



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2012

OF THE CONDITION AND AFFAIRS OF THE

MML Bay State Life Insurance Company

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

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

Country of Domicile United States of America

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

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

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

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

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

Internet Web Site Address www.massmutual.com

Statutory Statement Contact Tammy A. Peatman, 413-744-6327
(Name) (Area Code) (Telephone Number)
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OFFICERS

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

OTHER

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

DIRECTORS OR TRUSTEES

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

State of Massachusetts SS:
County of Hampden

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

Roger William Crandall
President and Chief Executive Officer

Christine Carole Peaslee
Secretary

Todd Garrett Picken
Treasurer

Subscribed and sworn to before me this _____ day of _____

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

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | 150,848,095 | | 150,848,095 | 180,319,565 |
| 2. Stocks: | | | | |
| 2.1 Preferred stocks | | | | |
| 2.2 Common stocks | | | | |
| 3. Mortgage loans on real estate: | | | | |
| 3.1 First liens | 5,724,258 | | 5,724,258 | 6,068,371 |
| 3.2 Other than first liens | | | | |
| 4. Real estate: | | | | |
| 4.1 Properties occupied by the company (less \$ encumbrances) | | | | |
| 4.2 Properties held for the production of income (less \$ encumbrances) | | | | |
| 4.3 Properties held for sale (less \$ encumbrances) | | | | |
| 5. Cash (\$(1,227,019)), cash equivalents (\$70,197,494) and short-term investments (\$10,872,448) | 79,842,923 | | 79,842,923 | 12,383,390 |
| 6. Contract loans (including \$ premium notes) | 93,824,753 | | 93,824,753 | 93,500,426 |
| 7. Derivatives | | | | |
| 8. Other invested assets | | | | |
| 9. Receivables for securities | 702,526 | | 702,526 | |
| 10. Securities lending reinvested collateral assets | | | | |
| 11. Aggregate write-ins for invested assets | | | | |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) | 330,942,555 | | 330,942,555 | 292,271,753 |
| 13. Title plants less \$ charged off (for Title insurers only) | | | | |
| 14. Investment income due and accrued | 3,957,613 | | 3,957,613 | 2,430,151 |
| 15. Premiums and considerations: | | | | |
| 15.1 Uncollected premiums and agents' balances in the course of collection | 777 | | 777 | 2,433 |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums) | 1,193,157 | | 1,193,157 | (2,785,561) |
| 15.3 Accrued retrospective premiums | | | | |
| 16. Reinsurance: | | | | |
| 16.1 Amounts recoverable from reinsurers | 1,096,769 | | 1,096,769 | 581,429 |
| 16.2 Funds held by or deposited with reinsured companies | | | | |
| 16.3 Other amounts receivable under reinsurance contracts | 32,333,436 | | 32,333,436 | 26,683,376 |
| 17. Amounts receivable relating to uninsured plans | | | | |
| 18.1 Current federal and foreign income tax recoverable and interest thereon | 2,002,089 | | 2,002,089 | 6,730,314 |
| 18.2 Net deferred tax asset | 11,222,711 | 4,226,538 | 6,996,173 | 6,890,781 |
| 19. Guaranty funds receivable or on deposit | 1,385,769 | | 1,385,769 | 1,381,088 |
| 20. Electronic data processing equipment and software | | | | |
| 21. Furniture and equipment, including health care delivery assets (\$) | | | | |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates | | | | |
| 23. Receivables from parent, subsidiaries and affiliates | 740,415 | 474,743 | 265,672 | 304,358 |
| 24. Health care (\$) and other amounts receivable | | | | |
| 25. Aggregate write-ins for other than invested assets | | | | |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) | 384,875,291 | 4,701,281 | 380,174,010 | 334,490,121 |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts | 4,156,464,057 | | 4,156,464,057 | 4,076,882,121 |
| 28. Total (Lines 26 and 27) | 4,541,339,348 | 4,701,281 | 4,536,638,067 | 4,411,372,242 |
| 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. | | | | |
| 2502. | | | | |
| 2503. | | | | |
| 2598. Summary of remaining write-ins for Line 25 from overflow page | | | | |
| 2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) | | | | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State Life Insurance Company

LIABILITIES, SURPLUS AND OTHER FUNDS

| | 1 Current Statement Date | 2 December 31 Prior Year |
|---|--------------------------------|--------------------------------|
| 1. Aggregate reserve for life contracts \$ 123,275,231 less \$ included in Line 6.3 (including \$ Modco Reserve) | 123,275,231 | 112,119,806 |
| 2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve) | | |
| 3. Liability for deposit-type contracts (including \$ Modco Reserve)..... | 4,821,233 | 3,559,246 |
| 4. Contract claims: | | |
| 4.1 Life | 8,401,564 | 4,476,202 |
| 4.2 Accident and health | | |
| 5. Policyholders' dividends \$ and coupons \$ due and unpaid | | |
| 6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts: | | |
| 6.1 Dividends apportioned for payment (including \$ Modco) | | |
| 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 \$ accident and health premiums | 2,195 | 1,460 |
| 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 | 21,967,258 | 15,426,898 |
| 9.3 Other amounts payable on reinsurance, including \$ assumed and \$ 4,634,652 ceded | 4,634,652 | (4,703,004) |
| 9.4 Interest Maintenance Reserve | 231,628 | (40,595) |
| 10. Commissions to agents due or accrued-life and annuity contracts \$ 346,445 , accident and health \$ and deposit-type contract funds \$ | 346,445 | 306,214 |
| 11. Commissions and expense allowances payable on reinsurance assumed | | |
| 12. General expenses due or accrued | 653,506 | 400,120 |
| 13. Transfers to Separate Accounts due or accrued (net) (including \$ 636,950 accrued for expense allowances recognized in reserves, net of reinsured allowances) | 19,736,193 | 17,812,203 |
| 14. Taxes, licenses and fees due or accrued, excluding federal income taxes | 1,773,079 | 1,843,241 |
| 15.1 Current federal and foreign income taxes, including \$ on realized capital gains (losses) | | |
| 15.2 Net deferred tax liability | | |
| 16. Unearned investment income | | |
| 17. Amounts withheld or retained by company as agent or trustee | 16,478 | 12,275 |
| 18. Amounts held for agents' account, including \$ agents' credit balances | | |
| 19. Remittances and items not allocated | 1,273,683 | 263,165 |
| 20. Net adjustment in assets and liabilities due to foreign exchange rates | | |
| 21. Liability for benefits for employees and agents if not included above | | |
| 22. Borrowed money \$ and interest thereon \$ | | |
| 23. Dividends to stockholders declared and unpaid | | |
| 24. Miscellaneous liabilities: | | |
| 24.01 Asset valuation reserve | 3,335,845 | 3,089,467 |
| 24.02 Reinsurance in unauthorized companies | | 417 |
| 24.03 Funds held under reinsurance treaties with unauthorized reinsurers | | |
| 24.04 Payable to parent, subsidiaries and affiliates | 2,452,663 | 3,078,994 |
| 24.05 Drafts outstanding | | |
| 24.06 Liability for amounts held under uninsured plans | | |
| 24.07 Funds held under coinsurance | | |
| 24.08 Derivatives | | |
| 24.09 Payable for securities | | |
| 24.10 Payable for securities lending | | |
| 24.11 Capital notes \$ and interest thereon \$ | | |
| 25. Aggregate write-ins for liabilities | 351,937 | 387,166 |
| 26. Total liabilities excluding Separate Accounts business (Lines 1 to 25) | 193,273,590 | 158,033,275 |
| 27. From Separate Accounts Statement | 4,156,463,641 | 4,076,881,712 |
| 28. Total liabilities (Lines 26 and 27) | 4,349,737,231 | 4,234,914,987 |
| 29. Common capital stock | 2,500,200 | 2,500,200 |
| 30. Preferred capital stock | | |
| 31. Aggregate write-ins for other than special surplus funds | | |
| 32. Surplus notes | | |
| 33. Gross paid in and contributed surplus | 143,736,914 | 143,736,914 |
| 34. Aggregate write-ins for special surplus funds | | 2,939,419 |
| 35. Unassigned funds (surplus) | 40,663,721 | 27,280,722 |
| 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 \$ 417 in Separate Accounts Statement) | 184,400,636 | 173,957,055 |
| 38. Totals of Lines 29, 30 and 37 | 186,900,836 | 176,457,255 |
| 39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3) | 4,536,638,067 | 4,411,372,242 |
| DETAILS OF WRITE-INS | | |
| 2501. Miscellaneous liabilities | 302,163 | 338,218 |
| 2502. Funds awaiting escheat | 49,774 | 48,948 |
| 2503. | | |
| 2598. Summary of remaining write-ins for Line 25 from overflow page | | |
| 2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) | 351,937 | 387,166 |
| 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. Additional deferred tax as allowed by SSAP 10R | | 2,939,419 |
| 3402. | | |
| 3403. | | |
| 3498. Summary of remaining write-ins for Line 34 from overflow page | | |
| 3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above) | | 2,939,419 |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State Life Insurance Company

