



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION - SEPARATE ACCOUNTS

ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2012

OF THE CONDITION AND AFFAIRS OF THE SEPARATE ACCOUNTS OF THE

MML Bay State Life Insurance Company

NAIC Group Code 0435 0435 NAIC Company Code 70416 Employer's ID Number 43-0581430
(Current) (Prior)

Organized under the Laws of Connecticut, State of Domicile or Port of Entry Connecticut

Country of Domicile United States of America

Type of Separate Accounts Insulated [X] Non-Insulated []

Incorporated/Organized 04/01/1935 Commenced Business 07/01/1894

Statutory Home Office 100 Bright Meadow Boulevard, Enfield, CT, US 06082
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 1295 State Street
(Street and Number) Springfield, MA, US 01111
(City or Town, State, Country and Zip Code) 413-788-8411
(Area Code) (Telephone Number)

Mail Address 1295 State Street, Springfield, MA, US 01111
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1295 State Street
(Street and Number) Springfield, MA, US 01111
(City or Town, State, Country and Zip Code) 413-788-8411
(Area Code) (Telephone Number)

Internet Website Address www.massmutual.com

Statutory Statement Contact Tammy A. Peatman, 413-744-6327
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OFFICERS

President and Chief Executive Officer Roger William Crandall Treasurer Todd Garrett Picken
Secretary Christine Carole Peaslee Actuary Isadore Jermyn

OTHER

Michael Thomas Rollings Executive Vice President and Chief Financial Officer Mark Douglas Roellig Executive Vice President and General Counsel Michael Robert Fanning Executive Vice President

DIRECTORS OR TRUSTEES

Roger William Crandall - Chairman Michael Robert Fanning Michael Thomas Rollings
Mark Douglas Roellig

State of Massachusetts SS:
County of Hampden

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Roger William Crandall
President and Chief Executive Officer

Christine Carole Peaslee
Secretary

Todd Garrett Picken
Treasurer

Subscribed and sworn to before me this _____ day of _____

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE SEPARATE ACCOUNTS OF THE MML Bay State Life Insurance Company

ASSETS

	Current Year			Prior Year
	1 General Account Basis	2 Fair Value Basis	3 Total (Cols. 1 + 2)	4 Total
1. Bonds (Schedule D).....	906,970,121	1,840,368,959	2,747,339,080	2,550,131,303
2. Stocks (Schedule D):				
2.1 Preferred stocks				
2.2 Common stocks		794,611,428	794,611,428	753,659,045
3. Mortgage loans on real estate (Schedule B).....	27,991,793		27,991,793	31,883,284
4. Real estate (Schedule A):				
4.1 Properties held for the production of income (less \$ encumbrances)				
4.2 Properties held for sale (less \$ encumbrances)				
5. Contract loans				
6. Cash (\$ (1,964,949) Schedule E - Part 1), and cash equivalents (\$ 437,439,835 , Schedule E - Part 2)	39,041,813	396,433,073	435,474,886	581,401,267
7. Short-term investments (Schedule DA)	31,011,905	33,329,736	64,341,641	100,750,424
8. Derivatives (Schedule DB)	1,155,811	239,677	1,395,488	15,644,772
9. Other invested assets (Schedule BA)				
10. Securities lending reinvested collateral assets (Schedule DL)				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,006,171,443	3,064,982,873	4,071,154,316	4,033,470,095
13. Investment income due and accrued	6,706,441	6,924,080	13,630,521	14,427,569
14. Receivables for securities	13,555,501	12,650,757	26,206,258	28,984,457
15. Net adjustment in assets and liabilities due to foreign exchange rates				
16. Aggregate write-ins for other than invested assets.....				
17. Total (Lines 12 to 16)	1,026,433,385	3,084,557,710	4,110,991,095	4,076,882,121
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above)				
1601.				
1602.				
1603.				
1698. Summary of remaining write-ins for Line 16 from overflow page				
1699. Totals (Lines 1601 thru 1603 plus 1698)(Line 16 above)				

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE SEPARATE ACCOUNTS OF THE MML Bay State Life Insurance Company

LIABILITIES AND SURPLUS

	Current Year			Prior Year
	1 General Account Basis	2 Fair Value Basis	3 Total (Cols. 1 + 2)	4 Total
1. Aggregate reserve for life, annuity and accident and health contracts (Exhibit 3, Line 9999999, Col. 2)	1,013,080,587	3,072,365,532	4,085,446,119	4,070,050,240
2. Liability for deposit-type contracts (Exhibit 4, Line 9, Col. 1)				
3. Interest Maintenance Reserve	3,743,043		3,743,043	5,036,033
4. Charges for investment management, administration and contract guarantees due or accrued	2,198,145	391,472	2,589,617	2,515,640
5. Investment expenses due or accrued (Exhibit 1, Line 24)		10,920	10,920	(5,180)
6. Investment taxes, licenses and fees due or accrued, excluding federal income taxes (Exhibit 2, Line 8)				
7. Federal and foreign income taxes due or accrued (excluding deferred taxes)				
8. Reserve for future federal income taxes				
9. Unearned investment income				
10. Other transfers to general account due or accrued (net) (including \$ (1,913,605) accrued expense allowances recognized in reserves)	(24,737,027)	(1,231,647)	(25,968,674)	(20,327,843)
11. Remittances and items not allocated	(5,013)	411,608	406,595	
12. Derivatives	34,656	180,697	215,353	358,017
13. Payable for securities	32,094,377	12,418,541	44,512,918	19,149,682
14. Payable for securities lending				
15. Net adjustment in assets and liabilities due to foreign exchange rates				
16. Aggregate write-ins for liabilities	24,617	10,163	34,780	105,123
17. Total liabilities (including \$(23,379,057) due or accrued net transfers to or (from) the general account)	1,026,433,385	3,084,557,286	4,110,990,671	4,076,881,712
18. Contributed surplus				
19. Aggregate write-ins for special surplus funds				
20. Unassigned funds		424	424	409
21. Surplus (Lines 18 through 20)		424	424	409
22. Totals	1,026,433,385	3,084,557,710	4,110,991,095	4,076,882,121
DETAILS OF WRITE-INS				
1601. Derivatives accrued interest expense	24,617	2,706	27,323	94,738
1602. Annuitant mortality fluctuation fund		7,457	7,457	10,385
1603.				
1698. Summary of remaining write-ins for Line 16 from overflow page				
1699. Totals (Lines 1601 thru 1603 plus 1698)(Line 16 above)	24,617	10,163	34,780	105,123
1901.				
1902.				
1903.				
1998. Summary of remaining write-ins for Line 19 from overflow page				
1999. Totals (Lines 1901 thru 1903 plus 1998)(Line 19 above)				

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE SEPARATE ACCOUNTS OF THE MML Bay State Life Insurance Company

