

This form is to be completed for all transactions going into CRIA except if the source is existing WMS or from checking or savings not previously invested in the past 13 months (13-36 months if fee forgiveness applies).

Corporate Registered Investment Adviser (CRIA) Asset Transition Form

Complete this form for assets moving into MMLIS advisory products based on the following charts.

Form supplements, statement copies, or transfer paperwork/surrender forms required.

One form per delivering account is required.

Completed forms should be submitted to the home office with any related documents. Copies of any completed forms must be provided to the client.

Form is required for the below circumstances:

Source of funds	Type of account	CAT Form required?
Broker-dealer assets	All MMLIS advisory programs/ subsequent investments	Yes
Employer Sponsored Plan Rollovers	All MMLIS advisory programs/ subsequent investments	Yes
MMLIS Co-Advisory/Referral/Third Party Advisory program	All MMLIS advisory programs/ subsequent investments	Yes
All MMLIS advisory programs on NFS Platform	Any MMLIS Co-Advisory/Referral/ Third Party Advisory program where the CAT form is required*	Yes
Broker-dealer assets where fee forgiveness applies	All MMLIS advisory programs/ subsequent investments	Yes

*Refer to form requirements for the specific Third-Party Advisory program in Knowledge Center.

Form is NOT required for the below circumstances:

Source of funds	Type of account	CAT Form required?
Cash from checking/savings – that has not been invested during the past 13 months	All MMLIS advisory programs on NFS platform or Third-Party Programs	No
MMLIS WMS accounts (viewable on Wealthscape)	MMLIS WMS Accounts (viewable on Wealthscape)	No
Transfer from an advisory account with another broker-dealer	All MMLIS advisory programs on NFS platform or Third-Party Programs	No

Client/Entity Name(s): _____
Owner: SSN/TIN: _____
Receiving Acct # or NAF ID: _____

List all account owners on the registration. For entities, list the name of the entity.

Provide account # for delivering and receiving account. If receiving account number does not exist, provide account identifier such as client/entity name, SSN/TIN, etc. A separate form is required for each delivering account. Note - If each fund in the account has a separate account number, please list one of the numbers. A separate form is not needed for each fund.

Delivering Acct #: _____ Delivering Plan/Firm Name: _____

Delivering Account Type: Cash Brokerage Advisory Annuity Insurance
 Direct Mutual Fund Other

RightBRIDGE Product Profile [Retail Customers only] Case#: This is provided by the Rightbridge product profiler.

Is this transaction a: new business recommendation; or subsequent investment into an existing account**?

**For subsequent investments, this form must also be signed by the local registered principal who performed the Reg BI review.

Section I: Recommended Product Features/Risks

After consideration of the client's financial profile, investment goals and the purpose of the investment, it has been recommended that the client enter into an Advisory Agreement with MML Investors Services, LLC.

Securities are generally subject to investment risks, including possible loss of the principal invested. Appendix A is designed to assist with your understanding of the risks of the product recommendation. For more detailed information regarding your investment, including the costs and risks, please refer to the investment proposal for the recommended account.

_____ [Client(s) Initials]

I have discussed the product costs and risks associated with this recommendation as outlined on this Form and in Appendix A.

Look-back Period for Assets Moving into an Advisory Account

Assets may be transferred into your advisory account except for the following situations if the IA Rep on the receiving account received commissions on a MMLIS account (see Fee Forgiveness Eligibility):

1. A Share mutual fund where the client paid a sales charge **within the last 2 years/24 months**.
2. Mutual funds where the client paid a contingent deferred sales charge (CDSC) to liquidate assets to move into the program **within the last 2 years/24 months**.
3. C Share mutual fund, Individual stocks, or Exchange Traded Funds (ETFs) where the client paid (or will pay for C shares to be sold) a sales charge **within the last 13 months**.
4. Proceeds from Unit Investment Trusts (UITs) where the client paid a sales charge **within the last 13 months**.
5. Variable Annuities where the IA Rep has received a commission in the last 3 years/36 months (annuities not eligible for fee forgiveness).
6. Fixed Annuity or Fixed Indexed Annuity proceeds which are still under penalty (other than the 10% free withdrawal amount), where the IA Rep has received a commission **in the last 3 years/36 months** (annuities not eligible for fee forgiveness).

If commissions, sales charge(s), mark ups or mark downs were received within the time frames listed, the assets cannot be used to fund a CRIA account unless the assets are eligible for fee forgiveness. See ADV and section below on Fee Forgiveness for further details. Trail based compensation is excluded from this policy.

