MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATUTORY FINANCIAL STATEMENTS

As of September 30, 2017 and December 31, 2016 and for the nine months ended September 30, 2017 and 2016

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATUTORY FINANCIAL STATEMENTS
(UNAUDITED)

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MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATUTORY STATEMENTS OF FINANCIAL POSITION
(UNAUDITED)

	September 30, 2017	December 31, 2016	$ Change	% Change
	($ In Millions)			
Assets:				
Bonds	$ 93,948	$ 88,208	$ 5,740	7 %
Preferred stocks	861	490	371	76
Common stocks – subsidiaries and affiliates	13,005	12,718	287	2
Common stocks – unaffiliated	1,248	1,122	126	11
Mortgage loans	23,124	21,932	1,192	5
Policy loans	13,379	12,700	679	5
Real estate	821	974	(153)	(16)
Partnerships and limited liability companies	7,425	7,387	38	1
Derivatives	9,716	10,272	(556)	(5)
Cash, cash equivalents and short-term investments	2,568	3,950	(1,382)	(35)
Other invested assets	466	370	96	26
Total invested assets	166,561	160,123	6,438	4
Investment income due and accrued	2,333	2,013	320	16
Federal income taxes	395	28	367	NM
Deferred income taxes	1,513	1,654	(141)	(9)
Other than invested assets	3,122	2,986	136	5
Total assets excluding separate accounts	173,924	166,804	7,120	4
Separate account assets	73,151	68,234	4,917	7
Total assets	$ 247,075	$ 235,038	$ 12,037	5 %
Liabilities and Surplus:				
Policyholders' reserves	$ 120,342	$ 116,354	$ 3,988	3 %
Liabilities for deposit-type contracts	13,238	11,665	1,573	13
Contract claims and other benefits	573	406	167	41
Policyholders' dividends	1,664	1,609	55	3
General expenses due or accrued	1,063	1,122	(59)	(5)
Asset valuation reserve	3,365	3,264	101	3
Repurchase agreements	4,476	4,966	(490)	(10)
Commercial paper	250	250	-	-
Collateral	2,721	2,925	(204)	(7)
Derivatives	6,684	6,515	169	3
Other liabilities	3,396	2,314	1,082	47
Total liabilities excluding separate accounts	157,772	151,390	6,382	4
Separate account liabilities	73,151	68,225	4,926	7
Total liabilities	230,923	219,615	11,308	5
Surplus	16,152	15,423	729	5
Total liabilities and surplus	$ 247,075	$ 235,038	$ 12,037	5 %

NM = not meaningful

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATUTORY STATEMENTS OF OPERATIONS
(UNAUDITED)

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016	$ Change	% Change
	($ In Millions)			
Revenue:				
Premium income	$ 15,232	$ 15,917	$ (685)	(4) %
Net investment income	5,265	5,006	259	5
Fees and other income	1,185	778	407	52
Total revenue	21,682	21,701	(19)	-
Benefits and expenses:				
Policyholders' benefits	16,273	13,799	2,474	18
Change in policyholders' reserves	1,491	5,494	(4,003)	(73)
Change in group annuity reserves assumed	(645)	(1,215)	570	47
General insurance expenses	1,974	1,554	420	27
Commissions	744	709	35	5
State taxes, licenses and fees	162	172	(10)	(6)
Total benefits and expenses	19,999	20,513	(514)	(3)
Net gain from operations before dividends and federal income taxes	1,683	1,188	495	42
Dividends to policyholders	1,151	1,214	(63)	(5)
Net gain (loss) from operations before federal income taxes	532	(26)	558	NM
Federal income tax benefit	(148)	(160)	12	8
Net gain from operations	680	134	546	407
Net realized capital (losses) gains	(421)	56	(477)	(852)
Net income	$ 259	$ 190	$ 69	36 %

NM = not meaningful

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATUTORY STATEMENTS OF CHANGES IN SURPLUS
(UNAUDITED)

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016	$ Change	% Change
	($ In Millions)			
Surplus, beginning of year	$ 15,423	$ 14,983	$ 440	3 %
(Decrease) increase due to:				
Net income	259	190	69	36
Change in net unrealized capital (losses) gains, net of tax	8	2,177	(2,169)	(100)
Change in net unrealized foreign exchange capital gains (losses), net of tax	666	(197)	863	438
Change in other net deferred income taxes	20	101	(81)	(80)
Change in nonadmitted assets	(143)	(235)	92	39
Change in asset valuation reserve	(101)	(496)	395	80
Change in surplus notes	36	-	36	NM
Prior period adjustments	7	35	(28)	(80)
Other	(23)	(3)	(20)	(667)
Net increase	729	1,572	(843)	(54)
Surplus, end of period	$ 16,152	$ 16,555	$ (403)	(2) %

NM = not meaningful

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATUTORY STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended September 30, 2017	2016	$ Change	% Change
	($ In Millions)			
Cash from operations:				
Premium and other income collected	$ 15,873	$ 15,930	$ (57)	-%
Net investment income	5,313	5,071	242	5
Benefit payments	(16,012)	(13,711)	(2,301)	(17)
Net transfers from separate accounts	3,127	723	2,404	333
Net receipts from RPG reinsurance agreement	645	1,215	(570)	(47)
Commissions and other expenses	(2,725)	(2,498)	(227)	(9)
Dividends paid to policyholders	(1,096)	(1,157)	61	5
Federal and foreign income taxes (paid) recovered	(87)	248	(335)	(135)
Net cash from operations	5,038	5,821	(783)	(13)
Cash from investments:				
Proceeds from investments sold, matured or repaid:				
Bonds	15,805	10,575	5,230	49
Preferred and common stocks – unaffiliated	345	393	(48)	(12)
Common stocks – affiliated	120	70	50	71
Mortgage loans	2,280	2,892	(612)	(21)
Real estate	225	28	197	704
Partnerships and limited liability companies	1,480	679	801	118
Derivatives	31	879	(848)	(96)
Other	(372)	(620)	248	40
Total investment proceeds	19,914	14,896	5,018	34
Cost of investments acquired:				
Bonds	(20,357)	(17,118)	(3,239)	(19)
Preferred and common stocks – unaffiliated	(754)	(342)	(412)	(120)
Common stocks – affiliated	(132)	(799)	667	83
Mortgage loans	(3,350)	(2,465)	(885)	(36)
Real estate	(189)	(150)	(39)	(26)
Partnerships and limited liability companies	(1,002)	(1,135)	133	12
Derivatives	(443)	(401)	(42)	(10)
Other	57	430	(373)	(87)
Total investments acquired	(26,170)	(21,980)	(4,190)	(19)
Net increase in policy loans	(679)	(480)	(199)	(41)
Net cash from investing activities	(6,935)	(7,564)	629	8
Cash from financing and miscellaneous sources:				
Net deposits on deposit-type contracts	1,357	221	1,136	514
Net cash provided by surplus notes	36	-	36	NM
Change in repurchase agreements	(490)	(240)	(250)	(104)
Change in collateral	(205)	2,038	(2,243)	(110)
Other cash used	(183)	(166)	(17)	(10)
Net cash from financing and miscellaneous sources	515	1,853	(1,338)	(72)
Net change in cash, cash equivalents and short-term investments	(1,382)	110	(1,492)	NM
Cash, cash equivalents and short-term investments:				
Beginning of year	3,950	3,424	526	15
End of period	$ 2,568	$ 3,534	$ (966)	(27)%

NM = not meaningful

See notes to condensed consolidated statutory financial statements

1. Nature of operations

Massachusetts Mutual Life Insurance Company (MassMutual), a mutual life insurance company domiciled in the Commonwealth of Massachusetts, and its domestic life insurance subsidiaries domiciled in the State of Connecticut (collectively, the Company), provide individual and group life insurance, disability insurance, individual and group annuities and guaranteed interest contracts (GICs) to individual and institutional customers in all 50 states of the United States of America (U.S.), the District of Columbia and Puerto Rico. Products and services are offered primarily through the Company's MM Financial Advisors (MMFA), Direct to Consumer (DTC), Institutional Solutions (IS) and Workplace Solutions (WS) distribution channels.

MMFA is a sales force that includes financial advisors that operate in the U.S. MMFA sells individual life, individual annuities and disability insurance. The Company's DTC distribution channel sells individual life and supplemental health insurance primarily through direct response television advertising, digital media, search engine optimization and search engine marketing. The Company's IS distribution channel sells group annuities, group life and GICs primarily through retirement advisory firms, actuarial consulting firms, investment banks, insurance benefit advisors and investment management companies. The Company's WS distribution channel sells group life insurance and annuity products as well as individual life insurance and critical illness products distributed through investment advisors.