SUMMARY OF OPERATIONS

	1 Current Year	2 Prior Year
1. Transfers to Separate Accounts:		
1.1 Net premiums and annuity considerations for life and accident and health contracts	44,790,821	48,817,353
1.2 Considerations for supplementary contracts with life contingencies		
1.3 Aggregate write-ins for other transfers to Separate Accounts		
1.4 Totals (Lines 1.1 to 1.3)	44,790,821	48,817,353
2. Transfers on account of deposit-type contracts (including \$ deposits less \$ withdrawals)		
3. Net investment income and capital gains and losses	221,204,514	94,728,653
4. Aggregate write-ins for other income		7,050
5. Totals (Lines 1.4 to 4)	265,995,335	143,553,056
DEDUCT:		
6. Transfers from the Separate Account on account of contract benefits:		
6.1 Death benefits	16,378,089	16,706,335
6.2 Matured endowments		
6.3 Annuity benefits	1,604,160	1,727,229
6.4 Payments on supplementary contracts with life contingencies		
6.5 Accident and health benefits		
6.6 Surrender benefits and withdrawals for life contracts	148,701,847	49,477,534
6.7 Aggregate write-ins for other transfers from Separate Accounts on account of contract benefits		
7. Transfers on account of policy loans	10,002,232	10,366,623
8. Net transfer of reserves from or (to) Separate Accounts	4,120,868	1,641,550
9. Other transfers from the Separate Accounts:		
9.1 Federal and foreign income taxes incurred		
9.2 Change in expense allowances recognized in reserves	(2,932,120)	(3,803,297)
9.3 Aggregate write-ins for other transfers from Separate Accounts	222	
10. Subtotals (Lines 6.1 to 9.3)	177,875,298	76,115,974
11. Fees associated with charges for investment management, administration and contract guarantees	72,727,071	77,136,545
12. Increase in aggregate reserve for life and accident and health contracts	15,395,880	(9,698,614)
13. Increase in liability for deposit-type contracts		
14. Increase in reserve for future federal income taxes		
15. Aggregate write-ins for reserves and funds	(2,929)	(868)
16. Totals (Lines 10 to 15)	265,995,320	143,553,037
17. Net gain from operations (including \$ unrealized capital gains) (Line 5 minus Line 16)	15	19
SURPLUS ACCOUNT		
18. Surplus, December 31, prior year	409	390
19. Net gain from operations (Line 17)	15	19
20. Surplus contributed or (withdrawn) during year		
21. Change in reserve on account of change in valuation basis, (increase) or decrease		
22. Transfer from Separate Accounts of the change in expense allowances recognized in Line 21		
23. Aggregate write-ins for gains and losses in surplus		
24. Surplus, December 31, current year (Page 3, Line 21)	424	409
DETAILS OF WRITE-INS		
01.301.		
01.302.		
01.303.		
01.398. Summary of remaining write-ins for Line 1.3 from overflow page		
01.399. Totals (Lines 01.301 thru 01.303 plus 01.398)(Line 1.3 above)		
0401. Miscellaneous income		7,050
0402.		
0403.		
0498. Summary of remaining write-ins for Line 4 from overflow page		
0499. Totals (Lines 0401 thru 0403 plus 0498)(Line 4 above)		7,050
06.701.		
06.702.		
06.703.		
06.798. Summary of remaining write-ins for Line 6.7 from overflow page		
06.799. Totals (Lines 06.701 thru 06.703 plus 06.798)(Line 6.7 above)		
09.301. Miscellaneous expense	222	
09.302.		
09.303.		
09.398. Summary of remaining write-ins for Line 9.3 from overflow page		
09.399. Totals (Lines 09.301 thru 09.303 plus 09.398)(Line 9.3 above)	222	
1501. Change in annuitant mortality fluctuation fund	(2,929)	(868)
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		
1599. Totals (Lines 1501 thru 1503 plus 1598)(Line 15 above)	(2,929)	(868)
2301.		
2302.		
2303.		
2398. Summary of remaining write-ins for Line 23 from overflow page		
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)		

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE SEPARATE ACCOUNTS OF THE MML Bay State Life Insurance Company

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1 Total	Ordinary			Group		Accident and Health		9 Aggregate of All Other Lines of Business
		2 Life Insurance	3 Individual Annuities	4 Supplementary Contracts	5 Life Insurance	6 Annuities	7 Group	8 Other	
1. Transfers to Separate Accounts:									
1.1 Net premiums and annuity considerations for life and accident and health contracts	44,790,821	44,757,849	26,842		6,130				
1.2 Considerations for supplementary contracts with life contingencies									
1.3 Aggregate write-ins for other transfers to Separate Accounts									
1.4 Totals (Lines 1.1 to 1.3)	44,790,821	44,757,849	26,842		6,130				
2. Transfers on account of deposit-type contracts (including \$ deposits less \$ withdrawals)									
3. Net investment income and capital gains and losses	221,204,514	86,978,809	7,290,927		126,934,778				
4. Aggregate write-ins for other income									
5. Totals (Lines 1.4 to 4)	265,995,335	131,736,658	7,317,769		126,940,908				
DEDUCT:									
6. Transfers from the Separate Account on account of contract benefits:									
6.1 Death benefits	16,378,089	1,717,676			14,660,413				
6.2 Matured endowments									
6.3 Annuity benefits	1,604,160		1,604,160						
6.4 Payments on supplementary contracts with life contingencies									
6.5 Accident and health benefits									
6.6 Surrender benefits and withdrawals for life contracts	148,701,847	41,484,477	4,604,367		102,613,003				
6.7 Aggregate write-ins for other transfers from Separate Accounts on account of contract benefits									
7. Transfers on account of policy loans	10,002,232	10,002,232							
8. Net transfer of reserves from or (to) Separate Accounts	4,120,868	2,862,177	311,879		946,812				
9. Other transfers from the Separate Accounts:									
9.1 Federal and foreign income taxes incurred									
9.2 Change in expense allowances recognized in reserves	(2,932,120)	(2,919,204)	(12,916)						
9.3 Aggregate write-ins for other transfers from Separate Accounts	222				222				
10. Subtotals (Lines 6.1 to 9.3)	177,875,298	53,147,358	6,507,490		118,220,450				
11. Fees associated with charges for investment management, administration and contract guarantees	72,727,071	46,470,988	766,911		25,489,172				
12. Increase in aggregate reserve for life and accident and health contracts	15,395,880	32,118,312	46,297		(16,768,729)				
13. Increase in liability for deposit-type contracts									
14. Increase in reserve for future federal income taxes									
15. Aggregate write-ins for reserves and funds	(2,929)		(2,929)						
16. Totals (Lines 10 to 15)	265,995,320	131,736,658	7,317,769		126,940,893				
17. Net gain from operations (including \$ unrealized capital gains) (Line 5 minus Line 16)	15				15				
DETAILS OF WRITE-INS									
01.301.									
01.302.									
01.303.									
01.398. Summary of remaining write-ins for Line 1.3 from overflow page									
01.399. Totals (Lines 01.301 thru 01.303 plus 01.398) (Line 1.3 above)									
0401.									
0402.									
0403.									
0498. Summary of remaining write-ins for Line 4 from overflow page									
0499. Totals (Lines 0401 thru 0403 plus 0498) (Line 4 above)									
06.701.									
06.702.									
06.703.									
06.798. Summary of remaining write-ins for Line 6.7 from overflow page									
06.799. Totals (Lines 06.701 thru 06.703 plus 06.798) (Line 6.7 above)									
09.301. Miscellaneous expense	222				222				
09.302.									
09.303.									
09.398. Summary of remaining write-ins for Line 9.3 from overflow page									
09.399. Totals (Lines 09.301 thru 09.303 plus 09.398) (Line 9.3 above)	222				222				
1501. Change in annuitant mortality fluctuation fund	(2,929)		(2,929)						
1502.									
1503.									
1598. Summary of remaining write-ins for Line 15 from overflow page									
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15 above)	(2,929)		(2,929)						

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE SEPARATE ACCOUNTS OF THE MML Bay State Life Insurance Company