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 | 13,444,237 | 15,276,147 | 29,019,156 |
| 2. Considerations for supplementary contracts with life contingencies | | | |
| 3. Net investment income | 6,902,220 | 6,345,013 | 13,362,287 |
| 4. Amortization of Interest Maintenance Reserve (IMR) | 122,232 | 45,454 | 42,927 |
| 5. Separate Accounts net gain from operations excluding unrealized gains or losses | 7 | 4 | 9 |
| 6. Commissions and expense allowances on reinsurance ceded | 2,610,951 | 2,532,165 | 5,094,819 |
| 7. Reserve adjustments on reinsurance ceded | (6,048,632) | (7,077,743) | (6,726,007) |
| 8. Miscellaneous Income: | | | |
| 8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts | 39,517,382 | 41,684,141 | 77,136,545 |
| 8.2 Charges and fees for deposit-type contracts | | | |
| 8.3 Aggregate write-ins for miscellaneous income | (646,681) | (446,652) | (744,806) |
| 9. Totals (Lines 1 to 8.3) | 55,901,716 | 58,358,530 | 117,184,930 |
| 10. Death benefits | 10,889,390 | 15,115,548 | 31,957,664 |
| 11. Matured endowments (excluding guaranteed annual pure endowments) | | | |
| 12. Annuity benefits | 1,284,938 | 1,446,529 | 2,533,316 |
| 13. Disability benefits and benefits under accident and health contracts | 104,927 | 130,190 | 249,906 |
| 14. Coupons, guaranteed annual pure endowments and similar benefits | | | |
| 15. Surrender benefits and withdrawals for life contracts | 33,207,180 | 31,376,438 | 62,676,427 |
| 16. Group conversions | | | |
| 17. Interest and adjustments on contract or deposit-type contract funds | 249,715 | 182,860 | 400,171 |
| 18. Payments on supplementary contracts with life contingencies | | | |
| 19. Increase in aggregate reserves for life and accident and health contracts | 11,155,425 | 1,609,123 | (216,702) |
| 20. Totals (Lines 10 to 19) | 56,891,575 | 49,860,687 | 97,600,781 |
| 21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only) | 1,723,458 | 1,895,872 | 3,649,437 |
| 22. Commissions and expense allowances on reinsurance assumed | | | |
| 23. General insurance expenses | 4,761,706 | 4,886,187 | 10,456,598 |
| 24. Insurance taxes, licenses and fees, excluding federal income taxes | 825,160 | 1,098,601 | 1,749,251 |
| 25. Increase in loading on deferred and uncollected premiums | (3,876) | (3,868) | (513) |
| 26. Net transfers to or (from) Separate Accounts net of reinsurance | (19,667,693) | (15,938,267) | (27,298,623) |
| 27. Aggregate write-ins for deductions | 21,842 | 44,035 | 65,011 |
| 28. Totals (Lines 20 to 27) | 44,552,172 | 41,843,248 | 86,221,942 |
| 29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28) | 11,349,544 | 16,515,282 | 30,962,988 |
| 30. Dividends to policyholders | | | |
| 31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30) | 11,349,544 | 16,515,282 | 30,962,988 |
| 32. Federal and foreign income taxes incurred (excluding tax on capital gains) | 1,783,002 | 3,065,067 | 1,320,422 |
| 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) | 9,566,541 | 13,450,215 | 29,642,566 |
| 34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 368,224 (excluding taxes of \$ 186,089 transferred to the IMR) | (162,417) | (228,162) | (429,541) |
| 35. Net income (Line 33 plus Line 34) | 9,404,125 | 13,222,053 | 29,213,024 |
| CAPITAL AND SURPLUS ACCOUNT | | | |
| 36. Capital and surplus, December 31, prior year | 176,457,255 | 151,967,083 | 151,967,083 |
| 37. Net income (Line 35) | 9,404,125 | 13,222,053 | 29,213,024 |
| 38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 535 | 994 | (752) | (49) |
| 39. Change in net unrealized foreign exchange capital gain (loss) | | | |
| 40. Change in net deferred income tax | (1,720,555) | (1,551,702) | (6,110,024) |
| 41. Change in nonadmitted assets | 1,522,124 | 2,137,953 | 5,290,572 |
| 42. Change in liability for reinsurance in unauthorized companies | 417 | | (417) |
| 43. Change in reserve on account of change in valuation basis, (increase) or decrease | | | |
| 44. Change in asset valuation reserve | (246,378) | (909,073) | (2,540,511) |
| 45. Change in treasury stock | | | |
| 46. Surplus (contributed to) withdrawn from Separate Accounts during period | | | |
| 47. Other changes in surplus in Separate Accounts Statement | 1 | 2 | 9 |
| 48. Change in surplus notes | | | |
| 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 | 1,482,854 | (1,279,039) | (1,362,433) |
| 54. Net change in capital and surplus for the year (Lines 37 through 53) | 10,443,581 | 11,619,441 | 24,490,172 |
| 55. Capital and surplus, as of statement date (Lines 36 + 54) | 186,900,836 | 163,586,524 | 176,457,255 |
| DETAILS OF WRITE-INS | | | |
| 08.301. Sub advisory fees | (968,456) | (834,842) | (1,509,012) |
| 08.302. Other miscellaneous income | 321,775 | 388,190 | 764,206 |
| 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) | (646,681) | (446,652) | (744,806) |
| 2701. Miscellaneous charges to operations | 21,842 | 44,035 | 65,011 |
| 2702. | | | |
| 2703. | | | |
| 2798. Summary of remaining write-ins for Line 27 from overflow page | | | |
| 2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above) | 21,842 | 44,035 | 65,011 |
| 5301. Other changes in surplus | 1,482,854 | (788,142) | (788,142) |
| 5302. Change in additional deferred tax as allowed by SSAP 10R | | (490,897) | (574,291) |
| 5303. | | | |
| 5398. Summary of remaining write-ins for Line 53 from overflow page | | | |
| 5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above) | 1,482,854 | (1,279,039) | (1,362,433) |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | 12,507,776 | 14,237,467 | 28,929,823 |
| 2. Net investment income | 6,292,462 | 5,847,318 | 12,374,611 |
| 3. Miscellaneous income | 42,349,446 | 25,633,928 | 49,766,569 |
| 4. Total (Lines 1 to 3) | 61,149,684 | 45,718,713 | 91,071,003 |
| 5. Benefit and loss related payments | 42,181,747 | 49,071,594 | 93,682,463 |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts | (21,591,682) | (21,196,289) | (35,909,764) |
| 7. Commissions, expenses paid and aggregate write-ins for deductions | 8,066,092 | 7,197,789 | 14,141,817 |
| 8. Dividends paid to policyholders | | | |
| 9. Federal and foreign income taxes paid (recovered) net of \$ (10,236) tax on capital gains (losses) | (2,763,088) | 2,313,384 | 3,069,168 |
| 10. Total (Lines 5 through 9) | 25,893,069 | 37,386,478 | 74,983,684 |
| 11. Net cash from operations (Line 4 minus Line 10) | 35,256,615 | 8,332,235 | 16,087,319 |
| Cash from Investments | | | |
| 12. Proceeds from investments sold, matured or repaid: | | | |
| 12.1 Bonds | 31,530,625 | 13,359,994 | 24,073,944 |
| 12.2 Stocks | | | |
| 12.3 Mortgage loans | 340,615 | 352,190 | 724,106 |
| 12.4 Real estate | | | |
| 12.5 Other invested assets | | | |
| 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments | 40 | 61 | 222 |
| 12.7 Miscellaneous proceeds | (718,180) | | |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7) | 31,153,100 | 13,712,245 | 24,798,272 |
| 13. Cost of investments acquired (long-term only): | | | |
| 13.1 Bonds | 1,053,236 | 21,143,855 | 61,177,829 |
| 13.2 Stocks | | | |
| 13.3 Mortgage loans | 624 | 372 | 1,985 |
| 13.4 Real estate | | | |
| 13.5 Other invested assets | | | |
| 13.6 Miscellaneous applications | | (2,432,993) | |
| 13.7 Total investments acquired (Lines 13.1 to 13.6) | 1,053,860 | 18,711,234 | 61,179,814 |
| 14. Net increase (or decrease) in contract loans and premium notes | 324,327 | 56,428 | (442,339) |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) | 29,774,913 | (5,055,417) | (35,939,203) |
| Cash from Financing and Miscellaneous Sources | | | |
| 16. Cash provided (applied): | | | |
| 16.1 Surplus notes, capital notes | | | |
| 16.2 Capital and paid in surplus, less treasury stock | | | |
| 16.3 Borrowed funds | | | |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities | 1,098,111 | 386,259 | 250,678 |
| 16.5 Dividends to stockholders | | | |
| 16.6 Other cash provided (applied) | 1,329,894 | (292,953) | (177,559) |
| 17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) | 2,428,005 | 93,306 | 73,119 |
| 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) | 67,459,533 | 3,370,124 | (19,778,765) |
| 19. Cash, cash equivalents and short-term investments: | | | |
| 19.1 Beginning of year | 12,383,390 | 32,162,155 | 32,162,155 |
| 19.2 End of period (Line 18 plus Line 19.1) | 79,842,923 | 35,532,279 | 12,383,390 |

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

| | | | |
|---|-----------|---------|---------|
| 20.0001. Bond conversions and refinancing | 1,052,914 | 163,116 | 862,209 |
| 20.0002. Interest capitalization for long-term debt | 322 | | 11,109 |

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 | 24,195,087 | 26,230,566 | 52,687,025 |
| 3. Ordinary individual annuities | 18,870 | 18,878 | 31,048 |
| 4. Credit life (group and individual) | | | |
| 5. Group life insurance | (6,540,360) | (3,130,080) | (768,970) |
| 6. Group annuities | | | |
| 7. A & H - group | | | |
| 8. A & H - credit (group and individual) | | | |
| 9. A & H - other | | | |
| 10. Aggregate of all other lines of business | | | |
| 11. Subtotal | 17,673,597 | 23,119,364 | 51,949,103 |
| 12. Deposit-type contracts | | | |
| 13. Total | 17,673,597 | 23,119,364 | 51,949,103 |
| 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

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NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

- a. MML Bay State Life Insurance Company (the Company) recognizes statutory accounting practices prescribed or permitted by the State of Connecticut Insurance Department (the Department) for determining and reporting the financial condition and results of operations of an insurance company. The National Association of Insurance Commissioners Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the Department. 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. Correction of errors:
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 six months ended June 30, 2012, the Company recorded a net increase to surplus of \$1 million related to investment income. For the six months ended June 30, 2011, the Company recorded a net decrease to surplus of \$1 million related to policyholders' reserves.

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 March 2011, the National Association of Insurance Commissioners (NAIC) issued revisions to Statement of Statutory Accounting Principles (SSAP) No. 100, "Fair Value Measurements," which requires additional fair value disclosures. These additional disclosures include a disclosure of the fair value hierarchy of items that are disclosed with a fair value measurement but are not valued at fair value in the balance sheet. Also, for financial instruments carried at fair value, companies are required to disclose purchases, sales, issuances and settlements on a gross basis for fair value measurement categorized in Level 3 of the fair value hierarchy. These new requirements were effective January 1, 2012.

In November 2011, the NAIC issued SSAP No. 101, "Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10." This statement establishes statutory accounting principles for current and deferred federal and foreign income taxes and current state income taxes. This statement supersedes SSAP No. 10, "Income Taxes" and SSAP No. 10R, "Income Taxes, A Temporary Replacement of SSAP No. 10," which expired on December 31, 2011. SSAP No. 101, which was effective on January 1, 2012, has: 1) restricted the ability to use the 3 years/15 percent of surplus admission rule to those reporting entities that meet the modified Risk Based Capital (RBC) ratio (Ex-Deferred Tax Asset (DTA) RBC ratio) threshold, 2) changed the recognition threshold for recording tax contingency reserves from a probable liability standard to a more-likely-than-not liability standard, 3) required the disclosure of tax planning strategies that relate to reinsurance and, 4) required consideration of reversal patterns of DTAs and Deferred Tax Liabilities (DTLs) in determining the extent to which DTLs could offset DTAs on the balance sheet. There was no cumulative effect of adopting this standard.

Note 3 – Business Combinations and Goodwill – No significant changes

Note 4 – Discontinued Operations

The Company did not have any discontinued operations.

Note 5 – Investments

- a. Mortgage 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
 - (2) Loan-backed and structured securities recognized other-than-temporary impairments (OTTI) totaling less than \$1 million for the six months ended June 30, 2012 and 2011.
 - (3) Refer to Note 36 "Impairment Listing for Loan-Backed and Structured Securities" for CUSIP level detail of impaired structured securities (present value of cash flows is less than cost or amortized cost), including securities with a recognized OTTI for noninterest related declines for which an interest related impairment has not yet been recognized.
 - (4) As of June 30, 2012, investments in structured and loan-backed securities that had unrealized losses, which were not recognized in earnings, had a fair value of \$24 million. Securities in an unrealized loss position for less than 12 months had a fair value of \$7 million and unrealized losses of less than \$1 million. Securities in an unrealized loss position greater than 12 months had a fair value of \$17 million and unrealized losses of \$1 million. These securities were categorized as industrial and miscellaneous.
 - (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

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

As discussed in Note 2b "Adoption of new accounting standards," the Company implemented a new standard in 2012 pertaining to accounting requirements for income taxes, SSAP No. 101. Based on the RBC Reporting Entity Table, the Company continues to admit DTAs using the 3 years/15 percent of surplus admission rule. The Company has concluded that there is no cumulative effect of adopting this standard.