2. Summary of significant accounting policies

a. Basis of presentation

These condensed consolidated statutory financial statements include MassMutual and its wholly-owned U.S. domiciled life insurance subsidiary C.M. Life Insurance Company (C.M. Life), and C.M. Life's wholly-owned U.S. domiciled life insurance subsidiary, MML Bay State Life Insurance Company (MML Bay State). All intercompany transactions and balances for these consolidated entities have been eliminated. Other subsidiaries and affiliates are accounted for under the equity method in accordance with statutory accounting practices. Statutory financial statements filed with regulatory authorities are not presented on a consolidated basis.

The condensed consolidated statutory financial statements have been prepared in conformity with the statutory accounting practices of the National Association of Insurance Commissioners (NAIC) and the accounting practices prescribed or permitted by the Commonwealth of Massachusetts Division of Insurance (the Division); and for the wholly-owned U.S. domiciled life insurance subsidiaries, the State of Connecticut Insurance Department.

The condensed consolidated statutory financial statements and notes as of September 30, 2017 and December 31, 2016 and for the nine months ended September 30, 2017 and 2016 are unaudited. These condensed consolidated statutory financial statements, in the opinion of management, reflect the fair presentation of the financial position, results of operations, changes in surplus and cash flows for the interim periods. These condensed consolidated statutory financial statements and notes should be read in conjunction with the consolidated statutory financial statements and notes thereto included in the Company's 2016 audited year end financial statements as these condensed consolidated statutory financial statements disclose only significant changes from year end 2016. The results of operations for the interim periods should not be considered indicative of results to be expected for the full year. The Condensed Consolidated Statutory Statements of Financial Position as of December 31, 2016 have been derived from the audited consolidated financial statements at that date, but do not include all of the information and footnotes required by statutory accounting practices for complete financial statements.

For the full description of accounting policies, see *Note 2. "Summary of significant accounting policies"* of Notes to Consolidated Statutory Financial Statements included in the Company's 2016 audited consolidated yearend financial statements.

b. Corrections of errors and reclassifications

For the nine months ended September 30, 2017, corrections of prior year errors were recorded in surplus, net of tax:

	Increase (Decrease) to: Prior Years Net Income	Increase (Decrease) to: Current Year Surplus	Correction of Asset or Liability Balances
	(In Millions)		
Partnerships and limited liability companies	$ -	$ (2)	$ (2)
Other than invested assets	1	1	1
Policyholders' reserves	5	5	(5)
General expenses due or accrued	(4)	(4)	4
Total	$ 2	$ -	$ (2)

Surplus for prior year errors included $2 million recorded as prior period adjustments and $2 million recorded as a change in nonadmitted assets, net of tax in the Condensed Consolidated Statutory Statements of Changes in Surplus.

For the nine months ended September 30, 2016, corrections of prior year errors were recorded in surplus, net of tax:

	Increase (Decrease) to: Prior Years Net Income	Increase (Decrease) to: Current Year Surplus	Correction of Asset or Liability Balances
	(In Millions)		
Policyholders' reserves	$ 52	$ 52	$ (52)
Partnerships and limited liability companies	-	5	(5)
Federal income tax receivable	$ (14)	$ (14)	$ 14
Fees and other income	(3)	(3)	3
Total	$ 35	$ 40	$ (40)

Of the $40 million increase to surplus for prior year errors, $35 million was recorded as prior period adjustments and $5 million was recorded as a change in net unrealized capital gains (losses), net of tax in the Condensed Consolidated Statutory Statements of Changes in Surplus.

Certain prior year amounts within these financial statements have been reclassified to conform to the current year presentation.

c. Common stocks - subsidiaries and affiliates

Common stocks of unconsolidated subsidiaries, primarily MassMutual Holding LLC (MMHLLC) and MassMutual International LLC (MMI), are accounted for using the statutory equity method. The Company accounts for the value of MMHLLC and MMI at its underlying U.S. GAAP equity value adjusted to remove certain nonadmitted and intangible assets. MMHLLC’s value is also adjusted by a portion of its noncontrolling interests (NCI) and appropriated retained earnings, after consideration of MMHLLC's fair value and the Company’s capital levels. The Division has affirmed the statutory recognition of the Company’s application of the NCI guidelines in MMHLLC’s statutory carrying value. However, the Company has limited this recognition to $2,598 million as of September 30, 2017 and $2,675 million as of December 31, 2016. Operating results, less dividends declared, for MMHLLC are reflected as net unrealized capital gains (losses) in the Consolidated Statutory Statements of Changes in Surplus. Dividend distributions declared from MMHLLC are recorded in net investment income when declared and are limited to MMHLLC’s U.S. GAAP retained earnings. The cost basis of common stocks – subsidiaries and affiliates is adjusted for impairments deemed to be other than temporary.

Refer to *Note 4b. "Common stocks – subsidiaries and affiliates"* for further information on the valuation of MMHLLC and MMI.

3. New accounting standards

Adoption of new accounting standards

In April 2016, the NAIC adopted modifications to SSAP No. 41, *Surplus Notes*, which were effective January 1, 2017. These modifications required that the surplus notes with a designation equivalent to NAIC 3 through 6 be reported at the lesser of amortized cost or fair value. Currently these surplus notes are reported at amortized cost. The modifications also incorporate guidance to clarify when surplus notes shall be nonadmitted, an unrealized loss should be recognized, and an other-than-temporary impairment (OTTI) assessment should be performed. These modifications did not have an impact on the Company’s financial statements.

In June 2016, the NAIC adopted modifications to SSAP No. 26, *Bonds, Excluding Loan-backed and Structured Securities*, and SSAP No. 43R, *Loan-backed and Structured Securities*, which were effective January 1, 2017 and should be prospectively applied. These modifications clarified that the amount of prepayment penalties or acceleration fees reported as investment income should equal the total proceeds received less the par value of the investment; and any difference between the carrying value and the par value at the time of disposal will be reported as realized capital gains and losses. These modifications also added specific disclosures related to securities sold, redeemed or otherwise disposed of as a result of a callable feature. These modifications did not have a significant impact on the Company’s financial statements.

In June 2016, the NAIC adopted modifications to SSAP No. 103R, *Transfers and Servicing of Financial Assets and Extinguishment of Liabilities*, which were effective January 1, 2017. These modifications required that obligations to deliver securities resulting from short sales be accounted for as contra-assets, and measured at fair value with changes in fair value recognized as unrealized gains and losses. The modifications also required new disclosures about short sale transactions. The unrealized gains and losses are realized upon settlement of the short sale obligation. Interest on short sale positions is accrued periodically and reported as interest expense. These modifications did not have an impact on the Company’s financial statements.

In June 2016, the NAIC adopted substantive revisions to SSAP No. 51R, *Life Contracts*, to incorporate references to the Valuation Manual (VM) and to facilitate the implementation of PBR, which were effective on January 1, 2017. The adoption of PBR only applies to new life insurance policies issued after January 1, 2017, however the Company plans to adopt these revisions to SSAP No. 51 using the 3-year phased in approach by no later than January 1, 2020. The Company currently uses formulas and assumptions to determine reserves as prescribed by state laws and regulations. Under PBR, the Company will be required to hold the higher of (a) the reserve using prescribed factors and (b) the PBR reserve which considers a wide range of future economic conditions, computed using justified company experience factors, such as mortality, policyholder behavior and expenses. The Company is currently assessing the impact of these modifications on the Company’s financial statements.

In August 2016, the NAIC adopted modifications to SSAP No. 51R, *Life Contracts*, which were effective January 1, 2017. These modifications clarified that annual assumption changes from reserving methods used in principles-based reserving (PBR) would not qualify as a change in valuation basis. Changes in valuation basis are recorded directly to surplus instead of through income. These modifications were made to accommodate PBR which became effective January 1, 2017. These modifications did not have an impact on the Company's financial statements.

In December 2016, the NAIC adopted modifications to SSAP No. 35R, *Guaranty Fund and Other Assessments,* which became effective March 31, 2017. The modification allows insurers to consider expected renewals of short-term health contracts in determining the assets recognized from accrued guaranty fund liability assessments from insolvencies of entities that write long-term care. Also, in August 2017, the NAIC made an additional modification to SSAP No. 35R to require discounting guaranty fund assessments and the related recoverable tax credit in excess of one year to payment or recovery at the whole life discount rate in effect as of the reporting date. The Company is adopting the modifications, which are not expected to have a significant impact on its financial statements.

In June 2017, the NAIC adopted modifications to SSAP No. 30, *Investment in Common Stock*, SSAP No. 48, *Joint Ventures, Partnerships and Limited Liability Method of Accounting*, and SSAP No. 97, *Investments in Subsidiary Controlled and Affiliated Entities* as they relate to ASU 2016-07, *Simplifying the Transition to the Equity Method of Accounting* which were effective January 1, 2017. These modifications included the definition of control and provided guidance as to when an investment qualified (or no longer qualifies) for the equity method of accounting. These modifications further specified that when the level of investment in a subsidiary, controlled or affiliated (SCA) entity fell below the level of control, defined as the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of the investee in SSAP No. 97, the reporting entity should discontinue the use of the equity method of accounting. When an entity becomes qualified to use the equity method of accounting, the entity should add the cost of acquiring the additional interest in the investee to the current basis of the previously held interest and apply the equity method of accounting, prospectively. The Company has adopted these modifications.