ANALYSIS OF INCREASE IN RESERVES DURING THE YEAR

	1 Total	Ordinary			Group	
		2 Life Insurance	3 Individual Annuities	4 Supplementary Contracts	5 Life Insurance	6 Annuities
1. Reserve Dec. 31 of prior year	4,070,050,240	584,345,070	51,037,490		3,434,667,680	
2. Tabular net premiums and considerations for annuities and supplementary contracts with life contingencies	44,790,821	44,757,849	26,842		6,130	
3. Increase or (decrease) from investment results after provision for federal income taxes	221,204,499	86,978,809	7,290,927		126,934,763	
4. Tabular less actual reserve released						
5. Increase in reserve on account of change in valuation basis						
6. Other increases (net)						
7. Totals (Lines 1 to 6)	4,336,045,559	716,081,727	58,355,259		3,561,608,573	
8. Net transfer of reserves from or (to) Separate Accounts	4,120,868	2,862,177	311,879		946,812	
9. Tabular cost						
10. Reserves released by death	16,378,089	1,717,676			14,660,413	
11. Reserves released by other terminations (net)	148,701,847	41,484,477	4,604,367		102,613,003	
12. Transfers on account of annuity and supplementary contract payments involving life contingencies	1,604,160		1,604,160			
13. Charges for investment management, administration and contract guarantees	72,727,071	46,470,988	766,911		25,489,172	
14. Aggregate write-ins for other decreases in reserves	7,067,405	7,083,028	(15,845)		222	
15. Total deductions (Lines 8 to 14)	250,599,439	99,618,346	7,271,472		143,709,622	
16. Reserve December 31 of current year	4,085,446,119	616,463,381	51,083,787		3,417,898,951	
DETAILS OF WRITE-INS						
1401. Change in policy loans	10,002,232	10,002,232				
1402. Miscellaneous expense	222				222	
1403. Change in surrender charge offset	(2,932,120)	(2,919,204)	(12,916)			
1498. Summary of remaining write-ins for Line 14 from overflow page	(2,929)		(2,929)			
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	7,067,405	7,083,028	(15,845)		222	

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE SEPARATE ACCOUNTS OF THE MML Bay State Life Insurance Company

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) .....10,834,795	.....10,368,384
1.1 Bonds exempt from U.S. tax	(a) .....	.....
1.2 Other bonds (unaffiliated)	(a) .....90,205,240	.....89,933,102
1.3 Bonds of affiliates	(a) .....	.....
2.1 Preferred stocks (unaffiliated)	(b) .....	.....
2.11 Preferred stocks of affiliates	(b) .....	.....
2.2 Common stocks (unaffiliated) .....	.....16,682,098	.....16,682,097
2.21 Common stocks of affiliates .....	.....	.....
3. Mortgage loans	(c) .....1,768,174	.....1,749,501
4. Real estate	(d) .....	.....
5. Contract loans .....	.....	.....
6. Cash, cash equivalents and short-term investments	(e) .....476,572	.....507,568
7. Derivative instruments	(f) .....7,200,159	.....7,196,753
8. Other invested assets .....	.....	.....
9. Aggregate write-ins for investment income .....	.....(1,340,591)	.....(1,340,591)
10. Total gross investment income	125,826,446	125,096,813
11. Investment expenses .....	.....	(g) .....16,100
12. Investment taxes, licenses and fees, excluding federal income taxes .....	.....	(g)
13. Interest expense .....	.....	(h)
14. Depreciation on real estate and other invested assets .....	.....	(i)
15. Aggregate write-ins for deductions from investment income .....	.....	.....
16. Total deductions (Lines 11 through 15) .....	.....	.....16,100
17. Net investment income (Line 10 minus Line 16) .....	.....	125,080,713
DETAILS OF WRITE-INS		
0901. Miscellaneous income	(2,633,582)	(2,633,582)
0902. Amortization of IMR	1,292,991	1,292,991
0903. ....	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	(1,340,591)	(1,340,591)
1501. ....	.....	.....
1502. ....	.....	.....
1503. ....	.....	.....
1598. Summary of remaining write-ins for Line 15 from overflow page .....	.....	.....
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15, above) .....	.....	.....

- (a) Includes \$1,989,766 accrual of discount less \$5,891,908 amortization of premium and less \$4,024,492 paid for accrued interest on purchases.
- (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued dividends on purchases.
- (c) Includes \$9,091 accrual of discount less \$82,511 amortization of premium and less \$ paid for accrued interest on purchases.
- (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
- (e) Includes \$84,778 accrual of discount less \$13,604 amortization of premium and less \$6,355 paid for accrued interest on purchases.
- (f) Includes \$ accrual of discount less \$ amortization of premium.
- (g) Includes \$ investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ interest on surplus notes and \$ interest on capital notes.
- (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1	2	3	4	5
	Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds	4,084,585	.....	4,084,585	(3,502,243)	.....
1.1 Bonds exempt from U.S. tax .....	.....	.....	.....	.....	.....
1.2 Other bonds (unaffiliated)	20,606,878	(145,564)	20,461,314	(20,602,355)	.....
1.3 Bonds of affiliates .....	.....	.....	.....	.....	.....
2.1 Preferred stocks (unaffiliated) .....	.....	.....	.....	.....	.....
2.11 Preferred stocks of affiliates .....	.....	.....	.....	.....	.....
2.2 Common stocks (unaffiliated)	11,897,337	.....	11,897,337	82,489,304	.....
2.21 Common stocks of affiliates .....	.....	.....	.....	.....	.....
3. Mortgage loans .....	.....	.....	.....	.....	.....
4. Real estate .....	.....	.....	.....	.....	.....
5. Contract loans .....	.....	.....	.....	.....	.....
6. Cash, cash equivalents and short-term investments	44	.....	44	.....	.....
7. Derivative instruments	15,402,434	.....	15,402,434	(14,106,621)	.....
8. Other invested assets .....	.....	.....	.....	.....	.....
9. Aggregate write-ins for capital gains (losses) .....	.....	.....	.....	.....	.....
10. Total capital gains (losses)	51,991,278	(145,564)	51,845,714	44,278,085	.....
DETAILS OF WRITE-INS					
0901. ....	.....	.....	.....	.....	.....
0902. ....	.....	.....	.....	.....	.....
0903. ....	.....	.....	.....	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....	.....	.....	.....
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above) .....	.....	.....	.....	.....	.....

EXHIBIT 1 - INVESTMENT EXPENSES

	1 Amount
1. Rent	
2. Salaries and wages	
3. Contributions for benefit plans for employees (a)	
4. Payments to employees under non-funded benefit plans	
5. Other employee welfare	
6. Legal fees and expenses	
7. Fees of public accountants and consulting actuaries	
8. Traveling expenses	
9. Postage, express, telegraph and telephone	
10. Printing and stationery	
11. Cost or depreciation of furniture and equipment	
12. Rental of equipment	
13. Books and periodicals	
14. Bureau and association fees	
15. Insurance, except on real estate	
16. Miscellaneous losses	
17. Collection and bank service charges	16,100
18. Sundry general expenses	
19. Real estate expenses	
20. Investment expenses not included elsewhere	
21. Aggregate write-ins for other investment expenses	
22. Investment expenses incurred	16,100
Reconciliation with Exhibit 5	
23. Investment expenses unpaid December 31, prior year	(5,180)
24. Investment expenses unpaid December 31, current year	10,920
25. Investment expenses paid during year (Lines 22 + 23 - 24) (to Exhibit 5, Line 12)	0
DETAILS OF WRITE-INS	
2101.	
2102.	
2103.	
2198. Summary of remaining write-ins for Line 21 from overflow page	
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	

(a) Includes \$ on account of prior service.