Note 10 – Information Concerning Parent, Subsidiaries and Affiliates - No significant changes

Note 11 – Debt - No significant changes

Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans - No significant changes

Note 13 – Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations - 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 from time to time in litigation arising in and out of the normal course of business, which seeks both compensatory and punitive damages. 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.

- 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 United States (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 - 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 to enhance the Company's yield on its investment portfolio.
 - (2) The Company did not sell any securities with the NAIC Designation 3 or below for the six months ended June 30, 2012 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

Note 20 – Fair Value Measurements

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

| | June 30, 2012 | | | | |
|---|-------------------|---------------|---------|---------|---------|
| | Carrying Value | Fair Value | Level 1 | Level 2 | Level 3 |
| (In Millions) | | | | | |
| Financial assets: | | | | | |
| Bonds | | | | | |
| U. S. government and agencies | \$ 4 | \$ 4 | \$ - | \$ 4 | \$ - |
| Industrial and miscellaneous | 141 | 147 | - | 128 | 19 |
| Parent, subsidiaries and affiliates | 6 | 6 | - | 6 | - |
| Mortgage loans - residential | 6 | 6 | - | - | 6 |
| Cash, cash equivalents and short-term investments | 80 | 80 | (1) | 81 | - |
| Separate account assets | 4,156 | 4,202 | 773 | 3,399 | 30 |
| Financial liabilities: | | | | | |
| Investment-type insurance contracts | | | | | |
| Individual annuity investment contracts | 3 | 3 | - | - | 3 |
| Supplementary investment contracts | 5 | 5 | - | - | 5 |

For the six months ended June 30, 2012, there were no significant changes to the Company's valuation techniques.

NOTES TO FINANCIAL STATEMENTS

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

| | June 30, 2012 | | | |
|--|---------------|----------|---------|----------|
| | Level 1 | Level 2 | Level 3 | Total |
| | (In Millions) | | | |
| Financial assets: | | | | |
| Cash equivalents and | | | | |
| short-term investments ⁽¹⁾ | \$ - | \$ 81 | \$ - | \$ 81 |
| Separate account assets ⁽²⁾ | 770 | 2,381 | - | 3,151 |
| Total financial assets carried | | | | |
| at fair value | \$ 770 | \$ 2,462 | \$ - | \$ 3,232 |

⁽¹⁾ Does not include cash less than \$(1) million.

⁽²⁾ \$1,005 million of book value separate account assets are not carried at fair value and therefore, not included in this table.

For the six months ended June 30, 2012 there were no transfers between Level 1 and Level 2. Any necessary transfers would have occurred at the beginning of the period.

The Company did not have any Level 3 financial instruments that are carried at fair value as of June 30, 2012.

Note 21 – Other Items

- a. Extraordinary items - No significant changes
- b. Troubled debt restructuring - No significant changes
- c. Other disclosures - No significant changes
- d. Reasonably possible uncollectible balances - No significant changes
- e. Business interruption insurance recoveries - No significant changes
- f. State transferrable tax credits - No significant changes
- g. Subprime mortgage related risk exposure:
 - (1-2) No significant changes
 - (3) Direct exposure through other investments:

Residential mortgage-backed securities risk exposure:

As of June 30, 2012 and December 31, 2011, the Company did not have any direct subprime exposure through the purchases of unsecuritized whole-loan pools.

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:

| Alt-A: | June 30, 2012 | | | Six Months Ended June 30, 2012 |
|--|----------------|-------------------|---------------|--------------------------------------|
| | Actual Cost | Carrying Value | Fair Value | OTTI |
| | (In Millions) | | | |
| a. Residential mortgage-backed securities | \$ 9 | \$ 6 | \$ 6 | \$ - |
| b. Commercial mortgage-backed securities | - | - | - | - |
| c. Collateralized debt obligations | - | - | - | - |
| d. Structured securities | - | - | - | - |
| e. Equity investment in subsidiary and controlled affiliates | - | - | - | - |
| f. Other assets | - | - | - | - |
| g. Total | \$ 9 | \$ 6 | \$ 6 | \$ - |

| Subprime: | June 30, 2012 | | | Six Months Ended June 30, 2012 |
|--|----------------|-------------------|---------------|--------------------------------------|
| | Actual Cost | Carrying Value | Fair Value | OTTI |
| | (In Millions) | | | |
| a. Residential mortgage-backed securities | \$ 6 | \$ 3 | \$ 3 | \$ - |
| b. Commercial mortgage-backed securities | - | - | - | - |
| c. Collateralized debt obligations | - | - | - | - |
| d. Structured securities | - | - | - | - |
| e. Equity investment in subsidiary and controlled affiliates | - | - | - | - |
| f. Other assets | - | - | - | - |
| g. Total | \$ 6 | \$ 3 | \$ 3 | \$ - |

NOTES TO FINANCIAL STATEMENTS

| Alt-A: | December 31, 2011 | | | Year Ended December 31, 2011 |
|--|-------------------|-------------------|---------------|------------------------------------|
| | Actual Cost | Carrying Value | Fair Value | OTTI |
| | (In Millions) | | | |
| a. Residential mortgage-backed securities | \$ 9 | \$ 7 | \$ 6 | \$ (1) |
| b. Commercial mortgage-backed securities | - | - | - | - |
| c. Collateralized debt obligations | - | - | - | - |
| d. Structured securities | - | - | - | - |
| e. Equity investment in subsidiary and controlled affiliates | - | - | - | - |
| f. Other assets | - | - | - | - |
| g. Total | \$ 9 | \$ 7 | \$ 6 | \$ (1) |

| Subprime: | December 31, 2011 | | | Year Ended December 31, 2011 |
|--|-------------------|-------------------|---------------|------------------------------------|
| | Actual Cost | Carrying Value | Fair Value | OTTI |
| | (In Millions) | | | |
| a. Residential mortgage-backed securities | \$ 7 | \$ 3 | \$ 3 | \$ - |
| b. Commercial mortgage-backed securities | - | - | - | - |
| c. Collateralized debt obligations | - | - | - | - |
| d. Structured securities | - | - | - | - |
| e. Equity investment in subsidiary and controlled affiliates | - | - | - | - |
| f. Other assets | - | - | - | - |
| g. Total | \$ 7 | \$ 3 | \$ 3 | \$ - |

(4) The Company has no underwriting exposure to subprime mortgage risk through Mortgage Guaranty or Financial Guaranty insurance coverage.

h. Retained asset accounts – No significant changes

i. Risks related to credit markets:

Credit risk is the risk that issuers of investments owned by the Company may default or that other parties may not be able to pay amounts due to the Company. The Company attempts to manage its investments to limit credit risk by diversifying its portfolio among various security types and industry sectors as well as purchasing credit default swaps to transfer some of the risk.

Since late 2006, declining U.S. housing prices led to higher delinquency and loss rates, reduced credit availability, and reduced liquidity in the residential loan and securities markets. The decline in housing prices was precipitated by several years of rising residential mortgage rates, relaxed underwriting standards by residential mortgage loan originators and substantial growth in affordable mortgage products including pay option adjustable rate mortgages and interest only loans.

The downturn in housing prices caused a decline in the credit performance of RMBS with unprecedented borrower defaults. Market pricing was affected both by the deterioration in fundamentals as well as by the reduced liquidity and higher risk premium demanded by investors. Housing prices moved sideways for several years but recently have shown signs of forming a solid bottom. Liquidation rates and foreclosure resolutions remain low but management is starting to see 'cash buyers' come in to buy homes as they sense the bottom is at hand. Liquidity for securities was weak for most of 2011 but 2012 has seen increased liquidity and trading activity as market participants focus on relative value and the scarcity of paper due to a lack of new issuance. Liquidity has improved most for higher quality bonds with predictable cash flows while there is still a dearth of liquidity for the most distressed securities.

The second quarter of 2012 saw a continuation of the Eurozone crisis, with two Greek elections, the bailouts of Spanish banks and finally a European Union summit meeting which agreed to a roadmap for broader Eurozone banking and fiscal coordination. Even against this backdrop, the average secondary price of leveraged loans in Europe was marginally up from the previous quarter. Underlying concerns over the macroeconomic outlook and debt burden of certain parts of the Eurozone remain significant, but the Company's direct exposure on loans to companies in these countries is limited. While progress has been made, the extent of refinancing required in the European loan market over the next three years remains relatively significant and uncertainty over the sources of this refinancing may lead to an increase in default rates going forward.

As of June 30, 2012, the Company's general account held securities issued by entities domiciled within Ireland and Spain which collectively accounted for slightly more than 1% of invested assets. These holdings are highly diversified and are entirely comprised of investment grade-rated (NAIC) debt securities issued predominantly by domestic utilities and corporations with large global operations. Within these countries, the Company did not have any sovereign debt exposure and it did not hold any domestic bank-issued securities.

Note 22 – Events Subsequent

The Company has evaluated subsequent events through August 8, 2012, the date the financial statements were available to be issued, and no 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) If all reinsurance agreements were terminated by either party as of June 30, 2012, the resulting reduction in surplus due to loss of reinsurance reserve credits net of unearned premium would be approximately \$13 million, assuming no return of the assets backing these reserves from the reinsurer to the Company. The corresponding resulting reduction in surplus as of December 31, 2011 was \$19 million.

In 2012, the Company recaptured YRT life reinsurance treaties from several different reinsurers. The recaptures reduced premiums paid to reinsurers by \$3 million and reinsurance reserves ceded by \$8 million.

Reinsurance amounts included in premium income in the Summary of Operations were as follows:

| | Six Months Ended | |
|-------------------|------------------|--------------|
| | June 30, | |
| | 2012 | 2011 |
| | (In Millions) | |
| Direct premium | \$ 17 | \$ 23 |
| Premium ceded | (4) | (8) |
| Total net premium | <u>\$ 13</u> | <u>\$ 15</u> |

Reinsurance amounts included in the Liabilities, Surplus and Other Funds were as follows:

| | June 30, | December 31, |
|----------------------|---------------|--------------|
| | 2012 | 2011 |
| | (In Millions) | |
| Reinsurance reserves | | |
| Ceded | \$ (26) | \$ (34) |

- (2) No significant changes

b. The Company did not write off any reinsurance balances.

c. The Company did not commute any ceded reinsurance.

