



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2014

OF THE CONDITION AND AFFAIRS OF THE

Massachusetts Mutual Life Insurance Company

NAIC Group Code 0435 (Current) 0435 (Prior) NAIC Company Code 65935 Employer's ID Number 04-1590850

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

Country of Domicile United States of America

Incorporated/Organized 05/15/1851 Commenced Business 08/01/1851

Statutory Home Office 1295 State Street Springfield, MA, US 01111

Main Administrative Office 1295 State Street Springfield, MA, US 01111 413-788-8411

Mail Address 1295 State Street Springfield, MA, US 01111

Primary Location of Books and Records 1295 State Street Springfield, MA, US 01111 413-788-8411

Internet Website Address www.massmutual.com

Statutory Statement Contact Tammy A. Peatman 413-744-6327 tpeatman@massmutual.com 413-226-4086

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 Michael Robert Fanning Executive Vice President Melvin Timothy Corbett Executive Vice President and Chief Investment Officer Robert Joseph Casale Executive Vice President and Chief Information Officer Debra Ann Palermino Executive Vice President Mark Douglas Roellig Executive Vice President and General Counsel Elizabeth Ward Chicares Executive Vice President and Chief Risk Officer Elaine Anne Sarsynski Executive Vice President

DIRECTORS OR TRUSTEES

Roger William Crandall - Chairman Thomas Corcoran Barry Cristóbal Ignacio Conde Kathleen Ann Corbet James Henry DeGraffenreid Jr - Lead Director Patricia Diaz Dennis Robert Alan Essner Raymond Walter LeBoeuf Cathy Elizabeth Minehan Marc Francis Racicot Laura Jeanne Sen William Taylor Spitz Howard Todd Stitzer

State of Massachusetts County of Hampden SS:

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.....

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	69,077,896,379		69,077,896,379	67,195,587,696
2. Stocks:				
2.1 Preferred stocks	494,359,207		494,359,207	493,522,365
2.2 Common stocks	7,730,075,346		7,730,075,346	7,378,388,465
3. Mortgage loans on real estate:				
3.1 First liens	17,068,963,893		17,068,963,893	16,464,967,879
3.2 Other than first liens.....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	118,283,894		118,283,894	114,497,811
4.2 Properties held for the production of income (less \$420,004,270 encumbrances)	714,880,266		714,880,266	733,818,883
4.3 Properties held for sale (less \$ encumbrances)	1,237,240		1,237,240	895,401
5. Cash (\$781,974,723), cash equivalents (\$2,432,001,171) and short-term investments (\$697,561,203)	3,911,537,097		3,911,537,097	4,198,001,739
6. Contract loans (including \$ premium notes)	10,669,446,095	339,801	10,669,106,294	10,585,155,363
7. Derivatives	6,155,360,197		6,155,360,197	6,116,845,987
8. Other invested assets	7,301,503,890	77,410,317	7,224,093,573	7,189,412,542
9. Receivables for securities	37,461,340		37,461,340	19,179,370
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	123,281,004,844	77,750,118	123,203,254,726	120,490,273,501
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	1,543,358,523	8,008,459	1,535,350,064	1,514,543,613
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	85,539,686	4,451,572	81,088,114	110,879,757
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	534,065,857		534,065,857	546,344,927
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	27,575,930		27,575,930	12,211,658
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	127,664,638		127,664,638	115,618,507
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	37,433,723		37,433,723	164,271,499
18.2 Net deferred tax asset	1,056,298,122		1,056,298,122	1,165,728,298
19. Guaranty funds receivable or on deposit	28,474,939		28,474,939	28,590,051
20. Electronic data processing equipment and software	201,240,918	158,027,685	43,213,233	38,342,264
21. Furniture and equipment, including health care delivery assets (\$)	32,225,151	32,225,151		
22. Net adjustment in assets and liabilities due to foreign exchange rates	(10,069)		(10,069)	5,455
23. Receivables from parent, subsidiaries and affiliates	64,460,683		64,460,683	62,564,088
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	1,028,794,581	893,761,151	135,033,430	135,415,474
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	128,048,127,526	1,174,224,136	126,873,903,390	124,384,789,092
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	58,730,663,229		58,730,663,229	58,391,681,632
28. Total (Lines 26 and 27)	186,778,790,755	1,174,224,136	185,604,566,619	182,776,470,724
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. Investment in trust	37,313,362		37,313,362	38,043,471
2502. Employee insurance plan advances	36,792,092	92,931	36,699,161	36,758,605
2503. Fully refundable deposits and prepayments and other miscellaneous	108,685,539	75,520,214	33,165,325	33,142,279
2598. Summary of remaining write-ins for Line 25 from overflow page	846,003,588	818,148,006	27,855,582	27,471,119
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,028,794,581	893,761,151	135,033,430	135,415,474

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ 84,760,772,573 less \$ included in Line 6.3 (including \$ 52,097,190 Modco Reserve)	84,760,772,573	83,604,977,107
2. Aggregate reserve for accident and health contracts (including \$ 31,812,347 Modco Reserve)	2,572,352,852	2,548,833,307
3. Liability for deposit-type contracts (including \$ Modco Reserve)	8,981,125,933	9,408,618,610
4. Contract claims:		
4.1 Life	344,221,855	315,106,464
4.2 Accident and health	22,955,147	21,386,571
5. Policyholders' dividends \$ 10,020,554 and coupons \$ due and unpaid	10,020,554	9,702,426
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco)	1,500,384,241	1,487,575,075
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ 7,986,301 accident and health premiums	34,200,545	27,607,795
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including the liability of \$ accident and health experience rating refunds of which \$ is for medical loss ratio rebate per the Public Health Service Act	16,277,094	14,826,640
9.3 Other amounts payable on reinsurance, including \$ 12,596,140 assumed and \$ 10,349,804 ceded	22,945,944	24,668,179
9.4 Interest Maintenance Reserve	514,025,169	498,613,740
10. Commissions to agents due or accrued-life and annuity contracts \$ 22,669,187 , accident and health \$ 350,716 and deposit-type contract funds \$	23,019,903	26,026,932
11. Commissions and expense allowances payable on reinsurance assumed	5,105,332	5,906,847
12. General expenses due or accrued	584,945,981	763,439,342
13. Transfers to Separate Accounts due or accrued (net) (including \$ (242,212,575) accrued for expense allowances recognized in reserves, net of reinsured allowances)	(280,195,746)	(287,058,509)
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	43,146,758	44,620,434
15.1 Current federal and foreign income taxes, including \$ on realized capital gains (losses)		
15.2 Net deferred tax liability		
16. Unearned investment income	92,123,235	112,571,791
17. Amounts withheld or retained by company as agent or trustee	89,587,887	219,552,874
18. Amounts held for agents' account, including \$ agents' credit balances	248,736,470	253,342,836
19. Remittances and items not allocated	338,102,859	26,318,287
20. Net adjustment in assets and liabilities due to foreign exchange rates	186	186
21. Liability for benefits for employees and agents if not included above	169,570,572	168,715,928
22. Borrowed money \$ 250,000,000 and interest thereon \$ (14,312)	249,985,688	249,985,083
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	2,294,278,489	2,194,546,171
24.02 Reinsurance in unauthorized and certified (\$) companies		
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$) reinsurers		
24.04 Payable to parent, subsidiaries and affiliates	42,709,772	45,748,451
24.05 Drafts outstanding		
24.06 Liability for amounts held under uninsured plans		
24.07 Funds held under coinsurance		
24.08 Derivatives	4,218,946,551	4,418,376,217
24.09 Payable for securities	1,379,725,499	311,805,117
24.10 Payable for securities lending		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	5,680,183,517	5,353,828,891
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	113,959,254,860	111,869,642,792
27. From Separate Accounts Statement	58,721,046,691	58,382,381,028
28. Total liabilities (Lines 26 and 27)	172,680,301,551	170,252,023,820
29. Common capital stock		
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes	1,739,917,085	1,739,815,730
33. Gross paid in and contributed surplus		
34. Aggregate write-ins for special surplus funds	3,250,000	3,250,000
35. Unassigned funds (surplus)	11,181,097,983	10,781,381,174
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$)		
36.2 shares preferred (value included in Line 30 \$)		
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ 9,616,537 in Separate Accounts Statement)	12,924,265,068	12,524,446,904
38. Totals of Lines 29, 30 and 37	12,924,265,068	12,524,446,904
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	185,604,566,619	182,776,470,724
DETAILS OF WRITE-INS		
2501. Repurchase agreements and interest expense	3,525,945,273	3,488,606,631
2502. Derivative interest expense	1,316,079,030	1,177,920,212
2503. Derivative collateral	717,029,273	565,022,715
2598. Summary of remaining write-ins for Line 25 from overflow page	121,129,941	122,279,333
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	5,680,183,517	5,353,828,891
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)		
3401. Designated surplus for group annuities	2,500,000	2,500,000
3402. Designated surplus for separate account business	750,000	750,000
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	3,250,000	3,250,000

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	4,508,802,086	4,213,006,652	20,418,821,210
2. Considerations for supplementary contracts with life contingencies	4,878,664	6,083,716	18,107,835
3. Net investment income	1,375,163,068	1,259,872,048	5,281,824,824
4. Amortization of Interest Maintenance Reserve (IMR)	52,444,794	68,777,940	188,917,061
5. Separate Accounts net gain from operations excluding unrealized gains or losses	688	3,851	15,709
6. Commissions and expense allowances on reinsurance ceded	22,113,559	22,157,626	107,437,871
7. Reserve adjustments on reinsurance ceded	7,749,762	15,736,206	49,806,574
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	81,945,629	76,494,067	318,104,745
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	91,618,075	92,993,614	379,821,434
9. Totals (Lines 1 to 8.3)	6,144,716,325	5,755,125,720	26,762,857,263
10. Death benefits	411,040,066	336,367,965	1,352,513,825
11. Matured endowments (excluding guaranteed annual pure endowments)	4,757,783	4,374,060	16,066,008
12. Annuity benefits	302,186,148	286,249,168	1,153,090,808
13. Disability benefits and benefits under accident and health contracts	87,298,876	86,503,712	351,063,919
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	3,309,987,052	3,590,850,337	15,187,977,119
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	69,945,169	77,551,286	286,689,254
18. Payments on supplementary contracts with life contingencies	2,613,803	2,437,517	9,680,170
19. Increase in aggregate reserves for life and accident and health contracts	1,189,072,577	778,528,399	6,972,826,304
20. Totals (Lines 10 to 19)	5,376,901,474	5,162,862,444	25,329,907,407
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	154,812,224	144,149,593	659,384,978
22. Commissions and expense allowances on reinsurance assumed	30,602,091	385,085,740	479,024,205
23. General insurance expenses	390,540,036	362,049,877	1,702,466,057
24. Insurance taxes, licenses and fees, excluding federal income taxes	51,101,812	51,617,951	186,022,923
25. Increase in loading on deferred and uncollected premiums	(2,046,161)	(268,980)	4,704,358
26. Net transfers to or (from) Separate Accounts net of reinsurance	253,151,164	89,405,622	(1,080,757,691)
27. Aggregate write-ins for deductions	(548,833,017)	(688,393,640)	(2,041,895,864)
28. Totals (Lines 20 to 27)	5,706,229,623	5,506,508,607	25,238,856,373
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	438,486,702	248,617,113	1,524,000,890
30. Dividends to policyholders	347,800,069	324,679,744	1,474,794,280
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	90,686,633	(76,062,631)	49,206,610
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	6,085,178	15,349,851	(141,509,183)
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	84,601,455	(91,412,482)	190,715,793
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$630,854 (excluding taxes of \$7,833,598 transferred to the IMR)	(42,300,788)	(84,957,836)	(476,328,506)
35. Net income (Line 33 plus Line 34)	42,300,667	(176,370,318)	(285,612,713)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	12,524,446,904	12,686,883,638	12,686,883,638
37. Net income (Line 35)	42,300,667	(176,370,318)	(285,612,713)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$113,188,601	447,250,243	33,306,657	(210,583,599)
39. Change in net unrealized foreign exchange capital gain (loss)	(5,321,168)	(39,309,569)	39,679,606
40. Change in net deferred income tax	890,090	(17,474,362)	264,004,570
41. Change in nonadmitted assets	16,978,084	56,371,467	111,882,531
42. Change in liability for reinsurance in unauthorized and certified companies			
43. Change in reserve on account of change in valuation basis, (increase) or decrease		(31,077,892)	(56,006,464)
44. Change in asset valuation reserve	(99,732,318)	(67,967,263)	(266,274,835)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period	105	7,324	32,904
47. Other changes in surplus in Separate Accounts Statement	315,244	207,074	463,489
48. Change in surplus notes	101,355	101,355	405,419
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in			
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance			
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus	(2,964,138)	39,972,213	239,572,358
54. Net change in capital and surplus for the year (Lines 37 through 53)	399,818,164	(202,233,314)	(162,436,734)
55. Capital and surplus, as of statement date (Lines 36 + 54)	12,924,265,068	12,484,650,324	12,524,446,904
DETAILS OF WRITE-INS			
08.301. Administrative fee and other income	91,618,075	92,993,614	379,821,434
08.302.			
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	91,618,075	92,993,614	379,821,434
2701. Modco adjustment for reinsurance agreement	(519,693,644)	(698,380,488)	(2,050,147,552)
2702. Miscellaneous charges to operations	(18,661,186)	1,544,021	(2,032,623)
2703. Transfer of group pension contract losses to IMR	(15,818,742)	(6,173,746)	(33,451,591)
2798. Summary of remaining write-ins for Line 27 from overflow page	5,340,555	14,616,573	43,735,902
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	(548,833,017)	(688,393,640)	(2,041,895,864)
5301. Other changes in surplus	(2,964,138)	21,048,897	(65,314,543)
5302. Accumulated other comprehensive income - pension		18,923,316	304,886,901
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	(2,964,138)	39,972,213	239,572,358

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	4,558,242,071	4,246,574,324	20,382,852,619
2. Net investment income	1,437,849,301	1,289,663,044	5,345,412,348
3. Miscellaneous income	218,444,385	212,263,145	854,056,224
4. Total (Lines 1 to 3)	6,214,535,757	5,748,500,513	26,582,321,191
5. Benefit and loss related payments	4,346,430,622	4,310,298,789	17,914,281,948
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	246,603,735	97,431,598	(1,077,860,713)
7. Commissions, expenses paid and aggregate write-ins for deductions	300,807,057	419,973,445	917,147,587
8. Dividends paid to policyholders	334,672,787	313,799,868	1,377,272,833
9. Federal and foreign income taxes paid (recovered) net of \$ 39,637,126 tax on capital gains (losses)	(132,046,284)	(65,945,996)	(112,215,130)
10. Total (Lines 5 through 9)	5,096,467,917	5,075,557,704	19,018,626,525
11. Net cash from operations (Line 4 minus Line 10)	1,118,067,840	672,942,809	7,563,694,666
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	3,515,669,047	4,514,731,240	19,724,382,929
12.2 Stocks	172,144,467	206,870,217	811,244,244
12.3 Mortgage loans	297,716,177	447,210,599	2,204,321,531
12.4 Real estate	8,917,220	249,934	130,332,470
12.5 Other invested assets	273,949,558	291,962,151	1,408,019,187
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	3,519,306	3,405,014	7,800,259
12.7 Miscellaneous proceeds	2,165,768	(240,808,310)	(776,119,411)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	4,274,081,543	5,223,620,845	23,509,981,209
13. Cost of investments acquired (long-term only):			
13.1 Bonds	5,290,450,320	13,385,384,655	29,723,014,672
13.2 Stocks	268,478,504	225,788,605	1,291,364,140
13.3 Mortgage loans	921,859,349	1,517,159,384	4,749,007,448
13.4 Real estate	22,018,949	16,538,273	(112,343,371)
13.5 Other invested assets	273,045,287	352,890,472	2,047,890,186
13.6 Miscellaneous applications	(1,070,096,708)	(129,974,256)	(278,420,161)
13.7 Total investments acquired (Lines 13.1 to 13.6)	5,705,755,701	15,367,787,133	37,420,512,914
14. Net increase (or decrease) in contract loans and premium notes	83,794,038	117,760,188	563,262,753
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(1,515,468,196)	(10,261,926,476)	(14,473,794,458)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	101,374	101,355	405,438
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds	10,856	(787)	(123)
16.4 Net deposits on deposit-type contracts and other insurance liabilities	(265,661,517)	(14,532,815)	(138,198,888)
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	376,485,001	9,547,099,963	8,429,910,563
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	110,935,714	9,532,667,716	8,292,116,990
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(286,464,642)	(56,315,951)	1,382,017,198
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	4,198,001,739	2,815,984,541	2,815,984,541
19.2 End of period (Line 18 plus Line 19.1)	3,911,537,097	2,759,668,590	4,198,001,739

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Bond conversions and refinancing	158,898,237	133,309,877	658,442,627
20.0002. Bank loan rollovers	29,832,709	541,393,440	1,923,965,983
20.0003. Stock conversions	1,272,282	50,106	287,553,261
20.0004. Interest capitalization for long-term debt	938,260	607,762	3,019,034
20.0005. Other invested assets stock distribution	907,535	988,564	4,536,071
20.0006. Net investment income payment-in-kind bonds	724,831	1,095,662	9,273,538
20.0007. Dividend reinvestment	685,515		11,897,240
20.0008. Bonds from reinsurance agreement		8,584,233,057	8,580,795,510
20.0009. Policyholder reserves from reinsurance agreement		5,297,566,294	5,297,566,294
20.0010. Liabilities for deposit-type contracts from reinsurance agreement		3,885,213,352	3,885,213,352

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0011. Other liabilities from reinsurance agreement	869,369,765	879,468,435
20.0012. Mortgage loans from reinsurance agreement	736,050,709	736,050,709
20.0013. Other assets from reinsurance agreement	384,002,107	382,571,118
20.0014. Preferred stock from reinsurance agreement	12,981,488	12,981,488
20.0015. Bond conversions to other invested assets		181,638,855
20.0016. Mortgages converted to other invested assets		33,892,972
20.0017. Surplus notes from reinsurance agreement		21,175,483

EXHIBIT 1**DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life			
2. Ordinary life insurance	1,140,135,812	1,064,875,875	4,871,194,353
3. Ordinary individual annuities	536,140,544	560,294,665	3,312,318,636
4. Credit life (group and individual)			
5. Group life insurance	247,108,711	235,070,854	1,108,543,577
6. Group annuities	2,056,345,966	1,855,996,162	9,279,497,091
7. A & H - group	52,221	55,192	203,801
8. A & H - credit (group and individual)			
9. A & H - other	168,891,330	164,976,178	666,522,716
10. Aggregate of all other lines of business			
11. Subtotal	4,148,674,584	3,881,268,926	19,238,280,174
12. Deposit-type contracts	6,268	292,474	849,941,951
13. Total	4,148,680,852	3,881,561,400	20,088,222,125
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			

NOTES TO FINANCIAL STATEMENTS

TABLE OF CONTENTS

Note 1 – Summary of Significant Accounting Policies
Note 2 – Accounting Changes and Corrections of Errors
Note 3 – Business Combinations and Goodwill
Note 4 – Discontinued Operations
Note 5 – Investments
Note 6 – Joint Ventures, Partnerships and LLCs
Note 7 – Investment Income
Note 8 – Derivative Instruments
Note 9 – Income Taxes
Note 10 – Information Concerning Parent, Subsidiaries and Affiliates
Note 11 – Debt
Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans
Note 13 – Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganizations
Note 14 – Contingencies
Note 15 – Leases
Note 16 – Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
Note 17 – Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
Note 18 – Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
Note 19 – Direct Premium Written/Produced By Managing General Agents/Third Party Administrators
Note 20 – Fair Value Measurements
Note 21 – Other Items
Note 22 – Events Subsequent
Note 23 – Reinsurance
Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination
Note 25 – Change in Incurred Losses and Loss Adjustment Expenses
Note 26 – Intercompany Pooling Arrangements
Note 27 – Structured Settlements
Note 28 – Health Care Receivables
Note 29 – Participating Policies
Note 30 – Premium Deficiency Reserves
Note 31 – Reserves for Life Contracts and Annuity Contracts
Note 32 – Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics
Note 33 – Premium and Annuity Considerations Deferred and Uncollected
Note 34 – Separate Accounts
Note 35 – Loss/Claim Adjustment Expenses
Note 36 – Impairment Listing for Loan-Backed and Structured Securities

NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

- a. Massachusetts Mutual Life Insurance Company (the Company) recognizes statutory accounting practices prescribed or permitted by the Commonwealth of Massachusetts Division of Insurance (the Division) for determining and reporting the financial condition and results of operations of an insurance company. The National Association of Insurance Commissioners (NAIC) Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the Division. The Company has adopted certain procedures that differ from NAIC SAP; however, such deviations are not believed to have a material impact on income, statutory surplus or Risk Based Capital.
- b. Use of estimates in the preparation of the financial statements – No significant changes
- c. Accounting policy – No significant changes

Note 2 - Accounting Changes and Corrections of Errors

- a. Under statutory accounting principles, corrections of prior year errors are recorded in current year surplus on a pretax basis with any associated tax impact reported through earnings. For the three months ended March 31, 2014, the Company recorded a net decrease to surplus of \$3 million related to policyholders' reserves.

The following summarizes corrections of prior year errors of the three months ended March 31, 2013:

	Three Months Ended March 31, 2013		
	Increase (Decrease) to:		Correction
	Prior Year Income	Current Year Surplus	of Asset or Liability Balances
	(In Millions)		
Policyholders' reserves	\$ 33	\$ 33	\$ (33)
Premium income (ceded)	(12)	(12)	12
Total	\$ 21	\$ 21	\$ (21)

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

- b. Adoption of new accounting standards:
In December 2013, the NAIC issued Statement of Statutory Accounting Principles (SSAP) No. 105, "Working Capital Finance Investments," which establishes statutory accounting principles for working capital finance investments held by reporting entities. This statement also amends SSAP No. 20, "Nonadmitted Assets," to allow working capital finance investments as admitted assets to the extent they conform to the requirements of SSAP No. 105. This new guidance was effective January 1, 2014, and did not have an impact on the Company's financial statements.