**EXHIBIT 2 - INVESTMENT TAXES, LICENSES AND FEES
(EXCLUDING FEDERAL INCOME TAXES)**

	1 Amount
1. Real estate taxes	
2. State insurance department fees	
3. Other state taxes, including \$ for employee benefits	
4. U.S. Social Security taxes	
5. All other taxes	
6. Taxes, licenses and fees incurred	
Reconciliation with Exhibit 5	
7. Taxes, licenses and fees unpaid December 31, prior year	
8. Taxes, licenses and fees unpaid December 31, current year	
9. Taxes, licenses and fees paid during year (Lines 6 + 7 - 8) (to Exhibit 5, Line 13)	

NONE

EXHIBIT 3 - AGGREGATE RESERVE FOR LIFE, ANNUITY AND ACCIDENT AND HEALTH CONTRACTS

1	2	3	4
Description of Valuation Basis	Total	Ordinary	Group
0100001. 58 CSO 4.00% Mod CRVM (issued 1983 to 1988)	7,858,125	7,858,125	
0100002. 80 CSO 5.50% CRVM (issued 1988 to 1992)	172,427,857	172,427,857	
0100003. 80 CSO 5.00% CRVM (issued 1993 to 1994)	436,177,399	436,177,399	
0100004. 80 CSO Account Value	3,417,898,951		3,417,898,951
0199999. Totals	4,034,362,332	616,463,381	3,417,898,951
0200001. Deferred Annuity 4.75%-6.50% CARVM	50,835,243	50,835,243	
0200002. Annuity Reserve 4.00% VA Valuation 82	248,544	248,544	
0299999. Totals	51,083,787	51,083,787	
9999999. Totals (to Page 3, Line 1)	4,085,446,119	667,547,168	3,417,898,951

EXHIBIT 3 - INTERROGATORIES

- 1.1 Has the reporting entity ever issued both participating and non-participating variable life insurance contracts?..... Yes [] No [X]
- 2.1 Does the reporting entity at present issue both participating and non-participating variable life insurance contracts?..... Yes [] No [X]
- 2.2 If not, state which kind is issued
Non-participating
- 3.1 Is any surrender value promised in excess of the reserve as legally computed? Yes [] No [X] N/A []
- 3.2 If so, the amount of such excess must be included in surrender values in excess of reserves otherwise required and carried in this schedule. Has this been done? Yes [] No [] N/A [X]
Attach a statement of methods employed in the valuation of variable life insurance contracts issued at, or subsequently subject to, an extra premium or in the valuation of contracts otherwise issued on lives classified as substandard for the plan of contract issued or on special class lives (including paid-up variable life insurance).

EXHIBIT 3A - CHANGES IN BASIS OF VALUATION DURING THE YEAR

(Including supplementary contracts set up on a basis other than that used to determine benefits)

1	2 Valuation Basis		4
Description of Valuation Class	Changed from	Changed To	Increase in Actuarial Reserve Due to Change
NONE			
9999999 - Totals (Page 6, Line 5, Analysis of Increase in Reserves)			

Exhibit 4
N O N E

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE SEPARATE ACCOUNTS OF THE MML Bay State Life Insurance Company

EXHIBIT 5 - RECONCILIATION OF CASH AND INVESTED ASSETS

DEVELOPMENT OF INCREASE IN CASH		1 Amount
1. Transfers to Separate Accounts on account of:		
1.1 Net premiums and considerations for annuities and supplementary contracts with life contingencies		44,790,821
1.2 Aggregate write-ins for other transfers to Separate Accounts		
2. Deposits on deposit-type contract funds and other liabilities without life or disability contingencies		125,826,446
3. Investment income collected		36,409,636
4. Consideration on disposal of short-term bonds net of purchases		2,677,822,149
5. Consideration on disposal of investments (excluding short-term bonds)		
6. Aggregate write-ins for other increases in funds from operations		
7. Total (Lines 1 to 6)		2,884,849,052
8. Cost of investments acquired (excluding short-term bonds)		2,803,154,242
9. Transfers from Separate Accounts on account of contract benefits:		
9.1 Death benefits		15,833,937
9.2 Matured endowments		
9.3 Annuity benefits		1,604,160
9.4 Supplementary contract benefits with life contingencies		
9.5 Accident and health benefits		
9.6 Surrender benefits and withdrawals for life contracts		148,701,847
9.7 Policy loans (net)		10,002,232
9.8 Transfers of reserves (net)		7,425,389
9.9 Aggregate write-ins for other transfers from Separate Accounts on account of contract benefits		
10. Other transfers from Separate Accounts:		
10.1 Federal income taxes		
10.2 Aggregate write-ins for other transfers from Separate Accounts		(458,031)
11. Withdrawals on deposit-type contract funds and other liabilities without life or disability contingencies		
12. Investment expenses (Exhibit 1, Line 25)		
12.1 Fees associated with investment management, administration and contract guarantees		72,653,094
13. Investment taxes, licenses and fees, excluding federal income taxes (Exhibit 2, Line 9)		
14. Total (Lines 8 to 13)		3,058,916,869
15. Funds from operations (Line 7 minus Line 14)		(174,067,817)
16. Surplus contributed or (withdrawn) during year		
17. Aggregate write-ins for other changes in funds		
18. Total funds (includes \$ 211,429,838 net transfers from general account) (Lines 15 to 17)		(174,067,817)
19. Increase in payable for investments acquired, net of receivable for investments sold		28,141,435
20. Decrease in policy loans		
21. Aggregate write-ins for other reconciling items		
22. Increase in cash (Line 18 to 21)		(145,926,382)
RECONCILIATION BETWEEN YEARS		
23. Cash and invested assets, December 31st of prior year		4,033,470,095
24. Increase in cash (Line 22)		(145,926,382)
25. Cost of invested assets acquired		2,932,615,173
26. Adjusted cost of assets disposed of		2,789,378,266
27. Increase in policy loans		
28. Accrual of discount less amortization of premium		(3,904,388)
29. Depreciation on real estate and other invested assets		
30. Increase in net unrealized gains		44,278,085
31. Aggregate write-ins for other reconciling items		
32. Cash and invested assets, December 31st of current year		4,071,154,316
DETAILS OF WRITE-INS		
01.201.		
01.202.		
01.203.		
01.298. Summary of remaining write-ins for Line 1.2 from overflow page		
01.299. Totals (Lines 01.201 thru 01.203 plus 01.298) (Line 1.2 above)		
0601.		
0602.		
0603.		
0698. Summary of remaining write-ins for Line 6 from overflow page		
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)		
09.901.		
09.902.		
09.903.		
09.998. Summary of remaining write-ins for Line 9.9 from overflow page		
09.999. Totals (Lines 09.901 thru 09.903 plus 09.998) (Line 9.9 above)		
10.201. Change in remittances and items not allocated		(406,595)
10.202. Change in other transfers to general account due or accrued		(51,658)
10.203. Miscellaneous expense		222
10.298. Summary of remaining write-ins for Line 10.2 from overflow page		
10.299. Totals (Lines 10.201 thru 10.203 plus 10.298) (Line 10.2 above)		(458,031)
1701.		
1702.		
1703.		
1798. Summary of remaining write-ins for Line 17 from overflow page		
1799. Totals (Lines 1701 thru 1703 plus 1798) (Line 17 above)		
2101.		
2102.		
2103.		
2198. Summary of remaining write-ins for Line 21 from overflow page		
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)		
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 thru 3103 plus 3198) (Line 31 above)		

EXHIBIT 6 - GUARANTEED INSURANCE AND ANNUITY PRODUCTS

	1 Amount	2 Percent of Total
1. Aggregate reserve for life, annuity and accident and health contracts (Included in Exhibit 3):		
1.1 Life insurance	1,013,080,587	24.6
1.2 Annuities		
1.3 Supplementary contracts with life contingencies		
1.4 Accident and health		
1.5 Miscellaneous reserves		
1.6 Total	1,013,080,587	24.6
2. Liability for deposit-type contracts (included in Exhibit 4):		
2.1 Guaranteed interest contracts		
2.2 Annuities certain		
2.3 Supplemental contracts		
2.4 Dividend accumulations or refunds		
2.5 Premium and other deposit funds		
2.6 Total		
3. Other liabilities (included in Page 3, Lines 4, 10, 13 & 14)	9,555,495	0.2
4. Total liabilities associated with guarantees (Lines 1.6 + 2.6 + 3)	1,022,636,082	24.9
5. Total liabilities not associated with guarantees	3,088,354,589	75.1
6. Total Separate Accounts liabilities (Lines 4 + 5 = Page 3, Line 17)	4,110,990,671	100.0 %