Fee Forgiveness Eligibility

Any assets **purchased through MMLIS** will be reviewed to determine if they fall under conditions 1, 2, 3 or 4 listed above. If they do, then those assets may be eligible for Fee Forgiveness. Fee forgiveness is achieved by reducing the Firm Fee and the IAR Fee for each billing period by 50% until the Fee Forgiveness amount calculated by MMLIS is met. **Full details on Fee Forgiveness are outlined in the ADV.**

No action required. If fee forgiveness eligible, then it will apply.

Section II: Source of Funds

For assets being liquidated to fund the new Investment Advisory account, please fully answer questions 2-4 below. **Yes answers should be explained in the box provided below.**

1. **Be aware that, in most cases, client will pay a higher total fee for the commissions or fees paid on securities such as stocks, mutual funds, account (e.g., standard brokerage account).**

Reminder: Please inform the client of any applicable expenses, not identified in the SIS, associated with individual positions.

In addition to the advisory fee, client may pay other expenses associated with mutual funds or ETFs held in the advisory account. Refer to the investment proposal for specific information regarding these additional expenses.

2. Client will experience the following financial penalty to liquidate this investment (if none, write "0")

\$ _____

3. The client will pay taxes on this transaction

Y N

Examples of financial penalties include but are not limited to: CDSC, redemption charges, recapture charges.

4. Client will give up certain benefits not available through the Investment Advisory program Y N

- If yes, list benefits given up (e.g. guaranteed death benefit, living benefit, employer sponsored retirement plan loan provisions, etc.):

Benefits listed are not all inclusive. Please list any inherit or added benefit the client is giving up.

Please further explain any yes answers from the above section:

Section III: Transaction Rationale

Completion of the Transaction Rationale is required. The rationale should not be a re-listing of the reasons above.

1. Provide the rationale for why advisory account type recommendation is in the retail customer's best interest, including why this account type was chosen over alternatives considered (for rollovers and replacements, ensure the rationale is inclusive of why the rollover or replacement is in the retail customer's best interest).

Provide a level of detail that would allow a third party to understand the rationale of the transaction without additional explanation. If additional space is needed, please indicate so here and attach a separate page. Please be sure to have the client sign and date the additional page. Failure to include the client's signature and date will result in a follow up from MMLIS.

For yellow product recommendations, please add additional documentation answering the following items.

2.
 - Why is this recommendation in the client's best interest?
 - Why was the product or solution recommended over any green or higher listed product categories, and what is the advantage the customer will gain by moving into this product?
 - How does this/these recommended product(s) fit into the client's overall, long term financial strategy?
 - Were any alternative products or solutions reviewed or recommended with the client? This documentation should include any less complex or less costly products that were considered.
 - Why were these alternative solutions not selected by the client?
 - What other products, if any, are you recommending as part of the overall solution?
 - If the client currently holds an identical or similar product to what you're recommending, why is purchasing a new product a better option than contributing to their existing product or account?
 - What due diligence was performed to determine this product type was a better option based on the client's needs?

Insurance Products [Term, Whole Life, Universal, Variable]

Advisory Account [other programs]

For all Employer Sponsored Plan Rollover sources, complete questions 1-6 and checkboxes below.

Yes answers should be explained in the box provided below this section:

1. Is the plan active? Y N
2. Is the plan? ERISA Non-ERISA
3. If the client has a new employer, are they eligible for a qualified plan that accepts rollovers from other plans? Y N NA

4. Is there an outstanding loan? Y N
 If yes, provide approximate dollar amount \$ _____
5. Guaranteed income, from the Rollover source (if none, write "0") and the new investment \$ _____
 \$ 0.00
6. Does the client's plan hold any employer stock? Y N
 If yes, provide approximate share amount \$ _____

All are required:

- The following alternatives to the rollover were considered and discussed with the client:
- Retaining the assets in the existing Employer Sponsored plan, if permitted, and selecting a different investment option.
 - Rolling into a new employer sponsored plan, if permitted.
 - Taking a cash distribution.
- The different levels of service and investment options available between the Employer Sponsored plan and the IRA were considered and discussed with the client.
- The fees and expenses associated with the Employer Sponsored Plan and the IRA, including whether the employer pays for some or all of the plan's administrative expenses, were considered.
- Approximate fees and expenses in the Employer Sponsored Plan are _____
 - Approximate fees and expenses in the IRA are _____
- The long-term impact of any increased cost were considered and the added benefits of the IRA justify those added costs.

See additional checkboxes in disclosure section.