In December 2013, the NAIC adopted modifications to SSAP No. 26, "Bonds, Excluding Loan-Backed and Structured Securities," to clarify the amortization requirements for bonds with make-whole call provisions and bonds that are continuously callable. These revisions do not allow insurers to consider make-whole call provisions in determining the timeframe for amortizing bond premium or discount unless information is known by the reporting entity indicating that the issuer is expected to invoke the provision. These clarifying changes were effective January 1, 2014, and are not expected to have a significant impact on the Company's financial statements.

Note 3 – Business Combinations and Goodwill - No significant changes

Note 4 – Discontinued Operations - No significant changes

Note 5 – Investments

- a. Mortgage loans, including mezzanine real estate loans – No significant changes
- b. Debt restructuring – No significant changes
- c. Reverse mortgages – No significant changes
- d. Loan-backed and structured securities:
 - (1) No significant changes

NOTES TO FINANCIAL STATEMENTS

- (2) The following contains loan-backed and structured securities that recognized other-than-temporary impairments (OTTI) classified on the following bases for recognizing OTTI:

	(1) Amortized Cost Basis Before OTTI	(2) OTTI Recognized in Loss		(3) Fair Value 1-(2a+2b)
		(2a) Interest	(2b) Non-interest	
(In Millions)				
OTTI recognized in the first quarter				
a. Intent to sell	\$ -	\$ -	\$ -	\$ -
b. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	92	-	11	81
c. Total first quarter	<u>\$ 92</u>	<u>\$ -</u>	<u>\$ 11</u>	<u>\$ 81</u>
OTTI recognized in the second quarter				
d. Intent to sell	\$ -	\$ -	\$ -	\$ -
e. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	-	-	-	-
f. Total second quarter	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
OTTI recognized in the third quarter				
g. Intent to sell	\$ -	\$ -	\$ -	\$ -
h. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	-	-	-	-
i. Total third quarter	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
OTTI recognized in the fourth quarter				
j. Intent to sell	\$ -	\$ -	\$ -	\$ -
k. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	-	-	-	-
l. Total fourth quarter	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
m. Annual Aggregate Total		<u>\$ -</u>	<u>\$ 11</u>	

Note: All impairments were taken due to present value of cash flows expected to be collected being less than the amortized cost basis.

- (3) Refer to Note 36. "Impairment Listing for Loan-Backed and Structured Securities" for a CUSIP detail list of impaired structured securities where the present value of cash flows expected to be collected is less than the amortized cost basis.
- (4) As of March 31, 2014, the gross unrealized losses and fair values for investments in structured and loan-backed securities for which an OTTI has not been recognized in earnings follow (in millions):
- | | | |
|---|----|-------|
| a. The aggregate amount of unrealized losses: | | |
| 1. Less than 12 months | \$ | (62) |
| 2. 12 months or longer | \$ | (44) |
| b. The aggregate related fair value of securities with unrealized losses: | | |
| 1. Less than 12 months | \$ | 3,364 |
| 2. 12 months or longer | \$ | 1,104 |

- (5) No significant changes

- e. Repurchase agreements – No significant changes
- f. Real estate – No significant changes
- g. Low income housing tax credit properties – No significant changes
- h. Restricted assets – No significant changes
- i. Working capital finance investments – The Company does not invest in working capital finance investments.

Note 6 – Joint Ventures, Partnerships and LLCs - No significant changes

Note 7 – Investment Income – No significant changes

Note 8 – Derivative Instruments - No significant changes

Note 9 – Income Taxes – No significant changes

NOTES TO FINANCIAL STATEMENTS

Note 10 – Information Concerning Parent, Subsidiaries and Affiliates

a-d. No significant changes

- e. Effective January 1, 2014, C.M. Life Insurance Company (C.M. Life) recaptured certain life insurance policies from the Company that were previously assumed under a modified coinsurance (Modco) reinsurance arrangement. The Company recorded a \$25 million gain as part of this recapture.

Prior to January 1, 2014, the Company had a Modco quota-share reinsurance agreement with C.M. Life where the Company assumed 75% of the premium on certain universal life policies. The Company had funded C.M. Life a stipulated expense allowance, death and surrender benefits, and a Modco adjustment based on experience.

The Company continues to have reinsurance agreements with its subsidiary C.M. Life and its indirect subsidiary, MML Bay State Life Insurance Company (MML Bay State), including stop-loss coinsurance, Modco and yearly renewable term agreements on life insurance products. The Company also has coinsurance agreements with C.M. Life where the Company assumes substantially all the premium on certain universal life policies.

f. No significant changes

- g. On April 16, 2010, a lawsuit was filed in New York state court against OppenheimerFunds, Inc. (OFI), its subsidiary HarbourView Asset Management Corporation (HVAMC) and AAArdvark IV Funding Limited (AAArdvark IV) in connection with the investment made by TSL (USA) Inc., an affiliate of National Australia Bank Limited, in AAArdvark IV. The complaint alleges breach of contract, breach of the covenant of good faith and fair dealing, gross negligence, unjust enrichment and conversion. The complaint sought compensatory and punitive damages, along with attorney fees. The court has dismissed certain equitable claims against OFI and HVAMC, leaving only the claims for breach of contract. Plaintiffs filed an amended complaint with additional contractual claims. In October 2011, defendants moved to dismiss the complaint to the extent it sought damages in the form of a return of the plaintiffs' full principal investment. In December 2011, plaintiffs filed a motion for partial summary judgment. In January 2012, the court granted in part defendants' motion to dismiss and denied plaintiffs' motion for partial summary judgment. In April 2012, plaintiffs filed a motion for leave to file a third amended complaint, which added a fraud claim and additional allegations in support of plaintiffs' contract claims. In August 2012, plaintiffs and defendants separately filed motions for partial summary judgment. In April 2013, the court (i) denied plaintiffs' motion for summary judgment; (ii) granted defendants' motion of summary judgment, dismissing plaintiffs' fraud claim with prejudice and dismissing their contract claim without prejudice and (iii) granted plaintiffs leave to replead to assert a cause of action for specific performance within 30 days. In May 2013, the plaintiffs filed a notice of appeal of the court's April 2013 order of dismissal. In January 2014, the appellate court affirmed the lower court's dismissal order. In March 2014, the parties executed an omnibus release and settlement agreement and filed a stipulation of discontinuance dismissing the lawsuit with prejudice. The settlement did not have an effect on the Company's financial statements.

On July 15, 2011, a lawsuit was filed in New York State Supreme Court against OFI, HVAMC and AAArdvark I Funding Limited (AAArdvark I), in connection with investments made by TSL (USA) Inc. and other investors in AAArdvark I. The complaint alleges breach of contract against each of the defendants and seeks compensatory damages and costs and disbursements, including attorney fees. In October 2011, defendants moved to dismiss the complaint to the extent it seeks damages in the form of a return of the plaintiffs' full principal investment. In January 2012, the court granted in part defendants' motion to dismiss. In July 2012, the parties participated in a mediation of their dispute, which did not result in a settlement. In March 2013, plaintiffs filed an amended complaint, which added a fraud claim and alleged additional facts in support of plaintiffs' contract claim. In March 2014, the parties executed an omnibus release and settlement agreement and filed a stipulation of discontinuance dismissing the lawsuit with prejudice. The settlement did not have an effect on the Company's financial statements.

Beyond these matters, MMHLLC's subsidiaries are involved in litigation and investigations arising in the ordinary course of the subsidiaries' businesses. 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, because of the uncertainties involved with some of these matters, future revisions to the estimates of the potential liability could materially affect the Company's financial position.

The Company has no parent.

h-l. No significant changes

Note 11 – Debt

A. No significant changes

B. Federal Home Loan Bank agreements

- (1) The Company is a member of the Federal Home Loan Bank of Boston (FHLB Boston). Through its membership, the Company has conducted business activity (borrowings) with the FHLB Boston. The Company uses these funding agreements with the FHLB Boston in an investment spread strategy, consistent with its other investment spread operations. The Company has determined the actual maximum borrowing capacity as \$2.0 billion. The Company's unused capacity was \$1.4 billion as of March 31, 2014.

NOTES TO FINANCIAL STATEMENTS

(2) FHLB Boston capital stock

a. Aggregate totals:

1. Current year:

Three Months Ended March 31, 2014			
	1	2	3
	Total 2+3	General Account	Separate Account
(In Millions)			
(a) Membership stock - class A	\$ -	\$ -	\$ -
(b) Membership stock - class B	25	25	-
(c) Activity stock	27	27	-
(d) Excess stock	-	-	-
(e) Aggregate total	<u>\$ 52</u>	<u>\$ 52</u>	<u>\$ -</u>
(f) Actual borrowing capacity as determined by the Insurer	\$ 1,396	\$ 1,396	\$ -

2. Prior year-end:

Year Ended December 31, 2013			
	1	2	3
	Total 2+3	General Account	Separate Account
(In Millions)			
(a) Membership stock - class A	\$ -	\$ -	\$ -
(b) Membership stock - class B	25	25	-
(c) Activity stock	27	27	-
(d) Excess stock	-	-	-
(e) Aggregate total	<u>\$ 52</u>	<u>\$ 52</u>	<u>\$ -</u>
(f) Actual borrowing capacity as determined by the Insurer	\$ 1,399	\$ 1,399	\$ -

b. Membership stock (class A and B) eligible for redemption:

Three Months Ended March 31, 2014						
Membership Stock	Current Year Total	Not Eligible for Redemption	Less Than 6 Months	6 Months to Less Than 1 Year	1 to Less Than 3 Years	3 to 5 Years
(In Millions)						
1. Class A	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2. Class B	25	25	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

(3) Collateral pledged to FHLB:

a. Amount pledged as of March 31, 2014 (in millions):

1. Current year total general and separate accounts:

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total collateral pledged	\$ 730	\$ 615	\$ 604

2. Current year general account:

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total collateral pledged	\$ 730	\$ 615	\$ 604

3. Current year separate accounts:

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total collateral pledged	\$ -	\$ -	\$ -

4. Prior year-end total general and separate accounts:

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total collateral pledged	\$ 650	\$ 611	\$ 601

b. Maximum amount pledged for the three months ended March 31, 2014 (in millions):

1. Current year total general and separate accounts:

	Fair Value	Carrying Value	Amount Borrowed at Time of Maximum Collateral
Maximum collateral pledged	\$ 730	\$ 615	\$ 604

2. Current year general account:

	Fair Value	Carrying Value	Amount Borrowed at Time of Maximum Collateral
Maximum collateral pledged	\$ 730	\$ 615	\$ 604

3. Current year separate accounts:

	Fair Value	Carrying Value	Amount Borrowed at Time of Maximum Collateral
Maximum collateral pledged	\$ -	\$ -	\$ -

4. Prior year-end total general and separate accounts:

	Fair Value	Carrying Value	Amount Borrowed at Time of Maximum Collateral
Maximum collateral pledged	\$ 656	\$ 617	\$ 605

NOTES TO FINANCIAL STATEMENTS

(4) Borrowing from FHLB:

a. Amount:

1. Current year:

March 31, 2014			
1 Total 2+3	2 General Account	3 Separate Account	4 Funding Agreements Reserves Established
(In Millions)			
(a) Debt	\$ -	\$ -	\$ -
(b) Funding agreements	-	604	-
(c) Other	-	-	-
(d) Aggregate total	\$ -	\$ 604	\$ 604

2. Prior Year-end:

December 31, 2013			
1 Total 2+3	2 General Account	3 Separate Account	4 Funding Agreements Reserves Established
(In Millions)			
(a) Debt	\$ -	\$ -	\$ -
(b) Funding agreements	-	601	-
(c) Other	-	-	-
(d) Aggregate total	\$ -	\$ 601	\$ 601

b. Maximum Amount:

Three Months Ended March 31, 2014		
1 Total 2+3	2 General Account	3 Separate Account
(In Millions)		
(a) Debt	\$ -	\$ -
(b) Funding agreements	-	604
(c) Other	-	-
(d) Aggregate total	\$ -	\$ 604

c. FHLB - Prepayment Obligations:

Does the company have prepayment obligations under the following arrangements (YES/NO)?

1. Debt	N/A
2. Funding agreements	NO
3. Other	N/A

Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

	Three Months Ended March 31,					
	2014	2013	2014	2013	2014	2013
	Pension Benefits		Postretirement Benefits		Postemployment Benefits	
(In Millions)						
(4) Components of net periodic benefit cost:						
a. Service cost	\$ 19	\$ 19	\$ 2	\$ 2	\$ 1	\$ 2
b. Interest cost	23	23	5	4	-	-
c. Expected return on plan assets	(34)	(34)	-	-	-	-
d. Transition asset or obligation	-	-	-	-	-	-
e. Gains and losses	23	23	1	1	-	-
f. Prior service cost or credit	2	2	1	1	-	-
g. Gain or loss recognized due to a settlement or curtailment	-	-	-	-	-	-
h. Total net periodic benefit cost	\$ 33	\$ 33	\$ 9	\$ 8	\$ 1	\$ 2

Note 13 – Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

(1-3) No significant changes

(4) The Company received \$50 million of cash dividends, recorded in net investment income from MMHLLC through the three months ended March 31, 2014. No dividend was received from MMHLLC through the three months ended March 31, 2013.

(5-13) No significant changes

NOTES TO FINANCIAL STATEMENTS**Note 14 – Contingencies**

- a. Contingent commitments - No significant changes
- b. Assessments - No significant changes
- c. Gain contingencies - No significant changes
- d. Claims related to extra contractual obligations - No significant changes
- e. All other contingencies:

The Company is involved in litigation arising in and out of the normal course of business, which seeks both compensatory and 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 operating results for a particular period depending upon, among other factors, the size of the loss or liability and the level of the Company's income for the period.

Since December 2008, the Company and MMHLLC have been named as defendants in a number of putative class action and individual lawsuits filed by investors seeking to recover losses from the "Ponzi" scheme run by Bernard L. Madoff through his company, Bernard L. Madoff Investment Securities, LLC (BLMIS). The plaintiffs allege a variety of state law and federal securities claims against the Company and/or MMHLLC, and certain of its subsidiaries, seeking to recover losses arising from their investments in several funds managed by Tremont Group Holdings, Inc. (Tremont) or Tremont Partners, Inc., including Rye Select Broad Market Prime Fund, L.P., Rye Select Broad Market Fund, L.P., American Masters Broad Market Prime Fund, L.P., American Masters Market Neutral Fund, L.P. and/or Tremont Market Neutral Fund, L.P. Tremont and its subsidiary, Tremont Partners, Inc., are indirect subsidiaries of MMHLLC. Certain of the lawsuits have been consolidated into three groups of suits in the U.S. District Court for the Southern District of New York. In February 2011, the parties in the consolidated federal litigation submitted to the court a proposed settlement agreement. In August 2011, the court entered an order and final judgment approving the settlement. Appeals have been filed and remain pending. The settlement, if affirmed on appeal, will not have a significant financial impact on the Company.

Additionally, a number of other lawsuits were filed in state courts in California, Colorado, Florida, Massachusetts, New Mexico, New York and Washington by investors in Tremont funds against Tremont, and in certain cases against the Company, MMHLLC and other defendants, raising claims similar to those in the consolidated federal litigation. Those cases are in various stages of litigation. The Company believes it has substantial defenses and will continue to vigorously defend itself in these actions. 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 these claims.

On October 19, 2011, Golden Star, Inc. (Golden Star), plan administrator of the Golden Star Administrative Associates 401(k) Plan and Golden Star Bargaining Associates 401(k) Plan, filed a putative class action lawsuit in the U.S. District Court for the District of Massachusetts against the Company. Golden Star alleges, among other things, that the Company breached its alleged fiduciary duties while performing services to 401(k) plans and that certain of its actions constituted "Prohibited Transactions" under the Employee Retirement Income Security Act of 1974. Oral argument on the Company's summary judgment motion was held in March 2014. The Company believes that 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.

Christina Chavez (Chavez) filed a putative class action complaint against the Company in April 2010. Chavez alleges that the Company breached its obligations to its term life policyholders in California by not paying dividends on those policies. The parties are engaged in active discovery. The Company 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 2009, numerous lawsuits (the Rochester Suits) were filed as putative class actions in connection with the investment performance of certain municipal bond funds advised by OFI and distributed by its subsidiary, OppenheimerFunds Distributor, Inc. The Rochester Suits raise claims under federal securities laws alleging that, among other things, the disclosure documents of the funds contained misrepresentations and omissions, that the investment policies of the funds were not followed and that the funds and other defendants violated federal securities laws and regulations and certain state laws. The Rochester Suits have been consolidated into seven groups, one for each of the funds, in the U.S. district court in Colorado. Amended complaints and motions to dismiss were filed. In October 2011, the court issued an order granting and denying in part defendants' motion to dismiss the suits. In January 2012, the court granted a stipulated scheduling and discovery order in these actions. In September 2012, defendants opposed plaintiffs' July 2012 motion for class certification and filed motions for partial summary judgment in several of the Rochester Suits. In March 2013, the court denied one of the defendants' motions for partial summary judgment; defendants' second motion, which seeks dismissal of plaintiffs' "leverage ratio" claims, is still pending. In July 2013, the parties to six of the Rochester Suits reached an agreement in principle to settle those suits, and in August 2013, the parties executed a memorandum of understanding memorializing their agreement. In March 2014, the court issued an order granting preliminary approval of stipulations and agreements in these actions. The proposed settlements are subject to various contingencies, including final approval by the court. In the opinion of management, the settlement did not have a significant financial impact on the Company. The settlements, if given effect, would not settle a seventh suit. The court has stayed depositions in that suit pending approval of the settlements of the other suits. 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 remaining suit.

In May 2009, the Company was named as a defendant in a private action related to certain losses in a bank owned life insurance (BOLI) policy issued by the Company. The plaintiff alleges, among other things, fraud, breach of contract and breach of fiduciary duty claims against the Company, and it seeks to recover losses arising from investments pursuant to the BOLI policy. The parties have completed discovery and are now preparing for trial, likely at some point in 2014. The Company 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.

NOTES TO FINANCIAL STATEMENTS

In July 2012, Karen Bacchi filed a putative class action complaint against the Company in federal court alleging that the Company breached its contracts by allegedly failing to distribute surplus in excess of the statutorily prescribed limit. The court denied the Company's motion to dismiss and the parties are engaged in active discovery. The Company believes that 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 November 2013, seven participants in the Company's Thrift Plan (the Plan) filed a putative class action complaint in the U.S. District Court for the District of Massachusetts. The complaint alleges, among other things, that the Company, the Investment Fiduciary Committee, the Plan Administrative Committee, and individually named "fiduciaries" breached their duties by allowing the Plan to pay excessive fees and by engaging in self-dealing by limiting investment options primarily to the Company proprietary products. All defendants filed a joint motion to dismiss in January 2014. The Company believes that 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.

f. **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 income for the period.

Note 15 – Leases - No significant changes

Note 16 – Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk - No significant changes

Note 17 – Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- a. Transfers of receivables reported as sales – No significant changes
- b. Transfer and servicing of financial assets:
 - (1) The Company did not participate in securities lending as of March 31, 2014 or December 31, 2013.
 - (2) The Company did not have any servicing assets or liabilities in 2014 or 2013.
 - (3) The Company did not have any servicing assets or liabilities in 2014 or 2013.
 - (4) The Company did not have interests that continue to be held by a transferor in securitized financial assets in 2014 or 2013.
 - (5) The Company did not have any transfers of financial assets accounted for as secured borrowing in 2014 or 2013.
 - (6) The Company did not have any transfers of receivables with recourse in 2014 or 2013.
 - (7) Repurchase agreements – no significant changes
- c. Wash sales:
 - (1) In the course of the Company's investment management activities, securities may be sold and reacquired within 30 days of the sale date.
 - (2) The Company did not sell any securities with the NAIC Designation 3 or below through the first quarter ended March 31, 2014 that were reacquired within 30 days of the sale date.

Note 18 – Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans - No significant changes

Note 19 – Direct Premium Written/Produced By Managing General Agents/Third Party Administrators - No significant changes

NOTES TO FINANCIAL STATEMENTS

Note 20 – Fair Value Measurements

a. Fair value as defined and unique level descriptions – No significant changes

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

	March 31, 2014			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Bonds:				
Industrial and miscellaneous	\$ -	\$ 10	\$ 12	\$ 22
Parent, subsidiaries and affiliates	-	119	-	119
Preferred stocks	-	-	1	1
Common stock - unaffiliated	427	443	182	1,052
Common stock - affiliated ⁽¹⁾	292	217	382	891
Separate account assets	39,236	19,003	492	58,731
Derivatives:				
Interest rate swaps	-	5,831	-	5,831
Options	-	209	-	209
Currency swaps	-	96	-	96
Forward contracts	-	5	-	5
Credit default swaps	-	12	-	12
Total financial assets carried at fair value	\$ 39,955	\$ 25,945	\$ 1,069	\$ 66,969
Financial liabilities:				
Repurchase agreements	\$ -	\$ 3,525	\$ -	\$ 3,525
Derivatives:				
Interest rate swaps	-	4,050	-	4,050
Options	-	1	-	1
Currency swaps	-	135	-	135
Forward contracts	-	24	-	24
Credit default swaps	-	1	-	1
Total financial liabilities carried at fair value	\$ -	\$ 7,736	\$ -	\$ 7,736

⁽¹⁾Does not include MMHLLC, which had a statutory carrying value of \$4,676 million, and C.M. Life, which had a statutory carrying value of \$1,111 million.

For the three months ended March 31, 2014, there were no significant transfers between Level 1 and Level 2.

NOTES TO FINANCIAL STATEMENTS

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Bonds:				
All other governments	\$ -	\$ 1	\$ -	\$ 1
Industrial and miscellaneous	-	5	23	28
Parent, subsidiaries and affiliates	-	172	-	172
Preferred stocks	-	-	1	1
Common stock - unaffiliated	320	423	185	928
Common stock - affiliated ⁽¹⁾	303	210	367	880
Separate account assets	38,867	19,035	490	58,392
Derivatives:				
Interest rate swaps	-	5,804	-	5,804
Options	-	200	-	200
Currency swaps	-	87	-	87
Forward contracts	-	13	-	13
Credit default swaps	-	2	-	2
Total financial assets carried at fair value	<u>\$ 39,490</u>	<u>\$ 25,952</u>	<u>\$ 1,066</u>	<u>\$ 66,508</u>

Financial liabilities:

Repurchase agreements	\$ -	\$ 3,487	\$ -	\$ 3,487
Derivatives:				
Interest rate swaps	-	4,235	-	4,235
Options	-	1	-	1
Currency swaps	-	130	-	130
Forward contracts	-	40	-	40
Credit default swaps	-	7	-	7
Total financial liabilities carried at fair value	<u>\$ -</u>	<u>\$ 7,900</u>	<u>\$ -</u>	<u>\$ 7,900</u>

⁽¹⁾Common stocks - affiliated do not include MMHLLC, which had a statutory carrying value of \$4,491 million, and C.M. Life, which had a statutory carrying value of \$1,079 million.