GENERAL INTERROGATORIES

Product Mix

1. Identify the product types in the separate account, quantify the assets associated with those products and indicate if there are any guarantees associated with those products:

1 Product Identifier	2 Separate Account Assets	3 Guarantees Associated with the Product Yes/No
Stable Value Bank-owned Life Insurance	2,176,149,496	YES
Bank-owned Life Insurance - Guaranteed	1,026,433,385	YES
Individual Variable Universal Life	614,626,766	YES
Corporate-owned Life Insurance	242,620,590	YES
Individual Variable Annuity	51,160,858	YES
Totals	4,110,991,095	XXX

Separate Account Products with General Account Guarantees

- 2.1 Does the reporting entity have products with guarantees provided by the general account? Yes [] No []
- 2.2 If yes, what is the current total maximum guarantee the general account would provide to the separate account?\$ 17,685,254
- 2.3 Has the separate account collected amounts from the general account within the past five years related to separate account guarantees? Yes [] No []
- 2.4 If yes, provide detail on these guarantees paid by the general account:

	1 Year		2 Amount
2.401	As of December 31, 2012	\$	499,761
2.402	As of December 31, 2011	\$	360,639
2.403	As of December 31, 2010	\$	303,254
2.404	As of December 31, 2009	\$	
2.405	As of December 31, 2008	\$	

- 2.5 To compensate the general account for the risk taken, for any separate account products with general account guarantees, does the separate account remit risk charges to the general account related to separate account guarantees? Yes [] No []
- 2.6 If yes, identify the separate account products with risk charges that are remitted to the general account and whether the risk charge for that product is reviewed and opined upon:

1 Product Identifier with Risk Charges	2 Risk Charge Reviewed and Opined Upon	3 Name and Title of Individual who Provided Opinion on Risk Charges

- 2.7 Provide detail on the risk charges paid to the general account related to separate account guarantees for the past five years:

	1 Year		2 Amount
2.701	As of December 31, 2012	\$	
2.702	As of December 31, 2011	\$	
2.703	As of December 31, 2010	\$	
2.704	As of December 31, 2009	\$	XXX
2.705	As of December 31, 2008	\$	XXX

Investment Directive of Separate Account Activity

- 3.1 Does the reporting entity have products classified within the separate account for which the investment directive is not determined by the contract holder? (Situations in which the investments directive mirrors the general account would not be considered determined by the contract holder; however, having the contract holder select an investment direction from multiple options would meet this criteria.) Yes [] No []
- 3.2 If yes, if these investments would have been included in the general account, would the reporting entity have exceeded the investment limitations imposed on the general account? Yes [] No [] N/A []

GENERAL INTERROGATORIES

3.3 Provide detail on the separate account investment portfolio and state investment limitations. (This includes the combined separate account and general investments, excluding separate account assets with investment direction determined by the contract holder):

1 Investment Type	2 State Investment Limitation	3 Combined Investment (Separate and General Account)

Allocation of Investment Proceeds of Separate Account Activity

4.1 Does the reporting entity have separate account assets in which less than 100% of investment proceeds (net of contract fees and assessments) are attributed to a contract holder? (This should identify any situations where there is a ceiling on investment performance results.) Yes [] No [X]

4.2 If yes, provide detail on the net investment proceeds that were attributed to the contract holder, transferred to the general account and reinvested within the separate account:

1 Product Identifier	2 Net Investment Proceeds	3 Attributed to Contract Holder	4 Transferred to General Account	5 Reinvested Within the Separate Account

4.3 For items reinvested within the Separate Account, does the reporting entity invest these assets in accordance with investment directives of the general account? Yes [] No [] N/A [X]

4.4 If no, does the reporting entity have a stated policy and procedure for the reinvestment of investment proceeds within the separate account? Yes [] No [] N/A [X]

4.5 Did the reinvestment of investment proceeds within the separate account result with the company having a combined investment portfolio that exceeded the state investment limitations imposed on the general account? Yes [] No [] N/A [X]

Measurement of Separate Account Assets

5.1 Does the reporting entity report all separate account assets at fair value? Yes [] No [X]

5.2 For items not reported at fair value, does the reporting entity report separate account assets at amortized cost, and/or under different measurement methods?
 5.21 Amortized Cost Yes [X] No []
 5.22 Other Measurement Methods..... Yes [] No [X]

5.3 If other measurement methods are used, provide explanation on these measurement methods.

5.4 Identify the assets measured at fair value, amortized cost or another measurement method and the percentage of separate account assets measured under each measurement method:

Description	1 Amount	2 Percentage
5.41 Fair Value	\$ 3,176,029,180	77.3 %
5.42 Amortized Cost	\$ 934,961,914	22.7 %
5.43 Other Measurement Methods	\$	%

5.5 For the assets not measured at fair value, provide a comparison of the reported value to current fair value and identify the unrealized gain or loss that would have been recorded if the assets had been reported at fair value:

1 Assets Held at Amortized Cost	2 Fair Value	3 Unrecorded Unrealized Gain/Loss
5.51... \$ 934,961,914	\$ 984,961,796	\$ 49,999,882

1 Assets Held at Other Measurement Method	2 Fair Value	3 Unrecorded Unrealized Gain/Loss
5.52... \$	\$	\$

GENERAL INTERROGATORIES

Securities Lending Transactions Within Separate Accounts

- 6.1 Does the reporting entity engage in securities lending transactions with separate account assets? Yes [] No [X]
- 6.2 If yes, does the reporting entity have written policies and procedures for such transactions? Yes [] No [] N/A [X]
- 6.3 Does the reporting entity obtain approval, or otherwise provide notification to contract holders, regarding securities lending transactions that occur with separate account assets? Yes [] No [] N/A [X]
- 6.4 Are all securities lending transactions reported on balance sheet? Yes [] No [] N/A [X]
- 6.5 Provide a description of the reporting entity's securities lending transaction program, specifically identifying any variations from the securities lending transaction program administered by the general account.
- 6.6 Provide detail on the current status of separate account transactions by separate account product:
- 6.61 Amount of any loaned securities within the separate account and the percentage of separate account assets lent
- | | | |
|------------------------|----------|---|
| 6.611 Amount | \$ | |
| 6.612 Percentage | | % |
- 6.62 Identify whether securities lent are reported at book value or market value
- | | | |
|--------------------------|----------|--|
| 6.621 Book Value | \$ | |
| 6.622 Market Value | \$ | |
- 6.63 Detail on collateral received:
- 6.631 Aggregate Amount Collateral Received
- | | | |
|--|----------|--|
| 6.6311 Open | \$ | |
| 6.6312 30 Days or Less | \$ | |
| 6.6313 31 to 60 Days | \$ | |
| 6.6314 61 to 90 Days | \$ | |
| 6.6315 Greater than 90 Days | \$ | |
| 6.6316 Total Collateral Received | \$ | |
- 6.632 The aggregate fair value of all securities acquired from the sale, trade or use of the accepted collateral (reinvested collateral) \$
- 6.633 Narrative discussion about sources and uses of collateral:
.....
- 6.634 Collateral for transactions that extend beyond one year from the reporting date \$
- 6.7 For the reporting entity's security lending program state the amount of the following as December 31 of the current year:
- | | | |
|--|----------|--|
| 6.71 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 (Sum of Schedule DL, Parts 1 and 2, Column 5) | \$ | |
| 6.72 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 (Sum of Schedule DL, Parts 1 and 2, Column 6) | \$ | |
| 6.73 Total payable for securities lending reported on the liability page (Page 3, Line 14, Column 3) | \$ | |