Please further explain any yes answers from the above section:

Important Considerations for Advisory Client: When transferring an existing security, or redeeming, surrendering or otherwise selling an existing security and moving the proceeds to an advisory account, you should carefully consider the costs and benefits associated with those transactions. You should fully understand the ramifications of this strategy, which may result in additional fees, tax liability, surrender charges (such as redemption fees or contingent deferred sales charges), or the forfeit of certain benefits (such as rights of accumulation or rights of exchange associated with class A mutual fund shares). Please be aware that based on the advisory program or service you select the existing securities you transfer may be held in your account or liquidated. You will pay an on-going advisory fee, as described in your advisory agreement, based on the total assets in your account, including on any existing securities that you transferred into your account. These fees are in addition to expenses associated with owning certain securities, such as the internal operating expenses of mutual funds or exchange traded funds (ETFs). Please refer to your advisory agreement and related disclosures for additional details on fees and expenses.

For Qualified Plan Rollovers: I understand that rolling over my retirement plan assets to an IRA is not my only option. I have carefully considered all of my options, which may include but not be limited to keeping my assets in my former employer's plan, rolling over assets to a new employer's plan, or taking a cash distribution. I have reviewed the "Special Considerations for Retirement Plan Rollover Options" which is included in the Additional Information about MML Investors Services Wealth Management Offerings brochure. I have also compared relevant factors such as fees and expenses, level of services available, tax implications, available investment options, application of required minimum distributions, holding of employer stock, any special features of the existing account and potential loss of benefits such as penalty-free withdrawals, or protection from creditors and legal judgments prior to making my decision to execute this transaction.

Client has provided a copy of the 404(a)(5) participant fee disclosure for client's Employer Sponsored Plan, which provides important information regarding the fees and cost of client's existing Employer Sponsored Plan.

OR

Client was not able to provide a copy of the 404(a)(5) participant fee disclosure for client's Employer Sponsored Plan. Accordingly, representative has used estimates of expenses, asset values, risk and returns based on publicly available information. Client acknowledges that there are limitations to using such assumptions and estimates when preparing our recommendation.

For Penalty-Free Withdrawals from Fixed Annuities or Fixed Indexed Annuities: Although your IA-rep received a commission on an annuity you purchased in the last 3 years, MMLIS is permitting the transfer of proceeds into your MMLIS advisory account resulting from a penalty-free withdrawal in connection with this annuity. The commission you paid on the annuity and the ongoing fee you pay for your MMLIS advisory account present a conflict of interest and incentive for your IA-rep to recommend that you make a penalty-free withdrawal from the recently sold annuity and deposit such proceeds into your MMLIS advisory account. As noted in Section I above, please be aware that, in most cases, you will pay a higher total fee for the advisory account than commissions or fees paid on securities such as stocks, mutual funds, and ETFs in a non-advisory account (e.g., standard brokerage account).

Advisory Client Acknowledgment: I represent that, to the best of my knowledge, the above information is true and accurate. I have carefully considered and understand the potential expenses, loss of benefits, and/or (as applicable) increase in costs detailed above. I understand that I will pay ongoing fees based on assets in my advisory account. I believe that transferring these assets into an advisory program is in my best interest. If I am a client of my representative's previous firm, I also understand that I can continue to hold my existing investment(s) at that firm. If I am a Retail Customer, I have received a copy of MML Investors Services' Customer Relationship Summary (Form CRS). I can also access a current copy of Form CRS at www.mmlinvestors.com/disclosurecenter.

X _____
Advisory Client (or authorized person) Signature Printed Name Date

X _____
Advisory Client (or authorized person) Signature Printed Name Date

Investment Adviser Representative's Certification

I certify that the representations made on this form are true and accurate, and have been carefully explained to the client(s). I have utilized the RightBRIDGE tool, when required, to assist in my analysis and utilized the Rixtrema tool or other accurate and comprehensive sources in accessing fees for Qualified Plan Rollovers. As noted in the Client Statement above for Qualified Plan Rollovers, I have also compared relevant factors such as fees and expenses, level of services available, tax implications, available investment options, application of required minimum distributions, holding of employer stock, any special features of the existing account and potential loss of benefits such as penalty free withdrawals or protection from creditors and legal judgements. I have reviewed the transaction activity on the delivering account either electronically or through client statements. I certify that I have fully disclosed the material facts, reviewed the client's financial objectives, have considered reasonable alternatives including alternative products and account types, and believe the client has made an informed decision and have determined that this transition of assets into the selected Investment Advisory program is in the client's best interest. I have also provided disclosures to the client where applicable (e.g. ADVs and Form CRS).

X _____
Investment Adviser Representative's Signature Printed Name/ID # Date

Registered Principal's Certification

I certify that I have reviewed all of the representations made on this form. Based on that review, as well as my review of all applicable documents and any discussions with the IA Rep and/or client, I approve this transaction.