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 Deposit-Type 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

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State Life Insurance Company
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 |
|--------------------|---|-----------------------|----------------------------|---------------------|-------------------|---------------------------|------------------|
| June 30, 2012 | \$ 1,884,017.51 | \$ - | \$ 1,884,017.51 | \$ 1,845,692.12 | \$ (38,325.39) | \$ 1,845,692.12 | \$ 1,521,643.03 |
| March 31, 2012 | 3,900,635.45 | - | 3,900,635.45 | 3,788,244.00 | (112,391.45) | 3,788,244.00 | 3,066,813.39 |
| December 31, 2011 | 3,900,657.97 | - | 3,900,657.97 | 3,740,566.23 | (160,091.74) | 3,740,566.23 | 3,217,415.48 |
| September 30, 2011 | 2,070,736.56 | - | 2,070,736.56 | 2,014,120.98 | (56,615.58) | 2,014,120.98 | 1,664,098.87 |
| June 30, 2011 | 4,933,708.07 | - | 4,933,708.07 | 4,626,546.26 | (307,161.81) | 4,626,546.26 | 3,860,445.21 |
| March 31, 2011 | 3,031,095.16 | - | 3,031,095.16 | 2,949,182.01 | (81,913.15) | 2,949,182.01 | 2,370,633.14 |
| December 31, 2010 | 2,843,612.77 | - | 2,843,612.77 | 2,795,485.61 | (48,127.16) | 2,795,485.61 | 2,189,660.73 |
| September 30, 2010 | 3,666,522.50 | - | 3,666,522.50 | 3,544,040.19 | (122,482.31) | 3,544,040.19 | 2,935,439.96 |
| June 30, 2010 | 2,331,449.06 | - | 2,331,449.06 | 2,200,016.30 | (131,432.76) | 2,200,016.30 | 1,658,548.15 |
| March 31, 2010 | 3,606,733.30 | - | 3,606,733.30 | 3,269,443.64 | (337,289.66) | 3,269,443.64 | 2,259,716.96 |
| December 31, 2009 | 4,888,306.08 | - | 4,888,306.08 | 4,101,772.99 | (786,533.09) | 4,101,772.99 | 2,994,613.30 |
| September 30, 2009 | 10,338,098.79 | 207,960.30 | 10,546,059.09 | 9,768,287.29 | (777,771.80) | 9,768,287.29 | 6,661,983.49 |
| Totals | \$ 47,395,573.22 | \$ 207,960.30 | \$ 47,603,533.52 | \$ 44,643,397.62 | \$ (2,960,135.90) | \$ 44,643,397.62 | \$ 34,401,011.71 |

The following is the impairment listing for loan-backed and structured securities for the three months ended June 30, 2012:

| CUSIPS | Amortized Cost | Cumulative | Amortized Cost | Projected Cash | Recognized | Amortized Cost | Fair Value |
|-----------|-----------------|------------|-----------------|-----------------|----------------|-----------------|-----------------|
| 12667GS20 | \$ 196,456.67 | \$ - | \$ 196,456.67 | \$ 193,562.99 | \$ (2,893.68) | \$ 193,562.99 | \$ 149,998.92 |
| 12669FW82 | 70,562.41 | - | 70,562.41 | 70,253.21 | (309.20) | 70,253.21 | 54,418.81 |
| 251510FB4 | 83,436.88 | - | 83,436.88 | 82,006.62 | (1,430.26) | 82,006.62 | 65,444.98 |
| 41161PQU0 | 269,660.57 | - | 269,660.57 | 266,440.59 | (3,219.98) | 266,440.59 | 200,381.05 |
| 45254NPU5 | 179,761.01 | - | 179,761.01 | 161,991.32 | (17,769.69) | 161,991.32 | 142,656.02 |
| 45660NQ24 | 36,415.36 | - | 36,415.36 | 36,242.79 | (172.57) | 36,242.79 | 29,786.33 |
| 45660NT96 | 7,353.70 | - | 7,353.70 | 7,311.57 | (42.13) | 7,311.57 | 5,797.35 |
| 589929X29 | 380,460.80 | - | 380,460.80 | 374,783.57 | (5,677.23) | 374,783.57 | 316,155.76 |
| 68383NCA9 | 264,893.16 | - | 264,893.16 | 258,668.42 | (6,224.74) | 258,668.42 | 227,654.39 |
| 76110GE23 | 395,016.95 | - | 395,016.95 | 394,431.04 | (585.91) | 394,431.04 | 329,349.42 |
| Totals | \$ 1,884,017.51 | \$ - | \$ 1,884,017.51 | \$ 1,845,692.12 | \$ (38,325.39) | \$ 1,845,692.12 | \$ 1,521,643.03 |

The following is the impairment listing for loan-backed and structured securities for the three months ended March 31, 2012:

| CUSIPS | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|-----------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|-----------------|
| 07325YAB4 | \$ 410,142.60 | \$ - | \$ 410,142.60 | \$ 379,387.96 | \$ (30,754.64) | \$ 379,387.96 | \$ 172,681.54 |
| 1248RHAD9 | 530,737.46 | - | 530,737.46 | 507,320.20 | (23,417.26) | 507,320.20 | 340,418.00 |
| 12667GS20 | 208,987.00 | - | 208,987.00 | 202,305.58 | (6,681.42) | 202,305.58 | 160,858.67 |
| 12667GWF6 | 247,905.38 | - | 247,905.38 | 239,838.87 | (8,066.51) | 239,838.87 | 204,925.34 |
| 12669FW82 | 74,815.10 | - | 74,815.10 | 74,185.13 | (629.97) | 74,185.13 | 59,409.49 |
| 22540VG71 | 23,485.87 | - | 23,485.87 | 23,430.11 | (55.76) | 23,430.11 | 22,705.91 |
| 23332UAC8 | 59,401.12 | - | 59,401.12 | 58,244.58 | (1,156.54) | 58,244.58 | 45,149.21 |
| 251510FB4 | 92,233.64 | - | 92,233.64 | 84,863.73 | (7,369.91) | 84,863.73 | 69,059.95 |
| 41161PFR9 | 55,897.01 | - | 55,897.01 | 53,947.93 | (1,949.08) | 53,947.93 | 48,545.15 |
| 41161PQU0 | 280,074.55 | - | 280,074.55 | 278,496.68 | (1,577.87) | 278,496.68 | 209,699.32 |
| 41161PSK0 | 151,256.70 | - | 151,256.70 | 150,154.43 | (1,102.27) | 150,154.43 | 109,124.62 |
| 45254NPU5 | 192,140.18 | - | 192,140.18 | 183,764.05 | (8,376.13) | 183,764.05 | 148,689.45 |
| 45660NQ24 | 37,861.41 | - | 37,861.41 | 37,292.96 | (568.45) | 37,292.96 | 30,674.51 |
| 68383NCA9 | 287,067.53 | - | 287,067.53 | 272,302.44 | (14,765.09) | 272,302.44 | 245,539.87 |
| 76110GG62 | 504,889.65 | - | 504,889.65 | 504,521.24 | (368.41) | 504,521.24 | 493,013.57 |
| 76110GV40 | 393,801.77 | - | 393,801.77 | 390,324.35 | (3,477.42) | 390,324.35 | 393,737.28 |
| 76110GZQ7 | 283,924.15 | - | 283,924.15 | 283,608.53 | (315.62) | 283,608.53 | 257,644.32 |
| 92922FNW4 | 66,014.33 | - | 66,014.33 | 64,255.23 | (1,759.10) | 64,255.23 | 54,937.19 |
| Totals | \$ 3,900,635.45 | \$ - | \$ 3,900,635.45 | \$ 3,788,244.00 | \$ (112,391.45) | \$ 3,788,244.00 | \$ 3,066,813.39 |

The following is the impairment listing for loan-backed and structured securities for the three months ended December 31, 2011:

| CUSIPS | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|-----------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|-----------------|
| 06050HKX5 | \$ 51,017.44 | \$ - | \$ 51,017.44 | \$ 29,032.93 | \$ (21,984.51) | \$ 29,032.93 | \$ 35,662.25 |
| 12667GS20 | 220,382.68 | - | 220,382.68 | 215,434.94 | (4,947.74) | 215,434.94 | 141,763.75 |
| 12667GWF6 | 272,227.93 | - | 272,227.93 | 255,004.43 | (17,223.50) | 255,004.43 | 172,870.88 |
| 152314MJ6 | 240,867.90 | - | 240,867.90 | 195,062.66 | (45,805.24) | 195,062.66 | 205,639.80 |
| 22540VG71 | 24,144.61 | - | 24,144.61 | 23,892.44 | (252.17) | 23,892.44 | 23,066.42 |
| 23332UAC8 | 62,270.57 | - | 62,270.57 | 60,575.18 | (1,695.39) | 60,575.18 | 40,839.01 |
| 41161PFR9 | 59,402.54 | - | 59,402.54 | 59,223.69 | (178.85) | 59,223.69 | 47,324.43 |
| 41161PQU0 | 298,031.66 | - | 298,031.66 | 290,248.64 | (7,783.02) | 290,248.64 | 198,451.48 |
| 41161PSK0 | 156,889.45 | - | 156,889.45 | 154,301.19 | (2,588.26) | 154,301.19 | 116,566.01 |
| 45254NPU5 | 201,367.77 | - | 201,367.77 | 195,146.89 | (6,220.88) | 195,146.89 | 154,664.98 |
| 45660LCN7 | 101,750.29 | - | 101,750.29 | 99,330.85 | (2,419.44) | 99,330.85 | 80,643.92 |
| 45660NQ24 | 38,699.82 | - | 38,699.82 | 38,694.38 | (5.44) | 38,694.38 | 28,394.03 |
| 589929X29 | 397,423.84 | - | 397,423.84 | 396,229.47 | (1,194.37) | 396,229.47 | 332,683.88 |
| 76110GE23 | 441,834.01 | - | 441,834.01 | 436,308.43 | (5,525.58) | 436,308.43 | 402,975.43 |
| 76110GG62 | 517,560.45 | - | 517,560.45 | 514,464.57 | (3,095.88) | 514,464.57 | 502,419.26 |
| 76110GV40 | 423,503.74 | - | 423,503.74 | 402,058.78 | (21,444.96) | 402,058.78 | 398,945.92 |
| 76110GZQ7 | 307,245.86 | - | 307,245.86 | 296,240.28 | (11,005.58) | 296,240.28 | 270,023.78 |
| 86359AEH2 | 15,953.65 | - | 15,953.65 | 10,562.07 | (5,391.58) | 10,562.07 | 11,925.89 |
| 92922FNW4 | 70,083.76 | - | 70,083.76 | 68,754.41 | (1,329.35) | 68,754.41 | 52,554.36 |
| Totals | \$ 3,900,657.97 | \$ - | \$ 3,900,657.97 | \$ 3,740,566.23 | \$ (160,091.74) | \$ 3,740,566.23 | \$ 3,217,415.48 |