FHLB Funding Agreements

- 7.1 Does the reporting entity report Federal Home Loan Bank (FHLB) funding agreements within the separate account? Yes [] No [X]
- 7.2 Provide detail on the elements that support the classification of FHLB funding agreements within the separate account
.....
- 7.3 Provide detail regarding the FHLB funding agreements classified within the separate account:

1 Amount of FHLB Stock Purchased or Owned	2 Amount of Collateral Pledged to the FHLB	3 Total Borrowing or Funding Capacity Currently Available	4 Total Reserves Related to FHLB Agreements
\$	\$	\$	\$

- 7.4 For funding agreements within the separate account, provide a general description on the nature of the agreement, type of funding (lines of credit, borrowed money, etc) and intended use of funding.
.....

GENERAL INTERROGATORIES

Reporting Differences Between GAAP and SAP Financial Statements (This disclosure is applicable to all reporting entities regardless if they file GAAP financial statements)

- 8.1 Does the reporting entity file GAAP financial statements? Yes [] No [X]
- 8.2 In accordance with the different separate account reporting requirements between GAAP (SOP 03-1) and statutory accounting, does the reporting entity have products that are classified within the separate account that were, or would have been if GAAP financial statements had been completed, required to be reported within the general account under GAAP financials? Pursuant to SOP 03-1, all of the following conditions must be met to receive separate account reporting classification under GAAP: Yes [X] No [] N/A []
- a. Legal Recognition - The separate account is legally recognized. That is, the separate account is established, approved, and regulated under special rules such as state insurance laws, federal securities laws, or similar foreign laws.
 - b. Legally Insulated - The separate account assets supporting the contract liabilities are legally insulated from the general account liabilities of the insurance enterprise (that is, the contract holder is not subject to insurer default risk to the extent of the assets held in the separate account).
 - c. Investment Directive - The insurer must, as a result of contractual, statutory, or regulatory requirements, invest the contract holder's funds within the separate account as directed by the contract holder in designated investment alternatives or in accordance with specific investment objectives or policies.
 - d. Investment Performance - All investment performance, net of contract fees and assessments, must as a result of contractual, statutory, or regulatory requirements be passed through to the individual contract holder. Contracts may specify conditions under which there may be a minimum guarantee, but not a ceiling, as a ceiling would prohibit all investment performance from being passed through to the contract holder.
- 8.3 Identify all separate account products and identify whether each product was classified within a separate account for GAAP reporting purposes. (For non-GAAP filers, this disclosure should reflect whether the GAAP classification would have been the same if GAAP financials had been completed.) For products that were (or would have been) reported differently, identify which SOP 03-1 condition prevented separate account GAAP classification for that particular product.

1	2
Product Identifier	Same as GAAP / Condition that Requires GAAP General Account Reporting
Stable Value Bank-owned Life Insurance	GAAP GIA classification due to investment performance
Bank-owned Life Insurance - Guaranteed	GAAP GIA classification due to investment performance
Individual Variable Universal Life	Same as GAAP
Corporate-owned Life Insurance	Same as GAAP
Individual Variable Annuity	Same as GAAP

FORM FOR CALCULATING THE INTEREST MAINTENANCE RESERVE

INTEREST MAINTENANCE RESERVE

	1 Amount
1. Reserve as of December 31, Prior Year	5,035,857
2. Current year's realized pre-tax capital gains/(losses) of \$9,192,949 transferred into the reserve net of taxes of \$(3,217,532)	5,975,417
3. Adjustment for current year's liability gains/(losses) released from the reserve	(5,975,417)
4. Balance before reduction for amount transferred to Summary of Operations (Line 1 + Line 2 + Line 3)	5,035,857
5. Current year's amortization released to Summary of Operations (Amortization, Line 1, Column 4)	1,292,808
6. Reserve as of December 31, current year (Line 4 minus Line 5)	3,743,049

AMORTIZATION

Year of Amortization	1 Reserve as of December 31, Prior Year	2 Current Year's Realized Capital Gains/(Losses) Transferred into the Reserve Net of Taxes	3 Adjustment for Current Year's Liability Gains/(Losses) Released From the Reserve	4 Balance Before Reduction for Current Year's Amortization (Cols. 1 + 2 + 3)
1. 2012	1,292,808	429,083	(429,083)	1,292,808
2. 2013	817,504	818,055	(818,055)	817,504
3. 2014	476,769	759,920	(759,920)	476,769
4. 2015	362,214	640,539	(640,539)	362,214
5. 2016	327,425	519,521	(519,521)	327,425
6. 2017	274,713	390,203	(390,203)	274,713
7. 2018	212,197	306,491	(306,491)	212,197
8. 2019	192,030	268,346	(268,346)	192,030
9. 2020	199,905	225,067	(225,067)	199,905
10. 2021	201,531	183,747	(183,747)	201,531
11. 2022	205,545	139,573	(139,573)	205,545
12. 2023	218,817	111,921	(111,921)	218,817
13. 2024	220,096	102,651	(102,651)	220,096
14. 2025	192,984	93,450	(93,450)	192,984
15. 2026	147,494	84,642	(84,642)	147,494
16. 2027	92,398	72,196	(72,196)	92,398
17. 2028	31,684	68,969	(68,969)	31,684
18. 2029	(24,188)	68,072	(68,072)	(24,188)
19. 2030	(47,764)	69,371	(69,371)	(47,764)
20. 2031	(54,315)	68,846	(68,846)	(54,315)
21. 2032	(53,310)	69,616	(69,616)	(53,310)
22. 2033	(49,230)	68,719	(68,719)	(49,230)
23. 2034	(47,355)	66,814	(66,814)	(47,355)
24. 2035	(47,009)	64,577	(64,577)	(47,009)
25. 2036	(40,456)	64,428	(64,428)	(40,456)
26. 2037	(32,313)	61,858	(61,858)	(32,313)
27. 2038	(24,203)	55,351	(55,351)	(24,203)
28. 2039	(10,114)	43,863	(43,863)	(10,114)
29. 2040		32,375	(32,375)	
30. 2041		20,887	(20,887)	
31. 2042 and Later		6,266	(6,266)	
32. Total (Lines 1 to 31)	5,035,857	5,975,417	(5,975,417)	5,035,857