X _____
Registered Principal's Signature Printed Name/ID # Date

Appendix A: Types of Investments:

While product specific risk and cost factors are discussed in this appendix, the list is not intended to be exhaustive. The prospectus, offering documents and additional product disclosures should be reviewed for a more comprehensive analysis of risk and costs. Additionally, the Financial Industry Regulatory Authority (FINRA) publishes a list of investment types on its investor website at [FINRA – Types of Investments \(www.finra.org/investors/learn-to-invest/types-investments\)](http://www.finra.org/investors/learn-to-invest/types-investments).

Diversification is a technique that reduces single asset, industry, and geographical risks by allocating investments across various financial instruments, industries, and other categories.

Stocks –	<p>When you invest in a stock, you become one of the owners of a corporation. Stocks represent ownership shares, also known as equity shares. Whether you make or lose money on a stock depends on the success or failure of the company, which type of stock you own, and what’s going on in the stock market overall and other factors.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (market risk), concentration risk, Advisory Fees</p>
Bonds –	<p>A bond is a loan an investor makes to a corporation, government, federal agency or other organization in exchange for interest payments over a specified term plus repayment of principal at the bond’s maturity date. There are a wide variety of bonds including Treasuries, agency bonds, corporate bonds, municipal bonds and more. Likewise there are many types of bond mutual funds.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (Interest Rate Risk); Liquidity Risk; Default Risk (FINRA – Understanding Bond Risk), Advisory Fees</p>
Mutual Funds –	<p>Investment funds pool the money of many investors and invest according to a specific strategy. Funds come in various types, each with differing features. Generally, publicly offered funds – such as mutual funds, exchange-traded funds, closed-end funds and unit investment trusts – must be registered with the Securities and Exchange Commission (SEC) as investment companies. Private investment funds (often called hedge funds or private funds) are often exempt from registration.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (market risk), FINRA – Share Classes (Section II), FINRA – Fees & Expenses (e.g. management fees, 12b-1 – Section II); For Equity funds – see Stocks section above, for bond funds- see Bonds section above. Advisory Fees</p>
Alternative Funds –	<p>Alternative or “alt” mutual funds are publicly offered, SEC-registered funds that use investment strategies that differ from the buy-and-hold strategy typical in the mutual fund industry. Compared to a traditional mutual fund, an alternative fund typically holds more non-traditional investments and employs more complex trading strategies. Investors considering alternative mutual funds should be aware of their unique characteristics and risks.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (market risk), fees and expenses (Section II), liquidity risk, Advisory Fees</p>

<p>ETFs –</p>	<p>Exchange-traded funds (ETFs) combine aspects of mutual funds and conventional stocks. Like a mutual fund, an ETF is a pooled investment fund that offers an investor an interest in a professionally managed, diversified portfolio of investments. But unlike mutual funds, ETF shares trade like stocks on stock exchanges and can be bought or sold throughout the trading day at fluctuating prices.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (Market Risk), FINRA – ETFs, Advisory Fees</p>
<p>Options –</p>	<p>Options are contracts that give the purchaser the right, but not the obligation, to buy or sell a security, such as a stock or exchange-traded fund, at a fixed price within a specific period of time.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (market risk), OCC – Characteristics and Risks of Standardized Options, Advisory Fees</p>
<p>Complex Products: Private Placements –</p>	<p>A private placement is an offering of unregistered securities to a limited pool of investors. In a private placement, a company sells shares of stock in the company or other interest in the company, such as warrants or bonds, in exchange for cash.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (market risk), fees and expenses (Section II), liquidity risk, Advisory Fees</p>
<p>Structured Notes –</p>	<p>Some examples of complex products include notes with principal protection and high-yield bonds that have lower credit ratings and higher risk of default, but offer more attractive rates of return.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (market risk), fees and expenses (Section II), liquidity risk, default risk, Advisory Fees</p>
<p>Interval Funds –</p>	<p>Interval funds are closed-end registered investment companies that generally invest in a portfolio of both private and public securities, that may be listed or not listed on an exchange, and thus provide some clients with expanded investing capabilities. Repurchase offers from the fund occur periodically, or at intervals, as stated in the prospectus. In addition, interval funds typically do not trade on a securities exchange or other secondary market.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (market risk), fees and expenses, liquidity risk, Advisory Fees</p>
<p>Tender Offer Funds –</p>	<p>Tender offer funds are closed-end registered investment companies that typically invest in a pool of illiquid assets such as real estate, private debt, private market holdings, private equity, and commodities not commonly available in other products. Typically, tender offer funds institute a repurchase policy that sets a schedule as to when investors can expect to be able to redeem their shares.</p> <p>RISK/COST FACTORS TO CONSIDER: Price volatility (market risk), fees and expenses, liquidity risk, Advisory Fees</p>