For the year ended December 31, 2013, \$173 million of equity securities were transferred from Level 1 to Level 2 and \$232 million were transferred from Level 2 to Level 1.

2. The following presents changes in the Company's Level 3 financial instruments that are carried at fair value.

	Balance as of 01/01/2014		Transfers ⁽¹⁾		Gains (Losses) in Net Income	Gains (Losses) in Surplus	Purchases	Issuances	Sales	Settlements ⁽²⁾	Balance as of 03/31/2014
	In	Out	In	Out							
(In Millions)											
Financial assets:											
Bonds:											
Industrial and miscellaneous	\$ 23	\$ 7	\$ (19)	\$ -	\$ (1)	\$ 3	\$ 1	\$ -	\$ -	\$ (2)	\$ 12
Preferred stock	1	-	-	-	-	-	-	-	-	-	1
Common stock - unaffiliated	185	-	-	(2)	(2)	1	-	-	-	-	182
Common stock - affiliated	367	-	-	-	13	2	-	-	-	-	382
Separate account assets	490	-	-	29	-	1	-	(83)	-	55	492
Total financial assets	<u>\$ 1,066</u>	<u>\$ 7</u>	<u>\$ (19)</u>	<u>\$ 27</u>	<u>\$ 10</u>	<u>\$ 7</u>	<u>\$ 1</u>	<u>\$ (83)</u>	<u>\$ 53</u>	<u>\$ 1,069</u>	

⁽¹⁾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 change in lower of cost or market carrying basis.

⁽²⁾The fair value of real estate separate accounts is carried net of encumbrances on the Page 2 Assets and the change in encumbrances are included in the settlements within separate account assets.

NOTES TO FINANCIAL STATEMENTS

	Balance		Gains		Gains				Balance	
	as of	Transfers ⁽¹⁾	(Losses) in	(Losses) in	Purchases	Issuances	Sales	Settlements ⁽²⁾	as of	
	01/01/2013	In	Out	Net Income	Surplus				12/31/2013	
(In Millions)										
Financial assets:										
Bonds:										
Industrial and miscellaneous	\$ 12	\$ 29	\$ -	\$ 3	\$ 1	\$ 9	\$ 7	\$ -	\$ (38)	\$ 23
Preferred Stock	-	2	-	13	-	-	-	(14)	-	1
Common stock - unaffiliated	155	-	-	-	(14)	52	-	(7)	(1)	185
Common stock - affiliated	180	-	-	-	(2)	15	190	(1)	(15)	367
Separate account assets	510	-	-	135	-	103	-	(461)	203	490
Total financial assets	\$ 857	\$ 31	\$ -	\$ 151	\$ (15)	\$ 179	\$ 197	\$ (483)	\$ 149	\$ 1,066

⁽¹⁾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 change in lower of cost or market carrying basis.

⁽²⁾The fair value of real estate separate accounts is carried net of encumbrances on the Page 2 Assets and the change in encumbrances are included in the settlements within separate account assets.

3. Fair value hierarchy classifications – No significant changes
 4. Valuation techniques and inputs – No significant changes
 5. Derivative assets and liabilities fair value disclosures – No significant changes
- b. The Company provides additional fair value information in Notes 1, 5, 8, 21, 32 and 34 on an annual basis.
- c. The following presents a summary of the carrying values and fair values of the Company's financial instruments:

	March 31, 2014						Not Practicable (Carrying Value)
	Aggregate	Admitted	Level 1	Level 2	Level 3		
	Fair Value	Assets				(In Millions)	
Financial assets:							
Bonds:							
U. S. government and agencies	\$ 7,175	\$ 6,597	\$ -	\$ 7,167	\$ 9	\$ -	-
All other governments	284	263	-	254	30	-	-
States, territories and possessions	2,047	1,962	-	2,047	-	-	-
Special revenue	5,165	4,576	-	5,155	11	-	-
Industrial and miscellaneous	52,791	50,507	-	35,306	17,485	-	-
Parent, subsidiaries and affiliates	5,502	5,173	-	1,505	3,996	-	-
Preferred stocks	513	494	-	89	424	-	-
Common stocks - unaffiliated	1,052	1,052	427	443	182	-	-
Common stocks - affiliated ⁽¹⁾	891	891	292	217	382	-	-
Mortgage loans - commercial	15,656	15,347	-	-	15,656	-	-
Mortgage loans - residential	1,676	1,722	-	-	1,676	-	-
Cash, cash equivalents and short-term investments	3,912	3,912	782	3,130	-	-	-
Separate account assets	58,731	58,731	39,236	19,003	492	-	-
Derivatives:							
Interest rate swaps	5,831	5,831	-	5,831	-	-	-
Options	209	209	-	209	-	-	-
Currency swaps	96	96	-	96	-	-	-
Forward contracts	5	5	-	5	-	-	-
Credit default swaps	21	14	-	21	-	-	-
Financial liabilities:							
Commercial paper	250	250	-	250	-	-	-
Repurchase agreements	3,525	3,525	-	3,525	-	-	-
Guaranteed investment contracts	3,841	3,788	-	-	3,841	-	-
Group annuity contracts and other deposits	18,463	17,104	-	-	18,463	-	-
Individual annuity contracts	7,030	6,170	-	-	7,030	-	-
Supplementary contracts	1,035	1,034	-	-	1,035	-	-
Derivatives:							
Interest rate swaps	4,335	4,050	-	4,335	-	-	-
Options	1	1	-	1	-	-	-
Currency swaps	135	135	-	135	-	-	-
Forward contracts	24	24	-	24	-	-	-
Credit default swaps	1	9	-	1	-	-	-

⁽¹⁾Common stocks - affiliates do not include MMHLLC, which had a statutory carrying value of \$4,676 million, and C.M. Life, which had a statutory carrying value of \$1,111 million.

NOTES TO FINANCIAL STATEMENTS

	December 31, 2013					Not Practicable (Carrying Value)
	Aggregate	Admitted	Level 1	Level 2	Level 3	
	Fair Value	Assets				
	(In Millions)					
Financial assets:						
Bonds:						
U. S. government and agencies	\$ 6,961	\$ 6,553	\$ -	\$ 6,952	\$ 9	\$ -
All other governments	227	211	-	197	30	-
States, territories and possessions	1,901	1,894	-	1,891	10	-
Special revenue	4,875	4,461	-	4,875	-	-
Industrial and miscellaneous	50,068	48,652	-	33,183	16,885	-
Parent, subsidiaries and affiliates	5,723	5,425	-	1,519	4,204	-
Preferred stocks	510	494	1	86	423	-
Common stock - unaffiliated	928	928	320	423	185	-
Common stock - affiliated ⁽¹⁾	880	880	303	210	367	-
Mortgage loans - commercial	14,794	14,647	-	-	14,794	-
Mortgage loans - residential	1,763	1,818	-	-	1,763	-
Cash, cash equivalents and short-term investments	4,198	4,198	524	3,674	-	-
Separate account assets	58,392	58,392	38,867	19,035	490	-
Derivatives:						
Interest rate swaps	5,804	5,804	-	5,804	-	-
Options	200	200	-	200	-	-
Currency swaps	87	87	-	87	-	-
Forward contracts	13	13	-	13	-	-
Credit default swaps	22	13	-	22	-	-
Financial liabilities:						
Commercial paper	250	250	-	250	-	-
Repurchase agreements	3,487	3,487	-	3,487	-	-
Guaranteed investment contracts	4,067	4,028	-	-	4,067	-
Group annuity contracts and other deposits	18,603	17,267	-	-	18,603	-
Individual annuity contracts	6,911	6,109	-	-	6,911	-
Supplementary contracts	1,028	1,028	-	-	1,028	-
Derivatives:						
Interest rate swaps	4,632	4,235	-	4,632	-	-
Options	1	1	-	1	-	-
Currency swaps	130	130	-	130	-	-
Forward contracts	40	40	-	40	-	-
Credit default swaps	12	12	-	12	-	-

⁽¹⁾ Does not include MMHLLC, which had a statutory carrying value of \$4,491 million, and C.M. Life, which had a statutory carrying value of \$1,079 million.

- d. For the three months ended March 31, 2014, the Company had no investments where it was not practicable to estimate fair value.

Note 21 – Other Items

- a. Extraordinary items – No significant changes

- b. Troubled debt restructuring – No significant changes

- c. Other disclosures:

Common stocks of unconsolidated subsidiaries, primarily MMHLLC, are accounted for using the statutory equity method. The Company accounts for the value of its investment in its subsidiary, MMHLLC, at its underlying U.S. GAAP equity value adjusted to remove certain nonadmitted and intangible assets, as well as 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 \$2,184 million and \$2,157 million as of March 31, 2014 and December 31, 2013, respectively. The current fair value of MMHLLC remains significantly greater than its statutory carrying amount.

Business risks

The Company operates in a business environment subject to various risks and uncertainties. Such risks and uncertainties include, but are not limited to, currency exchange risk, interest rate risk and credit risk. Interest rate risk is the potential for interest rates to change, which can cause fluctuations in the value of investments and amounts due to policyholders. To the extent that fluctuations in interest rates cause the duration of assets and liabilities to differ, the Company manages its exposure to this risk by, among other things, asset/liability management techniques that account for the cash flow characteristics of the assets and liabilities. This quarterly risks and uncertainties disclosure should be read in conjunction with the statutory disclosure in the Company's 2013 year end annual financial statements.

NOTES TO FINANCIAL STATEMENTS

Currency exchange risk

The Company has currency risk due to its non-U.S. dollar investments and medium-term notes along with its 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.

Investment and interest rate risks

As interest rates increase, certain debt securities may experience slower amortization or prepayment speeds than 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.

- d. Business interruption insurance recoveries - No significant changes
- e. State transferrable tax credits – No significant changes
- f. Subprime mortgage related risk exposure:
- (1) No significant changes
 - (2) No significant changes
 - (3) The actual cost reduced by paydowns, carrying value, fair value and related gross realized losses from OTTI of the Company's investments with significant Alt-A and subprime exposure were as follows:

	March 31, 2014		Three Months Ended March 31, 2014	
	Actual Cost	Carrying Value	Fair Value	OTTI
(In Millions)				
Alt-A:				
a. Residential mortgage-backed securities	\$ 882	\$ 614	\$ 746	\$ (1)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in SCAs *	70	48	57	-
f. Other assets	-	-	-	-
g. Total	\$ 952	\$ 662	\$ 803	\$ (1)

	March 31, 2014		Three Months Ended March 31, 2014	
	Actual Cost	Carrying Value	Fair Value	OTTI
(In Millions)				
Subprime:				
a. Residential mortgage-backed securities	\$ 710	\$ 580	\$ 647	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	3	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in SCAs *	34	25	27	-
f. Other assets	-	-	-	-
g. Total	\$ 747	\$ 605	\$ 674	\$ -

* The Company's SCA, C.M. Life, has investments in Alt-A and subprime mortgages, as does C.M. Life's SCA, MML Bay State. These investments comprise less than 1% of the Company's invested assets.

	December 31, 2013		Year Ended December 31, 2013	
	Actual Cost	Carrying Value	Fair Value	OTTI
(In Millions)				
Alt-A:				
a. Residential mortgage-backed securities	\$ 1,013	\$ 700	\$ 836	\$ (4)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in SCAs *	80	54	64	-
f. Other assets	-	-	-	-
g. Total	\$ 1,093	\$ 754	\$ 900	\$ (4)

NOTES TO FINANCIAL STATEMENTS

	December 31, 2013			Year Ended December 31, 2013
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
(In Millions)				
Subprime:				
a. Residential mortgage-backed securities	\$ 742	\$ 598	\$ 658	\$ (2)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	3	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in SCAs *	35	26	28	-
f. Other assets	-	-	-	-
g. Total	<u>\$ 780</u>	<u>\$ 624</u>	<u>\$ 686</u>	<u>\$ (2)</u>

* The Company's SCA, C.M. Life, has investments in Alt-A and subprime mortgages, as does C.M. Life's SCA, MML Bay State. These investments comprise less than 1% of the Company's invested assets.

- (4) The Company has no underwriting exposure to subprime mortgage risk through Mortgage Guaranty or Financial Guaranty insurance coverage.
- g. Retained asset accounts – No significant changes
- h. Offsetting and netting of assets and liabilities:
The following summarizes gross and net information of derivatives assets and liabilities, along with collateral posted in connection with master netting agreements:

	March 31, 2014					
			Gross		Collateral Posted	Net Amount
	Gross	Due & Accrued	Amounts Offset	Net		
(In Millions)						
Derivative assets	\$ 6,155	\$ 593	\$ (3,046)	\$ 3,702	\$ (1,585)	\$ 2,117
Derivative liabilities	4,219	1,316	(3,046)	2,489	(584)	1,905
Net	<u>\$ 1,936</u>	<u>\$ (723)</u>	<u>\$ -</u>	<u>\$ 1,213</u>	<u>\$ (1,001)</u>	<u>\$ 212</u>

	December 31, 2013					
			Gross		Collateral Posted	Net Amount
	Gross	Due & Accrued	Amounts Offset	Net		
(In Millions)						
Derivative assets	\$ 6,117	\$ 603	\$ (4,061)	\$ 2,659	\$ (1,498)	\$ 1,161
Derivative liabilities	4,418	1,178	(4,061)	1,535	(746)	789
Net	<u>\$ 1,699</u>	<u>\$ (575)</u>	<u>\$ -</u>	<u>\$ 1,124</u>	<u>\$ (752)</u>	<u>\$ 372</u>

Note 22 – Events Subsequent

The Company has evaluated subsequent events through May 7, 2014, the date the financial statements were available to be issued.

During the second quarter of 2014, two affiliates of the Company executed a Purchase and Sale agreement to sell certain real estate assets. The transaction had a positive impact for the Company that will be recognized in the second quarter of 2014.

On April 9, 2014, the Company finalized issuance of a dual tranche \$750 million funding agreement-backed medium term note with \$500 million having a 5-year maturity and a 2.35% fixed rate coupon and \$250 million having a 10-year maturity and a 3.6% fixed rate coupon.

No additional events have occurred subsequent to the balance sheet date and before the date of evaluation that would require disclosure.

NOTES TO FINANCIAL STATEMENTS

Note 23 – Reinsurance

- a. Ceded Reinsurance Report:
Section 1 - General Interrogatories – No significant changes
Section 2 - Ceded Reinsurance Report - Part A – No significant changes
Section 3 - Ceded Reinsurance Report - Part B:
(1) No significant changes
(2) No significant changes, however this footnote was updated to add additional disclosure for reserves assumed as of December 31, 2013.

The Company has an indemnity reinsurance agreement with The Hartford Financial Services Group, Inc. (The Hartford) to assume 100% of its Retirement Plans Group (RPG) business. The reinsurance agreement contains coinsurance and modified coinsurance components.

Under the coinsurance component of the agreement, the Company assumed liabilities of \$9.5 billion, consisting of policyholders' reserves of \$5.4 billion and the liabilities for deposit-type contracts of \$4.1 billion, as of December 31, 2013.

Under the modified coinsurance component of the agreement, the Company assumed separate account liabilities of \$28.9 billion, consisting of reserves for annuity contracts of \$12.0 billion and liabilities for deposit-type contracts of \$16.9 billion, as of December 31, 2013.

b-d. No significant changes

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination - No significant changes

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses - No significant changes

Note 26 – Intercompany Pooling Arrangements - No significant changes

Note 27 – Structured Settlements - No significant changes

Note 28 – Health Care Receivables - No significant changes

Note 29 – Participating Policies - No significant changes

Note 30 – Premium Deficiency Reserves - No significant changes

Note 31 – Reserves for Life Contracts and Annuity Contracts - No significant changes

Note 32 – Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics - No significant changes

Note 33 – Premium and Annuity Considerations Deferred and Uncollected - No significant changes

Note 34 – Separate Accounts - No significant changes

Note 35 – Loss/Claim Adjustment Expenses - No significant changes

NOTES TO FINANCIAL STATEMENTS**Note 36 – Impairment Listing for Loan-Backed and Structured Securities**

The following are the total cumulative adjustments and impairments for loan-backed and structured securities since July 1, 2009:

Period Ended	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
March 31, 2014	\$ 91,702,041.47	\$ -	\$ 91,702,041.47	\$ 80,744,073.99	\$ (10,957,967.48)	\$ 80,744,073.99	\$ 97,672,070.74
December 31, 2013	113,707,950.98	-	113,707,950.98	108,815,640.18	(4,892,310.80)	108,815,640.18	111,783,051.88
September 30, 2013	81,945,730.49	-	81,945,730.49	80,589,482.19	(1,356,248.30)	80,589,482.19	77,049,314.39
June 30, 2013	147,215,936.13	-	147,215,936.13	142,140,571.53	(5,075,364.60)	142,140,571.53	130,973,022.96
March 31, 2013	194,772,024.52	-	194,772,024.52	188,372,088.50	(6,399,936.02)	188,372,088.50	176,678,910.26
December 31, 2012	378,096,660.04	-	378,096,660.04	366,323,110.21	(11,773,549.83)	366,323,110.21	333,086,072.58
September 30, 2012	816,573,456.06	-	816,573,456.06	788,350,822.82	(28,222,633.24)	788,350,822.82	697,683,288.85
June 30, 2012	912,025,936.52	-	912,025,936.52	890,494,220.76	(21,531,715.76)	890,494,220.76	708,872,106.49
March 31, 2012	1,095,018,529.18	-	1,095,018,529.18	1,058,132,041.09	(36,886,488.09)	1,058,132,041.09	841,095,012.78
December 31, 2011	1,090,904,993.06	-	1,090,904,993.06	1,056,761,288.41	(34,211,747.00)	1,056,761,288.41	754,310,837.90
September 30, 2011	762,320,631.78	-	762,320,631.78	738,510,047.63	(23,810,584.15)	738,510,047.63	546,494,231.96
June 30, 2011	1,130,732,656.14	-	1,130,732,656.14	1,078,535,670.23	(52,196,985.91)	1,078,535,670.23	839,143,290.12
March 31, 2011	1,097,705,351.09	-	1,097,705,351.09	1,068,852,203.67	(28,853,147.42)	1,068,852,203.67	816,688,348.33
December 31, 2010	968,742,508.30	-	968,742,508.30	950,111,416.81	(18,631,091.49)	950,111,416.81	708,895,636.97
September 30, 2010	915,728,029.86	-	915,728,029.86	889,896,058.18	(25,831,971.68)	889,896,058.18	673,462,492.71
June 30, 2010	1,362,887,892.31	-	1,362,887,892.31	1,335,628,211.52	(27,259,680.79)	1,335,628,211.52	975,241,505.93
March 31, 2010	1,471,905,695.71	-	1,471,905,695.71	1,391,337,542.96	(80,568,152.75)	1,391,337,542.96	1,015,645,802.04
December 31, 2009	1,349,124,213.70	-	1,349,124,213.70	1,290,817,167.68	(58,307,046.02)	1,290,817,167.68	852,088,739.42
September 30, 2009	2,953,442,689.02	(106,853,708.32)	2,846,588,980.70	2,700,948,264.43	(145,640,716.27)	2,700,948,264.43	1,692,409,639.54
Totals		\$ (106,853,708.32)			\$ (622,407,337.60)		

The following is the impairment listing for loan-backed and structured securities for the three months ended March 31, 2014:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948JAA0	\$ 258,773.50	\$ -	\$ 258,773.50	\$ 255,011.35	\$ (3,762.15)	\$ 255,011.35	\$ 258,855.26
07820QBL8	1,898,408.41	-	1,898,408.41	1,830,204.17	(68,204.24)	1,830,204.17	1,728,457.34
125435AA5	6,958,243.53	-	6,958,243.53	6,941,450.22	(16,793.31)	6,941,450.22	6,293,964.17
194262AK7	4,162,647.76	-	4,162,647.76	3,932,293.75	(230,354.01)	3,932,293.75	4,056,000.00
36290PAK3	1,655,046.29	-	1,655,046.29	-	(1,655,046.29)	-	1,593,363.13
59024UAB7	710,859.05	-	710,859.05	680,109.25	(30,749.80)	680,109.25	688,419.33
61750MAB1	17,319.28	-	17,319.28	15,694.58	(1,624.70)	15,694.58	14,941.36
65106FAG7	77,342.33	-	77,342.33	75,574.06	(1,768.27)	75,574.06	100,875.45
77277LAF4	35,319,833.50	-	35,319,833.50	30,227,553.06	(5,092,280.44)	30,227,553.06	40,146,757.20
77277LAH0	1,759,508.86	-	1,759,508.86	1,511,332.20	(248,176.66)	1,511,332.20	3,867,177.60
77277LAJ6	24,917,058.76	-	24,917,058.76	21,399,905.23	(3,517,153.53)	21,399,905.23	25,263,081.36
86358RZD2	2,240.42	-	2,240.42	1,391.85	(848.57)	1,391.85	13,142.97
86359DMC8	11,952,163.44	-	11,952,163.44	11,865,591.25	(86,572.19)	11,865,591.25	11,686,742.89
939336KZ5	2,012,596.34	-	2,012,596.34	2,007,963.02	(4,633.32)	2,007,963.02	1,960,292.68
Totals	\$ 91,702,041.47	\$ -	\$ 91,702,041.47	\$ 80,744,073.99	\$ (10,957,967.48)	\$ 80,744,073.99	\$ 97,672,070.74

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 04/01/2011
- 6.4 By what department or departments?
Commonwealth of Massachusetts Division of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
The MassMutual Trust Company, FSB	Enfield, CT		YES		
MML Distributors, LLC	Springfield, MA				YES
MML Investors Services, LLC	Springfield, MA				YES
OppenheimerFunds Distributor, Inc.	New York, NY				YES
Babson Capital Securities, LLC	Boston, MA				YES
MMLISI Financial Alliances, LLC	Springfield, MA				YES
Baring Asset Management (Asia) Limited	Hong Kong				YES
Baring International Investment Limited	London, UK				YES
MML Strategic Distributors, LLC	Springfield, MA				YES

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [] No []
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No []
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
 The code was revised in January 2014. The revisions to the code are not material in nature. The revisions clarify or heighten awareness of certain information already incorporated in the Code of Conduct.
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No []
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []
- 11.2 If yes, give full and complete information relating thereto:
 Repurchase Agreements
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 2,010,920,566
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$ 5,424,703,960 | \$ 5,172,710,590 |
| 14.22 Preferred Stock | \$ | \$ |
| 14.23 Common Stock | \$ 6,073,875,718 | \$ 6,311,317,313 |
| 14.24 Short-Term Investments | \$ | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ | \$ |
| 14.26 All Other | \$ 4,410,978,298 | \$ 4,363,671,514 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ 15,909,557,976 | \$ 15,847,699,417 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
 If no, attach a description with this statement.