In June 2017, the NAIC adopted modifications to SSAP No. 37, *Mortgage Loans*, which became effective June 8, 2017. These modifications clarify that a reporting entity providing a mortgage loan as a "participant in a mortgage loan agreement", should consider the mortgage loan in the scope of SSAP No. 37. Specifically, in addition to mortgage loans directly originated, a mortgage loan also includes mortgages acquired through assignment, syndication or participation. These modifications also clarify the impairment assessment and incorporate new disclosures for these types of mortgage loans to identify mortgage loans in which the insurer is a participant or co-lender. These modifications did not have a financial impact on the Company. The Company is adding the additional disclosures to the Company's financial statements.

Future adoption of new accounting standards

In December 2016, the NAIC adopted modifications to SSAP No. 2R, *Cash, Drafts, and Short-Term Investments*, which will be effective December 31, 2017. These modifications require that money market mutual funds shall be (a) reclassified from short-term investments to cash equivalents and (b) valued at fair value or NAV as a practical expedient. The adoption of these modifications is not expected to have an impact on the Company's financial statements.

In April 2017, the NAIC adopted modifications to SSAP No. 26R, *Bonds*, which will be effective December 31, 2017. These modifications are part of an ongoing investment classification project. These modifications (a) provide a definition of a security, (b) update the description of bonds included in scope of the guidance, and (c) require fair value accounting for certain Securities Valuation Office identified investments, such as bond exchange traded funds, unless a systematic value has been elected. While the scope specifically includes bank loans acquired through participation, syndication or assignment, additional guidance on bank loans is being redeliberated as a separate topic. The Company is currently assessing the impact of these modifications on the Company's financial statements.

In April 2017, the NAIC adopted modifications to SSAP No. 69, *Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments*, to adopt ASU No. 2016-15, *Classification of Certain Cash Receipts and Cash Payments*, in its entirety, including the related effective date and transition guidance which will be effective January 1, 2018. In June 2017, the NAIC adopted additional modifications to SSAP No. 69 to incorporate portions of ASU No. 2016-18, *Restricted Cash*, which will be effective December 31, 2019 with early adoption permitted as of January 1, 2018. The initial modifications, address the classification of: (a) debt prepayment or extinguishment costs; (b) interest accretion and principal payment on zero coupon debt; (c) contingent consideration payments made after a business combination; (d) proceeds from the settlement of insurance claims; (e) proceeds from the settlement of corporate owned life insurance (COLI) policies; (f) distributions received from equity method investees; (g) beneficial interest in securitization transactions; and (h) separately identifiable cash flows and the application of the predominance principle. The second modification, added restricted cash, cash equivalents and short-term investments to the existing statutory disclosure requirements in SSAP No.1, Accounting Policies, Risks & Uncertainties and Other Disclosures. The Company is currently assessing the impact of these modifications on its financial statements.

4. Investments

The Company maintains a diversified investment portfolio. Investment policies limit concentration in any asset class, geographic region, industry group, economic characteristic, investment quality or individual investment.

a. Bonds

The carrying value and fair value of bonds were as follows:

	September 30, 2017			
	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In Millions)			
U.S. government and agencies	$ 7,301	$ 596	$ 16	$ 7,881
All other governments	1,124	85	4	1,205
States, territories and possessions	632	60	-	692
Political subdivisions	515	44	1	558
Special revenue	5,730	707	8	6,429
Industrial and miscellaneous	72,058	3,459	380	75,137
Parent, subsidiaries and affiliates	6,588	146	22	6,712
Total	$ 93,948	$ 5,097	$ 431	$ 98,614

The September 30, 2017 gross unrealized losses exclude $20 million of losses included in the carrying value. These losses include $19 million from NAIC Class 6 bonds and $1 million from residential mortgage-backed securities (RMBS) and commercial mortgage-backed securities (CMBS) whose ratings were obtained from outside modelers. These losses were primarily included in industrial and miscellaneous or parent, subsidiaries and affiliates.

	December 31, 2016			
	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(In Millions)			
U.S. government and agencies	$ 7,130	$ 576	$ 53	$ 7,653
All other governments	925	38	27	936
States, territories and possessions	709	55	5	759
Political subdivisions	498	34	2	530
Special revenue	5,731	600	27	6,304
Industrial and miscellaneous	66,432	2,600	792	68,240
Parent, subsidiaries and affiliates	6,783	136	33	6,886
Total	$ 88,208	$ 4,039	$ 939	$ 91,308

The December 31, 2016 gross unrealized losses exclude $25 million of losses included in the carrying value. These losses include $20 million from NAIC Class 6 bonds and $5 million from RMBS and CMBS whose ratings were obtained from outside modelers. These losses were primarily included in industrial and miscellaneous or parent, subsidiaries and affiliates.

Sales proceeds and related gross realized capital gains (losses) from bonds were as follows:

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
	(In Millions)	
Proceeds from sales	$ 4,265	$ 4,248
Gross realized capital gains from sales	99	148
Gross realized capital losses from sales	(134)	(185)

The following is a summary of the fair values and gross unrealized losses aggregated by bond category and length of time that the securities were in a continuous unrealized loss position:

	September 30, 2017					
	Less Than 12 Months			12 Months or Longer		
	Fair Value	Unrealized Losses	Number of Issuers	Fair Value	Unrealized Losses	Number of Issuers
	($ In Millions)					
U.S. government and agencies	$ 750	$ 13	10	$ 56	$ 3	6
All other governments	167	3	15	104	1	10
States, territories and possessions	95	1	5	1	-	1
Political subdivisions	70	1	7	6	-	2
Special revenue	564	6	85	94	3	17
Industrial and miscellaneous	17,896	354	1,132	2,933	39	211
Parent, subsidiaries and affiliates	4,152	27	12	-	-	-
Total	$ 23,694	$ 405	1,266	$ 3,194	$ 46	247

The September 30, 2017 gross unrealized losses include $20 million of losses included in the carrying value. These losses include $19 million from NAIC Class 6 bonds and $1 million from RMBS and CMBS whose ratings were obtained from outside modelers. These losses were primarily included in industrial and miscellaneous or parent, subsidiaries and affiliates.

	December 31, 2016					
	Less Than 12 Months			12 Months or Longer		
	Fair Value	Unrealized Losses	Number of Issuers	Fair Value	Unrealized Losses	Number of Issuers
	($ In Millions)					
U.S. government and agencies	$ 799	$ 51	13	$ 87	$ 3	4
All other governments	452	25	47	20	1	8
States, territories and possessions	66	1	5	42	4	2
Political subdivisions	57	2	13	-	-	-
Special revenue	797	24	174	41	2	141
Industrial and miscellaneous	16,213	470	1,283	7,730	343	690
Parent, subsidiaries and affiliates	4,096	30	8	446	8	20
Total	$ 22,480	$ 603	1,543	$ 8,366	$ 361	865

The December 31, 2016 gross unrealized losses include $25 million of losses included in the carrying value. These losses include $20 million from NAIC Class 6 bonds and $5 million from RMBS and CMBS whose ratings were obtained from outside modelers. These losses were primarily included in industrial and miscellaneous or parent, subsidiaries and affiliates.

As of September 30, 2017 and December 31, 2016, management has not deemed these unrealized losses to be other than temporary because the investment's carrying value is expected to be realized and the Company has the ability and intent not to sell these investments until recovery, which may be at maturity.

As of September 30, 2017, investments in structured and loan-backed securities that had unrealized losses, which were not recognized in earnings, had a fair value of $3,952 million. Securities in an unrealized loss position for less than 12 months had a fair value of $3,779 million and unrealized losses of $72 million. Securities in an unrealized loss position for greater than 12 months had a fair value of $172 million and unrealized losses of $4 million. These securities were primarily categorized as industrial and miscellaneous or parent, subsidiaries and affiliates.

As of December 31, 2016, investments in structured and loan-backed securities that had unrealized losses, which were not recognized in earnings, had a fair value of $8,377 million. Securities in an unrealized loss position for less than 12 months had a fair value of $3,472 million and unrealized losses of $67 million. Securities in an unrealized loss position for greater than 12 months had a fair value of $4,905 million and unrealized losses of $108 million. These securities were primarily categorized as industrial and miscellaneous or parent, subsidiaries and affiliates.