ASSET VALUATION RESERVE
BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS
DEFAULT COMPONENT

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols.4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
LONG-TERM BONDS												
1.		Exempt Obligations	275,653,739	XXX	XXX	275,653,739	0.0000		0.0000		0.0000	
2.	1	Highest Quality	518,777,764	XXX	XXX	518,777,764	0.0004	207,511	0.0023	1,193,189	0.0030	1,556,333
3.	2	High Quality	109,121,091	XXX	XXX	109,121,091	0.0019	207,330	0.0058	632,902	0.0090	982,090
4.	3	Medium Quality	1,839,556	XXX	XXX	1,839,556	0.0093	17,108	0.0230	42,310	0.0340	62,545
5.	4	Low Quality	1,548,796	XXX	XXX	1,548,796	0.0213	32,989	0.0530	82,086	0.0750	116,160
6.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
7.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
8.		Total Unrated Multi-class Securities Acquired by Conversion		XXX	XXX		XXX		XXX		XXX	
9.		Total Bonds (Sum of Lines 1 through 8)	906,940,946	XXX	XXX	906,940,946	XXX	464,938	XXX	1,950,487	XXX	2,717,128
PREFERRED STOCK												
10.	1	Highest Quality		XXX	XXX		0.0004		0.0023		0.0030	
11.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
12.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
13.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
14.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
15.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
16.		Affiliated Life with AVR		XXX	XXX		0.0000		0.0000		0.0000	
17.		Total Preferred Stocks (Sum of Lines 10 through 16)		XXX	XXX		XXX		XXX		XXX	
SHORT - TERM BONDS												
18.		Exempt Obligations	6,026,696	XXX	XXX	6,026,696	0.0000		0.0000		0.0000	
19.	1	Highest Quality	24,985,210	XXX	XXX	24,985,210	0.0004	9,994	0.0023	57,466	0.0030	74,956
20.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
21.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
22.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
23.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
24.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
25.		Total Short - Term Bonds (Sum of Lines 18 through 24)	31,011,906	XXX	XXX	31,011,906	XXX	9,994	XXX	57,466	XXX	74,956

ASSET VALUATION RESERVE (Continued)
BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS
DEFAULT COMPONENT

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols. 4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
DERIVATIVE INSTRUMENTS												
26.		Exchange Traded		XXX	XXX		0.0004		0.0023		0.0030	
27.	1	Highest Quality	20,079	XXX	XXX	20,079	0.0004	8	0.0023	46	0.0030	60
28.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
29.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
30.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
31.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
32.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
33.		Total Derivative Instruments	20,079	XXX	XXX	20,079	XXX	8	XXX	46	XXX	60
34.		Total (Lines 9 + 17 + 25 + 33)	937,972,931	XXX	XXX	937,972,931	XXX	474,941	XXX	2,007,999	XXX	2,792,144
MORTGAGE LOANS												
In Good Standing:												
35.		Farm Mortgages			XXX		0.0063 (a)		0.0120 (a)		0.0190 (a)	
36.		Residential Mortgages - Insured or Guaranteed	27,991,793		XXX	27,991,793	0.0003	8,398	0.0006	16,795	0.0010	27,992
37.		Residential Mortgages - All Other			XXX		0.0013		0.0030		0.0040	
38.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0003		0.0006		0.0010	
39.		Commercial Mortgages - All Other			XXX		0.0063 (a)		0.0120 (a)		0.0190 (a)	
40.		In Good Standing With Restructured Terms			XXX		0.2800 (b)		0.6200 (b)		1.0000 (b)	
Overdue, Not in Process:												
41.		Farm Mortgages			XXX		0.0420		0.0760		0.1200	
42.		Residential Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
43.		Residential Mortgages - All Other			XXX		0.0025		0.0058		0.0090	
44.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
45.		Commercial Mortgages - All Other			XXX		0.0420		0.0760		0.1200	
In Process of Foreclosure:												
46.		Farm Mortgages			XXX		0.0000		0.1700		0.1700	
47.		Residential Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
48.		Residential Mortgages - All Other			XXX		0.0000		0.0130		0.0130	
49.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
50.		Commercial Mortgages - All Other			XXX		0.0000		0.1700		0.1700	
51.		Total Schedule B Mortgages (Sum of Lines 35 through 50)	27,991,793		XXX	27,991,793	XXX	8,398	XXX	16,795	XXX	27,992
52.		Schedule DA Mortgages			XXX		(c)		(c)		(c)	
53.		Total Mortgage Loans on Real Estate (Lines 51 + 52)	27,991,793		XXX	27,991,793	XXX	8,398	XXX	16,795	XXX	27,992

(a) Times the company's experience adjustment factor (EAF).

(b) Column 9 is the greater of 6.4% without any EAF adjustments or a company's EAF adjusted In Good Standing (IGS) factor plus 150 basis points. Columns 5 and 7 are 28% and 62% respectively of Column 9.

(c) Determined using the same factors and breakdowns used for directly owned mortgage loans.

Asset Valuation Reserve - Equity Component

N O N E

Asset Valuation Reserve Replications (Synthetic) Assets

N O N E

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Analysis of Increase in Reserves Line 14

	1 Total	Ordinary			Group	
		2 Life Insurance	3 Individual Annuities	4 Supplementary Contracts	5 Life Insurance	6 Annuities
1404. Change in annuitant mortality fluctuation fund	(2,929)		(2,929)			
1497. Summary of remaining write-ins for Line 14 from overflow page	(2,929)		(2,929)			

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year	
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 6)	
2.2	Additional investment made after acquisition (Part 2, Column 9)	
3.	Current year change in encumbrances:	
3.1	Totals, Part 1, Column 13	
3.2	Totals, Part 3, Column 11	
4.	Total gain (loss) on disposals, Part 3, Column 18	
5.	Deduct amounts received on disposals, Part 3, Column 15	
6.	Total foreign exchange change in book/adjusted carrying value:	
6.1	Totals, Part 1, Column 15	
6.2	Totals, Part 3, Column 13	
7.	Deduct current year's other than temporary impairment recognized:	
7.1	Totals, Part 1, Column 12	
7.2	Totals, Part 3, Column 10	
8.	Deduct current year's depreciation:	
8.1	Totals, Part 1, Column 11	
8.2	Totals, Part 3, Column 9	
9.	Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	
10.	Deduct total nonadmitted amounts	
11.	Statement value at end of current period (Line 9 minus Line 10)	

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year	31,883,284
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 7)	
2.2	Additional investment made after acquisition (Part 2, Column 8)	10,434
3.	Capitalized deferred interest and other:	
3.1	Totals, Part 1, Column 12	
3.2	Totals, Part 3, Column 11	
4.	Accrual of discount	9,091
5.	Unrealized valuation increase (decrease):	
5.1	Totals, Part 1, Column 9	
5.2	Totals, Part 3, Column 8	
6.	Total gain (loss) on disposals, Part 3, Column 18	
7.	Deduct amounts received on disposals, Part 3, Column 15	3,828,504
8.	Deduct amortization of premium and mortgage interest points and commitment fees	82,511
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest:	
9.1	Totals, Part 1, Column 13	
9.2	Totals, Part 3, Column 13	
10.	Deduct current year's other than temporary impairment recognized:	
10.1	Totals, Part 1, Column 11	
10.2	Totals, Part 3, Column 10	
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	27,991,793
12.	Total valuation allowance	
13.	Subtotal (Line 11 plus 12)	27,991,793
14.	Deduct total nonadmitted amounts	
15.	Statement value of mortgages owned at end of current period (Line 13 minus Line 14)	27,991,793

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year	
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 8)	
2.2	Additional investment made after acquisition (Part 2, Column 9)	
3.	Capitalized deferred interest and other:	
3.1	Totals, Part 1, Column 16	
3.2	Totals, Part 3, Column 12	
4.	Accrual of discount	
5.	Unrealized valuation increase (decrease):	
5.1	Totals, Part 1, Column 13	
5.2	Totals, Part 3, Column 9	
6.	Total gain (loss) on disposals, Part 3, Column 19	
7.	Deduct amounts received on disposals, Part 3, Column 16	
8.	Deduct amortization of premium and depreciation	
9.	Total foreign exchange change in book/adjusted carrying value:	
9.1	Totals, Part 1, Column 17	
9.2	Totals, Part 3, Column 14	
10.	Deduct current year's other than temporary impairment recognized:	
10.1	Totals, Part 1, Column 15	
10.2	Totals, Part 3, Column 11	
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	
12.	Deduct total nonadmitted amounts	
13.	Statement value at end of current period (Line 11 minus Line 12)	