NOTES TO FINANCIAL STATEMENTS

The following is the impairment listing for loan-backed and structured securities for the three months ended September 30, 2011:

| CUSIPS | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|-----------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|-----------------|
| 06050HKX5 | \$ 73,054.33 | \$ - | \$ 73,054.33 | \$ 51,541.03 | \$ (21,513.30) | \$ 51,541.03 | \$ 35,591.62 |
| 12667GS20 | 237,058.73 | - | 237,058.73 | 225,678.51 | (11,380.22) | 225,678.51 | 148,133.23 |
| 12667GW6 | 293,988.28 | - | 293,988.28 | 283,443.39 | (10,544.89) | 283,443.39 | 195,539.90 |
| 12669FW82 | 79,851.70 | - | 79,851.70 | 79,231.97 | (619.73) | 79,231.97 | 64,154.15 |
| 22540VG71 | 24,448.70 | - | 24,448.70 | 24,363.07 | (85.63) | 24,363.07 | 23,249.86 |
| 22540VY55 | 24,708.05 | - | 24,708.05 | 24,419.97 | (288.08) | 24,419.97 | 20,005.77 |
| 251510FB4 | 98,308.52 | - | 98,308.52 | 96,817.16 | (1,491.36) | 96,817.16 | 78,739.20 |
| 41161PFR9 | 60,780.44 | - | 60,780.44 | 60,357.37 | (423.07) | 60,357.37 | 49,165.34 |
| 41161PSK0 | 163,858.19 | - | 163,858.19 | 163,112.74 | (745.45) | 163,112.74 | 125,268.00 |
| 45254NPU5 | 207,179.28 | - | 207,179.28 | 204,146.14 | (3,033.14) | 204,146.14 | 156,143.79 |
| 45660NQ24 | 39,488.75 | - | 39,488.75 | 38,913.01 | (575.74) | 38,913.01 | 29,308.54 |
| 65106FAG7 | 20,164.26 | - | 20,164.26 | 15,722.89 | (4,441.37) | 15,722.89 | 58,370.00 |
| 76110GV40 | 434,540.54 | - | 434,540.54 | 433,536.95 | (1,003.59) | 433,536.95 | 407,928.52 |
| 76110GZQ7 | 313,306.79 | - | 313,306.79 | 312,836.78 | (470.01) | 312,836.78 | 272,500.95 |
| Totals | \$ 2,070,736.56 | \$ - | \$ 2,070,736.56 | \$ 2,014,120.98 | \$ (56,615.58) | \$ 2,014,120.98 | \$ 1,664,098.87 |

The following is the impairment listing for loan-backed and structured securities for the three months ended June 30, 2011:

| CUSIPS | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|-----------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|-----------------|
| 06050HKX5 | \$ 77,717.59 | \$ - | \$ 77,717.59 | \$ 73,955.07 | \$ (3,762.52) | \$ 73,955.07 | \$ 37,632.77 |
| 1248RHAD9 | 591,061.86 | - | 591,061.86 | 512,305.02 | (78,756.84) | 512,305.02 | 353,044.00 |
| 12667GR62 | 161,682.89 | - | 161,682.89 | 159,026.49 | (2,656.40) | 159,026.49 | 117,046.98 |
| 12667GS20 | 250,118.17 | - | 250,118.17 | 242,958.52 | (7,159.65) | 242,958.52 | 163,151.18 |
| 12667GW6 | 322,424.45 | - | 322,424.45 | 301,471.41 | (20,953.04) | 301,471.41 | 228,660.11 |
| 12669FVD2 | 104,454.41 | - | 104,454.41 | 98,456.96 | (5,997.45) | 98,456.96 | 100,554.18 |
| 12669FW82 | 84,076.32 | - | 84,076.32 | 80,839.23 | (3,237.09) | 80,839.23 | 64,797.26 |
| 41161PFR9 | 62,597.15 | - | 62,597.15 | 61,111.04 | (1,486.11) | 61,111.04 | 53,862.17 |
| 41161PQU0 | 313,915.99 | - | 313,915.99 | 310,455.45 | (3,460.54) | 310,455.45 | 247,325.41 |
| 41161PSK0 | 167,162.20 | - | 167,162.20 | 166,560.42 | (601.78) | 166,560.42 | 133,267.80 |
| 45254NPU5 | 218,282.82 | - | 218,282.82 | 210,403.94 | (7,878.88) | 210,403.94 | 158,644.92 |
| 45660NQ24 | 40,397.65 | - | 40,397.65 | 39,889.06 | (508.59) | 39,889.06 | 32,443.68 |
| 61750FAE0 | 107,982.99 | - | 107,982.99 | 101,558.28 | (6,424.71) | 101,558.28 | 92,154.75 |
| 76110GE23 | 457,357.04 | - | 457,357.04 | 451,735.74 | (5,621.30) | 451,735.74 | 383,775.05 |
| 76110GV40 | 474,244.05 | - | 474,244.05 | 449,742.81 | (24,501.24) | 449,742.81 | 423,776.28 |
| 76110GZQ7 | 330,886.88 | - | 330,886.88 | 328,537.26 | (2,349.62) | 328,537.26 | 285,305.89 |
| 76110GZR5 | 240,945.04 | - | 240,945.04 | 197,837.05 | (43,107.99) | 197,837.05 | 203,958.57 |
| 80557BAC8 | 558,983.94 | - | 558,983.94 | 526,365.30 | (32,618.64) | 526,365.30 | 473,890.00 |
| 86358RA23 | 298,143.06 | - | 298,143.06 | 294,253.56 | (3,889.50) | 294,253.56 | 257,460.78 |
| 86358RL88 | 46,923.25 | - | 46,923.25 | 12,038.89 | (34,884.36) | 12,038.89 | 25,347.07 |
| 86358RUQ8 | 24,350.32 | - | 24,350.32 | 7,044.76 | (17,305.56) | 7,044.76 | 24,346.36 |
| Totals | \$ 4,933,708.07 | \$ - | \$ 4,933,708.07 | \$ 4,626,546.26 | \$ (307,161.81) | \$ 4,626,546.26 | \$ 3,860,445.21 |

The following is the impairment listing for loan-backed and structured securities for the three months ended March 31, 2011:

| CUSIPS | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|-----------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|-----------------|
| 06050HKX5 | \$ 82,430.64 | \$ - | \$ 82,430.64 | \$ 78,392.02 | \$ (4,038.62) | \$ 78,392.02 | \$ 38,846.52 |
| 12667GR62 | 177,163.99 | - | 177,163.99 | 167,530.70 | (9,633.29) | 167,530.70 | 127,621.81 |
| 12667GS20 | 262,061.96 | - | 262,061.96 | 258,101.70 | (3,960.26) | 258,101.70 | 172,746.21 |
| 12667GW6 | 339,824.83 | - | 339,824.83 | 332,867.15 | (6,957.68) | 332,867.15 | 237,627.68 |
| 12669FW82 | 86,178.33 | - | 86,178.33 | 85,646.27 | (532.06) | 85,646.27 | 56,691.26 |
| 152314MJ6 | 323,305.82 | - | 323,305.82 | 295,615.48 | (27,690.34) | 295,615.48 | 286,569.23 |
| 41161PQU0 | 329,014.36 | - | 329,014.36 | 320,042.04 | (8,972.32) | 320,042.04 | 261,097.24 |
| 45254NPU5 | 223,644.86 | - | 223,644.86 | 222,401.73 | (1,243.13) | 222,401.73 | 163,297.34 |
| 61750FAE0 | 112,606.25 | - | 112,606.25 | 106,763.14 | (5,843.11) | 106,763.14 | 101,893.00 |
| 68383NCA9 | 330,251.70 | - | 330,251.70 | 324,130.81 | (6,120.89) | 324,130.81 | 235,327.37 |
| 76110GV40 | 489,041.93 | - | 489,041.93 | 487,830.33 | (1,211.60) | 487,830.33 | 434,867.33 |
| 76110GZR5 | 246,682.90 | - | 246,682.90 | 245,366.81 | (1,316.09) | 245,366.81 | 228,956.83 |
| 86358RUQ8 | 28,887.59 | - | 28,887.59 | 24,493.83 | (4,393.76) | 24,493.83 | 25,091.32 |
| Totals | \$ 3,031,095.16 | \$ - | \$ 3,031,095.16 | \$ 2,949,182.01 | \$ (81,913.15) | \$ 2,949,182.01 | \$ 2,370,633.14 |

The following is the impairment listing for loan-backed and structured securities for the three months ended December 31, 2010:

| CUSIP | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|-----------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|-----------------|
| 12667GR62 | \$ 188,017.70 | \$ - | \$ 188,017.70 | \$ 180,339.62 | \$ (7,678.08) | \$ 180,339.62 | \$ 132,490.63 |
| 12667GS20 | 276,335.44 | - | 276,335.44 | 272,206.94 | (4,128.50) | 272,206.94 | 178,434.19 |
| 12667GW6 | 352,694.28 | - | 352,694.28 | 348,907.42 | (3,786.86) | 348,907.42 | 253,132.08 |
| 41161PFR9 | 66,893.84 | - | 66,893.84 | 66,857.20 | (36.64) | 66,857.20 | 52,383.83 |
| 41161PQU0 | 349,784.52 | - | 349,784.52 | 337,936.44 | (11,848.08) | 337,936.44 | 252,777.23 |
| 45254NPU5 | 231,028.25 | - | 231,028.25 | 229,395.42 | (1,632.83) | 229,395.42 | 167,356.60 |
| 45660LCN7 | 124,469.55 | - | 124,469.55 | 118,097.88 | (6,371.67) | 118,097.88 | 93,323.79 |
| 61750FAE0 | 112,613.40 | - | 112,613.40 | 112,307.99 | (305.41) | 112,307.99 | 101,696.75 |
| 68383NCA9 | 344,668.84 | - | 344,668.84 | 344,136.56 | (532.28) | 344,136.56 | 242,356.48 |
| 76110GV40 | 501,971.79 | - | 501,971.79 | 500,911.13 | (1,060.66) | 500,911.13 | 445,205.17 |
| 76110GZR5 | 257,287.83 | - | 257,287.83 | 255,047.45 | (2,240.38) | 255,047.45 | 245,588.19 |
| 86358RUQ8 | 37,847.33 | - | 37,847.33 | 29,341.56 | (8,505.77) | 29,341.56 | 24,915.79 |
| Totals | \$ 2,843,612.77 | \$ - | \$ 2,843,612.77 | \$ 2,795,485.61 | \$ (48,127.16) | \$ 2,795,485.61 | \$ 2,189,660.73 |

NOTES TO FINANCIAL STATEMENTS

The following is the impairment listing for loan-backed and structured securities for the three months ended September 30, 2010:

| CUSIP | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|-----------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|-----------------|
| 05948JAA0 | \$ 6,694.15 | \$ - | \$ 6,694.15 | \$ 6,424.55 | \$ (269.60) | \$ 6,424.55 | \$ 5,172.18 |
| 06050HKY3 | 1,744.67 | - | 1,744.67 | 1,260.76 | (483.91) | 1,260.76 | 28,892.43 |
| 12667GR62 | 197,432.80 | - | 197,432.80 | 193,481.68 | (3,951.12) | 193,481.68 | 131,786.60 |
| 12667GS20 | 288,829.72 | - | 288,829.72 | 284,748.85 | (4,080.87) | 284,748.85 | 176,676.64 |
| 12667GVF6 | 388,554.95 | - | 388,554.95 | 356,180.26 | (32,374.69) | 356,180.26 | 237,504.74 |
| 12669EH33 | 20,722.94 | - | 20,722.94 | 19,482.30 | (1,240.64) | 19,482.30 | 17,368.51 |
| 12669FW82 | 93,926.76 | - | 93,926.76 | 90,384.29 | (3,542.47) | 90,384.29 | 60,989.79 |
| 22540VG71 | 26,311.24 | - | 26,311.24 | 26,015.09 | (296.15) | 26,015.09 | 24,400.18 |
| 22541NFL8 | 337,698.01 | - | 337,698.01 | 342,575.15 | 4,877.14 | 342,575.15 | 383,854.56 |
| 23332UAC8 | 75,417.48 | - | 75,417.48 | 74,660.80 | (756.68) | 74,660.80 | 51,347.86 |
| 251510FB4 | 118,057.35 | - | 118,057.35 | 110,106.59 | (7,950.76) | 110,106.59 | 92,394.80 |
| 41161PQU0 | 368,748.24 | - | 368,748.24 | 355,633.54 | (13,114.70) | 355,633.54 | 245,135.48 |
| 45254NKD8 | 692.12 | - | 692.12 | - | (692.12) | - | - |
| 45254NPU5 | 240,878.77 | - | 240,878.77 | 236,289.36 | (4,589.41) | 236,289.36 | 170,829.40 |
| 45660LCN7 | 130,584.00 | - | 130,584.00 | 128,448.77 | (2,135.23) | 128,448.77 | 81,236.33 |
| 45660NT96 | 9,163.02 | - | 9,163.02 | 9,018.92 | (144.10) | 9,018.92 | 7,221.00 |
| 589929X29 | 527,194.43 | - | 527,194.43 | 492,749.66 | (34,444.77) | 492,749.66 | 426,365.50 |
| 68383NCA9 | 361,702.90 | - | 361,702.90 | 358,656.40 | (3,046.50) | 358,656.40 | 250,474.53 |
| 76110GZR5 | 264,370.47 | - | 264,370.47 | 263,313.00 | (1,057.47) | 263,313.00 | 259,259.95 |
| 79549AYA1 | 131,269.79 | - | 131,269.79 | 120,401.81 | (10,867.98) | 120,401.81 | 130,702.00 |
| 86358RLG0 | 4,711.47 | - | 4,711.47 | 3,445.64 | (1,265.83) | 3,445.64 | 13,891.64 |
| 86359AEH2 | 17,501.08 | - | 17,501.08 | 17,491.24 | (9.84) | 17,491.24 | 84,460.15 |
| 86359ANH2 | 54,316.14 | - | 54,316.14 | 53,271.53 | (1,044.61) | 53,271.53 | 55,475.69 |
| Totals | \$ 3,666,522.50 | \$ - | \$ 3,666,522.50 | \$ 3,544,040.19 | \$ (122,482.31) | \$ 3,544,040.19 | \$ 2,935,439.96 |

The following is the impairment listing for loan-backed and structured securities for the three months ended June 30, 2010:

| CUSIP | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|-----------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|-----------------|
| 12667GVF6 | \$ 388,945.85 | \$ - | \$ 388,945.85 | \$ 383,588.88 | \$ (5,356.97) | \$ 383,588.88 | \$ 195,107.45 |
| 12669EH33 | 21,077.49 | - | 21,077.49 | 20,481.30 | (596.19) | 20,481.30 | 15,744.79 |
| 12669FW82 | 95,325.75 | - | 95,325.75 | 94,312.57 | (1,013.18) | 94,312.57 | 69,551.17 |
| 251510FB4 | 124,752.41 | - | 124,752.41 | 118,770.49 | (5,981.92) | 118,770.49 | 93,591.72 |
| 589929X29 | 523,837.75 | - | 523,837.75 | 522,722.69 | (1,115.06) | 522,722.69 | 349,167.18 |
| 76110GV40 | 534,433.02 | - | 534,433.02 | 526,241.37 | (8,191.65) | 526,241.37 | 478,513.02 |
| 76110GZR5 | 276,725.79 | - | 276,725.79 | 267,642.14 | (9,083.65) | 267,642.14 | 256,496.32 |
| 79549AYA1 | 153,256.29 | - | 153,256.29 | 136,811.06 | (16,445.23) | 136,811.06 | 85,528.75 |
| 86358RLG0 | 20,536.97 | - | 20,536.97 | 7,659.09 | (12,877.88) | 7,659.09 | 14,025.96 |
| 86358RUQ8 | 38,843.48 | - | 38,843.48 | 38,391.98 | (451.50) | 38,391.98 | 23,586.48 |
| 86359AEH2 | 98,791.17 | - | 98,791.17 | 28,920.03 | (69,871.14) | 28,920.03 | 22,078.77 |
| 86359ANH2 | 54,923.09 | - | 54,923.09 | 54,474.70 | (448.39) | 54,474.70 | 55,156.54 |
| Totals | \$ 2,331,449.06 | \$ - | \$ 2,331,449.06 | \$ 2,200,016.30 | \$ (131,432.76) | \$ 2,200,016.30 | \$ 1,658,548.15 |

The following is the impairment listing for loan-backed and structured securities for the three months ended March 31, 2010:

| CUSIP | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|-----------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|-----------------|
| 05948JAA0 | \$ 6,843.02 | \$ - | \$ 6,843.02 | \$ 6,737.55 | \$ (105.47) | \$ 6,737.55 | \$ 4,909.81 |
| 06050HKX5 | 96,122.63 | - | 96,122.63 | 84,523.93 | (11,598.70) | 84,523.93 | 45,908.59 |
| 06050HKY3 | 81,424.31 | - | 81,424.31 | 3,200.94 | (78,223.37) | 3,200.94 | 25,340.60 |
| 12667GR62 | 215,955.51 | - | 215,955.51 | 207,412.30 | (8,543.21) | 207,412.30 | 129,617.85 |
| 12667GS20 | 304,489.89 | - | 304,489.89 | 296,921.41 | (7,568.48) | 296,921.41 | 171,538.40 |
| 12667GVF6 | 425,337.18 | - | 425,337.18 | 406,372.47 | (18,964.71) | 406,372.47 | 203,178.44 |
| 12669EH33 | 24,313.40 | - | 24,313.40 | 24,090.81 | (222.59) | 24,090.81 | 18,403.05 |
| 12669FW82 | 102,366.14 | - | 102,366.14 | 98,230.33 | (4,135.81) | 98,230.33 | 70,949.48 |
| 22540VG71 | 29,592.14 | - | 29,592.14 | 27,697.74 | (1,894.40) | 27,697.74 | 24,225.07 |
| 22541NFL8 | 400,752.47 | - | 400,752.47 | 361,974.31 | (38,778.16) | 361,974.31 | 373,101.78 |
| 23332UAC8 | 83,022.50 | - | 83,022.50 | 79,790.89 | (3,231.61) | 79,790.89 | 52,486.30 |
| 251510FB4 | 133,995.12 | - | 133,995.12 | 131,441.97 | (2,553.15) | 131,441.97 | 100,874.68 |
| 41161PQU0 | 387,292.05 | - | 387,292.05 | 379,715.70 | (7,576.35) | 379,715.70 | 241,635.95 |
| 45254NKD8 | 95,835.40 | - | 95,835.40 | 94,293.56 | (1,541.84) | 94,293.56 | 78,754.85 |
| 45254NPU5 | 256,989.37 | - | 256,989.37 | 256,422.74 | (566.63) | 256,422.74 | 171,655.76 |
| 45660LCN7 | 152,222.81 | - | 152,222.81 | 138,074.61 | (14,148.20) | 138,074.61 | 80,941.57 |
| 45660NT96 | 11,603.17 | - | 11,603.17 | 9,872.61 | (1,730.56) | 9,872.61 | 6,802.14 |
| 576433GW0 | 71,414.89 | - | 71,414.89 | 32,166.12 | (39,248.77) | 32,166.12 | 21,801.90 |
| 669884AF5 | 997.49 | - | 997.49 | 892.47 | (105.02) | 892.47 | 2,522.34 |
| 68383NCA9 | 390,026.01 | - | 390,026.01 | 387,656.96 | (2,369.05) | 387,656.96 | 267,649.61 |
| 79549AYA1 | 184,513.43 | - | 184,513.43 | 158,622.29 | (25,891.14) | 158,622.29 | 86,161.19 |
| 86358RLG0 | 59,896.66 | - | 59,896.66 | 24,498.54 | (35,398.12) | 24,498.54 | 27,300.91 |
| 86358RSJ7 | 32,846.86 | - | 32,846.86 | 1,314.39 | (31,532.47) | 1,314.39 | 10,283.45 |
| 86359ANH2 | 58,880.85 | - | 58,880.85 | 57,519.00 | (1,361.85) | 57,519.00 | 43,673.24 |
| Totals | \$ 3,606,733.30 | \$ - | \$ 3,606,733.30 | \$ 3,269,443.64 | \$ (337,289.66) | \$ 3,269,443.64 | \$ 2,259,716.96 |

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. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 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). 12/20/2010
- 6.4 By what department or departments?
State of Connecticut Insurance Department
- 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 [X] No [] N/A []
- 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, LLC | Boston, 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 [X] 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 [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 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 [X] 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 [X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:\$
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 [X] 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 | \$ 7,393,802 | \$ 6,352,824 |
| 14.22 Preferred Stock | \$ | \$ |
| 14.23 Common Stock | \$ | \$ |
| 14.24 Short-Term Investments | \$ | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ | \$ |
| 14.26 All Other | \$ | \$ |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ 7,393,802 | \$ 6,352,824 |
| 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 [X]
- 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.

GENERAL INTERROGATORIES

16. 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 []
- 16.1 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 |

- 16.2 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) |
|--------------|------------------|------------------------------|
| | | |

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

- 16.4 If yes, give full information relating thereto:

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

- 16.5 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 |
|--------------------------------------|--------------------------------------|---|
| # 106006 | Babson Capital Management, LLC | 1500 Main Street, Springfield, MA 01115 |

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []

- 17.2 If no, list exceptions:

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 | \$ |
| 1.12 | Residential Mortgages | \$ 5,724,258 |
| 1.13 | Commercial Mortgages | \$ |
| 1.14 | Total Mortgages in Good Standing | \$ 5,724,258 |
| 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) | \$ 5,724,258 |
| 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 | % |
| 2.2 | A&H cost containment percent | % |
| 2.3 | A&H expense percent excluding cost containment expenses | % |
| 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 JUNE 30, 2012 OF THE MML Bay State Life Insurance Company

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

| 1 NAIC Company Code | 2 Federal ID Number | 3 Effective Date | 4 Name of Reinsurer | 5 Domiciliary Jurisdiction | 6 Type of Reinsurance Ceded | 7 Is Insurer Authorized? (Yes or No) |
|------------------------------|---------------------------|------------------------|------------------------|-------------------------------|--------------------------------------|---|
| NONE | | | | | | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State Life Insurance Company

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

| 1 | Direct Business Only | | | | | | |
|--|----------------------|-----|------------|--------|---|------------|-------------------------|
| | 2 | 3 | 4 | 5 | 6 | 7 | |
| Life Contracts | | | | | | | Life Insurance Premiums |
| States, Etc. | Active Status | | | | | | |
| 1. Alabama | AL | L | 181,921 | | | 181,921 | |
| 2. Alaska | AK | L | 14,790 | | | 14,790 | |
| 3. Arizona | AZ | L | 518,746 | | | 518,746 | |
| 4. Arkansas | AR | L | 24,801 | | | 24,801 | |
| 5. California | CA | L | 2,900,940 | | | 2,900,940 | |
| 6. Colorado | CO | L | 435,745 | 630 | | 436,375 | |
| 7. Connecticut | CT | L | 366,611 | | | 366,611 | |
| 8. Delaware | DE | L | 36,305 | | | 36,305 | |
| 9. District of Columbia | DC | L | 91,526 | | | 91,526 | |
| 10. Florida | FL | L | 1,177,954 | | | 1,177,954 | |
| 11. Georgia | GA | L | 489,215 | | | 489,215 | |
| 12. Hawaii | HI | L | 136,438 | | | 136,438 | |
| 13. Idaho | ID | L | 40,126 | | | 40,126 | |
| 14. Illinois | IL | L | 904,788 | | | 904,788 | |
| 15. Indiana | IN | L | 429,071 | | | 429,071 | |
| 16. Iowa | IA | L | 479,151 | 900 | | 480,051 | |
| 17. Kansas | KS | L | 249,272 | | | 249,272 | |
| 18. Kentucky | KY | L | 242,912 | 7,040 | | 249,952 | |
| 19. Louisiana | LA | L | 273,990 | | | 273,990 | |
| 20. Maine | ME | L | 135,292 | | | 135,292 | |
| 21. Maryland | MD | L | 834,705 | | | 834,705 | |
| 22. Massachusetts | MA | L | 621,306 | | | 621,306 | |
| 23. Michigan | MI | L | 1,296,670 | | | 1,296,670 | |
| 24. Minnesota | MN | L | 281,114 | | | 281,114 | |
| 25. Mississippi | MS | L | 146,211 | | | 146,211 | |
| 26. Missouri | MO | L | 425,253 | | | 425,253 | |
| 27. Montana | MT | L | 200,520 | | | 200,520 | |
| 28. Nebraska | NE | L | 299,407 | 3,900 | | 303,307 | |
| 29. Nevada | NV | L | 228,020 | | | 228,020 | |
| 30. New Hampshire | NH | L | 137,703 | | | 137,703 | |
| 31. New Jersey | NJ | L | 1,016,802 | 600 | | 1,017,402 | |
| 32. New Mexico | NM | L | 56,190 | | | 56,190 | |
| 33. New York | NY | N | 77,573 | | | 77,573 | |
| 34. North Carolina | NC | L | 697,933 | | | 697,933 | |
| 35. North Dakota | ND | L | 5,197 | | | 5,197 | |
| 36. Ohio | OH | L | 836,482 | | | 836,482 | |
| 37. Oklahoma | OK | L | 585,065 | | | 585,065 | |
| 38. Oregon | OR | L | 304,800 | | | 304,800 | |
| 39. Pennsylvania | PA | L | 1,292,400 | 400 | | 1,292,800 | |
| 40. Rhode Island | RI | L | 160,763 | | | 160,763 | |
| 41. South Carolina | SC | L | 476,354 | | | 476,354 | |
| 42. South Dakota | SD | L | 26,270 | | | 26,270 | |
| 43. Tennessee | TN | L | 490,646 | 3,000 | | 493,646 | |
| 44. Texas | TX | L | 2,103,684 | | | 2,103,684 | |
| 45. Utah | UT | L | 235,727 | | | 235,727 | |
| 46. Vermont | VT | L | 88,736 | 600 | | 89,336 | |
| 47. Virginia | VA | L | 1,058,225 | | | 1,058,225 | |
| 48. Washington | WA | L | 519,646 | | | 519,646 | |
| 49. West Virginia | WV | L | 136,851 | | | 136,851 | |
| 50. Wisconsin | WI | L | 251,603 | 1,800 | | 253,403 | |
| 51. Wyoming | WY | L | 19,190 | | | 19,190 | |
| 52. American Samoa | AS | N | | | | | |
| 53. Guam | GU | N | | | | | |
| 54. Puerto Rico | PR | N | | | | | |
| 55. U.S. Virgin Islands | VI | N | 89 | | | 89 | |
| 56. Northern Mariana Islands | MP | N | | | | | |
| 57. Canada | CN | N | 47 | | | 47 | |
| 58. Aggregate Other Aliens | OT | XXX | 86,767 | | | 86,767 | |
| 59. Subtotal | (a) | 50 | 24,127,543 | 18,870 | | 24,146,413 | |
| 90. Reporting entity contributions for employee benefits plans | | XXX | | | | | |
| 91. Dividends or refunds applied to purchase paid-up additions and annuities | | XXX | | | | | |
| 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 | 100,771 | | | 100,771 | |
| 94. Aggregate or other amounts not allocable by State | | XXX | | | | | |
| 95. Totals (Direct Business) | | XXX | 24,228,314 | 18,870 | | 24,247,184 | |
| 96. Plus Reinsurance Assumed | | XXX | | | | | |
| 97. Totals (All Business) | | XXX | 24,228,314 | 18,870 | | 24,247,184 | |
| 98. Less Reinsurance Ceded | | XXX | 11,739,408 | | | 11,739,408 | |
| 99. Totals (All Business) less Reinsurance Ceded | | XXX | 12,488,906 | 18,870 | | 12,507,776 | |
| DETAILS OF WRITE-INS | | | | | | | |
| 5801. Other foreign | | XXX | 86,767 | | | 86,767 | |
| 5802. | | XXX | | | | | |
| 5803. | | XXX | | | | | |
| 5898. Summary of remaining write-ins for Line 58 from overflow page | | XXX | | | | | |
| 5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above) | | XXX | 86,767 | | | 86,767 | |
| 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 |
| CV Apts, LLC | 04-1590850 | | Delaware |
| PL-Apts, LLC* | 26-3911113 | | 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 |
| MML Distributors LLC* | 04-3356880 | | Massachusetts |
| MML Mezzanine Investor, LLC | 04-1590850 | | 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 | None | | Delaware |
| MSC Holding Company, LLC | 45-4376777 | | Delaware |
| MassMutual Holding MSC, Inc. | 04-3341767 | | Massachusetts |
| 1279342 Ontario Limited | None | | Canada |
| MassMutual Holding LLC | 04-2854319 | | Delaware |
| MassMutual Assignment Company | 06-1597528 | | North Carolina |
| MassMutual Capital Partners LLC | None | | Delaware |
| MML Investors Services, LLC | 04-2746212 | | Massachusetts |
| MML Insurance Agency, LLC | 04-3109325 | | Massachusetts |
| MMLISI Financial Alliances, LLC | 41-2011634 | | Delaware |
| MML Plan Solutions, LLC | None | | 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 |
| MassMutual Services 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 Trustees Limited | None | | Hong Kong |
| Protective Capital (International) Limited | None | | Hong Kong |
| MassMutual Europe, S.A. | None | | Luxembourg |
| MassMutual Life Insurance Company | None | | Japan |
| Kamakura (GP) Ltd. | None | | Cayman Islands |
| 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 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 | 04-3223145 | | Delaware |
| Cornerstone Real Estate Advisers Europe Securities B.V. | 98-0590849 | | Netherlands |
| Cornerstone Real Estate Advisers Inc. | 04-3238351 | | California |
| 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 |
| Cornerstone Managing Director Europe LLC | None | | Delaware |
| 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 |
| Whitney Street Finance, LLC | 26-1183315 | | 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 |
| Babson Capital Loan Partners I GP, LLC | 51-0504477 | | Delaware |
| Benton Street Advisors, Inc. | 98-0536233 | | Cayman Islands |
| Blue-Chip Multi-Strategy Management LLC | 04-1590850 | | Delaware |
| Credit Strategies Management LLC | 04-1590850 | | Delaware |

*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> |
|---|-----------------------|---------------------|--------------------------|
| Loan Strategies Management LLC | 04-1590850 | | Delaware |
| Mezzco LLC | 04-1590850 | | Delaware |
| Mezzco II LLC | 02-0767001 | | Delaware |
| Mezzco III LLC | 41-2280126 | | 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 Institutional Asset Management, Inc. | 13-4160541 | | New York |
| OFI Trust Company | 13-3459790 | | New York |
| HarbourView Asset Management Corporation | 22-2697140 | | New York |
| Trinity Investment Management Corporation | 25-1951632 | | Pennsylvania |
| Shareholder Financial Services, Inc. | 84-1128397 | | Colorado |
| Shareholder Services, Inc. | 84-1066811 | | Colorado |
| Centennial Asset Management Corporation | 84-0765063 | | Delaware |
| OFI Private Investments, Inc. | 91-2036414 | | New York |
| OppenheimerFunds International, Ltd. | None | | Ireland |
| 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 | None | | Delaware |
| Tremont (Bermuda) Limited | None | | Bermuda |
| MassMutual Baring Holding LLC | None | | Delaware |
| Baring Asset Management 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 (Japan) Limited | 98-0236449 | | Japan |
| Baring Asset Management (Australia) Pty Limited | 98-0457456 | | Australia |

*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> |
|--|-----------------------|---------------------|--------------------------|
| Baring International Fund Managers (Ireland) Limited | 98-0524272 | | Ireland |
| Baring Asset Management (CI) Limited | 98-0524275 | | Guernsey |
| Baring SICE (Taiwan) Limited | 98-0457707 | | Taiwan ROC |
| Baring France SAS | 98-0497550 | | France |
| Baring Korea Limited | None | | South Korea |
| 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 |
| Invicta Advisors LLC | 56-2574604 | | Delaware |
| Jefferies Finance LLC* | 27-0105644 | | Delaware |
| MML Private Equity Fund Investor 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 Core Fixed Income Fund L.P.* | 27-3524082 | | Delaware |
| Babson Capital Floating Rate Income Fund, L.P.* | 27-3330830 | | Delaware |
| Babson Capital Loan Partners I, L.P.* | None | | Cayman Islands |
| Babson Capital Loan Strategies Fund, L.P.* | 37-1506417 | | Delaware |
| Babson Capital Total Return Fund L.P.* | 27-3524290 | | Delaware |
| Babson CLO Ltd. 2004-I | None | | Cayman Islands |
| Babson CLO Ltd. 2004-II | None | | Cayman Islands |
| Babson CLO Ltd. 2005-I | None | | Cayman Islands |
| Babson CLO Ltd. 2005-II | None | | Cayman Islands |
| Babson CLO Ltd. 2005-III* | None | | Cayman Islands |