In the course of the Company's investment management activities, securities may be sold and reacquired within 30 days to enhance the Company's yield on its investment portfolio. The Company did not sell any securities with the NAIC Designation 3 or below for the nine months ended September 30, 2017 or for the year ended December 31, 2016, that were reacquired within 30 days of the sale date.

Residential mortgage-backed exposure

RMBS are included in the U.S. government and agencies, special revenue and industrial and miscellaneous bond categories. The Alt-A category includes option adjustable-rate mortgages and the subprime category includes 'scratch and dent' or reperforming pools, high loan-to-value pools and pools where the borrowers have very impaired credit but the average loan-to-value is low, typically 70% or below. In identifying Alt-A and subprime exposure, management used a combination of qualitative and quantitative factors, including FICO scores and loan-to-value ratios.

As of September 30, 2017, RMBS had a total carrying value of $1,372 million and a fair value of $1,575 million, of which approximately 24%, based on carrying value, was classified as Alt-A. Alt-A and subprime RMBS had a total carrying value of $632 million and a fair value of $772 million.

As of December 31, 2016, RMBS had a total carrying value of $1,590 million and a fair value of $1,813 million, of which approximately 23%, based on carrying value, was classified as Alt-A. Alt-A and subprime RMBS had a total carrying value of $727 million and a fair value of $872 million.

b. Common stocks – subsidiaries and affiliates

The MMHLLC statutory carrying value was $8,922 million as of September 30, 2017 and $8,870 million as of December 31, 2016. The MMI statutory carrying value was $2,501 million as of September 30, 2017 and $2,211 million as of December 31, 2016.

On July 1, 2016, MassMutual's purchase of MSI Financial Services (MSIFS) was accounted for under the statutory purchase method, classified as investments in common stocks – subsidiaries and affiliates at a cost of $126 million which included the recognition of statutory goodwill of $38 million. In March 2017, MassMutual contributed MSIFS to MMHLLC at carrying value of $115 million which excluded the remaining unamortized statutory goodwill of $35 million. The remaining unamortized statutory goodwill was transferred from MassMutual's carrying value of MSIFS to its carrying value of MMHLLC. MSIFS was subsequently merged with MMHLLC's other broker dealer, MML Investor Services LLP.

In August 2017, MassMutual International LLC (MMI), a wholly owned subsidiary of Massachusetts Mutual Life Insurance Company, entered into an agreement to sell MassMutual Asia Ltd. (MM Asia), a wholly owned Hong Kong based life insurance and wealth management subsidiary. The sale is expected to close in 2018, subject to regulatory approval and customary closing conditions. Under the terms of the agreement, MMI will receive consideration of approximately $1.7 billion in cash and stock. The stock is from an entity that is expected to own 60 percent of MM Asia. In the third quarter 2017, MMI classified MM Asia as held for sale. Accordingly, the expected gain on disposal will be realized when the sale is finalized.

MassMutual recorded dividends in net investment income, from MMHLLC of $424 million through the nine months ended September 30, 2017 and $338 million through the nine months ended September 30, 2016.

MassMutual contributed additional capital of $20 million to MMHLLC through the nine months ended September 30, 2017 and $845 million through the nine months ended September 30, 2016. In July 2017, MassMutual contributed additional capital of $20 million to MMI. The 2016 capital contributions included the transfer of nine investments with book value of $670 million from MassMutual to MMHLLC. The contribution of the nine investments was recorded at book value, and accordingly, there was no gain or loss recognized.

Subsidiaries of MMHLLC are involved in litigation and investigations arising in the ordinary course of their business, which seek compensatory damages, punitive damages and equitable remedies. Although the Company is not aware of any actions or allegations that reasonably should give rise to a material adverse impact to the Company's financial position or liquidity, the outcome of litigation cannot be foreseen with certainty. It is the opinion of management that the ultimate resolution of these matters will not materially impact the Company's financial position or liquidity. However, the outcome of a particular proceeding may be material to the Company's Condensed Consolidated Statutory Statements of Changes in Surplus for a particular period depending upon, among other factors, the size of the loss and the level of the Company's changes in surplus for the period.

c. Mortgage loans

Mortgage loans comprised commercial mortgage loans and residential mortgage loans. The Company's commercial mortgage loans primarily finance various types of real estate properties throughout the U.S., the United Kingdom and Canada. The Company holds commercial mortgage loans for which it is the primary lender or a participant in a mortgage loan agreement and mezzanine loans that are subordinate to senior secured first liens. Residential mortgage loans are primarily seasoned pools of homogeneous residential mortgage loans substantially backed by Federal Housing Administration (FHA) and Veterans Administration (VA) guarantees.

The carrying value and fair value of the Company's mortgage loans were as follows:

	September 30, 2017		December 31, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In Millions)			
Commercial mortgage loans:				
Primary lender	$ 21,120	$ 21,720	$ 19,935	$ 20,424
Mezzanine loans	43	44	74	76
Total commercial mortgage loans	21,163	21,764	20,009	20,500
Residential mortgage loans:				
FHA insured and VA guaranteed	1,955	1,919	1,916	1,871
Other residential loans	6	6	7	7
Total residential mortgage loans	1,961	1,925	1,923	1,878
Total mortgage loans	$ 23,124	$ 23,689	$ 21,932	$ 22,378

As of September 30, 2017, the Company had no impaired mortgage loans with or without a valuation allowance.

The following presents a summary of the Company's impaired mortgage loans as of September 30, 2016:

	Carrying Value	Average Carrying Value	Unpaid Principal Balance	Valuation Allowance	Interest Income
	(In Millions)				
With no allowance recorded:					
Commercial mortgage loans:					
Primary lender	$ 7	$ 11	$ 15	$ -	$ -

The following presents changes in the valuation allowance recorded for the Company's commercial mortgage loans:

	Nine Months Ended September 30, 2017	2016
	Primary Lender	
	(In Millions)	
Beginning balance	$ (3)	$ -
Additions	-	(6)
Decreases	3	-
Write-downs	-	6
Ending balance	$ -	$ -

d. *Derivatives*

The Company uses derivative financial instruments in the normal course of business to manage risks, primarily to reduce currency, interest rate and duration imbalances determined in asset/liability analyses. The Company also uses a combination of derivatives and fixed income investments to create synthetic investments. These synthetic investments are created when they are economically more attractive than the actual instrument or when similar instruments are unavailable. Synthetic investments are created either to hedge and reduce the Company's credit and foreign currency exposure or to create an investment in a particular asset. The Company held synthetic investments with a notional amount of $13,107 million as of September 30, 2017 and $12,147 million as of December 31, 2016. These notional amounts included replicated asset transaction values of $11,427 million as of September 30, 2017 and $10,739 million as of December 31, 2016, as defined under statutory accounting practices as the result of pairing of a long derivative contract with cash instruments.

The Company’s principal derivative exposures to market risk are interest rate risk, which includes inflation and credit risk. Interest rate risk pertains to the change in fair value of the derivative instruments as a result of changes in market interest rates. The Company is exposed to credit-related losses in the event of nonperformance by counterparties to derivative financial instruments. The Company regularly monitors counterparty credit ratings, derivative positions, valuations and the value of collateral posted to ensure counterparties are credit-worthy and the concentration of exposure is minimized, and monitors its derivative credit exposure as part of its overall risk management program.

The Company enters derivative transactions through bilateral derivative agreements with counterparties, or through over the counter cleared derivatives with a counterparty and the use of a clearinghouse. To minimize credit risk for bilateral transactions, the Company and its counterparties generally enter into master netting agreements based on agreed upon requirements that outlines the framework for how collateral is to be posted in the amount owed under each transaction, subject to certain minimums. For over the counter cleared derivative transactions between the Company and a counterparty, the parties enter into a series of master netting and other agreements that govern, among other things, clearing and collateral requirements. These transactions are cleared through a clearinghouse and each derivative counterparty is only exposed to the default risk of the clearinghouse. Certain interest rate swaps and credit default swaps are considered cleared transactions. These cleared transactions require initial and daily variation margin collateral postings. These agreements allow for contracts in a positive position, in which amounts are due to the Company, to be offset by contracts in a negative position. This right of offset, combined with collateral obtained from counterparties, reduces the Company’s credit exposure.

Net collateral pledged by the counterparties was $2,441 million as of September 30, 2017 and $3,236 million as of December 31, 2016. In the event of default, the full market value exposure at risk in a net gain position, net of offsets and collateral, was $121 million as of September 30, 2017 and $264 million as of December 31, 2016. The statutory net amount at risk, defined as net collateral pledged and statement values excluding accrued interest, was $703 million as of September 30, 2017 and $766 million as of December 31, 2016.

The Company had the right to rehypothecate or repledge securities totaling $608 million of the $2,441 million as of September 30, 2017 and $1,031 million of the $3,236 million as of December 31, 2016 of net collateral pledged by counterparties. There were no securities rehypothecated to other counterparties as of September 30, 2017 or December 31, 2016.

The following summarizes the carrying values and notional amounts of the Company's derivative financial instruments:

	September 30, 2017			
	Assets		Liabilities	
	Carrying Value	Notional Amount	Carrying Value	Notional Amount
	(In Millions)			
Interest rate swaps	$ 8,347	$ 82,908	$ 6,230	$ 98,218
Options	731	8,512	7	649
Currency swaps	558	5,167	347	5,184
Forward contracts	50	2,617	99	5,153
Credit default swaps	30	1,503	1	105
Financial futures	-	3,804	-	-
Total	$ 9,716	$ 104,511	$ 6,684	$ 109,309

	December 31, 2016			
	Assets		Liabilities	
	Carrying Value	Notional Amount	Carrying Value	Notional Amount
	(In Millions)			
Interest rate swaps	$ 8,510	$ 79,094	$ 6,413	$ 92,220
Options	679	6,898	6	5
Currency swaps	991	7,229	37	1,098
Forward contracts	54	3,444	58	2,941
Credit default swaps	38	2,435	1	215
Financial futures	-	3,646	-	-
Total	$ 10,272	$ 102,746	$ 6,515	$ 96,479

In most cases, notional amounts are not a measure of the Company's credit exposure. However, notional amounts are a measure of the Company's credit exposure for credit default swaps that are in the form of a replicated asset and mortgage-backed forwards. For these swaps and forwards, the Company is fully exposed to notional amounts of $3,213 million as of September 30, 2017 and $3,793 million as of December 31, 2016.

The collateral amounts exchanged are calculated on the basis of the notional amounts and the other terms of the instruments, which relate to interest rates, exchange rates, security prices or financial or other market indices.

The average fair value of outstanding derivative assets was $9,853 million for the nine months ended September 30, 2017 and $14,345 million for the nine months ended September 30, 2016. The average fair value of outstanding derivative liabilities was $6,444 million for the nine months ended September 30, 2017 and $10,422 million for the nine months ended September 30, 2016.

The following summarizes the notional amounts of the Company's credit default swaps by contractual maturity:

	September 30, 2017	December 31, 2016
	(In Millions)	
Due in one year or less	$ 30	$ 205
Due after one year through five years	65	2,445
Due after five years through ten years	1,513	-
Total	$ 1,608	$ 2,650

The following summarizes the Company’s net realized gains (losses) on closed contracts and change in net unrealized gains (losses) related to market fluctuations on open contracts by derivative type:

	Nine Months Ended September 30,			
	2017		2016	
	Net Realized Gains (Losses) on Closed Contracts	Change In Net Unrealized Gains (Losses) on Open Contracts	Net Realized Gains (Losses) on Closed Contracts	Change In Net Unrealized Gains (Losses) on Open Contracts
	(In Millions)			
Interest rate swaps	$ (192)	$ 22	$ (25)	$ 524
Currency swaps	72	(743)	20	223
Options	(127)	(97)	(90)	106
Credit default swaps	22	1	(5)	1
Forward contracts	(164)	(45)	191	(23)
Financial futures	113	-	409	-
Total	$ (276)	$ (862)	$ 500	$ 831

The following summarizes gross and net information of derivative assets and liabilities, along with collateral posted in connection with master netting agreements:

	September 30, 2017			December 31, 2016		
	Derivative Assets	Derivative Liabilities	Net	Derivative Assets	Derivative Liabilities	Net
	(In Millions)					
Gross	$ 9,716	$ 6,684	$ 3,032	$ 10,272	$ 6,515	$ 3,757
Due and accrued	832	1,959	(1,127)	893	1,723	(830)
Gross amounts offset	(7,666)	(7,666)	-	(7,359)	(7,359)	-
Net asset	2,882	977	1,905	3,806	879	2,927
Collateral posted	(3,329)	(888)	(2,441)	(3,916)	(680)	(3,236)
Net	$ (447)	$ 89	$ (536)	$ (110)	$ 199	$ (309)

e. Net investment income

Net investment income, including interest maintenance reserve (IMR) amortization, comprised the following:

	Nine Months Ended September 30, 2017	2016
	(In Millions)	
Bonds	$ 2,883	$ 2,854
Preferred stocks	10	17
Common stocks - subsidiaries and affiliates	436	339
Common stocks - unaffiliated	31	50
Mortgage loans	732	784
Policy loans	599	572
Real estate	129	133
Partnerships and LLCs	551	315
Derivatives	249	282
Cash, cash equivalents and short-term investments	30	22
Other	6	(1)
Subtotal investment income	5,656	5,367
Amortization of the IMR	98	114
Investment expenses	(489)	(475)
Net investment income	$ 5,265	$ 5,006

f. Net realized capital (losses) gains

Net realized capital (losses) gains, which include OTTI and are net of deferral to the IMR, comprised the following:

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
	(In Millions)	
Bonds	$ (73)	$ (113)
Preferred stocks	-	10
Common stocks - subsidiaries and affiliates	9	11
Common stocks - unaffiliated	(21)	(45)
Mortgage loans	(13)	(10)
Real estate	87	7
Partnerships and LLCs	(80)	(67)
Derivatives	(276)	500
Other	(177)	21
Net realized capital (losses) gains before federal and state taxes and deferral to the IMR	(544)	314
Net federal and state tax benefit	130	9
Net realized capital (losses) gains before deferral to the IMR	(414)	323
Net after tax (gains) deferred to the IMR	(7)	(267)
Net realized capital (losses) gains	$ (421)	$ 56

The IMR liability balance was $50 million as of September 30, 2017 and $42 million as of December 31, 2016 and was included in other liabilities on the Condensed Consolidated Statutory Statements of Financial Position. Refer to *Note 13. "Surplus notes"* for information on the other realized capital loss.

OTTI, included in the realized capital losses, consisted of the following:

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
	(In Millions)	
Bonds	$ (38)	$ (75)
Common stocks	(59)	(8)
Preferred stocks	-	(1)
Mortgage loans	-	(8)
Partnerships and LLCs	(47)	(62)
Total OTTI	$ (144)	$ (154)

The Company recognized OTTI of $5 million for the nine months ended September 30, 2017 and $6 million for the nine months ended September 30, 2016 on structured and loan-backed securities, which are included in bonds, primarily due to the present value of expected cash flows being less than the amortized cost.

5. Federal income taxes

No significant changes.

6. Other than invested assets

Fixed assets

In March 2017, the Company recorded an impairment on previously capitalized software costs of $221 million. This impairment was recorded as general insurance expenses in the Condensed Consolidated Statutory Statements of Operations. This impairment did not impact surplus, as the asset was previously nonadmitted.

7. Policyholders' liabilities

Certain variable annuity contracts include additional death or other insurance benefit features, such as guaranteed minimum death benefits (GMDBs), guaranteed minimum income benefits (GMIBs), guaranteed minimum accumulation benefits (GMABs) and guaranteed minimum withdrawal benefits (GMWBs). In general, living benefit guarantees require the contract holder or policyholder to adhere to a company approved asset allocation strategy. Election of these benefit guarantees is generally only available at contract issue.

The following shows the changes in the liabilities for GMDBs, GMIBs, GMABs and GMWBs (in millions):

Liability as of January 1, 2016	$ 579
Incurred guarantee benefits	81
Paid guarantee benefits	(6)
Liability as of December 31, 2016	654
Incurred guarantee benefits	(131)
Paid guarantee benefits	(4)
Liability as of September 30, 2017	$ 519

The Company held reserves in accordance with the stochastic scenarios as of September 30, 2017 and December 31, 2016. As of September 30, 2017 and December 31, 2016, the Company held additional reserves above those indicated based on the stochastic scenarios in order to maintain a prudent level of reserve adequacy.

The following summarizes the account values, net amount at risk and weighted average attained age for variable annuity contracts with GMDBs, GMIBs, GMABs and GMWBs classified as policyholders' reserves and separate account liabilities. The net amount at risk is defined as the minimum guarantee less the account value calculated on a policy-by-policy basis, but not less than zero.

	September 30, 2017			December 31, 2016		
	Account Value	Net Amount at Risk	Weighted Average Attained Age	Account Value	Net Amount at Risk	Weighted Average Attained Age
	($ In Millions)					
GMDB	$ 21,548	$ 58	64	$ 20,473	$ 72	63
GMIB Basic	906	48	67	894	92	67
GMIB Plus	3,184	423	66	3,059	589	66
GMAB	3,244	2	59	3,158	22	58
GMWB	209	8	69	206	15	69

As of September 30, 2017, the GMDB account value above consists of $4,460 million within the general account and $17,088 million within separate accounts that includes $4,567 million of modified coinsurance assumed. As of December 31, 2016, the GMDB account value above consists of $4,408 million within the general account and $16,065 million within separate accounts that includes $4,247 million of modified coinsurance assumed.