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company
GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$
- 16.3 Total payable for securities lending reported on the liability page\$

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Citibank, N.A.	333 West 34th Street, New York, NY 10001
JP Chase Manhattan Bank	1 Chase Manhattan Plaza, 19th Floor, New York, NY 10005
Northern Trust	50 South LaSalle Street, Chicago, IL 60603
State Street Global Services	801 Pennsylvania, Kansas City, MO 64105

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]
- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
110363	OFI Institutional Asset Management, Inc.	Two World Financial Center, 225 Liberty Street, New York, NY 10281-1008
106006	Babson Capital Management, LLC	1500 Main Street, Springfield, MA 01115
104517	Franklin Advisers, Inc.	One Franklin Parkway, San Mateo, CA 94403-1906
110999	Ambassador Capital Management	500 Griswold Street Suite 2800, Detroit, MI 48226
123711	Tortoise Capital Advisors, L.L.C.	11550 Ash Street, Suite 300, Leawood, KS 66211
104559	PIMCO- Pacific Investment Management Company LLC	840 Newport Center Drive, Suite 100, Newport Beach, CA 92660
185402	Ashmore Investment Management Limited	61 Aldwych, London WC2B 4AE

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [] No [X]
- 18.2 If no, list exceptions:

At 03/31/2014, 153 issues for 66 issuers did not meet the filing requirements of the Purposes and Procedures Manual. The majority of these issues currently lack one or more of the following: Valid cusip/PPN, audited financials and/or executed legal documentation. These exceptions totaled \$332,379,788 or 0.453% of all assets.

GENERAL INTERROGATORIES**PART 2 - LIFE & HEALTH**

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	1 Amount
1.1	Long-Term Mortgages In Good Standing	
1.11	Farm Mortgages	\$ 10,647,689
1.12	Residential Mortgages	\$ 1,722,209,263
1.13	Commercial Mortgages	\$ 15,336,106,942
1.14	Total Mortgages in Good Standing	\$ 17,068,963,894
1.2	Long-Term Mortgages In Good Standing with Restructured Terms	
1.21	Total Mortgages in Good Standing with Restructured Terms	\$
1.3	Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months	
1.31	Farm Mortgages	\$
1.32	Residential Mortgages	\$
1.33	Commercial Mortgages	\$
1.34	Total Mortgages with Interest Overdue more than Three Months	\$
1.4	Long-Term Mortgage Loans in Process of Foreclosure	
1.41	Farm Mortgages	\$
1.42	Residential Mortgages	\$
1.43	Commercial Mortgages	\$
1.44	Total Mortgages in Process of Foreclosure	\$
1.5	Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$ 17,068,963,894
1.6	Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61	Farm Mortgages	\$
1.62	Residential Mortgages	\$
1.63	Commercial Mortgages	\$
1.64	Total Mortgages Foreclosed and Transferred to Real Estate	\$
2.	Operating Percentages:	
2.1	A&H loss percent	78.370 %
2.2	A&H cost containment percent	1.700 %
2.3	A&H expense percent excluding cost containment expenses	76.670 %
3.1	Do you act as a custodian for health savings accounts?	Yes [] No [X]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date	\$
3.3	Do you act as an administrator for health savings accounts?	Yes [] No [X]
3.4	If yes, please provide the balance of the funds administered as of the reporting date	\$

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
93572	43-1235868	02/24/2014	RGA Reinsurance Co. (GAN3)	MO	YRT/I	Authorized		

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

1	Life Contracts		Direct Business Only					
	2	3	4	5	6	7		
States, Etc.	Active Status	Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit-Type Contracts	
1. Alabama	AL	L	81,317,262	1,513,571	1,417,134	1,300,675	85,548,642	
2. Alaska	AK	L	384,630	7,996	55,728	258,322	706,676	
3. Arizona	AZ	L	10,311,904	7,501,350	2,176,398	2,907,040	22,896,692	
4. Arkansas	AR	L	2,573,504	1,012,420	388,017	46,012	4,019,953	3
5. California	CA	L	103,794,136	59,668,535	14,026,751	92,536,690	270,026,112	10
6. Colorado	CO	L	15,804,571	5,380,384	2,177,848	42,775,700	66,138,503	15
7. Connecticut	CT	L	27,995,467	12,846,386	4,784,696	24,318,853	69,945,402	802
8. Delaware	DE	L	5,831,642	1,564,736	358,115	1,299,014	9,053,507	
9. District of Columbia	DC	L	4,755,036	1,175,634	996,318	7,713,599	14,640,587	
10. Florida	FL	L	87,024,020	25,273,146	6,561,089	27,394,724	146,252,979	40
11. Georgia	GA	L	30,915,840	16,922,982	5,227,776	65,204,788	118,271,386	
12. Hawaii	HI	L	4,169,984	3,299,947	703,004	3,643,805	11,816,740	
13. Idaho	ID	L	3,855,629	4,109,346	247,637	2,596,914	10,809,526	
14. Illinois	IL	L	35,898,509	15,496,116	6,066,292	105,414,022	162,874,939	1,837
15. Indiana	IN	L	19,787,087	12,967,367	2,009,592	14,339,088	49,103,134	40
16. Iowa	IA	L	12,506,001	3,866,300	851,999	4,327,439	21,551,739	
17. Kansas	KS	L	12,659,922	3,004,872	1,323,837	8,785,737	25,774,368	
18. Kentucky	KY	L	5,407,662	2,214,024	1,194,629	13,757,130	22,573,445	
19. Louisiana	LA	L	9,341,124	2,695,139	1,262,871	3,082,146	16,381,280	249
20. Maine	ME	L	2,714,849	3,026,538	497,974	6,856,909	13,096,270	
21. Maryland	MD	L	25,171,055	9,323,375	7,126,756	54,367,883	95,989,069	
22. Massachusetts	MA	L	34,111,933	64,323,548	6,747,204	186,701,868	291,884,553	
23. Michigan	MI	L	20,495,831	22,695,496	3,312,314	55,465,098	101,968,739	
24. Minnesota	MN	L	8,132,788	10,406,519	2,173,465	46,092,356	66,805,128	
25. Mississippi	MS	L	12,080,035	5,415,640	2,464,537	992,130	20,952,342	
26. Missouri	MO	L	13,802,807	13,006,120	2,508,598	25,122,114	54,439,639	3
27. Montana	MT	L	13,053,034	894,400	260,483	13,233,419	27,441,336	
28. Nebraska	NE	L	9,818,413	5,859,078	1,495,739	63,918,246	81,091,476	
29. Nevada	NV	L	4,784,753	3,558,515	770,859	14,286,512	23,400,639	
30. New Hampshire	NH	L	6,589,804	7,249,696	897,348	4,481,198	19,218,046	
31. New Jersey	NJ	L	57,230,355	28,076,751	8,567,438	130,191,922	224,066,466	74
32. New Mexico	NM	L	4,270,565	1,394,540	423,823	60,846	6,149,774	
33. New York	NY	L	174,502,899	98,554,308	19,279,480	361,787,866	654,124,553	2,461
34. North Carolina	NC	L	25,635,233	14,144,260	6,464,864	43,144,154	89,388,511	
35. North Dakota	ND	L	2,098,603	3,151,488	86,475	1,208,717	6,545,283	
36. Ohio	OH	L	23,690,689	27,312,860	3,771,157	68,086,719	122,861,425	90
37. Oklahoma	OK	L	20,844,780	6,094,780	1,806,806	9,290,664	38,037,030	
38. Oregon	OR	L	5,611,256	1,758,540	1,043,212	6,185,280	14,598,288	
39. Pennsylvania	PA	L	55,255,097	39,241,187	9,169,682	49,173,190	152,839,156	
40. Rhode Island	RI	L	3,507,904	4,006,732	670,289	20,348,338	28,533,263	
41. South Carolina	SC	L	11,800,775	5,390,543	3,499,418	3,501,207	24,191,943	
42. South Dakota	SD	L	2,832,602	1,004,014	138,889	263,904	4,239,409	
43. Tennessee	TN	L	25,993,417	10,278,074	3,762,476	146,163,360	186,197,327	9
44. Texas	TX	L	76,324,846	43,416,589	10,857,597	56,213,443	186,812,475	585
45. Utah	UT	L	9,184,504	5,943,673	797,819	2,973,373	18,899,369	
46. Vermont	VT	L	5,219,143	1,388,461	251,249	1,407,958	8,266,811	
47. Virginia	VA	L	34,502,146	26,930,446	7,920,506	60,490,746	129,843,844	50
48. Washington	WA	L	11,992,065	7,120,184	2,072,750	9,829,998	31,014,997	
49. West Virginia	WV	L	2,461,818	2,267,379	373,134	5,652,259	10,754,590	
50. Wisconsin	WI	L	9,009,619	13,445,890	1,347,832	55,760,531	79,563,872	
51. Wyoming	WY	L	1,419,482	948,448	137,061	249,482	2,754,473	
52. American Samoa	AS	N						
53. Guam	GU	N	104				104	
54. Puerto Rico	PR	L	8,859,654	2,209,063	1,831,177	481,030	13,380,924	
55. U.S. Virgin Islands	VI	N	2,409		703		3,112	
56. Northern Mariana Islands	MP	N						
57. Canada	CAN	N	413,097		21,504		434,601	
58. Aggregate Other Aliens	OT	XXX	3,323,706	3,493	149,334		3,476,533	
59. Subtotal	(a)	52	1,201,076,000	670,360,879	164,529,683	1,925,684,418	3,961,650,980	6,268
90. Reporting entity contributions for employee benefits plans	XXX							
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX		263,281,954	796,378			264,078,332	
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX							
93. Premium or annuity considerations waived under disability or other contract provisions	XXX		5,844,210		2,838,128		8,682,338	
94. Aggregate or other amounts not allocable by State	XXX							
95. Totals (Direct Business)	XXX		1,470,202,164	671,157,257	167,367,811	1,925,684,418	4,234,411,650	6,268
96. Plus Reinsurance Assumed	XXX		16,324,488	3,400,846		517,073,721	536,799,055	
97. Totals (All Business)	XXX		1,486,526,652	674,558,103	167,367,811	2,442,758,139	4,771,210,705	6,268
98. Less Reinsurance Ceded	XXX		177,107,799		35,860,834		212,968,633	
99. Totals (All Business) less Reinsurance Ceded	XXX		1,309,418,853	674,558,103	131,506,977	2,442,758,139	4,558,242,072	6,268
DETAILS OF WRITE-INS								
58001. Other foreign	XXX		3,323,706	3,493	149,334		3,476,533	
58002.	XXX							
58003.	XXX							
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX							
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX		3,323,706	3,493	149,334		3,476,533	
9401.	XXX							
9402.	XXX							
9403.	XXX							
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX							
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)	XXX							

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY	04-1590850	65935	Massachusetts
Direct & Indirect Owned Subsidiaries:			
C.M. Life Insurance Company	06-1041383	93432	Connecticut
MML Bay State Life Insurance Company	43-0581430	70416	Connecticut
CML Mezzanine Investor, LLC	06-1041383		Delaware
CML Mezzanine Investor L, LLC	06-1041383		Delaware
CML Mezzanine Investor III, LLC	06-1041383		Delaware
CML Re Finance LLC	06-1041383		Delaware
MML Mezzanine Investor L, LLC	04-1590850		Delaware
Berkshire Way LLC	04-1590850		Delaware
CB-Apts, LLC	04-1590850		Delaware
WP-SC, LLC*	26-4441097		Delaware
MSP-SC, LLC	04-1590850		Delaware
Country Club Office Plaza LLC*	27-1435692		Delaware
Fern Street LLC	37-1732913		Delaware
MassMutual Retirement Services, LLC	04-1590850		Delaware
MML Distributors LLC*	04-3356880		Massachusetts
MML Investment Advisers, LLC	None		Delaware
MML Mezzanine Investor, LLC	04-1590850		Delaware
MML Strategic Distributors, LLC	46-3238013		Delaware
The MassMutual Trust Company, FSB	06-1563535		United States
MMC Equipment Finance LLC	04-1590850		Delaware
MassMutual Asset Finance LLC*	26-0073611		Delaware
Winmark Limited Funding, LLC	20-1217159		Delaware
MMAF Equipment Finance LLC 2009-A	27-1379258		Delaware
MMAF Equipment Finance LLC 2011-A	45-2589019		Delaware
MML Private Placement Investment Company I, LLC	04-1590850		Delaware
MSC Holding Company, LLC	45-4376777		Delaware
MassMutual Holding MSC, Inc.	04-3341767		Massachusetts
MassMutual Holding LLC	04-2854319		Delaware
MassMutual Assignment Company	06-1597528		North Carolina
MassMutual Capital Partners LLC	04-1590850		Delaware
MM Rothesay Holdco US LLC	04-1590850		Delaware
MML Investors Services, LLC	04-1590850		Massachusetts
MML Insurance Agency, LLC	04-1590850		Massachusetts
MMLISI Financial Alliances, LLC	41-2011634		Delaware
MassMutual International LLC	04-3313782		Delaware
MassMutual Asia Limited	None		Hong Kong
MassMutual Asia Investors Ltd.	None		Hong Kong
MassMutual Guardian Limited	None		Hong Kong
MassMutual Insurance Consultants Limited	None		Hong Kong

*This entity is owned by another or multiple entities in the group. Please refer to Sch Y Part 1A for the ownership and percentage information.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MassMutual Services Limited	None		Hong Kong
MassMutual Trustees Limited	None		Hong Kong
Protective Capital (International) Limited	None		Hong Kong
MassMutual Life Insurance Company	None		Japan
MassMutual Internacional (Chile) SpA	None		Chile
MassMutual (Chile) Limitada	None		Chile
Compañía de Seguros CorpVida S.A.	None		Chile
MM Asset Management Holding LLC	45-4000072		Delaware
Babson Capital Management LLC	51-0504477		Delaware
Babson Capital Finance LLC	80-0875475		Delaware
BCF Europe Funding Limited	None		Ireland
Babson Capital Securities LLC	04-3238351		Delaware
Babson Capital Guernsey Limited	98-0437588		Guernsey
Babson Capital Europe Limited	98-0432153		United Kingdom
Almack Mezzanine GP III Limited	None		United Kingdom
Almack Holding Partnership GP Limited	None		United Kingdom
Almack Mezzanine Fund Limited	None		United Kingdom
Almack Mezzanine Fund II Limited	None		United Kingdom
Babson Capital Global Advisors Limited	None		United Kingdom
Babson Capital Japan KK	None		Japan
Cornerstone Real Estate Advisers LLC	55-0878489		Delaware
Cornerstone Real Estate Advisers Inc.	04-3238351		California
Cornerstone Real Estate Advisers Japan K.K.	None		Japan
Cornerstone Real Estate UK Holdings Limited	None		Delaware
Cornerstone Real Estate UK (No. 2) Limited	98-0654401		United Kingdom
Cornerstone Real Estate Advisers Europe LLP	98-0654388		United Kingdom
Cornerstone Real Estate Advisers Europe Finance LLP	98-0654412		United Kingdom
Babson Capital Asia Limited	None		Hong Kong
Babson Capital Australia Holding Company Pty Ltd.	None		Australia
Babson Capital Australia Pty Ltd.	None		Australia
Babson Capital Cornerstone Asia Limited	None		Hong Kong
Wood Creek Capital Management LLC	04-1590850		Delaware
Wood Creek Index Company, LLC	26-3115362		Delaware
Babson Capital Floating Rate Income Fund Management, LLC	04-1590850		Delaware
Babson Capital Core Fixed Income Management LLC	27-3523916		Delaware
Babson Capital Total Return Management LLC	27-3524203		Delaware
Benton Street Advisors, Inc.	98-0536233		Cayman Islands
SDCOS Management LLC	04-1590850		Delaware
Credit Strategies Management LLC	04-1590850		Delaware
Great Lakes III GP, LLC	04-1590850		Delaware
Loan Strategies Management LLC	04-1590850		Delaware

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Mezzco LLC	04-1590850		Delaware
Mezzco II LLC	02-0767001		Delaware
Mezzco III LLC	41-2280126		Delaware
Mezzco IV LLC	80-0920285		Delaware
Mezzco Australia LLC	90-0666326		Delaware
Babson Capital Cornerstone Managing Director ASIA LLC	51-0504477		Delaware
Somerset Special Opportunities Management LLC	04-1590850		Delaware
Winterset Management LLC	04-1590850		Delaware
Oppenheimer Acquisition Corp.	84-1149206		Delaware
OppenheimerFunds, Inc.	13-2527171		Colorado
OppenheimerFunds Distributor, Inc.	13-2953455		New York
Oppenheimer Real Asset Management, Inc.	84-1106295		Delaware
OFI Global Institutional, Inc.	13-4160541		New York
OFI Global Trust Company	13-3459790		New York
HarbourView Asset Management Corporation	22-2697140		New York
Trinity Investment Management Corporation	25-1951632		Pennsylvania
OFI SteelPath, Inc.	84-1128397		Delaware
Shareholder Services, Inc.	84-1066811		Colorado
OFI Global Asset Management, Inc.	84-0765063		Delaware
OFI Private Investments Inc.	91-2036414		New York
Tremont Group Holdings, Inc.	62-1210532		New York
Tremont Partners, Inc.	06-1121864		Connecticut
Tremont Capital Management (Ireland) Limited	None		Ireland
Tremont GP, Inc.	20-8215352		Delaware
Settlement Agent LLC	90-0874510		Delaware
Tremont (Bermuda) Limited	None		Bermuda
MassMutual Baring Holding LLC	04-1590850		Delaware
Baring North America LLC	98-0241935		Massachusetts
MassMutual Holdings (Bermuda) Limited	None		Bermuda
Baring Asset Management Limited	98-0241935		United Kingdom
Baring International Investment Limited	98-0457328		United Kingdom
Baring International Investment Management Holdings	98-0457587		United Kingdom
Baring Asset Management UK Holdings Limited	98-0457576		United Kingdom
Baring Asset Management GmbH	98-0465031		Germany
Baring Asset Management (Asia) Holdings Limited	98-0524271		Hong Kong
Baring International Fund Managers (Bermuda) Limited	98-0457465		Bermuda
Baring Asset Management (Asia) Limited	98-0457463		Hong Kong
Baring Asset Management Korea Limited	None		Korea
Baring Asset Management (Japan) Limited	98-0236449		Japan
Baring Asset Management (Australia) Pty Limited	98-0457456		Australia
Baring International Fund Managers (Ireland) Limited	98-0524272		Ireland

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Baring Asset Management Switzerland Sàrl	None		Switzerland
Baring SICE (Taiwan) Limited	98-0457707		Taiwan ROC
Baring France SAS	98-0497550		France
Baring Fund Managers Limited	98-0457586		United Kingdom
Baring Pension Trustees Limited	98-0457574		United Kingdom
Baring Investment Services Limited	98-0457578		United Kingdom
MassMutual International Holding MSC, Inc.	04-3548444		Massachusetts
First Mercantile Trust Company	62-0951563		Tennessee
HYP Management LLC	04-3324233		Delaware
MML Realty Management Corporation	04-2443240		Massachusetts
WW-Apts, LLC	27-0607263		Delaware
MML Mezzanine Investor II, LLC	04-1590850		Delaware
MML Mezzanine Investor III, LLC	04-1590850		Delaware
MassMutual External Benefits Group LLC	27-3576835		Delaware
MML Re Finance LLC	04-1590850		Delaware
MP-Apts, LLC	04-1590850		Delaware
Other Affiliates:			
580 Walnut Cincinnati LLC	27-4349154		Delaware
C A F I, Inc.	52-2274685		Maryland
Eighth Note, Inc.	None		Delaware
Invicta Advisors LLC	56-2574604		Delaware
Jefferies Finance LLC*	27-0105644		Delaware
MML Private Equity Fund Investor LLC	04-1590850		Delaware
MM Private Equity Intercontinental LLC	04-1590850		Delaware
Babson Affiliates & Funds:			
Almack Mezzanine Fund I LP*	None		United Kingdom
Almack Mezzanine Fund II Unleveraged LP	None		United Kingdom
Almack Mezzanine Fund III LP*	None		United Kingdom
Babson Capital High Yield LLC*	55-0886109		Delaware
Babson Capital Floating Rate Income Fund, L.P.	27-3330830		Delaware
Babson Capital Global Investment Funds plc	None		United Kingdom
Babson Capital Global Umbrella Fund plc	None		United Kingdom
Babson Capital Global Investment Fund 2 plc	None		Ireland
Babson Capital Loan Strategies Fund, L.P.*	37-1506417		Delaware
Babson CLO Ltd. 2005-I	None		Cayman Islands
Babson CLO Ltd. 2005-II	None		Cayman Islands
Babson CLO Ltd. 2005-III	None		Cayman Islands
Babson CLO Ltd. 2006-I	None		Cayman Islands
Babson CLO Ltd. 2006-II	None		Cayman Islands
Babson CLO Ltd. 2007-I	None		Cayman Islands
Babson CLO Ltd. 2011-I	None		Cayman Islands

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Babson CLO Ltd. 2012-I	None		Cayman Islands
Babson CLO Ltd. 2012-II	None		Cayman Islands
Babson CLO Ltd. 2013-I	None		Cayman Islands
Babson CLO Ltd. 2013-II	98-1128827		Cayman Islands
Babson CLO Ltd. 2014-I	None		Cayman Islands
Babson Euro CLO 2014-I BV	None		Netherlands
Babson Global Floating Rate Fund	46-3133952		Massachusetts
Babson Global Income Opportunities Credit Fund	46-3119764		Massachusetts
Babson Mid-Market CLO Ltd. 2007-II	None		Cayman Islands
Benton Street Partners I, L.P.*	98-0536233		Cayman Islands
Benton Street Partners II, L.P.	98-0536199		Cayman Islands
Clear Lake CLO, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO II, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO III, Ltd.	None		Cayman Islands
Connecticut Valley CLO Fund IV, Ltd.	None		Cayman Islands
Diamond Lake CLO, Ltd.	None		Cayman Islands
Duchess I CDO S.A.	None		United Kingdom
Duchess III CDO S.A.	None		United Kingdom
Duchess IV CDO S.A.	None		United Kingdom
Duchess V CDO S.A.	None		United Kingdom
Duchess VI CLO B.V.	None		United Kingdom
Duchess VII CLO B.V.	None		United Kingdom
Fugu CLO B.V.	None		United Kingdom
Fugu Credit Plc	None		United Kingdom
Gateway Mezzanine Partners I, L.P.*	80-0691253		Delaware
Gateway Mezzanine Partners I Trust	None		Cayman Islands
Gateway Mezzanine Partners II LP*	90-0991195		Delaware
Great Lakes II LLC*	71-1018134		Delaware
Great Lakes III, L.P.	37-1708623		Delaware
Great Lakes LLC*	56-2505390		Delaware
Intermodal Holding II LLC	46-2344300		Delaware
Invicta Holdings LLC	56-2574568		Massachusetts
Malin CLO B.V.	None		United Kingdom
Newton CDO Ltd	None		Cayman Islands
Rockall CLO B.V.	None		United Kingdom
Saint James River CDO, Ltd.	None		Cayman Islands
Salomon Trust 2001-MM	None		Delaware
Sapphire Valley CDO I, Ltd.	None		Cayman Islands
SDCOS L.P.	74-3182902		Delaware
Somerset Special Opportunities Fund L.P.*	20-8856877		Delaware
Suffield CLO, Limited	None		Cayman Islands

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Summit Lake CLO, Ltd.	None		Cayman Islands
Sweet Tree Holding 1 LLC	46-3123110		Delaware
Tower Square Capital Partners, L.P.*	04-3722906		Delaware
Tower Square Capital Partners II, L.P.*	30-0336246		Delaware
Tower Square Capital Partners II-A, L.P.*	32-0160190		Delaware
Tower Square Capital Partners III, L.P.*	41-2280127		Delaware
Tower Square Capital Partners IIIA, L.P.	41-2280129		Delaware
Tower Square Capital Partners IV, L.P.	80-0920340		Delaware
Tower Square Capital Partners IV-A, L.P.	80-0920367		Delaware
U.S. Trailer Holdings II LLC	46-2104352		Delaware
U.S. WIG Holding L.P.	46-1500495		Delaware
Vinacasa CLO, Ltd.	None		Cayman Islands
Whately CDO, Ltd.	None		Cayman Islands
Winterset Capital Partners, L.P.*	None		Cayman Islands
WC Aircraft Holdings US II, LLC	46-3378584		Delaware
Wood Creek Multi Asset Fund, L.P.	20-4981369		Delaware
Wood Creek Venture Fund LLC	04-1590850		Massachusetts
Baring Affiliates & Funds:			
Baring All Country World ex US Equity Fund	45-4184261		Delaware
Baring Emerging Market Corp Debt Fund	None		Ireland
Baring Focused EAFE Equity Fund	11-3789446		Delaware
Baring Global Dynamic Asset Allocation Fund	30-0607379		Delaware
Baring International Equity Fund	39-2059577		Delaware
Baring International Small Cap Equity Fund	26-4142796		Delaware
Baring World Equity Fund	46-1197222		Delaware
Multi-Employer Global Aggregate Diversified Portfolio	26-1896226		Delaware
Cornerstone Affiliates & Funds:			
11 Fan Pier Boulevard Member LLC	90-0728785		Delaware
12-18 West 55th Street Predevelopment, LLC*	20-2548283		Delaware
2 Harbor Shore Member LLC*	46-4803557		Delaware
21 West 86 LLC*	45-5257904		Delaware
50 Northern Avenue Member LLC	80-0729557		Delaware
Ygnatio Valley Funding	20-5481477		Delaware
AT Mid-Atlantic Office Portfolio LLC*	45-2779931		Delaware
Babson Mezzanine Realty Investors I*	20-4570515		Delaware
Babson Mezzanine Realty Investors II	24-1446970		Delaware
CHC/RFP VI Core LLC	04-1590850		Delaware
Cornerstone Apartment Fund I, LLC	06-1595820		Delaware
Cornerstone Apartment Venture III, LLC	20-5786329		Delaware
Cornerstone Austin Park Central I LP*	56-2639862		Delaware
Cornerstone Core Mortgage Fund I LP	27-1701733		Delaware

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Cornerstone Core Mortgage Venture I LP	27-1701622		Delaware
Cornerstone Enhanced Mortgage Fund I LP	45-3751572		Delaware
Cornerstone Fort Pierce Development LLC*	56-2630592		Delaware
Cornerstone Global Real Estate LP*	20-8730826		Delaware
Cornerstone High Yield Venture LP	36-4770946		Delaware
Cornerstone Holding LP	20-5578165		Delaware
Cornerstone Hotel Income & Equity Fund II LP	26-1528817		Delaware
Cornerstone Hotel Income and Equity Fund II (PF) LP	26-1528817		Delaware
Cornerstone Real Estate Fund VIII (PF) LP	27-5209432		Delaware
Cornerstone Real Estate Fund VIII LP	27-0547156		Delaware
Cornerstone Non-REIT Holding LLC	20-5567494		Delaware
CREA/LYON West Gateway, LLC*	26-2399532		Delaware
CREA/Nexus Anaheim Corners Holdings LLC	27-2934589		Delaware
CREA/PPC Venture LLC*	20-0348173		Delaware
Fallon Cornerstone One MPD LLC*	26-1611591		Delaware
Farringdon London Holdings LLC*	46-3880526		Delaware
Fan Pier Development LLC*	20-3347091		Delaware
Gallery Place Equity LLC	11-3677334		Delaware
Gracechurch London Holdings LLC*	46-1586427		Delaware
Hanover Preferred Facility LLC*	20-8298948		Delaware
Infinity SCD Ltd.	None		United Kingdom
Johnston Groves LLC	20-4819358		Delaware
Metropolitan At Lorton*	20-5984759		Delaware
MM Greenhill Office LLC*	46-3317841		Delaware
MM Woodfield Martingale LLC*	46-4077059		Delaware
PO Parsippany Office Portfolio LLC*	46-0808569		Delaware
Riva Portland LLC	30-0713071		Delaware
Sawgrass Village Shopping Center LLC*	27-2977720		Delaware
Turnpike Executive Park LLC	46-0606690		Delaware
Twenty Two Liberty LLC*	35-2484550		Massachusetts
UK LIW Manager LLC	45-4606547		Delaware
UK LIW Member LLC	45-4606547		Delaware
Washington Gateway Apartments Venture LLC*	45-5401109		Delaware
Waterford Development Associates	20-2970495		Delaware
WeHo Domain LLC*	46-3122029		Delaware
Wesley Chapel Theaters LLC*	26-2384708		Delaware
MassMutual Premier Funds:			
MassMutual Barings Dynamic Allocation Fund	45-3168892		Massachusetts
MassMutual Premier Balanced Fund	04-3212054		Massachusetts
MassMutual Premier Capital Appreciation Fund	51-0529336		Massachusetts
MassMutual Premier Core Bond Fund	04-3277549		Massachusetts

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MassMutual Premier Disciplined Value Fund	04-3539084		Massachusetts
MassMutual Premier High Yield Fund	04-3520009		Massachusetts
MassMutual Premier Inflation-Protected and Income Fund	03-0532475		Massachusetts
MassMutual Premier International Equity Fund	04-3212044		Massachusetts
MassMutual Premier Small/Mid Cap Opportunities Fund	04-3224705		Massachusetts
MassMutual Premier Strategic Emerging Markets Fund	26-3229251		Massachusetts
MassMutual Premier Value Fund	04-3277550		Massachusetts
MassMutual Select Funds:			
MassMutual Select Blue Chip Growth Fund	04-3556992		Massachusetts
MassMutual Select Diversified Value Fund	01-0821120		Massachusetts
MassMutual Select Focused Value Fund	04-3512590		Massachusetts
MassMutual Select Fundamental Value Fund	04-3584138		Massachusetts
MassMutual Select Growth Opportunities Fund	04-3512589		Massachusetts
MassMutual Select Large Cap Value Fund	04-3513019		Massachusetts
MassMutual Select Mid Cap Growth Equity II Fund	04-3512596		Massachusetts
MassMutual Select Mid-Cap Value Fund	42-1710935		Massachusetts
MassMutual Select Overseas Fund	04-3557000		Massachusetts
MassMutual Select Small Cap Growth Equity Fund	04-3464205		Massachusetts
MassMutual Select Small Company Value Fund	04-3584140		Massachusetts
MassMutual Select S&P Mid Cap Index Fund	45-5349772		Massachusetts
MassMutual Select Russell 2000 Small Cap Index Fund	45-5366542		Massachusetts
MassMutual Select MSCI EAFE International Index Fund	45-5357167		Massachusetts
MML Series Investment Funds:			
MML China Fund	26-2997893		Massachusetts
MassMutual RetireSMART Funds:			
MassMutual RetireSMART 2015 Fund	27-1933828		Massachusetts
MassMutual RetireSMART 2025 Fund	27-1933753		Massachusetts
MassMutual RetireSMART 2045 Fund	27-1932769		Massachusetts
MassMutual RetireSMART 2055 Fund	46-3289207		Massachusetts
MassMutual RetireSMART In Retirement Fund	03-0532464		Massachusetts
Oppenheimer Funds:			
HarbourView CLO 2006-1 Limited	None		Cayman Islands
Oppenheimer Global High Yield Fund	45-3417590		Delaware
Oppenheimer Global Real Estate Fund*	46-1604428		Delaware
Oppenheimer International Growth Fund	13-3867060		Massachusetts
Oppenheimer Main Street Fund	84-1073463		Massachusetts
Oppenheimer Real Estate Fund	22-3849391		Massachusetts

*This entity is owned by another or multiple entities in the group. Please refer to Sch Y Part 1A for the ownership and percentage information.

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0435	Massachusetts Mut Life Ins Co	65935	04-1590850	3848388	0000225602		Massachusetts Mutual Life Insurance Company (MMLIC)	MA	RE	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0435	CM Life Ins Co	93432	06-1041383				C.M. Life Insurance Company	CT	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0435	MML Baystate Life Ins Co	70416	43-0581430		0000924777		MML Bay State Life Insurance Company	CT	DS	C.M. Life Insurance Company	Ownership	100.000	MMLIC	
0000			06-1041383				CML Mezzanine Investor, LLC	DE	DS	C.M. Life Insurance Company	Ownership	100.000	MMLIC	
0000			06-1041383				CML Mezzanine Investor L, LLC	DE	DS	C.M. Life Insurance Company	Ownership	100.000	MMLIC	
0000			06-1041383				CML Mezzanine Investor III, LLC	DE	DS	C.M. Life Insurance Company	Ownership	100.000	MMLIC	
0000			06-1041383				CML Re Finance LLC	DE	DS	C.M. Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-1590850				MML Mezzanine Investor L, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-1590850				Berkshire Way LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-1590850				CB-Apts, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			26-4441097				WP-SC, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	81.400	MMLIC	
0000			26-4441097				WP-SC, LLC	DE	DS	C.M. Life Insurance Company	Ownership	18.600	MMLIC	
0000			04-1590850				MSP-SC, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			27-1435692				Country Club Office Plaza LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	88.100	MMLIC	
0000			27-1435692				Country Club Office Plaza LLC	DE	DS	C.M. Life Insurance Company	Ownership	11.900	MMLIC	
0000			37-1732913				Fern Street LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-1590850				MassMutual Retirement Services, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-3356880		0000943903		MML Distributors LLC	MA	DS	Massachusetts Mutual Life Insurance Company	Ownership	99.000	MMLIC	
0000			04-3356880		0000943903		MML Distributors LLC	MA	DS	MassMutual Holding LLC	Ownership	1.000	MMLIC	
0000							MML Investment Advisers, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-1590850				MML Mezzanine Investor, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			46-3238013				MML Strategic Distributors, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			06-1563535	2881445	0001103653		The MassMutual Trust Company, FSB	US	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-1590850				MMC Equipment Finance LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			26-0073611				MassMutual Asset Finance LLC	DE	DS	MMC Equipment Finance LLC	Ownership	99.600	MMLIC	
0000			26-0073611				MassMutual Asset Finance LLC	DE	DS	C.M. Life Insurance Company	Ownership	0.400	MMLIC	
0000			20-1217159				Winmark Limited Funding, LLC	DE	DS	MassMutual Asset Finance LLC	Ownership	100.000	MMLIC	
0000			27-1379258				MMAF Equipment Finance LLC 2009-A	DE	DS	MassMutual Asset Finance LLC	Ownership	100.000	MMLIC	
0000			45-2589019				MMAF Equipment Finance LLC 2011-A	DE	DS	MassMutual Asset Finance LLC	Ownership	100.000	MMLIC	
0000			04-1590850				MML Private Placement Investment Company I, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			45-4376777				MSC Holding Company, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-3341767				MassMutual Holding MSC, Inc.	MA	DS	MSC Holding Company, LLC	Ownership	100.000	MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....0000			04-2854319	2392316			MassMutual Holding LLC	.DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			06-1597528				MassMutual Assignment Company	.NC	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000			04-1590850		0001399869		MassMutual Capital Partners LLC	.DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000			04-1590850				MM Rotheray Holdco US LLC	.DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000			04-1590850		0000701059		MML Investors Services, LLC	.MA	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000			04-1590850				MML Insurance Agency, LLC	.MA	DS	MML Investors Services, LLC	Ownership	100.000	MMLIC	
.....0000			41-2011634		0001456663		MMLSI Financial Alliances, LLC	.DE	DS	MML Investors Services, LLC	Ownership	51.000	MMLIC	
.....0000			04-3313782				MassMutual International LLC	.DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000							MassMutual Asia Limited	.HKG	DS	MassMutual International LLC	Ownership	100.000	MMLIC	
.....0000							MassMutual Asia Investors Ltd.	.HKG	DS	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.....0000							MassMutual Guardian Limited	.HKG	DS	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.....0000							MassMutual Insurance Consultants Limited	.HKG	DS	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.....0000							MassMutual Services Limited	.HKG	DS	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.....0000							MassMutual Trustees Limited	.HKG	DS	MassMutual Asia Limited	Ownership	80.000	MMLIC	
.....0000							Protective Capital (International) Limited	.HKG	DS	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.....0000							MassMutual Life Insurance Company	.JPN	DS	MassMutual International LLC	Ownership	100.000	MMLIC	
.....0000							MassMutual Internacional (Chile) SpA	.CHL	DS	MassMutual International LLC	Ownership	100.000	MMLIC	
.....0000							MassMutual (Chile) Limitada	.CHL	DS	MassMutual International LLC	Ownership	100.000	MMLIC	
.....0000							Compania de Seguros CorpVida S.A.	.CHL	DS	MassMutual International LLC	Ownership	27.900	MMLIC	
.....0000			45-4000072				MM Asset Management Holding LLC	.DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000			51-0504477		0000009015		Babson Capital Management LLC	.DE	DS	MassMutual Asset Management Holding LLC	Ownership	100.000	MMLIC	
.....0000			80-0875475				Babson Capital Finance LLC	.DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000							BCF Europe Funding Limited	.JRL	DS	Babson Capital Finance LLC	Ownership	100.000	MMLIC	
.....0000			04-3238351		0000930012		Babson Capital Securities LLC	.DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000			98-0437588				Babson Capital Guernsey Limited	.GGY	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000			98-0432153				Babson Capital Europe Limited	.GBR	DS	Babson Capital Guernsey Limited	Ownership	100.000	MMLIC	
.....0000							Almack Mezzanine GP III Limited	.GBR	DS	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.....0000							Almack Holding Partnership GP Limited	.GBR	DS	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.....0000							Almack Mezzanine Fund Limited	.GBR	DS	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.....0000							Almack Mezzanine Fund II Limited	.GBR	DS	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.....0000							Babson Capital Global Advisors Limited	.GBR	DS	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.....0000							Babson Capital Japan KK	.JPN	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000			55-0878489	3456895	0001379495		Cornerstone Real Estate Advisers LLC	.DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000			04-3238351	3456895	0001011148		Cornerstone Real Estate Advisers Inc.	.CA	DS	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
.....0000							Cornerstone Real Estate Advisers Japan K.K.	.JPN	DS	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
.....0000							Cornerstone Real Estate UK Holdings Limited	.DE	DS	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
.....0000							Cornerstone Real Estate UK (No. 2) Limited	.GBR	DS	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0654401				Cornerstone Real Estate Advisers Europe LLP	.GBR	DS	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0654388				Cornerstone Real Estate Advisers Europe Finance LLP	.GBR	DS	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0654412				Babson Capital Asia Limited	.HKG	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000							Babson Capital Australia Holding Company Pty Ltd.	.AUS	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000							Babson Capital Australia Pty Ltd.	.AUS	DS	Babson Capital Australia Holding Company Pty Ltd.	Ownership	100.000	MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.0000			04-1590850				Babson Capital Cornerstone Asia Limited	HKG	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			26-3115362				Wood Creek Capital Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000							Wood Creek Index Company, LLC	DE	DS	Wood Creek Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850		0001501011		Babson Capital Floating Rate Income Fund Management, LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			27-3523916		0001503878		Babson Capital Core Fixed Income Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			27-3524203		0001503879		Babson Capital Total Return Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			98-0536233				Benton Street Advisors, Inc.	CYM	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				SDCOS Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Credit Strategies Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Great Lakes III GP, LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Loan Strategies Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Mezzco LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			02-0767001				Mezzco II LLC	DE	DS	Babson Capital Management LLC	Ownership	98.400	MMLIC	
.0000			41-2280126				Mezzco III LLC	DE	DS	Babson Capital Management LLC	Ownership	99.300	MMLIC	
.0000			80-0920285				Mezzco IV LLC	DE	DS	Babson Capital Management LLC	Ownership	99.300	MMLIC	
.0000			90-0666326				Mezzco Australia LLC	DE	DS	Babson Capital Management LLC	Ownership	72.000	MMLIC	
.0000			51-0504477				Babson Capital Cornerstone Managing Director ASIA LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Somerset Special Opportunities Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Winterset Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			84-1149206	2897101			Oppenheimer Acquisition Corp.	DE	DS	MassMutual Asset Management Holding LLC	Ownership	96.600	MMLIC	
.0000			13-2527171	2679183	0000820031		OppenheimerFunds, Inc.	CO	DS	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	
.0000			13-2953455		0000276541		OppenheimerFunds Distributor, Inc.	NY	DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-1106295				Oppenheimer Real Asset Management, Inc.	DE	DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-4160541	3458125	0001179479		OFI Global Institutional, Inc.	NY	DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-3459790	2914875			OFI Global Trust Company	NY	DS	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			22-2697140				HarbourView Asset Management Corporation	NY	DS	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			25-1951632		0000099782		Trinity Investment Management Corporation	PA	DS	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			84-1128397		0000857468		OFI SteelPath, Inc.	DE	DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-1066811		0000276398		Shareholder Services, Inc.	CO	DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-0765063		0001041674		OFI Global Asset Management, Inc.	DE	DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			91-2036414		0001179480		OFI Private Investments Inc.	NY	DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			62-1210532				Tremont Group Holdings, Inc.	NY	DS	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	
.0000			06-1121864		0000764139		Tremont Partners, Inc.	CT	DS	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000							Tremont Capital Management (Ireland) Limited	JRL	DS	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			20-8215352				Tremont GP, Inc.	DE	DS	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			90-0874510				Settlement Agent LLC	DE	DS	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000							Tremont (Bermuda) Limited	BMU	DS	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			04-1590850				MassMutual Baring Holding LLC	DE	DS	MassMutual Asset Management Holding LLC	Ownership	100.000	MMLIC	
.0000			98-0241935	2363071	0000932463		Baring North America LLC	MA	DS	MassMutual Baring Holding LLC	Ownership	100.000	MMLIC	
.0000							MassMutual Holdings (Bermuda) Limited	BMU	DS	MassMutual Baring Holding LLC	Ownership	100.000	MMLIC	
.0000			98-0241935				Baring Asset Management Limited	GBR	DS	MassMutual Holdings (Bermuda) Limited	Ownership	100.000	MMLIC	
.0000			98-0457328		0001568131		Baring International Investment Limited	GBR	DS	Baring Asset Management Limited	Ownership	100.000	MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.....0000			98-0457587				Baring International Investment Management Holdings	GBR	DS	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.....0000			98-0457576				Baring Asset Management UK Holdings Limited	GBR	DS	Baring International Investment Management Holdings	Ownership	100.000	MMLIC	
.....0000			98-0465031				Baring Asset Management GmbH	DEU	DS	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0524271				Baring Asset Management (Asia) Holdings Limited	HKG	DS	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0457465				Baring International Fund Managers (Bermuda) Limited	BMU	DS	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0457463				Baring Asset Management (Asia) Limited	HKG	DS	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.....0000							Baring Asset Management Korea Limited	KOR	DS	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0236449				Baring Asset Management (Japan) Limited	JPN	DS	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0457456				Baring Asset Management (Australia) Pty Limited	AUS	DS	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0524272				Baring International Fund Managers (Ireland) Limited	IRL	DS	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000							Baring Asset Management Switzerland Sarl	CHE	DS	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0457707				Baring SICE (Taiwan) Limited	TWN	DS	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0497550				Baring France SAS	FRA	DS	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0457586				Baring Fund Managers Limited	GBR	DS	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.....0000			98-0457574				Baring Pension Trustees Limited	GBR	DS	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.....0000			98-0457578				Baring Investment Services Limited	GBR	DS	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.....0000			04-3548444				MassMutual International Holding MSC, Inc.	MA	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000			62-0951563	1160004	0001259664		First Mercantile Trust Company	TN	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000			04-3324233				HYP Management LLC	DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000			04-2443240				MML Realty Management Corporation	MA	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.....0000			27-0607263				WW-Apts, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-1590850				MML Mezzanine Investor II, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-1590850				MML Mezzanine Investor III, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			27-3576835				MassMutual External Benefits Group LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-1590850				MML Re Finance LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-1590850				MP-Apts, LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			27-4349154				580 Walnut Cincinnati LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	50.000	MMLIC	
.....0000			52-2274685				C A F I, Inc.	MD	DS	Massachusetts Mutual Life Insurance Company	Ownership	69.900	MMLIC	
.....0000					0001574089		Eighth Note, Inc.	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	15.800	MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.0000			56-2574604				Invicta Advisors LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.89.000	MMLIC	
.0000			27-0105644				Jefferies Finance LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.45.000	MMLIC	1
.0000			27-0105644				Jefferies Finance LLC	.DE	NIA	Babson Capital Management LLC	Ownership	.5.000	MMLIC	
.0000			04-1590850		0000067160		MML Private Equity Fund Investor LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000			04-1590850				MM Private Equity Intercontinental LLC	.DE	NIA	MML Private Equity Fund Investor LLC	Ownership	.100.000	MMLIC	
.0000							Almack Mezzanine Fund I LP	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.36.500	MMLIC	
.0000							Almack Mezzanine Fund I LP	.GBR	NIA	C.M. Life Insurance Company	Ownership	.4.100	MMLIC	
.0000							Almack Mezzanine Fund I LP	.GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000							Almack Mezzanine Fund II Unleveraged LP	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.72.900	MMLIC	
.0000							Almack Mezzanine Fund II Unleveraged LP	.GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000							Almack Mezzanine Fund III LP	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.33.800	MMLIC	
.0000							Almack Mezzanine Fund III LP	.GBR	NIA	C.M. Life Insurance Company	Ownership	.4.200	MMLIC	
.0000							Almack Mezzanine Fund III LP	.GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.88.200	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	.11.800	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	.9.500	MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000					0001502146		Babson Capital Global Investment Funds plc	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.0.900	MMLIC	
.0000					0001582591		Babson Capital Global Investment Fund 2 plc	.JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000					0001582591		Babson Capital Global Investment Fund 2 plc	.JRL	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000					0001515694		Babson Capital Global Umbrella Fund plc	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.17.800	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.78.500	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	.3.900	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Babson CLO Ltd. 2005-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	7
.0000							Babson CLO Ltd. 2005-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	8
.0000							Babson CLO Ltd. 2005-III	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	3
.0000							Babson CLO Ltd. 2006-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	9
.0000							Babson CLO Ltd. 2006-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	10
.0000							Babson CLO Ltd. 2007-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	11
.0000							Babson CLO Ltd. 2011-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2013-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			98-1128827				Babson CLO Ltd. 2013-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2014-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.0000							Babson Euro CLO 2014-I BV	NLD	NIA	Babson Capital Management LLC	Influence			
.0000			46-3133952				Babson Global Floating Rate Fund	MA	NIA	Babson Capital Management LLC	Ownership	59.900	MMLIC	
.0000			46-3119764				Babson Global Income Opportunities Credit Fund	MA	NIA	Babson Capital Management LLC	Ownership	98.200	MMLIC	
.0000			98-0536233				Babson Mid-Market CLO Ltd. 2007-II	CYM	NIA	Babson Capital Management LLC	Influence			2
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	MassMutual Capital Partners LLC	Ownership	98.700	MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	Babson Capital Management LLC	Management			4
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	C.M. Life Insurance Company	Ownership	0.100	MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.200	MMLIC	4
.0000			98-0536199				Benton Street Partners II, L.P.	CYM	NIA	Babson Capital Management LLC	Ownership	98.800	MMLIC	5
.0000							Clear Lake CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence			
.0000							Connecticut Valley Structured Credit CDO II, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence			12
.0000							Connecticut Valley Structured Credit CDO III, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence			
.0000							Connecticut Valley CLO Fund IV, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence			
.0000							Diamond Lake CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence			
.0000				4007418			Duchess I CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence			
.0000				4007445			Duchess III CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence			
.0000							Duchess IV CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence			
.0000							Duchess V CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence			
.0000				3981641			Duchess VI CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence			
.0000				4007502			Duchess VII CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence			
.0000							Fugu CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence			6
.0000							Fugu Credit Plc	GBR	NIA	Babson Capital Management LLC	Influence			6
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	75.400	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	9.300	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	Babson Capital Management LLC	Management			
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	10.900	MMLIC	
.0000							Gateway Mezzanine Partners I Trust	CYM	NIA	Babson Capital Management LLC	Influence			
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	85.300	MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	C.M. Life Insurance Company	Ownership	12.800	MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	Babson Capital Management LLC	Management			
.0000			71-1018134				Great Lakes II LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	11.200	MMLIC	
.0000			71-1018134				Great Lakes II LLC	DE	NIA	C.M. Life Insurance Company	Ownership	1.000	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	35.700	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	DE	NIA	Babson Capital Management LLC	Management			
.0000			56-2505390				Great Lakes LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.400	MMLIC	
.0000			56-2505390				Great Lakes LLC	DE	NIA	C.M. Life Insurance Company	Ownership	0.500	MMLIC	
.0000			46-2344300				Intermodal Holdings II LLC	DE	NIA	Babson Capital Management LLC	Influence			
.0000			56-2574568				Invicta Holdings LLC	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	85.600	MMLIC	
.0000							Malin CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence			
.0000							Newton CDO Ltd	CYM	NIA	Babson Capital Management LLC	Influence			
.0000							Rockall CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence			

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.0000							Saint James River CDO, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence			
.0000							Salomon Trust 2001-HM	.DE	NIA	Cornerstone Real Estate Advisers LLC	Influence			
.0000							Sapphire Valley CDO I, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence			13
.0000			74-3182902				SDCOS L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000		
.0000			74-3182902				SDCOS L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000					0001409910		Somerset Special Opportunities Fund L.P.	.DE	NIA	Company	Ownership	31.700		
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	1.500		
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000							Suffield CLO, Limited	.CYM	NIA	Babson Capital Management LLC	Influence			
.0000							Summit Lake CLO, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence			
.0000			46-3123110				Sweet Tree Holding 1 LLC	.DE	NIA	Babson Capital Management LLC	Influence			
.0000							Tower Square Capital Partners, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	41.100		
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	0.600		
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	6.200		
.0000							Tower Square Capital Partners II, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	22.400		
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	4.000		
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	6.300		
.0000							Tower Square Capital Partners II-A, L.P.	.DE	NIA	Company	Ownership	76.800		
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	13.600		
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	5.300		
.0000							Tower Square Capital Partners III, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	16.400		
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	.DE	NIA	Company	Ownership	87.100		
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000			80-0920340		0001597019		Tower Square Capital Partners IV, L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000			80-0920367		0001598727		Tower Square Capital Partners IV-A, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	60.700		
.0000			80-0920367		0001598727		Tower Square Capital Partners IV-A, L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000			46-2104352				U.S. Trailer Holdings II LLC	.DE	NIA	Babson Capital Management LLC	Influence			
.0000			46-1500495				U.S. WIG Holding L.P.	.DE	NIA	Babson Capital Management LLC	Influence			
.0000							Vinacasa CLO, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence			
.0000							Whately CDO, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence			
.0000							Winterset Capital Partners, L.P.	.CYM	NIA	Massachusetts Mutual Life Insurance Company	Ownership	75.800		
.0000					0001324680		Winterset Capital Partners, L.P.	.CYM	NIA	C.M. Life Insurance Company	Ownership	2.400		
.0000					0001324680		Winterset Capital Partners, L.P.	.CYM	NIA	Babson Capital Management LLC	Management			
.0000			46-3378584				WC Aircraft Holdings US II, LLC	.DE	NIA	Babson Capital Management LLC	Influence			
.0000							Wood Creek Multi Asset Fund, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000		
.0000			20-4981369		0001371601		Wood Creek Multi Asset Fund, L.P.	.DE	NIA	Babson Capital Management LLC	Management			
.0000			20-4981369		0001371601		Wood Creek Multi Asset Fund, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	60.000		
.0000			04-1590850				Wood Creek Venture Fund LLC	.MA	NIA	Company	Ownership			

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.0000			45-4184261		0001547286		Baring All Country World ex US Equity	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000							Baring Emerging Market Corp Debt Fund	JRL	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Ownership	59.100	MMLIC	
.0000							Baring Emerging Market Corp Debt Fund	JRL	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			11-3789446				Baring Focused EAFE Equity Fund	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Ownership	14.300	MMLIC	
.0000			11-3789446				Baring Focused EAFE Equity Fund	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			30-0607379		0001497049		Baring Global Dynamic Asset Allocation Fund	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Ownership	50.400	MMLIC	
.0000							Baring Global Dynamic Asset Allocation Fund	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			30-0607379		0001497049		Baring International Equity Fund	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			39-2059577		0001491482		Baring International Small Cap Equity Fund	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			26-4142796				Baring International Small Cap Equity Fund	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			26-4142796				Baring World Equity Fund	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			46-1197222				Multi-Employer Global Aggregate Diversified Portfolio	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			26-1896226				11 Fan Pier Boulevard Member LLC	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Ownership	96.500	MMLIC	
.0000			90-0728785				12-18 West 55th Street Predevelopment, LLC	DE	NIA	Baring Asset Management Limited Massachusetts Mutual Life Insurance Company	Ownership	88.200	MMLIC	
.0000			20-2548283				12-18 West 55th Street Predevelopment, LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	7.700	MMLIC	
.0000			20-2548283				2 Harbor Shore Member LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.0000			46-4803557				2 Harbor Shore Member LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	9.000	MMLIC	
.0000			46-4803557				21 West 86 LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	91.200	MMLIC	
.0000			45-5257904				21 West 86 LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	4.800	MMLIC	
.0000			45-5257904				50 Northern Avenue Member LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	96.600	MMLIC	
.0000			80-0729557				AT Mid-Atlantic Office Portfolio LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	90.000	MMLIC	
.0000			45-2779931				AT Mid-Atlantic Office Portfolio LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	10.000	MMLIC	
.0000			45-2779931				Babson Mezzanine Realty Investors I	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	35.800	MMLIC	
.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	1.900	MMLIC	
.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	71.000	MMLIC	
.0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			04-1590850				CHC/RFP VI Core LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			06-1595820				Cornerstone Apartment Fund I, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			20-5786329		0001386622		Cornerstone Apartment Venture III, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			56-2639862				Cornerstone Austin Park Central I LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.0000			56-2639862				Cornerstone Austin Park Central I LP	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	9.000	MMLIC	
.0000			27-1701733		0001481753		Cornerstone Core Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.0000			27-1701622		0001481752		Cornerstone Core Mortgage Venture I LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	50.000	MMLIC	
.0000			27-1701622		0001481752		Cornerstone Core Mortgage Venture I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			45-3751572		0001534877		Cornerstone Enhanced Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	16.000	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	83.900	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.100	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	92.300	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	C.M. Life Insurance Company	Ownership	7.600	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	49.800	MMLIC	
.0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			20-5578165				Cornerstone Holding LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	10.000	MMLIC	
.0000			26-1528817		0001423638		Cornerstone Hotel Income & Equity Fund II LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	16.900	MMLIC	
.0000			26-1528817		0001423638		Cornerstone Hotel Income and Equity Fund II (PF) LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			20-5567494				Cornerstone Non-REIT Holding LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	33.700	MMLIC	
.0000			27-5209432				Cornerstone Real Estate Fund VIII (PF) LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			27-0547156				Cornerstone Real Estate Fund VIII LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	54.000	MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.000	MMLIC	
.0000			27-2934589				CREA/Nexus Anaheim Corners Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	63.900	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	93.400	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.600	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	63.100	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.200	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
.0000			46-3880526				Farrington London Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	94.500	MMLIC	
.0000			46-3880526				Farrington London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership	5.500	MMLIC	
.0000			11-3677334				Gallery Place Equity LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	50.000	MMLIC	
.0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	96.000	MMLIC	
.0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership	4.000	MMLIC	
.0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	45.000	MMLIC	
.0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	C.M. Life Insurance Company	Ownership	5.000	MMLIC	
.0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.....0000							Infinity SCD Ltd	..GBRNIA	Massachusetts Mutual Life Insurance Company	Ownership	..4.200MMLIC	
.....0000			20-4819358				Johnston Groves LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..57.200	.....MMLIC	
.....0000			20-5984759				Metropolitan At Lorton	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..93.500	.....MMLIC	
.....0000			20-5984759				Metropolitan At Lorton	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..6.500	.....MMLIC	
.....0000			46-3317841				MM Greenhill Office LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..81.000	.....MMLIC	
.....0000			46-3317841				MM Greenhill Office LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..19.000	.....MMLIC	
.....0000			46-4077059				MM Woodfield Martingale LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..80.400	.....MMLIC	
.....0000			46-4077059				MM Woodfield Martingale LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..19.600	.....MMLIC	
.....0000			46-0808569				PO Parsippany Office Portfolio LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..95.000	.....MMLIC	
.....0000			46-0808569				PO Parsippany Office Portfolio LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..5.000	.....MMLIC	
.....0000			30-0713071				Riva Portland LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	.....MMLIC	
.....0000			27-2977720				Sawgrass Village Shopping Center LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..84.200	.....MMLIC	
.....0000			27-2977720				Sawgrass Village Shopping Center LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..15.800	.....MMLIC	
.....0000			46-0606690				Turnpike Executive Park LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	.....MMLIC	
.....0000			35-2484550				Twenty Two Liberty LLC	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..91.000	.....MMLIC	
.....0000			35-2484550				Twenty Two Liberty LLC	..MA	.....NIA	C.M. Life Insurance Company	Ownership	..9.000	.....MMLIC	
.....0000			45-4606547				UK LIW Manager LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.000	.....MMLIC	
.....0000			45-4606547				UK LIW Member LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	.....MMLIC	
.....0000			45-5401109				Washington Gateway Apartments Venture LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..90.400	.....MMLIC	
.....0000			45-5401109				Washington Gateway Apartments Venture LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..4.800	.....MMLIC	
.....0000			20-2970495				Waterford Development Associates	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..90.000	.....MMLIC	
.....0000			46-3122029				WeHo Domain LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..86.000	.....MMLIC	
.....0000			46-3122029				WeHo Domain LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..14.000	.....MMLIC	
.....0000			26-2384708				Wesley Chapel Theaters LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..90.000	.....MMLIC	
.....0000			26-2384708				Wesley Chapel Theaters LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..10.000	.....MMLIC	
.....0000			20-5481477				Ygnatio Valley Funding	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..90.000	.....MMLIC	
.....0000			45-3168892			00	MassMutual Barings Dynamic Allocation Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..53.700	.....MMLIC	
.....0000			04-3212054		0000927972	00	MassMutual Premier Balanced Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..3.800	.....MMLIC	
.....0000			51-0529336		0000927972	00	MassMutual Premier Capital Appreciation Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..10.700	.....MMLIC	
.....0000			04-3277549		0000927972	00	MassMutual Premier Core Bond Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.900	.....MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....0000			04-3539084		0000927972	00	MassMutual Premier Disciplined Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.800	MMLIC	
.....0000			04-3520009		0000927972	00	MassMutual Premier High Yield Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	17.400	MMLIC	
.....0000			03-0532475		0000927972	00	MassMutual Premier Inflation-Protected and Income Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	10.100	MMLIC	
.....0000			04-3212044		0000927972	00	MassMutual Premier International Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.600	MMLIC	
.....0000			04-3224705		0000927972	00	MassMutual Premier Small/Mid Cap Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	9.800	MMLIC	
.....0000			26-3229251		0000927972	00	MassMutual Premier Strategic Emerging Markets Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	59.100	MMLIC	
.....0000			04-3277550		0000927972	00	MassMutual Premier Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	6.000	MMLIC	
.....0000			04-3556992		0000916053	00	MassMutual Select Blue Chip Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.300	MMLIC	
.....0000			01-0821120		0000916053	00	MassMutual Select Diversified Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.600	MMLIC	
.....0000			04-3512590		0000916053	00	MassMutual Select Focused Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.200	MMLIC	
.....0000			04-3584138		0000916053	00	MassMutual Select Fundamental Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.400	MMLIC	
.....0000			04-3512589		0000916053	00	MassMutual Select Growth Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.000	MMLIC	
.....0000			04-3513019		0000916053	00	MassMutual Select Large Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.100	MMLIC	
.....0000			04-3512596		0000916053	00	MassMutual Select Mid Cap Growth Equity II Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.700	MMLIC	
.....0000			42-1710935		0000916053	00	MassMutual Select Mid-Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.000	MMLIC	
.....0000			04-3557000		0000916053	00	MassMutual Select Overseas Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.000	MMLIC	
.....0000			04-3464205		0000916053	00	MassMutual Select Small Cap Growth Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.100	MMLIC	
.....0000			04-3584140		0000916053	00	MassMutual Select Small Company Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.400	MMLIC	
.....0000			45-5349772		0000916053	00	MassMutual Select S&P Mid Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.000	MMLIC	
.....0000			45-5366542		0000916053	00	MassMutual Select Russell 2000 Small Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.700	MMLIC	
.....0000			45-5357167		0000916053	00	MassMutual Select MSCI EAFE International Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.900	MMLIC	
.....0000			26-2997893		0000067160		MML China Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			27-1933828		0000916053		MassMutual RetireSMART 2015 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.400	MMLIC	
.....0000			27-1933753		0000916053		MassMutual RetireSMART 2025 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.500	MMLIC	
.....0000			27-1932769		0000916053		MassMutual RetireSMART 2045 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	12.900	MMLIC	

13.10

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....0000			46-3289207		0000916053		MassMutual RetireSMART 2055 Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..74.500	MMLIC	
.....0000			03-0532464		0000916053		MassMutual RetireSMART In Retirement Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..95.600	MMLIC	
.....0000			45-3417590		0001530245		HarbourView CLO 2006-1 Limited	..CYM	.....NIA	OppenheimerFunds, Inc.	Influence.....		MMLIC	
.....0000							Oppenheimer Global High Yield Fund	..DE	.....NIA	OppenheimerFunds, Inc.	Ownership.....	..91.200	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..55.200	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	..DE	.....NIA	C.M. Life Insurance Company	Ownership.....	..4.500	MMLIC	
.....0000			13-3867060		0001005728		Oppenheimer International Growth Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership.....		MMLIC	
.....0000			84-1073463		0001116894		Oppenheimer Main Street Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..1.700	MMLIC	
.....0000			22-3849391		0001163166		Oppenheimer Real Estate Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..1.900	MMLIC	

Asterisk	Explanation
1	Massachusetts Mutual Life Insurance Company owns 3.40% of the affiliated debt of Jefferies Finance LLC
2	Debt investors own 17% and include Connecticut Valley Structured Credit CDO IV, Ltd., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, Babson Capital Loan Strategies Fund, L.P., and Sapphire Valley CDO I, Ltd.
3	Debt investors own 26% and include Connecticut Valley Structured Credit CDO III, Ltd.I, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
4	Partnership investors own 100% and include Massachusetts Mutual Life Insurance Company, C.M. Life Insurance Company, MassMutual Capital Partners LLC, Babson Loan Strategies Fund, L.P. and Winterset Capital Partners, L.P.
5	Partnership investors own 99% and include Babson Credit Strategies Fund, L.P. and Babson Credit Strategies.
6	Fugu Credit Plc owns 77% of the Fugu CLO B.V. assets
7	Debt investors own 10% and include Connecticut Valley Structured Credit CDO III, Ltd., Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Mid-Market CLO 2007-II
8	Debt investors own 10% and include Connecticut Valley Structured Credit CDO III, Ltd.I and Babson Capital Loan Strategies Fund, L.P.
9	Debt investors own 30% and include Connecticut Valley Structured Credit CDO III, Ltd.I, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
10	Debt investors own 8% and include Sapphire Valley, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
11	Debt investors own 11% and include Connecticut Valley CLO Fund IV, Ltd. And Babson Capital Loan Strategies Fund, L.P.
12	Debt investors own 60% and include Connecticut Valley Structured Credit CDO III, Ltd. and Connecticut Valley CLO Fund IV, Ltd.
13	Debt investors own less than 50% and include only Babson Capital Loan Strategies Fund, L.P.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	NO
4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	NO
5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?	NO
6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC?	NO
7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC?	NO

Explanation:

1. Not required.
2. This line of business is not written by the company.
3. Not required.
4. Not required.
5. Not required.
6. Not required.
7. Not required.

Bar Code:

1. Trusteed Surplus Statement [Document Identifier 490]
2. Medicare Part D Coverage Supplement [Document Identifier 365]
3. Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 445]
4. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 446]
5. Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI [Document Identifier 447]
6. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI [Document Identifier 448]
7. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) [Document Identifier 449]



STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504. Real estate notes receivable	27,855,582		27,855,582	27,584,415
2505. Pension plan asset	678,233,213	678,233,213		
2506. Cash advances to agents	98,641,049	98,641,049		
2507. Commissions and expenses on long-term lease	38,953,813	38,953,813		(113,296)
2508. Intangible assets	2,138,889	2,138,889		
2509. Bills receivable	181,042	181,042		
2597. Summary of remaining write-ins for Line 25 from overflow page	846,003,588	818,148,006	27,855,582	27,471,119

Additional Write-ins for Liabilities Line 25

	1 Current Statement Date	2 December 31 Prior Year
2504. Funds awaiting escheat and other miscellaneous	115,409,536	116,558,928
2505. Deferred liability	5,720,405	5,720,405
2597. Summary of remaining write-ins for Line 25 from overflow page	121,129,941	122,279,333

Additional Write-ins for Summary of Operations Line 27

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
2704. Change in liability for employee/agent benefit plans	5,340,555	14,616,573	43,735,902
2797. Summary of remaining write-ins for Line 27 from overflow page	5,340,555	14,616,573	43,735,902

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	849,212,095	1,133,400,065
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	1,944,612	3,863,321
2.2 Additional investment made after acquisition	19,627,895	91,071,642
3. Current year change in encumbrances	446,442	(207,278,334)
4. Total gain (loss) on disposals	(4,499,081)	54,212,534
5. Deduct amounts received on disposals	8,917,220	130,332,470
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation	23,413,343	95,724,663
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	834,401,400	849,212,095
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	834,401,400	849,212,095

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	16,473,709,152	13,970,677,311
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	842,980,886	4,608,650,132
2.2 Additional investment made after acquisition	78,878,463	140,357,316
3. Capitalized deferred interest and other	450,259	792,182
4. Accrual of discount	1,151,224	4,233,256
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals	610,183	2,420,208
7. Deduct amounts received on disposals	297,716,177	2,204,321,531
8. Deduct amortization of premium and mortgage interest points and commitment fees	2,829,752	14,850,179
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	(17,020,345)	(12,176,610)
10. Deduct current year's other than temporary impairment recognized		22,072,933
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	17,080,213,893	16,473,709,152
12. Total valuation allowance	(11,250,000)	(8,741,273)
13. Subtotal (Line 11 plus Line 12)	17,068,963,893	16,464,967,879
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	17,068,963,893	16,464,967,879

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	7,278,892,120	6,633,670,727
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	40,954,700	593,448,012
2.2 Additional investment made after acquisition	232,090,587	1,454,442,174
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)	203,316,575	611,393,755
6. Total gain (loss) on disposals	(3,694,586)	935,978
7. Deduct amounts received on disposals	450,377,372	2,016,330,240
8. Deduct amortization of premium and depreciation	84,343	(155,407)
9. Total foreign exchange change in book/adjusted carrying value	406,209	1,915,565
10. Deduct current year's other than temporary impairment recognized		739,258
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	7,301,503,890	7,278,892,120
12. Deduct total nonadmitted amounts	77,410,317	89,479,578
13. Statement value at end of current period (Line 11 minus Line 12)	7,224,093,573	7,189,412,542

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	75,067,498,526	63,835,309,247
2. Cost of bonds and stocks acquired	5,558,928,824	31,014,378,812
3. Accrual of discount	103,413,286	486,173,947
4. Unrealized valuation increase (decrease)	263,711,131	320,196,761
5. Total gain (loss) on disposals	52,805,109	162,977,112
6. Deduct consideration for bonds and stocks disposed of	3,687,813,514	20,535,627,173
7. Deduct amortization of premium	46,607,003	211,208,481
8. Total foreign exchange change in book/adjusted carrying value	9,082,781	43,283,276
9. Deduct current year's other than temporary impairment recognized	18,688,208	47,984,975
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	77,302,330,932	75,067,498,526
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	77,302,330,932	75,067,498,526

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	38,977,106,462	5,106,471,950	3,726,267,715	177,617,705	40,534,928,401			38,977,106,462
2. NAIC 2 (a)	27,130,607,541	14,706,598,887	14,833,656,616	(237,680,974)	26,765,868,838			27,130,607,541
3. NAIC 3 (a)	2,144,822,444	2,668,874,458	2,709,393,633	146,432,094	2,250,735,363			2,144,822,444
4. NAIC 4 (a)	1,709,965,452	243,095,408	213,151,341	(83,176,769)	1,656,732,750			1,709,965,452
5. NAIC 5 (a)	525,139,008	82,741,683	96,820,349	6,141,727	517,202,069			525,139,008
6. NAIC 6 (a)	382,224,809	39,865,918	41,263,915	101,164,519	481,991,331			382,224,809
7. Total Bonds	70,869,865,716	22,847,648,304	21,620,553,569	110,498,302	72,207,458,753			70,869,865,716
PREFERRED STOCK								
8. NAIC 1	209,341,089			(60,497,589)	148,843,500			209,341,089
9. NAIC 2	159,248,088			61,509,588	220,757,676			159,248,088
10. NAIC 3	123,000,000				123,000,000			123,000,000
11. NAIC 4	468,277				468,277			468,277
12. NAIC 5	1,009,349			(118,129)	891,220			1,009,349
13. NAIC 6	455,562			(57,029)	398,533			455,562
14. Total Preferred Stock	493,522,365			836,842	494,359,207			493,522,365
15. Total Bonds and Preferred Stock	71,363,388,081	22,847,648,304	21,620,553,569	111,335,144	72,701,817,961			71,363,388,081

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 4,000,238 ; NAIC 2 \$ 2,859,620,227 ; NAIC 3 \$ 265,941,909 ; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	697,561,203	XXX	696,846,272		

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	422,802,547	319,575,782
2. Cost of short-term investments acquired	882,670,384	1,725,799,277
3. Accrual of discount	560,231	2,594,682
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	2,030	37,781
6. Deduct consideration received on disposals	608,473,989	1,625,204,975
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)	697,561,203	422,802,547
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	697,561,203	422,802,547

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	1,698,469,770
2. Cost Paid/(Consideration Received) on additions	79,373,936
3. Unrealized Valuation increase/(decrease)	247,667,020
4. Total gain (loss) on termination recognized	(99,231,820)
5. Considerations received/(paid) on terminations	(10,703,942)
6. Amortization	(569,202)
7. Adjustment to the Book/Adjusted Carrying Value of hedged item	
8. Total foreign exchange change in Book/Adjusted Carrying Value	
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	1,936,413,645
10. Deduct nonadmitted assets	
11. Statement value at end of current period (Line 9 minus Line 10)	1,936,413,645

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1. Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year)	
2. Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)	
3.1 Add:	
Change in variation margin on open contracts - Highly Effective Hedges	
3.11 Section 1, Column 15, current year to date minus	
3.12 Section 1, Column 15, prior year	
Change in variation margin on open contracts - All Other	
3.13 Section 1, Column 18, current year to date minus	25,774,821
3.14 Section 1, Column 18, prior year	(51,171,458) 76,946,280 76,946,280
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 19, current year to date minus	25,774,821
3.24 Section 1, Column 19, prior year	(51,171,458) 76,946,280 76,946,280
3.3 Subtotal (Line 3.1 minus Line 3.2)	
4.1 Cumulative variation margin on terminated contracts during the year	48,917,709
4.2 Less:	
4.21 Amount used to adjust basis of hedged item	
4.22 Amount recognized	100,089,167 100,089,167
4.3 Subtotal (Line 4.1 minus Line 4.2)	(51,171,458)
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Total gain (loss) recognized for terminations in prior year	51,171,458
5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year	
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)	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE DB - PART C - SECTION 1

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

Replication (Synthetic Asset) Transactions								Components of the Replication (Synthetic Asset) Transactions							
1	2	3	4	5	6	7	8	Derivative Instrument(s) Open			Cash Instrument(s) Held				
Number	Description	NAIC Designation or Other Description	Notional Amount	Book/Adjusted Carrying Value	Fair Value	Effective Date	Maturity Date	9	10	11	12	13	14	15	16
								Description	Book/Adjusted Carrying Value	Fair Value	CUSIP	Description	NAIC Designation or Other Description	Book/Adjusted Carrying Value	Fair Value
755111 E#4	Raytheon Company	1	8,350,000	1,596,049	1,667,074	03/22/2010	06/20/2015	Swap/CDS Long	96,049	96,049	K3752#-AB-4	Copenhagen Airports A/S/Senior Note Series B	2	1,500,000	1,571,025
755111 E#4	Raytheon Company	1	8,450,000	9,080,793	9,080,793	03/22/2010	06/20/2015	Swap/CDS Long			N4345#-AC-1	Iberdrola International B.V./Gtd Senior Note Series C	2	8,450,000	9,080,793
666807 C#7	Northrup Grumman Corporation	2	8,350,000	2,098,640	2,251,534	03/22/2010	06/20/2015	Swap/CDS Long	98,640	98,640	980745-B*-3	Woodward Governor Company/Senior Note Series C	2	2,000,000	2,152,894
666807 C#7	Northrup Grumman Corporation	2	7,600,000	7,600,000	8,471,188	03/22/2010	06/20/2015	Swap/CDS Long			Q3629#-AD-5	ETSA Utilities Finance Pty Ltd./Gtd Senior Secured Note Ser B	1	7,600,000	8,471,188
666807 D*0	Northrup Grumman Corporation	2	8,500,000	2,100,412	2,253,306	03/22/2010	06/20/2015	Swap/CDS Long	100,412	100,412	980745-B*-3	Woodward Governor Company/Senior Note Series C	2	2,000,000	2,152,894
666807 D*0	Northrup Grumman Corporation	2	7,600,000	7,600,000	8,471,188	03/22/2010	06/20/2015	Swap/CDS Long			Q3629#-AD-5	ETSA Utilities Finance Pty Ltd./Gtd Senior Secured Note Ser B	1	7,600,000	8,471,188
666807 D*0	Northrup Grumman Corporation	2	250,000	250,000	273,758	03/22/2010	06/20/2015	Swap/CDS Long			942749-A#-9	Watts Water Technologies, Inc. Senior Note	2	250,000	273,758
755111 E#6	Raytheon Company	1	8,500,000	2,099,735	2,285,835	03/22/2010	06/20/2015	Swap/CDS Long	99,735	99,735	11283#-AD-3	Brookfield Power New York Financing LP/Note Series 4	1	2,000,000	2,186,100
755111 E#6	Raytheon Company	1	7,475,000	7,475,000	8,330,603	03/22/2010	06/20/2015	Swap/CDS Long			G9298#-AN-1	Ureenco Ltd./Gtd Senior Note Series B	2	7,475,000	8,330,603
009158 G*1	Air Products	1	8,500,000	1,096,451	1,231,481	03/22/2010	06/20/2015	Swap/CDS Long	96,451	96,451	10222*-AA-9	Bowater Saluda Note Holdings LLC/Senior Secured Note	1	1,000,000	1,135,030
009158 G*1	Air Products	1	7,475,000	7,475,000	8,330,603	03/22/2010	06/20/2015	Swap/CDS Long			G9298#-AN-1	Ureenco Ltd./Gtd Senior Note Series B	2	7,475,000	8,330,603
009158 G*1	Air Products	1	1,600,000	1,600,000	1,783,408	03/22/2010	06/20/2015	Swap/CDS Long			Q3629#-AD-5	ETSA Utilities Finance Pty Ltd./Gtd Senior Secured Note Ser B	1	1,600,000	1,783,408
755111 E*8	Raytheon Company	1	8,350,000	1,597,975	1,669,000	03/22/2010	06/20/2015	Swap/CDS Long	97,975	97,975	K3752#-AB-4	Copenhagen Airports A/S/Senior Note Series B	2	1,500,000	1,571,025
755111 E*8	Raytheon Company	1	8,450,000	9,080,793	9,080,793	03/22/2010	06/20/2015	Swap/CDS Long			N4345#-AC-1	Iberdrola International B.V./Gtd Senior Note Series C	2	8,450,000	9,080,793
418056 B#5	Hasbro, Inc.	2	4,300,000	4,944,530	5,523,220	03/22/2010	06/20/2015	Swap/CDS Long	44,530	44,530	89838#-AB-3	Dartmouth College/Senior Secured Note	1	4,900,000	5,478,690
847430 A*9	Special Values Opportunities Fund	1	25,000,000	22,952,419	24,603,161	03/29/2011	07/13/2014	Swap/Total Return	(24,480)	(24,480)	92976V-AE-8	Wachovia Bank Commercial Mortgage Trust/Series 2006-C25 Class A4 REID	1	22,976,899	24,627,641
847430 A*9	Special Values Opportunities Fund	1	4,498,310	4,498,310	4,910,913	03/29/2011	07/13/2014	Swap/Total Return			92977R-AD-8	Wachovia Bank Commercial Mortgage Trust/Series 2006-C26 Class A3 REID	1	4,498,310	4,910,913
57629* AB7	Evergreen Basket of Long Fixed Rate Bank Loans B- or Above	2	50,000,000	16,714,296	7,037,072	10/01/2012	10/01/2042	Swap/Vanilla	(9,114,153)	(9,114,153)	979JXU-11-6	Energy Developments Ltd. Tranche C Term Loan	3	16,714,296	16,151,225
57629* AB7	Evergreen Basket of Long Fixed Rate Bank Loans B- or Above	2	10,247,705	10,247,705	9,648,922	10/01/2012	10/01/2042	Swap/Vanilla			G0472K-AD-9	Aricent Technologies Tranche A-1	3	10,247,705	9,648,922
57629* AB7	Evergreen Basket of Long Fixed Rate Bank Loans B- or Above	2	38,732,236	38,732,236	43,882,851	10/01/2012	10/01/2042	Swap/Vanilla			92330F-11-0	Al Maqsed Development Co.	1	38,732,236	43,882,851
57629* AB7	Evergreen Basket of Long Fixed Rate Bank Loans B- or Above	2	3,683,299	3,683,299	3,706,285	10/01/2012	10/01/2042	Swap/Vanilla			12543K-AE-4	CHS/Community Health Systems, Extended Term Loan	3	3,683,299	3,706,285
57629* AA9	Evergreen Basket of Long Fixed Rate Corp Inv Grade Equiv Bonds	3	50,000,000	39,000,000	30,377,365	10/01/2012	10/01/2042	Swap/Vanilla	(9,057,173)	(9,057,173)	223611-A*-5	Cowboys Stadium LP Senior Secured Note	2	39,000,000	39,434,538
57629* AA9	Evergreen Basket of Long Fixed Rate Corp Inv Grade Equiv Bonds	3	12,800,000	12,800,000	12,770,842	10/01/2012	10/01/2042	Swap/Vanilla			955306-A#-4	West Pharmaceutical Services Senior Note Series B	2	12,800,000	12,770,842
57629* AA9	Evergreen Basket of Long Fixed Rate Corp Inv Grade Equiv Bonds	3	4,000,000	4,000,000	3,927,512	10/01/2012	10/01/2042	Swap/Vanilla			27965#-AD-4	Edens & Avant Investments LP Gtd Senior Note Series A Tr D	2	4,000,000	3,927,512
57629* AC 5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	264,000,000	243,043,045	190,719,642	11/29/2012	11/29/2042	Swap/Vanilla	(49,160,358)	(49,160,358)	25812H-AA-5	Doral CLO Ltd Series 2010-1A Class A	1	243,043,045	239,880,000
57629* AC 5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	16,159,918	16,159,918	15,726,080	11/29/2012	11/29/2042	Swap/Vanilla			87244D-AC-8	Wind River CLO Ltd Series 2013-1A Class A2	1	16,159,918	15,726,080
57629* AC 5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	16,473,327	16,473,327	16,114,804	11/29/2012	11/29/2042	Swap/Vanilla			87244D-AA-2	Wind River CLO Ltd Series 2013-1A Class A1	1	16,473,327	16,114,804
57629* AC 5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	3,719,461	3,719,461	3,651,599	11/29/2012	11/29/2042	Swap/Vanilla			09625Y-AG-6	Bluemountain CLO Ltd Series 2012-1A Class C	1	3,719,461	3,651,599
57629* AE 1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	100,000,000	107,149,516	97,427,646	12/27/2012	12/27/2042	Swap/Vanilla	(15,132,354)	(15,132,354)	803066-AA-7	Sapphire Valley CDO Ltd Series 2006-1A Class A	1	107,149,516	112,560,000
57629* AD 3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	100,000,000	40,717,991	27,922,408	12/27/2012	12/27/2042	Swap/Vanilla	(15,132,354)	(15,132,354)	803066-AA-7	Sapphire Valley CDO Ltd Series 2006-1A Class A	1	40,717,991	43,054,762

S105

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE DB - PART C - SECTION 1

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

Replication (Synthetic Asset) Transactions								Components of the Replication (Synthetic Asset) Transactions							
1	2	3	4	5	6	7	8	Derivative Instrument(s) Open			Cash Instrument(s) Held				
Number	Description	NAIC Designation or Other Description	Notional Amount	Book/Adjusted Carrying Value	Fair Value	Effective Date	Maturity Date	9	10	11	12	13	14	15	16
								Description	Book/Adjusted Carrying Value	Fair Value	CUSIP	Description	NAIC Designation or Other Description	Book/Adjusted Carrying Value	Fair Value
57629* AD 3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		10,327,058	10,458,000	12/27/2012	12/27/2042	Swap/Vanilla			16208N-AA-3	Chatham Light CLO Limited Series 2005-2A Class A1	1	10,327,058	10,458,000
57629* AD 3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		11,640,889	10,754,125	12/27/2012	12/27/2042	Swap/Vanilla			14309D-AC-4	Carlisle High Yield Partners Series 2007-10A Class A2B	1	11,640,889	10,754,125
57629* AD 3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		10,500,000	10,517,556	12/27/2012	12/27/2042	Swap/Vanilla			74982G-AE-1	Race Point VII CLO Ltd. Series 2012-7A Class B	1	10,500,000	10,517,556
57629* AD 3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		27,908,811	27,798,015	12/27/2012	12/27/2042	Swap/Vanilla			26250U-AC-9	Dryden Senior Loan Fund Series 2013-26A Class A	1	27,908,811	27,798,015
57629* AF 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	100,000,000	63,937,131	49,287,075	12/28/2012	12/28/2042	Swap/Vanilla		(14,962,292)	49638T-AC-7	Kingsland LTD Series 2006-3A Class A1	1	63,937,131	64,249,367
57629* AF 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		12,880,445	12,870,610	12/28/2012	12/28/2042	Swap/Vanilla			74352D-AA-6	Prospect Park CDO Ltd Series 2006-1A Class A	1	12,880,445	12,870,610
57629* AF 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		11,566,984	11,478,516	12/28/2012	12/28/2042	Swap/Vanilla			38136B-AG-7	Goldentree Loan Opportunities Series 2007-3A Class A1BJ	1	11,566,984	11,478,516
57629* AF 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		13,511,235	14,192,640	12/28/2012	12/28/2042	Swap/Vanilla			55817U-AB-6	Madison Park Funding Ltd Series 2007-4A Class A1B	1	13,511,235	14,192,640
57629* AH 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	100,000,000	31,924,339	16,551,508	12/28/2012	12/28/2042	Swap/Vanilla		(14,962,292)	67104L-AA-5	OHA Loan Funding Ltd. Series 2013-2A Class A	1	31,924,339	31,513,800
57629* AH 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		11,054,059	11,358,213	12/28/2012	12/28/2042	Swap/Vanilla			363184-AB-8	Galaxy CLO Ltd Series 2006-7A Class A2	1	11,054,059	11,358,213
57629* AH 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		16,700,000	16,378,993	12/28/2012	12/28/2042	Swap/Vanilla			38137D-AC-1	Goldentree Loan Opp VII Ltd Series 2013-7A Class B	1	16,700,000	16,378,993
57629* AH 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		41,773,434	41,790,000	12/28/2012	12/28/2042	Swap/Vanilla			92329X-AA-6	Venture CDO Limited Series 2014-16A Class A1L	1	41,773,434	41,790,000
57629* AG 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	100,000,000	28,854,545	14,033,243	12/28/2012	12/28/2042	Swap/Vanilla		(14,962,292)	44983K-AB-0	IN G Investment Management Series 2006-3A Class A2A	1	28,854,545	28,995,535
57629* AG 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		48,901,183	49,650,507	12/28/2012	12/28/2042	Swap/Vanilla			67085X-AB-0	Oha Park Avenue CLO Ltd Series 2007-1A Class A1B	1	48,901,183	49,650,507
57629* AG 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		9,000,000	8,790,939	12/28/2012	12/28/2042	Swap/Vanilla			09626Y-AC-4	Bluemountain CLO Ltd Series 2013-2A Class B1	1	9,000,000	8,790,939
57629* AG 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		5,982,748	5,870,500	12/28/2012	12/28/2042	Swap/Vanilla			74982L-AE-0	Race Point CLO Ltd. Series 2013-8A Class B	1	5,982,748	5,870,500
57629* AG 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		13,600,000	13,600,000	12/28/2012	12/28/2042	Swap/Vanilla			33882W-AA-1	Flatiron CLO LTD Series 2011-1A Class A	1	13,600,000	13,600,000
57629* AJ 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	27,755,672	20,386,864	12/28/2012	12/28/2042	Swap/Vanilla		(7,481,147)	46186G-AA-1	Inwood Park CDO Ltd Series 2006-1A Class A1A	1	27,755,672	27,868,011
57629* AJ 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		14,200,000	14,164,500	12/28/2012	12/28/2042	Swap/Vanilla			67089B-AN-8	OHA Intrepid Lev Loan Fund Series 2011-1AR Class CR	1	14,200,000	14,164,500
57629* AJ 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		6,404,958	6,636,000	12/28/2012	12/28/2042	Swap/Vanilla			803066-AG-4	Sapphire Valley CDO Ltd Series 2006-1A Class D	1	6,404,958	6,636,000
57629* AJ 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		19,644,391	19,690,750	12/28/2012	12/28/2042	Swap/Vanilla			09625J-AA-2	Bluemountain CLO Ltd Series 2013-3A Class A	1	19,644,391	19,690,750
57629* AK 7	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	42,429,981	35,424,296	12/28/2012	12/28/2042	Swap/Vanilla		(7,481,147)	13124B-AC-0	Callidus Debt Partners CDO Fnd Series 6A Class A1T	1	42,429,981	42,905,443
57629* AK 7	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		7,738,350	8,100,000	12/28/2012	12/28/2042	Swap/Vanilla			67089B-AB-4	OHA Intrepid Lev Loan Fund Series 2011-1A Class B	1	7,738,350	8,100,000
57629* AK 7	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		6,648,121	7,241,625	12/28/2012	12/28/2042	Swap/Vanilla			15135D-AC-1	Cent CDO Ltd Series 2007-14A Class B	1	6,648,121	7,241,625
57629* AL 5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	4,314,758	(3,090,731)	12/28/2012	12/28/2042	Swap/Vanilla		(7,481,147)	26243Y-AA-5	Dryden Leveraged Loan CDO Series 2005-8A Class A	1	4,314,758	4,390,416
57629* AL 5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		11,542,029	11,229,000	12/28/2012	12/28/2042	Swap/Vanilla			14310D-AG-2	Carlisle Global Market Strategy Series 2013-2A Class C1	1	11,542,029	11,229,000
57629* AL 5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		36,824,553	35,543,436	12/28/2012	12/28/2042	Swap/Vanilla			BCC0XF-V8-9	St Pauls CLO I B.V. Series 2007-1X Class A	1	36,824,553	35,543,436
57629* AM 3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	29,761,387	22,397,976	12/28/2012	12/28/2042	Swap/Vanilla		(7,481,147)	278287-AA-5	Eaton Vance CDO Ltd Series 2006-8A Class A	1	29,761,387	29,879,123
57629* AM 3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		30,644,619	30,968,000	12/28/2012	12/28/2042	Swap/Vanilla			38136G-AB-7	Goldentree Loan Opportunities Series 2007-4A Class A1B	1	30,644,619	30,968,000
57629* AN 1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	10,829,652	3,777,634	12/31/2012	12/31/2042	Swap/Vanilla		(7,910,888)	86613N-AB-3	Summit Lake CLO Ltd Series 2005-1A Class A1LB	1	10,829,652	11,688,522
57629* AN 1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		17,232,887	17,397,330	12/31/2012	12/31/2042	Swap/Vanilla			75157E-AA-0	Rampart CLO Ltd Series 2007-1A Class A	1	17,232,887	17,397,330

S105.1

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE DB - PART C - SECTION 1

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

Replication (Synthetic Asset) Transactions								Components of the Replication (Synthetic Asset) Transactions							
1	2	3	4	5	6	7	8	Derivative Instrument(s) Open			Cash Instrument(s) Held				
Number	Description	NAIC Designation or Other Description	Notional Amount	Book/Adjusted Carrying Value	Fair Value	Effective Date	Maturity Date	9	10	11	12	13	14	15	16
								Description	Book/Adjusted Carrying Value	Fair Value	CUSIP	Description	NAIC Designation or Other Description	Book/Adjusted Carrying Value	Fair Value
57629* AN 1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		16,182,607	16,518,447	12/31/2012	12/31/2042	Swap/Vanilla			00163E-AC-6	ALM Loan Funding Series 2012-6A Class A2	1	16,182,607	16,518,447
57629* AN 1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		14,628,979	14,255,875	12/31/2012	12/31/2042	Swap/Vanilla			46186G-AC-7	Inwood Park CDO Ltd Series 2006-1A Class A1B	1	14,628,979	14,255,875
57629* AP 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	28,381,353	21,452,737	12/31/2012	12/31/2042	Swap/Vanilla		(7,910,888)	74981M-AC-3	Race Point CLO Series 2007-4A Class A1B	1	28,381,353	29,363,625
57629* AP 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		18,132,012	18,284,325	12/31/2012	12/31/2042	Swap/Vanilla			43164Q-AA-2	Hillmark Funding Series 2006-1A Class A1	1	18,132,012	18,284,325
57629* AP 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		6,878,388	6,930,990	12/31/2012	12/31/2042	Swap/Vanilla			13124T-AC-4	Callidus Debt Partners Fnd Ltd Series 5A Class A1B	1	6,878,388	6,930,990
57629* AQ 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	25,981,944	18,316,325	12/31/2012	12/31/2042	Swap/Vanilla		(7,910,888)	00175E-AA-6	American Money Mgmt Corp. Series 2006-7A Class A	1	25,981,944	26,227,213
57629* AQ 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		22,830,520	22,232,250	12/31/2012	12/31/2042	Swap/Vanilla			80306E-AC-3	Sapphire Valley CDO Ltd Series 2006-1A Class B	1	22,830,520	22,232,250
57629* AQ 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		8,814,377	10,174,500	12/31/2012	12/31/2042	Swap/Vanilla			05874D-AC-7	Ballyrock Limited Series 2006-1A Class B	1	8,814,377	10,174,500
57629* AQ 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		6,143,576	6,212,400	12/31/2012	12/31/2042	Swap/Vanilla			67104L-AC-1	OHA Loan Funding Ltd. Series 2013-2A Class C	1	6,143,576	6,212,400
57629* AR 2	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	22,041,394	14,060,270	12/31/2012	12/31/2042	Swap/Vanilla		(7,910,888)	67073V-AB-8	Nylim Flatiron CLO Ltd Series 2006-1A Class A2A	1	22,041,394	21,971,158
57629* AR 2	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		17,401,822	17,642,322	12/31/2012	12/31/2042	Swap/Vanilla			639107-AA-9	Nautique Funding Ltd Series 2006-1A Class A1A	1	17,401,822	17,642,322
57629* AR 2	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		5,572,656	5,556,660	12/31/2012	12/31/2042	Swap/Vanilla			67706H-AG-3	OHA Loan Funding Ltd Series 2013-1A Class C	1	5,572,656	5,556,660
57629* AR 2	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		16,473,327	16,114,804	12/31/2012	12/31/2042	Swap/Vanilla			87244D-AA-2	WIND RIVER CLO LTD Series 2013-1A Class A1	1	16,473,327	16,114,804
57629* AS 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	17,641,259	9,949,837	12/31/2012	12/31/2042	Swap/Vanilla		(7,910,888)	15134D-AA-6	Cent CDO XI Limited Series 2006-11A Class A1	1	17,641,259	17,860,725
57629* AS 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		15,102,979	15,128,583	12/31/2012	12/31/2042	Swap/Vanilla			806713-AC-7	Schiller Park CLO LTD Series 2007-1A Class A2	1	15,102,979	15,128,583
57629* AS 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		8,922,970	9,074,156	12/31/2012	12/31/2042	Swap/Vanilla			46616K-AE-4	Jfin CLO Ltd Series 2013-1A Class B	1	8,922,970	9,074,156
57629* AS 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		11,423,211	11,163,270	12/31/2012	12/31/2042	Swap/Vanilla			03764D-AD-3	Apidos CDO Series 2013-12A Class C	1	11,423,211	11,163,270
57629* AS 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		10,600,000	10,547,000	12/31/2012	12/31/2042	Swap/Vanilla			006897-AE-2	Adirondack Park CLO Ltd. Series 2013-1A Class B	1	10,600,000	10,547,000
57629* AT 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	18,383,212	10,571,566	12/31/2012	12/31/2042	Swap/Vanilla		(7,910,888)	14309B-AJ-3	Carlyle High Yield Partners Series 2006-9A Class A2	1	18,383,212	18,482,454
57629* AT 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		11,635,485	11,852,596	12/31/2012	12/31/2042	Swap/Vanilla			14308P-AA-2	Carlyle High Yield Partners Series 2006-8A Class A1	1	11,635,485	11,852,596
57629* AT 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		14,967,888	15,511,566	12/31/2012	12/31/2042	Swap/Vanilla			398078-AB-1	Greywolf CLO Ltd Series 2007-1A Class A	1	14,967,888	15,511,566
57629* AT 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		4,540,922	4,365,000	12/31/2012	12/31/2042	Swap/Vanilla			15136R-AJ-4	Cent CLO LP Series 2013-18A Class C1	1	4,540,922	4,365,000
57629* AT 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		6,607,409	6,594,060	12/31/2012	12/31/2042	Swap/Vanilla			74982G-AC-5	Race Point CLO, Limited Series 2012-7A Class A	1	6,607,409	6,594,060
57629* AW1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	55,000,000	27,855,874	19,247,120	04/09/2013	04/09/2043	Swap/Vanilla		(8,063,917)	04014J-AA-2	Ares XXVI CLO Ltd. Series 2013-26A Class A	1	27,855,874	27,311,037
57629* AW1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		19,105,675	18,963,759	04/09/2013	04/09/2043	Swap/Vanilla			20779M-AC-2	Connecticut Valley Str CDO III Series 2006-3A Class A2	1	19,105,675	18,963,759
57629* AW1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		2,811,347	3,076,800	04/09/2013	04/09/2043	Swap/Vanilla			26249H-AD-7	Dryden Leveraged Loan CDO Series 2006-11A Class A3	1	2,811,347	3,076,800
57629* AW1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		11,497,908	11,794,804	04/09/2013	04/09/2043	Swap/Vanilla			14954W-AC-0	Cavalry CLO Ltd Series 2013-3A Class B	1	11,497,908	11,794,804
57629* AV3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	60,000,000	20,400,000	11,011,399	04/09/2013	04/09/2043	Swap/Vanilla		(8,797,001)	04941G-AC-2	Atlas Senior Loan Fund III Ltd Series 2013-1A Class B	1	20,400,000	19,808,400
57629* AV3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		8,350,000	8,189,496	04/09/2013	04/09/2043	Swap/Vanilla			38137D-AC-1	Goldentree Loan Opp VII Ltd Series 2013-7A Class B	1	8,350,000	8,189,496
57629* AV3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		3,719,461	3,651,599	04/09/2013	04/09/2043	Swap/Vanilla			09625Y-AG-6	Bluemountain CLO Ltd Series 2012-1A Class C	1	3,719,461	3,651,599
57629* AV3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		23,000,000	22,457,499	04/09/2013	04/09/2043	Swap/Vanilla			09626U-AC-2	Bluemountain CLO Ltd Series 2013-1A Class A2A	1	23,000,000	22,457,499

S105.2

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE DB - PART C - SECTION 1

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

Replication (Synthetic Asset) Transactions								Components of the Replication (Synthetic Asset) Transactions							
1	2	3	4	5	6	7	8	Derivative Instrument(s) Open			Cash Instrument(s) Held				
Number	Description	NAIC Designation or Other Description	Notional Amount	Book/Adjusted Carrying Value	Fair Value	Effective Date	Maturity Date	9	10	11	12	13	14	15	16
								Description	Book/Adjusted Carrying Value	Fair Value	CUSIP	Description	NAIC Designation or Other Description	Book/Adjusted Carrying Value	Fair Value
57629* AV3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		11,142,187	10,863,563	04/09/2013	04/09/2043	Swap/Vanilla			36319V-AB-7	Galaxy CLO Ltd Series 2012-12A Class B	1	11,142,187	10,863,563
57629* AX9	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	55,000,000	30,562,969	22,558,435	04/09/2013	04/09/2043	Swap/Vanilla	(8,118,201)		20779M-AA-6	Connecticut Valley Str CDO III Series 2006-3A Class A1	1	30,562,969	30,676,636
57629* AX9	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		17,252,294	17,237,500	04/09/2013	04/09/2043	Swap/Vanilla			38136B-AE-2	Goldentree Loan Opportunities Series 2007-3A Class A1B5	1	17,252,294	17,237,500
57629* AX9	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		11,150,144	11,390,750	04/09/2013	04/09/2043	Swap/Vanilla			50184V-AG-9	LCM Ltd Partnership Series 14A Class C	1	11,150,144	11,390,750
57629* AY7	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	55,000,000	17,905,950	9,638,919	04/09/2013	04/09/2043	Swap/Vanilla	(8,118,201)		27829K-AE-7	Eaton Vance CDO Ltd Series 2007-10A Class B2	1	17,905,950	17,757,120
57629* AY7	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		44,877,811	44,916,000	04/09/2013	04/09/2043	Swap/Vanilla			44983W-AA-6	ING Investment Management Series 2007-5A Class A1A	1	44,877,811	44,916,000
57629* AU5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	55,000,000	13,339,337	5,761,672	04/09/2013	04/09/2043	Swap/Vanilla	(8,075,216)		363186-AA-5	Galaxy CLO Ltd Series 2006-6A Class A1	1	13,339,337	13,836,888
57629* AU5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		21,923,378	22,425,330	04/09/2013	04/09/2043	Swap/Vanilla			87155M-AA-9	Symphony CLO Ltd Series 2007-5A Class A1	1	21,923,378	22,425,330
57629* AU5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		42,430,760	43,085,060	04/09/2013	04/09/2043	Swap/Vanilla			05616X-AC-6	Babson CLO Ltd 2007-I Series 2007-1A Class A2A	1	42,430,760	43,085,060
57629* AU5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		15,776,511	16,087,216	04/09/2013	04/09/2043	Swap/Vanilla			056169-AA-3	Babson Mid-Market CLO 2007-II Series 2007-2A Class A1	1	15,776,511	16,087,216
57629* AU5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		13,340,611	13,734,215	04/09/2013	04/09/2043	Swap/Vanilla			05615U-AC-3	Babson CLO Ltd 2005-I Series 2005-1A Class A1B1	1	13,340,611	13,734,215
57629* AU5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		19,680,486	19,669,024	04/09/2013	04/09/2043	Swap/Vanilla			05617G-AB-4	Babson CLO Ltd. 2011-1 Series 2011-1A Class A2	1	19,680,486	19,669,024
57629* AU5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		16,532,148	16,467,250	04/09/2013	04/09/2043	Swap/Vanilla			54303P-AB-1	Longfellow Place CLO LTD Series 2013-1A Class B	1	16,532,148	16,467,250
57629* AU5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		44,877,811	44,916,000	04/09/2013	04/09/2043	Swap/Vanilla			44983W-AA-6	J N G Investment Management Series 2007-5A Class A1A	1	44,877,811	44,916,000
57629* BA8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	60,000,000	42,850,230	33,799,621	04/09/2013	04/09/2043	Swap/Vanilla	(8,809,327)		35552X-AA-3	Fraser Sullivan CLO Ltd Series 2011-6A Class A1	1	42,850,230	42,608,948
57629* BA8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		37,100,000	36,487,850	04/09/2013	04/09/2043	Swap/Vanilla			04941G-AA-6	Atlas Senior Loan Fund III Ltd Series 2013-1A Class A	1	37,100,000	36,487,850
57629* BB6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	55,800,000	48,188,528	04/09/2013	04/09/2043	Swap/Vanilla		(7,332,472)	54303P-AA-3	Longfellow Place CLO LTD Series 2013-1A Class A	1	55,800,000	55,521,000
57629* AZ4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	50,000,000	55,800,000	48,188,528	04/09/2013	04/09/2043	Swap/Vanilla		(7,332,472)	54303P-AA-3	Longfellow Place CLO LTD Series 2013-1A Class A	1	55,800,000	55,521,000
12513# ZS3	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1	50,000,000	26,578,499	31,854,586	09/20/2013	12/20/2018	CDX Long-CIRD	428,499	895,000	Q3629#-AE-3	ETSA Utilities Finance Pty Ltd./Gtd Senior Secured Note Ser C	1	26,150,000	30,959,586
12513# ZS3	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1		20,400,000	25,399,836	09/20/2013	12/20/2018	CDX Long-CIRD			G4691#-AC-9	J M I Group Limited Gtd Senior Note Series B	1	20,400,000	25,399,836
12513# ZS3	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1		5,000,000	5,737,725	09/20/2013	12/20/2018	CDX Long-CIRD			92964#-AA-7	WY Georgia Holdings 2004 LLC Senior Secured Note	1	5,000,000	5,737,725
12513# ZT1	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1	50,000,000	20,380,613	20,205,543	09/20/2013	12/20/2018	CDX Long-CIRD	430,613	895,000	699462-A*-8	Paraxel International Corp. Senior Note	2	19,950,000	19,310,543
12513# ZT1	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1		21,600,000	21,923,352	09/20/2013	12/20/2018	CDX Long-CIRD			00169#-AF-3	ALS Group General Partnership Gtd Senior Note Series F	2	21,600,000	21,923,352
12513# ZT1	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1		13,700,000	15,375,373	09/20/2013	12/20/2018	CDX Long-CIRD			G1252#-AJ-3	Bord Gais Eireann Senior Note Series D	2	13,700,000	15,375,373
12513# ZT1	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1		5,072,041	5,087,934	09/20/2013	12/20/2018	CDX Long-CIRD			00889V-AC-1	Aimco Series 2006-AA Class B	1	5,072,041	5,087,934
12513# ZUB	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1	50,000,000	35,132,338	41,118,785	09/20/2013	12/20/2018	CDX Long-CIRD	382,338	895,000	22845#-AE-9	Crown Pine Parent LP Senior Secured Note Series E	2	34,750,000	40,223,785
12513# ZUB	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1		16,850,000	19,130,479	09/20/2013	12/20/2018	CDX Long-CIRD			D5861#-AA-7	Nuplex Industries GmbH Gtd Senior Note Series A	2	16,850,000	19,130,479
12513# D99	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	2	300,000,000	71,115,812	72,577,823	09/20/2013	12/20/2018	CDX Long-CIRD	2,865,812	5,370,000	78467K-B*-7	SSE plc Senior Note Series D	1	68,250,000	67,207,823
12513# D99	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	2		75,000,000	76,823,250	09/20/2013	12/20/2018	CDX Long-CIRD			Q179#-AB-8	Broadcast Australia Fin Ltd Gtd Senior Secured Note Ser B	2	75,000,000	76,823,250
12513# D99	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	2		67,300,000	68,745,604	09/20/2013	12/20/2018	CDX Long-CIRD			786594-A#-9	Safran Senior Note Series C	1	67,300,000	68,745,604
12513# D99	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	2		45,100,000	44,684,178	09/20/2013	12/20/2018	CDX Long-CIRD			G0753*-AA-0	BBC Commercial Holdings Ltd Senior Note Series A	2	45,100,000	44,684,178

S105.3

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE DB - PART C - SECTION 1

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

Replication (Synthetic Asset) Transactions								Components of the Replication (Synthetic Asset) Transactions								
1 Number	2 Description	3 NAIC Designation or Other Description	4 Notional Amount	5 Book/Adjusted Carrying Value	6 Fair Value	7 Effective Date	8 Maturity Date	Derivative Instrument(s) Open			Cash Instrument(s) Held					
								9 Description	10 Book/Adjusted Carrying Value	11 Fair Value	12 CUSIP	13 Description	14 NAIC Designation or Other Description	15 Book/Adjusted Carrying Value	16 Fair Value	
12513# D99	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	2		32,900,000	36,092,155	09/20/2013	12/20/2018	CDX Long-CIRD				33812@-AA-5	Fitch Group Inc.Senior Note	2	32,900,000	36,092,155
12513# D99	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	2		41,000,000	44,512,060	09/20/2013	12/20/2018	CDX Long-CIRD				G3901#-AA-1	Glanbia Financial ServicesGtd Senior Note Ser 2011-1	2	41,000,000	44,512,060
92553P A*3	Viacom, Inc. Senior Note	2	20,000,000	24,076,259	26,944,456	12/20/2013	03/20/2019	CDX Long-CIRD	576,259	528,576		Q3915#-AB-2	Fletcher Building Intl LP/Gtd Senior Note Series B	2	23,500,000	26,415,880
	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1	25,000,000	28,134,559	30,362,330	12/20/2013	12/20/2018	CDX Long-CIRD	330,140	447,500		912828-PX-2	US Treasury	1	27,804,419	29,914,830
	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1	25,000,000	28,109,313	30,362,330	12/20/2013	12/20/2018	CDX Long-CIRD	304,894	447,500		912828-PX-2	US Treasury	1	27,804,419	29,914,830
	Credit Default Indices (CDXNA45/CDX.NA.IG.20)	1	25,000,000	28,095,966	30,362,330	12/20/2013	12/20/2018	CDX Long-CIRD	291,547	447,500		912828-PX-2	US Treasury	1	27,804,419	29,914,830
	Credit Default Indices (CDXNA47/CDX.NA.IG.20)	2	500,000,000	563,768,051	605,960,600	03/20/2014	06/20/2019	CDX Long-CIRD	7,679,662	7,664,000		912828-PX-2	US Treasury	1	556,088,389	598,296,600
	Credit Default Indices (CDXNA48/CDX.NA.IG.20)	2	200,000,000	220,096,552	237,035,040	03/20/2014	06/20/2024	CDX Long-CIRD	(2,338,804)	(2,283,600)		912828-PX-2	US Treasury	1	222,435,356	239,318,640
	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	100,000,000	114,517,000	114,177,928	03/05/2014	03/05/2034	Swap/Vanilla		(362,072)		854432-AA-9	Staniford Street CLO, Ltd	1	114,517,000	114,540,000
	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1	100,000,000	109,253,100	108,860,087	03/05/2014	03/05/2034	Swap/Vanilla		(393,012)		872455-AA-8	TICP CLO LTD Series 2014-1A Class A1	1	109,253,100	109,253,099
9999999 - Totals				3,851,910,819	3,688,029,266	XXX	XXX	XXX	11,560,272	(269,359,287)	XXX	XXX	XXX	3,840,350,547	3,957,388,553	

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year To Date	
	1 Number of Positions	2 Total Replication (Synthetic Asset) Transactions Statement Value	3 Number of Positions	4 Total Replication (Synthetic Asset) Transactions Statement Value	5 Number of Positions	6 Total Replication (Synthetic Asset) Transactions Statement Value	7 Number of Positions	8 Total Replication (Synthetic Asset) Transactions Statement Value	9 Number of Positions	10 Total Replication (Synthetic Asset) Transactions Statement Value
1. Beginning Inventory	44	3,054,860,101							44	3,054,860,101
2. Add: Opened or Acquired Transactions.....	7	975,000,000							7	975,000,000
3. Add: Increases in Replication (Synthetic Asset) Transactions Statement Value.....	XXX		XXX		XXX		XXX		XXX	
4. Less: Closed or Disposed of Transactions.....	5	701,010,101							5	701,010,101
5. Less: Positions Disposed of for Failing Effectiveness Criteria.....										
6. Less: Decreases in Replication (Synthetic Asset) Transactions Statement Value.....	XXX		XXX		XXX		XXX		XXX	
7. Ending Inventory	46	3,328,850,000							46	3,328,850,000

STATEMENT AS OF MARCH 31, 2014 OF THE Massachusetts Mutual Life Insurance Company

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.....	1,936,413,646
2. Part B, Section 1, Column 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance.....	.....
3. Total (Line 1 plus Line 2).....	1,936,413,646
4. Part D, Section 1, Column 5.....	6,155,360,197
5. Part D, Section 1, Column 6.....	(4,218,946,551)
6. Total (Line 3 minus Line 4 minus Line 5).....	.....
	Fair Value Check
7. Part A, Section 1, Column 16.....	1,655,494,094
8. Part B, Section 1, Column 13.....	.....
9. Total (Line 7 plus Line 8).....	1,655,494,094
10. Part D, Section 1, Column 8.....	6,159,660,509
11. Part D, Section 1, Column 9.....	(4,504,166,415)
12. Total (Line 9 minus Line 10 minus Line 11).....	.....
	Potential Exposure Check
13. Part A, Section 1, Column 21.....	3,156,955,039
14. Part B, Section 1, Column 20.....	96,328,850
15. Part D, Section 1, Column 11.....	3,253,283,889
16. Total (Line 13 plus Line 14 minus Line 15).....	.....

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,251,475,473	1,767,641,006
2. Cost of cash equivalents acquired	16,674,527,525	54,747,558,464
3. Accrual of discount	2,405,254	8,252,347
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	3,552	20,649
6. Deduct consideration received on disposals	17,496,410,633	53,271,996,993
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)	2,432,001,171	3,251,475,473
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	2,432,001,171	3,251,475,473