       | U-Line Corporation                                       |
|   | 11,123,960                  | Wellborn Forest Holding Co                               |
|   | -----                       |  |
| ELECTRONICS - 1.46%                                 |                             |  |
| Connecticut Electric, Inc.                          | 1,073,724                   |  |
| Directed Electronics, Inc.                          | 195,118                     |  |
| Distributed Energy Systems Corporation              | 210                         |  |
| Electronic Data Systems Corporation                 | 508,060                     |  |
|   | -----                       |  |

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1,777,112

CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
September 30, 2008  
(Unaudited)

| INDUSTRY CLASSIFICATION: (Continued)         | Fair Value/<br>Market Value |                            |
|--|-----------------------------|----------------------------|
|  | -----                       |                            |
| LEISURE, AMUSEMENT, ENTERTAINMENT - 2.81%    |                             | MINING, STEEL, IRON & NON  |
| Boyd Gaming Corporation                      | \$ 103,875                  | METALS - 1.87%             |
| Electra Bicycle Company LLC                  | 791,224                     | Ryerson, Inc.              |
| Majestic Star Casino LLC                     | 112,500                     | Steel Dynamics, Inc.       |
| O E D Corp/Diamond Jo Company Guarantee      | 455,000                     | T H I Acquisition, Inc.    |
| Savage Sports Holding, Inc.                  | 1,144,104                   | Tube City IMS Corporation  |
| Ticketmaster                                 | 235,000                     |                            |
| Tunica-Biloxi Gaming Authority               | 496,800                     |                            |
| Warner Music Group Corporation               | 92,813                      |                            |
|  | -----                       | MORTGAGE-BACKED SECURITIES |
|  | 3,431,316                   | Countrywide Alternative Lo |
|  | -----                       | Indymac INDX Mortgage Loan |
| MACHINERY - 10.08%                           |                             |                            |
| Davis-Standard LLC                           | 1,785,356                   |                            |
| E S P Holdco, Inc.                           | 1,283,785                   |                            |
| Integration Technology Systems, Inc.         | --                          | NATURAL RESOURCES - 0.24%  |
| K-Tek Holdings Corporation                   | 1,290,808                   | Appleton Papers, Inc.      |
| M V I Holding, Inc.                          | 646,651                     | Conveo Corporation         |
| Manitowoc Company, Inc.                      | 93,000                      | Intrepid Potash, Inc.      |
| Morton Industrial Group, Inc.                | 1,200,181                   | Range Resources Corporatio |
| Navis Global                                 | 663,833                     |                            |
| NetShape Technologies, Inc.                  | 963,563                     |                            |
| Pacific Consolidated Holdings LLC            | 632,592                     |                            |
| Power Services Holding Company               | 1,288,502                   | OIL & GAS - 1.85%          |
| R E I Delaware Holding, Inc.                 | 1,278,304                   | Clayton Williams Energy, I |
| Safety Speed Cut Manufacturing Company, Inc. | 510,588                     | Mariner Energy, Inc.       |
| Stewart & Stevenson LLC                      | 656,250                     | Quicksilver Resources, Inc |
|  | -----                       | Tesoro Petroleum Corporati |
|  | 12,293,413                  | Total E & S, Inc.          |
|  | -----                       |                            |
| MEDICAL DEVICES/BIOTECH - 3.21%              |                             |                            |
| Coeur, Inc.                                  | 611,106                     |                            |
| E X C Acquisition Corporation                | 105,249                     | PHARMACEUTICALS - 1.36%    |
| ETEX Corporation                             | --                          | CorePharma LLC             |
| MedSystems Holdings LLC                      | 653,790                     | Enzymatic Therapy, Inc.    |
| MicroGroup, Inc.                             | 1,898,307                   |                            |
| OakRiver Technology, Inc.                    | 644,446                     |                            |
| TherOX, Inc.                                 | --                          |                            |
|  | -----                       | PUBLISHING/PRINTING - 0.58 |
|  | 3,912,898                   | Quebecor Media, Inc.       |
|  | -----                       | Sheridan Acquisition Corpo |
|  |                             |                            |
|  |                             | RETAIL STORES - 1.05%      |
|  |                             | Neiman Marcus Group, Inc.  |
|  |                             | Olympic Sales, Inc.        |

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Rental Service Corporation  
United Rentals, Inc.

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CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)

September 30, 2008

MassMutual Participation Investors

(Unaudited)

| INDUSTRY CLASSIFICATION: (Continued) | Fair Value/<br>Market Value |                            |
|--------------------------------------|-----------------------------|----------------------------|
|                                      | -----                       |                            |
| TECHNOLOGY - 1.99%                   |                             | UTILITIES - 1.31%          |
| Compucom Systems, Inc.               | \$ 601,325                  | El Paso Corporation        |
| EnerNOC, Inc.                        | 242,990                     | Inergy LP                  |
| Smart Source Holdings LLC            | 1,586,675                   | Intergen NV                |
|                                      | -----                       | Petrohawk Energy Corporati |
|                                      | 2,430,990                   |                            |
|                                      | -----                       |                            |
| TELECOMMUNICATIONS - 2.07%           |                             | WASTE MANAGEMENT / POLLUTI |
| All Current Holding Company          | 651,965                     | Terra Renewal LLC          |
| Cincinnati Bell, Inc.                | 478,500                     | Torrent Group Holdings, In |
| Intelsat Bermuda Ltd.                | 641,700                     |                            |
| ITC^DeltaCom, Inc.                   | 184,447                     |                            |
| Rogers Wireless, Inc.                | 569,233                     |                            |
|                                      | -----                       |                            |
|                                      | 2,525,845                   | Total Corporate Restricted |
|                                      | -----                       | Public Securities - 99.45% |
| TRANSPORTATION - 1.83%               |                             |                            |
| NABCO, Inc.                          | 201,725                     |                            |
| Tangent Rail Corporation             | 2,027,190                   |                            |
|                                      | -----                       |                            |
|                                      | 2,228,915                   |                            |
|                                      | -----                       |                            |

See Notes to Consolidated Financial Statements

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### INCOME TAX INFORMATION

The aggregate cost of investments is substantially the same for financial reporting and federal income tax purposes as of September 30, 2008. The net unrealized depreciation of investments for financial reporting and federal tax purposes as of September 30, 2008 is \$12,967,074 and consists of \$7,394,739 appreciation and \$20,361,813 depreciation.

### FAIR VALUE MEASUREMENTS

Effective January 1, 2008, the Trust adopted FASB Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("FAS 157"). FAS 157 clarifies the definition of fair value, establishes a framework for measuring fair values and requires additional disclosures about the use of fair value measurements. FAS 157 requires companies to provide expanded information about the assets and liabilities measured at fair value and the potential effect of these fair valuations of an entity's financial performance.

Various inputs are used in determining the value of the Trust's investments. Using the hierarchy established under FAS 157, these inputs are summarized in the three broad levels listed below:

Level 1: quoted prices in active markets for identical securities

Level 2: other significant observable inputs (including quoted prices for similar securities, interest rates, prepayments speeds, credit risk, etc.)

Level 3: significant unobservable inputs (including the Trust's own assumptions in determining the fair value of investments)

The inputs and methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used to value the Trust's net assets as of September 30, 2008:

| ASSETS                | TOTAL                | LEVEL 1            | LEVEL 2           | LEVEL 3             |
|-----------------------|----------------------|--------------------|-------------------|---------------------|
| Restricted Securities | \$101,851,295        | \$ --              | \$ 4,299,675      | \$97,551,620        |
| Public Securities     | 19,453,296           | 1,398,263          | 18,055,033        | --                  |
| Short-term Securities | 10,127,791           | --                 | 10,127,791        | --                  |
| <b>TOTAL</b>          | <b>\$131,432,382</b> | <b>\$1,398,263</b> | <b>32,482,499</b> | <b>\$97,551,620</b> |

Following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

| ASSETS  | RESTRICTED<br>SECURITIES | PUBLIC<br>SECURITIES | SHORT-TERM<br>SECURITIES | TOTAL        |
|---|--------------------------|----------------------|--------------------------|--------------|
| Beginning balance<br>at 12/31/2007                                      | \$94,083,138             | \$ --                | \$ --                    | \$94,083,138 |
| Total gains or losses<br>(realized/unrealized)<br>included in earnings* | (4,629,851)              | --                   | --                       | (4,629,851)  |

Purchases, sales,  
issuances & settlements

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|                |              |       |       |              |
|----------------|--------------|-------|-------|--------------|
| (net)          | 8,098,333    | --    | --    | 8,098,333    |
| -----          |              |       |       |              |
| ENDING BALANCE |              |       |       |              |
| AT 9/30/08     | \$97,551,620 | \$ -- | \$ -- | \$97,551,620 |

\*The amount of total gains or losses for the period included in earnings attributable to the change in unrealized gains or losses relating to Level 3 assets still held at 9/30/08 is (\$6,182,251).

ITEM 2. CONTROLS AND PROCEDURES.

(a) The principal executive officer and principal financial officer of the Registrant evaluated the effectiveness of the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "Act") as of a date within 90 days of the filing date of this report and based on that evaluation have concluded that such disclosure controls and procedures are effective to provide reasonable assurance that material information required to be disclosed by the Registrant on Form N-Q is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

(b) There were no changes in the Registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the Registrant's last fiscal quarter that has materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

Certifications pursuant to Rule 30a-2(a) under the Investment Company Act of 1940 (17 CFR 270.30a-2(a)) are attached hereto as an exhibit.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) MassMutual Participation Investors  
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By (Signature and Title)\* /s/ Clifford M. Noreen  
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Clifford M. Noreen, President

Date November 24, 2008  
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Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By (Signature and Title)\* /s/ Clifford M. Noreen  
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Clifford M. Noreen, President

Date November 24, 2008  
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By (Signature and Title)\* /s/ James M. Roy  
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James M. Roy, Vice President and  
Chief Financial Officer

Date November 24, 2008  
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\* PRINT THE NAME AND TITLE OF EACH SIGNING OFFICER UNDER HIS OR HER SIGNATURE.