8. Reinsurance

No significant changes.

9. Withdrawal characteristics

No significant changes.

10. Debt

No significant changes.

11. Employee benefit plans

The Company sponsors multiple employee benefit plans, providing retirement, life, health and other benefits to employees, certain employees of unconsolidated subsidiaries, agents, general agents and retirees who meet plan eligibility requirements.

Net periodic cost

The net periodic cost represents the annual accounting income or expense recognized by the Company and is included in general insurance expenses in the Condensed Consolidated Statutory Statements of Operations. The net periodic cost recognized is as follows:

	Nine Months Ended September 30,			
	2017	2016	2017	2016
	Pension Benefits		Other Postretirement Benefits	
	(In Millions)			
Service cost	$ 75	$ 75	$ 9	$ 9
Interest cost	84	85	9	9
Expected return on plan assets	(110)	(109)	-	-
Amortization of unrecognized net actuarial and other losses	50	53	1	2
Amortization of unrecognized prior service cost	2	2	(4)	(2)
Total net periodic cost	$ 101	$ 106	$ 15	$ 18

12. *Employee compensation plans*

No significant changes.

13. *Surplus notes*

The Company executed a tender offer in March 2017 for $440 million par value of surplus notes maturing in 2039. The Company paid $711 million of cash to settle the tender offer which resulted in a pre-tax loss of $271 million. This loss is included in net realized gains (losses) within the Condensed Consolidated Statutory Statements of Operations and other costs of investments acquired within the Condensed Consolidated Statutory Statements of Cash Flows and is net of a tax benefit of $95 million.

The following table summarizes the surplus notes issued and outstanding as of September 30, 2017:

Issue Date	Face Amount	Carrying Value	Interest Rate	Maturity Date	Scheduled Interest Payment Dates
	($ In Millions)				
11/15/1993	$ 250	$ 250	7.625%	11/15/2023	May 15 & Nov 15
03/01/1994	100	100	7.500%	03/01/2024	Mar 1 & Sept 1
05/12/2003	250	249	5.625%	05/15/2033	May 15 & Nov 15
06/01/2009	310	307	8.875%	06/01/2039	Jun 1 & Dec 1
01/17/2012	400	399	5.375%	12/01/2041	Jun 1 & Dec 1
04/15/2015	500	491	4.500%	04/15/2065	Apr 15 & Oct 15
03/20/2017	475	471	4.900%	04/01/2077	Apr 1 & Oct 1
Total	$ 2,285	$ 2,267			

14. Presentation of the Condensed Consolidated Statutory Statements of Cash Flows

The following table presents those transactions that have affected the Company's recognized assets or liabilities but have not resulted in cash receipts or payments during the nine months ended September 30, 2017 and 2016. Accordingly, the Company has excluded these non-cash activities from the Condensed Consolidated Statutory Statements of Cash Flows for the nine months ended September 30, 2017 and 2016.

	Nine Months Ended September 30, 2017	2016
	(In Millions)	
Partnerships and LLCs contributed to Insurance Road	$ 663	$ -
Bond conversions and refinancing	430	344
Premium recognized for group annuity contracts	271	734
Transfer of real estate to partnerships and LLCs	138	-
Transfer of affiliated common stock	103	-
Other invested assets to bonds	94	3
Stock conversion	93	-
Partnerships and LLCs contributed to MMHLLC	-	682
Stock distributions from partnerships and LLCs	-	117
Mortgage loans to partnerships	-	100
Bonds received as consideration for a group annuity contract	-	(734)
Other	143	147

15. Fair value of financial instruments

The following presents a summary of the carrying values and fair values of the Company's financial instruments:

	September 30, 2017				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
	(In Millions)				
Financial assets:					
Bonds:					
U. S. government and agencies	$ 7,301	$ 7,881	$ -	$ 7,880	$ 1
All other governments	1,124	1,205	-	1,134	71
States, territories and possessions	632	692	-	692	-
Political subdivisions	515	558	-	558	-
Special revenue	5,730	6,429	-	6,419	10
Industrial and miscellaneous	72,058	75,137	-	43,783	31,354
Parent, subsidiaries and affiliates	6,588	6,712	-	674	6,038
Preferred stocks	861	876	59	-	817
Common stocks - subsidiaries and affiliates	606	606	531	-	75
Common stocks - unaffiliated	1,248	1,248	943	-	305
Mortgage loans - commercial	21,163	21,764	-	-	21,764
Mortgage loans - residential	1,961	1,925	-	-	1,925
Derivatives:					
Interest rate swaps	8,347	8,957	-	8,957	-
Options	731	731	-	731	-
Currency swaps	558	558	-	558	-
Forward contracts	50	123	-	123	-
Credit default swaps	30	32	-	32	-
Cash, cash equivalents and short-term investments	2,568	2,568	57	2,511	-
Separate account assets	73,151	73,168	47,000	25,445	723
Financial liabilities:					
Guaranteed interest contracts	8,890	8,898	-	-	8,898
Group annuity contracts and other deposits	18,080	18,600	-	-	18,600
Individual annuity contracts	9,461	11,506	-	-	11,506
Supplementary contracts	1,239	1,241	-	-	1,241
Repurchase agreements	4,476	4,476	-	4,476	-
Commercial paper	250	250	-	250	-
Derivatives:					
Interest rate swaps	6,230	6,286	-	6,286	-
Options	7	7	-	7	-
Currency swaps	347	347	-	347	-
Forward contracts	99	100	-	100	-
Credit default swaps	1	1	-	1	-

Common stocks - subsidiaries and affiliates do not include unconsolidated subsidiaries, which had statutory carrying values of $12,399 million.

	December 31, 2016				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
	(In Millions)				
Financial assets:					
Bonds:					
U. S. government and agencies	$ 7,130	$ 7,653	$ -	$ 7,649	$ 4
All other governments	925	936	-	865	71
States, territories and possessions	709	759	-	759	-
Political subdivisions	498	530	-	530	-
Special revenue	5,731	6,304	-	6,271	33
Industrial and miscellaneous	66,432	68,240	-	41,334	26,906
Parent, subsidiaries and affiliates	6,783	6,886	-	657	6,229
Preferred stocks	490	507	16	31	460
Common stocks - subsidiaries and affiliates	594	594	508	23	63
Common stocks - unaffiliated	1,122	1,122	582	349	191
Mortgage loans - commercial	20,009	20,500	-	-	20,500
Mortgage loans - residential	1,923	1,878	-	-	1,878
Derivatives:					
Interest rate swaps	8,510	9,059	-	9,059	-
Options	679	679	-	679	-
Currency swaps	991	991	-	991	-
Forward contracts	54	54	-	54	-
Credit default swaps	38	40	-	40	-
Cash, cash equivalents and short-term investments	3,950	3,950	(86)	4,036	-
Separate account assets	68,234	68,242	42,282	25,206	754
Financial liabilities:					
Guaranteed interest contracts	7,086	7,028	-	-	7,028
Group annuity contracts and other deposits	19,097	19,661	-	-	19,661
Individual annuity contracts	9,807	11,911	-	-	11,911
Supplementary contracts	1,229	1,231	-	-	1,231
Repurchase agreements	4,966	4,966	-	4,966	-
Commercial paper and other borrowed money	250	250	-	250	-
Derivatives:					
Interest rate swaps	6,413	6,458	-	6,458	-
Options	6	6	-	6	-
Currency swaps	37	37	-	37	-
Forward contracts	58	58	-	58	-
Credit default swaps	1	1	-	1	-

Common stocks - subsidiaries and affiliates do not include unconsolidated subsidiaries, which had statutory carrying values of $12,124 million.

The use of different assumptions or valuation methodologies may have a material impact on the estimated fair value amounts.

The following presents the Company's fair value hierarchy for assets and liabilities that are carried at fair value:

	September 30, 2017			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Bonds:				
States, territories and possessions	$ -	$ 7	$ -	$ 7
Special revenue	-	1	-	1
Industrial and miscellaneous	-	3	43	46
Parent, subsidiaries and affiliates	-	41	66	107
Preferred stocks	-	-	1	1
Common stocks - subsidiaries and affiliates	531	-	75	606
Common stocks - unaffiliated	943	-	305	1,248
Derivatives:				
Interest rate swaps	-	8,347	-	8,347
Options	-	731	-	731
Currency swaps	-	558	-	558
Forward contracts	-	50	-	50
Credit default swaps	-	1	-	1
Separate account assets	47,000	24,349	708	72,057
Total financial assets carried at fair value	$ 48,474	$ 34,088	$ 1,198	$ 83,760
Financial liabilities:				
Derivatives:				
Interest rate swaps	$ -	$ 6,230	$ -	$ 6,230
Options	-	7	-	7
Currency swaps	-	347	-	347
Forward contracts	-	99	-	99
Total financial liabilities carried at fair value	$ -	$ 6,683	$ -	$ 6,683

The Company reviews the fair value hierarchy classifications each reporting period. Changes in the observability of the valuation attributes and the level of market activity may result in a reclassification of certain financial assets or liabilities between fair value hierarchy classifications. Such reclassifications are reported as transfers between levels at the beginning fair value for the reporting period in which the changes occur. For the period ended September 30, 2017, $298 million of unaffiliated common stock were transferred from Level 2 to Level 1.

The following presents the Company's fair value hierarchy for assets and liabilities that are carried at fair value:

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Bonds:				
States, territories and possessions	$ -	$ 8	$ -	$ 8
Special revenue	-	1	-	1
Industrial and miscellaneous	-	4	58	62
Parent, subsidiaries and affiliates	-	60	58	118
Preferred stocks	1	-	3	4
Common stocks - subsidiaries and affiliates	508	23	63	594
Common stocks - unaffiliated	582	349	191	1,122
Derivatives:				
Interest rate swaps	-	8,510	-	8,510
Options	-	679	-	679
Currency swaps	-	991	-	991
Forward contracts	-	54	-	54
Credit default swaps	-	4	-	4
Separate account assets	42,282	24,127	738	67,147
Total financial assets carried at fair value	$ 43,373	$ 34,810	$ 1,111	$ 79,294
Financial liabilities:				
Derivatives:				
Interest rate swaps	$ -	$ 6,413	$ -	$ 6,413
Options	-	6	-	6
Currency swaps	-	37	-	37
Forward contracts	-	58	-	58
Credit default swaps	-	1	-	1
Total financial liabilities carried at fair value	$ -	$ 6,515	$ -	$ 6,515

For the year ended December 31, 2016, there were no significant transfers between Level 1 and Level 2.

The following presents changes in the Company's Level 3 assets carried at fair value:

	Period Ended September 30, 2017						
	Bonds						Total Level 3
	Industrial and Miscellaneous	Parent, Subsidiaries, and Affiliates	Preferred Stock	Common Stock Affiliated	Common Stock Unaffiliated	Separate Account Assets	Financial Assets Carried at Fair Value
	(In Millions)						
Balance as of January 1, 2017	$ 58	$ 58	$ 3	$ 63	$ 191	$ 738	$ 1,111
Gains (losses) in net income	(1)	-	-	-	(6)	44	37
Gains (losses) in net surplus	(1)	8	-	12	27	-	46
Purchases	-	-	-	-	30	57	87
Sales	-	-	-	-	(6)	(130)	(136)
Settlements	(1)	-	-	-	(2)	(1)	(4)
Transfers in	1	-	-	1	75	-	77
Transfers out	(8)	-	-	-	(7)	-	(15)
Other transfers	(5)	-	(2)	(1)	3	-	(5)
Balance as of September 30, 2017	$ 43	$ 66	$ 1	$ 75	$ 305	$ 708	$ 1,198

Level 3 transfers in are assets that are consistently carried at fair value but have had a level change. Common stocks unaffiliated assets were transferred from Level 2 to Level 3 due to a change in the observability of pricing inputs.

	Year Ended December 31, 2016						
	Bonds						Total Level 3
	Industrial and Miscellaneous	Parent, Subsidiaries, and Affiliates	Preferred Stock	Common Stock Affiliated	Common Stock Unaffiliated	Separate Account Assets	Financial Assets Carried at Fair Value
	(In Millions)						
Balance as of January 1, 2016	$ 22	$ 50	$ 3	$ 40	$ 181	$ 725	$ 1,021
Gains (losses) in net income	(11)	1	-	-	-	22	12
(Losses) gains in net surplus	(14)	8	-	7	(5)	-	(4)
Purchases	-	2	2	-	12	149	165
Issuances	4	11	-	1	1	-	17
Sales	-	(3)	-	-	(2)	(153)	(158)
Settlements	(6)	(20)	-	(1)	(1)	(10)	(38)
Transfers out	-	-	-	-	-	5	5
Other transfers	63	9	(2)	16	5	-	91
Balance as of December 31, 2016	$ 58	$ 58	$ 3	$ 63	$ 191	$ 738	$ 1,111

Level 3 transfers in are assets that are consistently carried at fair value but have a level change. The separate account assets were transferred from Level 2 to Level 3 due to a change in the observability of pricing inputs.

Other transfers include assets that are either no longer carried at fair value, or have just begun to be carried at fair value, such as assets with no level changes but a change in the lower of cost or market carrying basis. Industrial and miscellaneous bonds were transferred from Level 2 to Level 3 due to a change in the observability of pricing inputs.

16. Business risks, commitments and contingencies

a. Risks and uncertainties

The Company operates in a business environment subject to various risks and uncertainties. The principal risks include insurance and underwriting risks, investment and interest rate risks, currency exchange risk and credit risk. The combined impact of these risks could have a material, adverse effect on the Company's financial statements or result in operating losses in future periods. The Company employs the use of reinsurance, portfolio diversification, asset/liability management processes and other risk management techniques to mitigate the impact of these risks. This condensed risks and uncertainties disclosure should be read in conjunction with the consolidated statutory disclosure in the Company's 2016 audited year end financial statements.

Insurance and underwriting risks

The Company prices its products based on estimated benefit payments reflecting assumptions with respect to mortality, morbidity, longevity, persistency, interest rates and other factors. If actual policy experience emerges that is significantly and adversely different from assumptions used in product pricing, the effect could be material to the profitability of the Company. For participating whole life products, the Company's dividends to policyholders primarily reflect the difference between actual investment, mortality, expense and persistency experience and the experience embedded in the whole life premiums and guaranteed elements. The Company also reinsures certain life insurance and other long-term care insurance policies to mitigate the impact of its underwriting risk.

Investment and interest rate risks

The fair value, cash flows and earnings of investments can be influenced by a variety of factors including changes in interest rates, credit spreads, equity markets, portfolio asset allocation and general economic conditions. The Company employs a rigorous asset/liability management process to help mitigate the economic impacts of various investment risks, in particular, interest rate risk. By effectively matching the market sensitivity of assets with the liabilities they support, the impact of interest rate changes is addressed, on an economic basis, as the change in the value of the asset is offset by a corresponding change in the value of the supported liability. The Company uses derivatives, such as interest rate swaps and swaptions, as well as synthetic assets to reduce interest rate and duration imbalances determined in asset/liability analyses.

The levels of U.S. interest rates are influenced by U.S. monetary policies and by the relative attractiveness of U.S. markets to investors versus other global markets. As interest rates increase, certain debt securities may experience amortization or prepayment speeds that are slower than those assumed at purchase, impacting the expected maturity of these securities and the ability to reinvest the proceeds at the higher yields. Rising interest rates may also result in a decrease in the fair value of the investment portfolio. As interest rates decline, certain debt securities may experience accelerated amortization and prepayment speeds than what was assumed at purchase. During such periods, the Company is at risk of lower net investment income as it may not be able to reinvest the proceeds at comparable yields. Declining interest rates may also increase the fair value of the investment portfolio.

Interest rates also have an impact on the Company's products with guaranteed minimum payouts and on interest credited to account holders. As interest rates decrease, investment spreads may contract as crediting rates approach minimum guarantees, resulting in an increased liability.

In periods of increasing interest rates, policy loans, surrenders and withdrawals may increase as policyholders seek investments with higher perceived returns. This could result in cash outflows requiring the Company to sell invested assets at a time when the prices of those assets are adversely affected by the increase in market interest rates, which could cause the Company to realize investment losses.

Currency exchange risk

The Company has currency risk due to its non-U.S. dollar investments and medium-term notes along with its indirect international operations. The Company mitigates currency risk through the use of cross-currency swaps and forward contracts. Cross-currency swaps are used to minimize currency risk for certain non-U.S. dollar assets and liabilities through a pre-specified exchange of interest and principal. Forward contracts are used to hedge movements in exchange rates.

Credit and other market risks

The Company manages its investments to limit credit and other market risks by diversifying its portfolio among various security types and industry sectors as well as purchasing credit default swaps to transfer some of the risk.

Stressed conditions, volatility and disruptions in global capital markets or in particular markets or financial asset classes can have an adverse effect on the Company, in part because the Company has a large investment portfolio and assets supporting the Company's insurance liabilities are sensitive to changing market factors. Global market factors, including interest rates, credit spread, equity prices, real estate markets, foreign currency exchange rates, consumer spending, business investment, government spending, the volatility and strength of the capital markets, deflation and inflation, all affect the business and economic environment and, ultimately, the profitability of the Company's business. Disruptions in one market or asset class can also spread to other markets or asset classes. Upheavals in the financial markets can also affect the Company's business through their effects on general levels of economic activity, employment and customer behavior.