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year	3,303,790,345
2.	Cost of bonds and stocks acquired, Part 3, Column 7	2,821,228,005
3.	Accrual of discount	1,989,767
4.	Unrealized valuation increase (decrease):	
4.1	Part 1, Column 12	16,191,314
4.2	Part 2, Section 1, Column 15	
4.3	Part 2, Section 2, Column 13	86,712,281
4.4	Part 4, Column 11	(44,518,889)
5.	Total gain (loss) on disposals, Part 4, Column 19	36,588,800
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7	2,673,993,645
7.	Deduct amortization of premium	5,891,909
8.	Total foreign exchange change in book/adjusted carrying value:	
8.1	Part 1, Column 15	
8.2	Part 2, Section 1, Column 19	
8.3	Part 2, Section 2, Column 16	
8.4	Part 4, Column 15	
9.	Deduct current year's other than temporary impairment recognized:	
9.1	Part 1, Column 14	141,478
9.2	Part 2, Section 1, Column 17	
9.3	Part 2, Section 2, Column 14	
9.4	Part 4, Column 13	4,086
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	3,541,950,505
11.	Deduct total nonadmitted amounts	
12.	Statement value at end of current period (Line 10 minus Line 11)	3,541,950,508

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE SEPARATE ACCOUNTS OF THE MML Bay State Life Insurance Company

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	427,975,608	439,366,313	421,330,324	410,725,008
	2. Canada	2,382,197	2,373,979	2,382,049	2,390,000
	3. Other Countries	504,910	504,910	441,084	390,000
	4. Totals	430,862,715	442,245,202	424,153,457	413,505,008
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	466,777	466,777	414,504	400,000
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	2,106,783	2,307,963	2,103,924	2,080,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	1,329,108,479	1,341,114,510	1,283,856,990	1,239,945,414
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	906,997,285	929,384,950	864,399,723	857,091,832
	9. Canada	8,749,104	9,303,499	8,741,721	8,475,000
	10. Other Countries	69,047,937	72,158,645	69,655,637	67,737,627
	11. Totals	984,794,326	1,010,847,094	942,797,081	933,304,459
Parent, Subsidiaries and Affiliates	12. Totals				
	13. Total Bonds	2,747,339,080	2,796,981,546	2,653,325,956	2,589,234,881
PREFERRED STOCKS					
Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals				
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks				
COMMON STOCKS					
Industrial and Miscellaneous (unaffiliated)	20. United States	794,611,428	794,611,428	709,524,987	
	21. Canada				
	22. Other Countries				
	23. Totals	794,611,428	794,611,428	709,524,987	
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks	794,611,428	794,611,428	709,524,987	
	26. Total Stocks	794,611,428	794,611,428	709,524,987	
	27. Total Bonds and Stocks	3,541,950,508	3,591,592,974	3,362,850,943	

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	100,750,424	100,750,424			
2. Cost of short-term investments acquired	129,460,939	129,460,939			
3. Accrual of discount	47,023	47,023			
4. Unrealized valuation increase (decrease)					
5. Total gain (loss) on disposals	853	853			
6. Deduct consideration received on disposals	165,903,995	165,903,995			
7. Deduct amortization of premium	13,604	13,604			
8. Total foreign exchange change in book/adjusted carrying value					
9. Deduct current year's other than temporary impairment recognized					
10. Book adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	64,341,641	64,341,641			
11. Deduct total nonadmitted amounts					
12. Statement value at end of current period (Line 10 minus Line 11)	64,341,641	64,341,641			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

SCHEDULE DB - PART A - VERIFICATION BETWEEN YEARS

Options, Caps, Floors, Collars, Swaps and Forwards

1. Book/adjusted carrying value, December 31, prior year (Line 9, prior year)	15,286,755
2. Cost paid/(consideration received) on additions:	
2.1 Current year paid/(consideration received) at time of acquisition, still open, Section 1, Column 12	
2.2 Current year paid/(consideration received) at time of acquisition, terminated, Section 2, Column 14	
3. Unrealized valuation increase/(decrease):	
3.1 Section 1, Column 17	(11,935,530)
3.2 Section 2, Column 19	(2,171,091)
4. Total gain (loss) on termination recognized, Section 2, Column 22	15,402,434
5. Considerations received/(paid) on terminations, Section 2, Column 15	15,402,434
6. Amortization:	
6.1 Section 1, Column 19	
6.2 Section 2, Column 21	
7. Adjustment to the book/adjusted carrying value of hedged item:	
7.1 Section 1, Column 20	
7.2 Section 2, Column 23	
8. Total foreign exchange change in book/adjusted carrying value:	
8.1 Section 1, Column 18	
8.2 Section 2, Column 20	
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6+7+8)	1,180,135
10. Deduct nonadmitted assets	
11. Statement value at end of current period (Line 9 minus Line 10)	1,180,135

SCHEDULE DB - PART B - VERIFICATION BETWEEN YEARS

Futures Contracts

1. Book/adjusted carrying value, December 31 of prior year	
2. Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)	
3.1 Change in variation margin on open contracts:	
3.11 Section 1, Column 15, current year minus	
3.12 Section 1, Column 15, prior year	
3.2 Add:	
Change in adjustment to basis of hedged item:	
3.21 Section 1, Column 17, current year to date minus	
3.22 Section 1, Column 17, prior year	
Change in amount recognized:	
3.23 Section 1, Column 16, current year to date minus	
3.24 Section 1, Column 16, prior year	
3.3 Subtotal (Line 3.1 minus Line 3.2)	
4.1 Variation margin on terminated contracts during the year (Section 2, Column 16)	
4.2: Less:	
4.21 Amount used to adjust basis of hedged item (Section 2, Column 17)	
4.22 Amount recognized (Section 2, Column 16)	
4.3 Subtotal (Line 4.1 minus Line 4.2)	
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Recognized	
5.2 Used to adjust basis of hedged items	
6. Book/adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	
7. Deduct total nonadmitted amounts	
8. Statement value at end of current period (Line 6 minus Line 7)	

NONE

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

	Book/Adjusted Carrying Value Check
1. Part A, Section 1, Column 14.....	1,180,135
2. Part B, Section 1, Column 14.....	.....
3. Total (Line 1 plus Line 2).....	1,180,135
4. Part D, Column 5.....	2,101,119
5. Part D, Column 6.....	(920,984)
6. Total (Line 3 minus Line 4 minus Line 5).....	.....0
Fair Value Check	
7. Part A, Section 1, Column 16.....	1,180,135
8. Part B, Section 1, Column 13.....	.....
9. Total (Line 7 plus Line 8).....	1,180,135
10. Part D, Column 8.....	2,101,119
11. Part D, Column 9.....	(920,984)
12. Total (Line 9 minus Line 10 minus Line 11).....	.....0
Potential Exposure Check	
13. Part A, Section 1, Column 21.....	12,742,799
14. Part B, Section 1, Column 19.....	.....
15. Part D, Column 11.....	12,742,799
16. Total (Line 13 plus Line 14 minus Line 15).....	.....

SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)

	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year	578,336,852	578,336,852	
2. Cost of cash equivalents acquired	4,816,084,974	4,816,084,974	
3. Accrual of discount	37,755	37,755	
4. Unrealized valuation increase (decrease)			
5. Total gain (loss) on disposals	(810)	(810)	
6. Deduct consideration received on disposals	4,957,018,936	4,957,018,936	
7. Deduct amortization of premium			
8. Total foreign exchange change in book/adjusted carrying value			
9. Deduct current year's other than temporary impairment recognized			
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	437,439,835	437,439,835	
11. Deduct total nonadmitted amounts			
12. Statement value at end of current period (Line 10 minus Line 11)	437,439,835	437,439,835	

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: