REGISTERED LIMITED LIABILITY COMPANY

No Filing Fee **ID Number:** 257894

STATEMENT OF CHANGE OF ADDRESS OF THE RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11(c)(1) of the General Laws, 1956, as amended, the undersigned resident agent, or the person signing on behalf of the resident agent, submits the following statement for the purpose of changing the agent's address within this state:

1. The name of the limited liability company is:

MASSMUTUAL ASSET FINANCE LLC

2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

155 South Main Street, Suite 301, Providence, Rhode Island 02903

3. The NEW address of the resident agent is:

10 Weybosset Street, Providence, Rhode Island 02903

4. The change of address of the resident agent shall become effective upon the filing of this statement, or on

(a date not prior to, nor more than 30 days after, the filing of this Statement)

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 5/1/2011

Kenneth J. Uva, Vice President

Print Name of Resident Agent

Kenneth J. Uva

Signature

FILED

MAY 02 2011