Significant volatility in the financial markets, and government actions taken in response, may exacerbate some of the risks the Company faces. The Company holds investments in energy and certain other commodity sectors, which have experienced similar overall market volatility and declines. With the continued weaker economic outlook in these sectors, there may be an increase in reported default rates or potential downgrades to the ratings of companies exposed to these sectors. In addition, concerns over the solvency of certain countries and sovereignties and the entities that have significant exposure to their debt have created market volatility. This volatility may continue to affect the performance of various asset classes until there is an ultimate resolution of the sovereign debt related concerns.

Asset-based fees calculated as a percentage of the separate account assets are a source of revenue to the Company. Gains and losses in the investment markets may result in corresponding increases and decreases in the Company's separate account assets and related revenue.

Political Uncertainties

Political events, such as the ongoing volatility with respect to the European Union, may trigger or exacerbate the risk factors described above. Whether those underlying risk factors are driven by politics or not, the Company's dynamic approach to managing risks enables management to utilize the mitigating actions described above to attempt to reduce the potential impact of each underlying risk factor on the Company.

b. Litigation

The Company is involved in litigation arising in the normal course of business, which seeks compensatory damages, punitive damages and equitable remedies. Although the Company is not aware of any actions or allegations that reasonably should give rise to a material adverse impact to the Company's financial position or liquidity, the outcome of litigation cannot be foreseen with certainty. It is the opinion of management that the ultimate resolution of these matters will not materially impact the Company's financial position or liquidity. However, the outcome of a particular proceeding may be material to the Company's results of operations for a particular period depending upon, among other factors, the size of the loss and the level of the Company's results of operations for the period.

In 2009, several lawsuits were filed as putative class actions and later consolidated before the federal district court in Colorado in connection with the investment performance of Oppenheimer Rochester California Municipal Fund (the California Fund Suit). This fund was advised by OppenheimerFunds, Inc. (OFI) and distributed by its subsidiary OppenheimerFunds Distributor, Inc. (OFDI). The plaintiffs in the California Fund Suit asserted claims against MassMutual, OFI, OFDI and certain present and former trustees and officers of the fund under federal securities laws and alleged, among other things, the disclosure documents of the fund contained misrepresentations and omissions, that the investment policies of the fund were not followed, and that the fund and the other defendants violated federal securities laws and regulations and certain state laws. In 2015, the district court granted the plaintiffs' motion to certify a class and to appoint class representatives and class counsel. In 2016, OFI recorded a liability of $33 million as an estimate of the probable amount of the costs it would incur in connection with the proposed settlement. At that time, OFI also concluded that a portion of the costs it would incur would be covered by the proceeds of insurance policies and recorded an insurance recovery of $14 million. In April 2017, the parties executed a memorandum of understanding setting forth the terms of a proposed $51 million settlement. The proposed settlement is subject to approval by the court. As of September 30, 2017, OFI has recorded an expense of $51 million for this settlement and an insurance recovery receivable of $14 million. The final settlement hearing is expected to occur in November 2017.

In 2009, MassMutual was named as a defendant in a lawsuit filed in North Carolina state court related to certain losses in a bank-owned life insurance (BOLI) policy issued by MassMutual. The plaintiff alleges, among other things, fraud, breach of contract and breach of fiduciary duty claims against MassMutual, and it seeks to recover losses arising from investments pursuant to the BOLI policy. In 2015, the plaintiff voluntarily dismissed its complaint and refiled the case. MassMutual believes it has substantial defenses and will continue to vigorously defend itself in this action. No reasonable estimate can be made at this time regarding the potential liability, if any, or the amount or range of any loss that may result from this suit.

In 2010, Christina Chavez (Chavez) filed a putative class action complaint in California state court against MassMutual. Chavez alleges that MassMutual breached its obligations to its term life policyholders in California by not paying dividends on those policies. In 2014, the parties participated in a mediation of their dispute, which did not result in a settlement. In 2015, the judge certified a subclass consisting of one of twenty-six potential term products at issue in this case. All remaining subclasses were dismissed without prejudice. Fact discovery is complete and a trial is expected in 2018. MassMutual believes it has substantial defenses and will continue to vigorously defend itself in this action. No reasonable estimate can be made at this time regarding the potential liability, if any, or the amount or range of any loss that may result from this claim.

In 2012, Karen Bacchi filed a putative class action complaint against MassMutual in federal court in Massachusetts alleging that MassMutual breached its contracts by allegedly failing to distribute surplus in excess of the statutorily prescribed limit. In January 2017, the parties reached a resolution to settle the lawsuit for $38 million, which was recorded in December 2016 as a combination of policyholders' benefits, dividends to policyholders and general insurance expenses that include legal fees and other costs. The parties are in the process of seeking the court's approval of the settlement, which is expected to occur in 2017.

In 2013, seven participants in the MassMutual Thrift Plan (the Thrift Plan) filed a putative class action complaint in federal court in Massachusetts. The complaint alleged, among other things, that MassMutual, the Investment Fiduciary Committee, the Thrift Plan Administrative Committee and individually named "fiduciaries" breached their duties by allowing the Thrift Plan to pay excessive fees and by engaging in self-dealing. In June 2016, the parties reached an agreement to settle the matter. In November 2016, the court entered a final order and judgment approving the settlement, and payments have been made. The final settlement did not have a significant financial impact on MassMutual.

In January 2016, Deborah Bishop-Bristol filed a putative class action complaint against MassMutual in federal court in Connecticut. The lawsuit alleges that MassMutual breached its fiduciary duty by controlling the crediting rate, and therefore the compensation earned on the stable value products. Further, the complaint alleges that MassMutual failed to adequately disclose the pricing spread and accepted excessive fees for investment, management and administrative services. In April 2016, the court granted MassMutual's motion to transfer the case to federal court in Massachusetts. The court recently dismissed all of the plaintiff's claims and the plaintiff has filed an amended complaint. MassMutual believes that it has substantial defenses and will vigorously defend itself in this action. No reasonable estimate can be made regarding the potential liability, if any, or the amount or range of any loss that may result from this claim.

In July 2017, Jason Berube filed a putative class action complaint against MassMutual in Massachusetts state court alleging that that he and other similarly situated individuals were improperly classified as independent contractors and that they were inside sales employees who should have been paid minimum wage, overtime and should not have had expenses offset commissions. MassMutual believes that it has substantial defenses and will vigorously defend itself in this action. No reasonable estimate can be made regarding the potential liability, if any, or the amount or range of any loss that may result from this claim.

c. Regulatory matters

The Company is subject to governmental and administrative proceedings and regulatory inquiries, examinations and investigations in the ordinary course of its business. In connection with regulatory inquiries, examinations and investigations, the Company has been contacted by various regulatory agencies including, among others, the Securities and Exchange Commission, the U.S. Department of Labor and various state insurance departments and state attorneys general. The Company has cooperated fully with these regulatory agencies with regard to their inquiries, examinations and investigations and has responded to information requests and comments.

Market volatility in the financial services industry over the last several years has contributed to increased scrutiny of the entire financial services industry. Therefore, the Company believes that it is reasonable to expect that proceedings, regulatory inquiries, examinations and investigations into the insurance and financial services industries will continue for the foreseeable future. Additionally, new industry-wide legislation, rules and regulations could significantly affect the insurance and financial services industries as a whole. It is the opinion of management that the ultimate resolution of these regulatory inquiries, examinations, investigations, legislative and regulatory changes of which we are aware will not materially impact the Company’s financial position or liquidity. However, the outcome of a particular matter may be material to the Company’s operating results for a particular period depending upon, among other factors, the financial impact of the matter and the level of the Company’s results of operations for the period.

d. Commitments

In the normal course of business, the Company enters into letter of credit arrangements. As of September 30, 2017, the Company had approximately $152 million of outstanding letter of credit arrangements and $144 million as of December 31, 2016. As of September 30, 2017 and December 31, 2016, the Company did not have any funding requests attributable to these letter of credit arrangements.

17. Related party transactions

In June 2017, MassMutual contributed certain intellectual property, with no carrying value, in an affiliated transaction with Insurance Road LLC (IRLLC), a wholly-owned subsidiary of MassMutual, and therefore, no gain or loss was recognized on the transaction. In June 2017, MassMutual became party to an agreement with MassMutual Intellectual Property LLC (MMIP) effective June 30, 2017 that gave MassMutual the right to use certain intellectual property in the operation of its business.

In July 2017, MassMutual contributed its ownership in certain partnerships and LLCs with a carrying value of approximately $650 million to IRLLC in an affiliated transaction and therefore no gain or loss was recognized on the transaction.

In July 2017, IRLLC paid a return of capital to MassMutual of $700 million.

18. Business combinations and goodwill

No significant changes.

19. Subsequent events

Management of the Company has evaluated subsequent events through November 10, 2017, the date the financial statements were available to be issued. No events have occurred subsequent to the date of the Statements of Financial Position.