*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> |
|--|-----------------------|---------------------|--------------------------|
| 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. 2008-II | None | | Cayman Islands |
| Babson CLO Ltd. 2011-I | None | | Cayman Islands |
| Babson CLO Ltd. 2012-I | None | | Cayman Islands |
| Babson Credit Strategies Fund, L.P.* | 83-0476803 | | Delaware |
| Babson Loan Opportunity CLO, Ltd. | None | | Cayman Islands |
| 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 |
| Blue Chip Multi-Strategy Fund L.P.* | 74-3182902 | | Delaware |
| 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 |
| Great Lakes II LLC* | 71-1018134 | | Delaware |
| Great Lakes LLC* | 56-2505390 | | Delaware |
| Hampden CBO Ltd | None | | Cayman Islands |
| Invicta Holdings LLC | 56-2574568 | | Massachusetts |
| Loan Strategies Funding LLC | None | | Cayman Islands |
| Malin CLO B.V. | None | | United Kingdom |
| Newton CDO Ltd | None | | Cayman Islands |
| Osprey CDO 2006-1 | 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 |
| Simsbury CDO, Limited | None | | Cayman Islands |
| Somerset Special Opportunities Fund L.P.* | 20-8856877 | | Delaware |
| Suffield CLO, Limited | None | | Cayman Islands |

*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> |
|---|-----------------------|---------------------|--------------------------|
| Summit Lake CLO, Ltd. | None | | Cayman Islands |
| 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 |
| Victoria Falls CLO, Ltd. | None | | Cayman Islands |
| Vinacasa CLO, Ltd. | None | | Cayman Islands |
| Whately CDO, Ltd. | None | | Cayman Islands |
| Winterset Capital Partners, L.P.* | None | | Cayman Islands |
| 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 Focused EAFE Equity Fund* | 11-3789446 | | Delaware |
| Baring Focused International Equity Fund | 01-0850479 | | 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 |
| Multi-Employer Global Aggregate Diversified Portfolio | 26-1896226 | | Delaware |
| Cornerstone Affiliates & Funds: | | | |
| 11 Fan Pier Boulevard Member LLC | 90-0728785 | | Connecticut |
| 12-18 West 55th Street Predevelopment, LLC* | 20-2548283 | | Connecticut |
| 21 West 86 LLC* | 45-5257904 | | Connecticut |
| 50 Northern Avenue Member LLC | 80-0729557 | | Connecticut |
| 555 YVR LLC | 20-5481477 | | Connecticut |
| 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 | None | | Connecticut |
| Cornerstone Apartment Fund I, LLC | 06-1595820 | | Connecticut |
| Cornerstone Apartment Venture III, LLC | 20-5786329 | | Delaware |
| Cornerstone Austin Industrial LP | 20-5775782 | | Texas |
| Cornerstone Austin Park Central I LP | 56-2639862 | | Texas |
| Cornerstone Core Mortgage Fund I LP | 27-1701733 | | Delaware |
| Cornerstone Core Mortgage Venture I LP | 27-1701622 | | Delaware |
| Cornerstone Eldridge Park II LP | 26-1244346 | | Texas |
| Cornerstone Fort Pierce Development LLC | 56-2630592 | | Connecticut |
| Cornerstone Global REIT Corporation* | 20-8730751 | | Delaware |
| Cornerstone Holding LP | 20-5578165 | | Connecticut |
| Cornerstone Hotel Income and Equity Fund II (PF) LP | 26-1528817 | | Delaware |

*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> |
|--|-----------------------|---------------------|--------------------------|
| Cornerstone Patriot Non-REIT Holding LLC | 20-5567494 | | Connecticut |
| Cornerstone Real Estate Fund VIII (PF) LP | 27-5209432 | | Delaware |
| Cornerstone Real Estate Fund VIII LP | 27-0547156 | | Delaware |
| CREA Juanita Village LLC* | 20-4224383 | | Connecticut |
| CREA/Legacy Federal Way LLC | 26-1816861 | | Connecticut |
| CREA/LYON West Gateway, LLC* | 26-2399532 | | Connecticut |
| CREA/Nexus Anaheim Corners Holdings LLC | 27-2934589 | | Connecticut |
| CREA/PPC Venture LLC | 20-0348173 | | Connecticut |
| CREA/Windstar Dublin-Pleasanton LLC* | 20-4087568 | | Connecticut |
| CREA/XISC Torrance Industrial LLC* | 90-0789078 | | Connecticut |
| Fallon Cornerstone One MPD LLC* | 26-1611591 | | Connecticut |
| Fan Pier Development LLC | 20-3347091 | | Connecticut |
| Flower Mound Warehouse* | 20-4834392 | | Texas |
| Gallery Place Equity LLC | 11-3677334 | | Connecticut |
| Great Oak Apartments LLC* | 54-2029484 | | Connecticut |
| Hanover Preferred Facility LLC* | 20-8298948 | | Delaware |
| Johnston Groves LLC | 20-4819358 | | Connecticut |
| Kierland AZ LLC* | 27-4592707 | | Connecticut |
| MassMutual Boston Capital Mezzanine Partners II LP* | 20-4570515 | | Connecticut |
| Metropolitan At Lorton* | 20-5984759 | | Connecticut |
| Riva Portland LLC | 30-0713071 | | Connecticut |
| Sawgrass Village Shopping Center LLC* | 27-2977720 | | Connecticut |
| Stonebriar Frisco MM LLC | 45-2628608 | | Connecticut |
| UK LIW Manager LLC | 45-4606547 | | Connecticut |
| UK LIW Member LLC | 45-4606547 | | Connecticut |
| Washington Gateway Apartments Venture LLC* | 45-5401109 | | Connecticut |
| Waterford Development Associates | 20-2970495 | | Pennsylvania |
| Wesley Chapel Theaters LLC* | 26-2384708 | | Connecticut |
| 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 |
| 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 International Bond Fund | 26-1345534 | | 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 |

*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 Select Funds: | | | |
| 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 Indexed Equity Fund | 04-3410047 | | 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 Growth Fund | 04-3584141 | | Massachusetts |
| MassMutual Select Small Company Value Fund | 04-3584140 | | Massachusetts |
| MML Series Investment Funds: | | | |
| MML China Fund | 26-2997893 | | Massachusetts |
| MML Focused Equity Fund Class I | 45-3612851 | | Massachusetts |
| MML Fundamental Growth Fund Class I | 45-3612938 | | Massachusetts |
| MML Fundamental Value Fund Class I | 27-2959469 | | Massachusetts |
| MML PIMCO Total Return Fund Class I | 27-2959552 | | Massachusetts |
| MassMutual RetireSMART Funds: | | | |
| MassMutual RetireSMART 2015 Fund | 27-1933828 | | Massachusetts |
| MassMutual RetireSMART 2025 Fund | 27-1933753 | | Massachusetts |
| MassMutual RetireSMART 2035 Fund | 27-1933389 | | Massachusetts |
| MassMutual RetireSMART 2045 Fund | 27-1932769 | | Massachusetts |
| MassMutual RetireSMART In Retirement Fund | 03-0532464 | | Massachusetts |
| MassMutual RetireSMART Growth Fund | 45-1618222 | | Massachusetts |
| Oppenheimer Funds: | | | |
| HarbourView CLO 2006-1 Limited | None | | Cayman Islands |
| OFI Institutional Commodities Strategy Fund II, LLC | 26-1143312 | | Delaware |
| Oppenheimer Absolute Return Fund | 61-1504919 | | Massachusetts |
| Oppenheimer Capital Appreciation Fund | 13-3054122 | | Massachusetts |
| Oppenheimer Main Street Fund | 84-1073463 | | Massachusetts |
| Oppenheimer Real Estate Fund | 22-3849391 | | Massachusetts |
| Oppenheimer Short Duration Fund | 27-5013457 | | Massachusetts |
| Rye Select Broad Market Prime | 13-3949688 | | Delaware |

*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 JUNE 30, 2012 OF THE MML Bay State 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 | Domi-ciliary 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 | UIP | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0435 | CM Life Ins Co | .93432 | 06-1041383 | | | | C.M. Life Insurance Company MML Bay State Life Insurance Company | CT | UDP | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0435 | MML Baystate Life Ins Co | .70416 | 43-0581430 | | 0000924777 | | | CT | | C.M. Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 06-1041383 | | | | CML Mezzanine Investor, LLC | DE | NIA | C.M. Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 06-1041383 | | | | CML Mezzanine Investor L, LLC | DE | NIA | C.M. Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 06-1041383 | | | | CML Mezzanine Investor III, LLC | DE | NIA | C.M. Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 06-1041383 | | | | CML Re Finance LLC | DE | NIA | C.M. Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | MML Mezzanine Investor L, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | CV Apts, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 26-3911113 | | | | PL-Apts, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .92.200 | MMLIC | |
| .0000 | | | 26-3911113 | | | | PL-Apts, LLC | DE | NIA | C.M. Life Insurance Company | Ownership | .7.800 | MMLIC | |
| .0000 | | | 04-1590850 | | | | CB-Apts, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 26-4441097 | | | | WP-SC, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .81.400 | MMLIC | |
| .0000 | | | 26-4441097 | | | | WP-SC, LLC | DE | NIA | C.M. Life Insurance Company | Ownership | .18.600 | MMLIC | |
| .0000 | | | 04-1590850 | | | | MSP-SC, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 27-1435692 | | | | Country Club Office Plaza LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .88.100 | MMLIC | |
| .0000 | | | 27-1435692 | | | | Country Club Office Plaza LLC | DE | NIA | C.M. Life Insurance Company | Ownership | .11.900 | MMLIC | |
| .0000 | | | 04-3356880 | | 0000943903 | | MML Distributors LLC | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .99.000 | MMLIC | |
| .0000 | | | 04-3356880 | | 0000943903 | | MML Distributors LLC | MA | NIA | MassMutual Holding LLC | Ownership | .1.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | MML Mezzanine Investor, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 06-1563535 | 2881445 | 0001103653 | | The MassMutual Trust Company, FSB | US | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | MMC Equipment Finance LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 26-0073611 | | | | MassMutual Asset Finance LLC | DE | NIA | MMC Equipment Finance LLC | Ownership | .99.600 | MMLIC | |
| .0000 | | | 26-0073611 | | | | MassMutual Asset Finance LLC | DE | NIA | C.M. Life Insurance Company | Ownership | .0.400 | MMLIC | |
| .0000 | | | 20-1217159 | | | | Winmark Limited Funding, LLC | DE | NIA | MassMutual Asset Finance LLC | Ownership | .100.000 | MMLIC | |
| .0000 | | | 27-1379258 | | | | MMAF Equipment Finance LLC 2009-A | DE | NIA | MassMutual Asset Finance LLC | Ownership | .100.000 | MMLIC | |
| .0000 | | | 45-2589019 | | | | MMAF Equipment Finance LLC 2011-A | DE | NIA | MassMutual Asset Finance LLC | Ownership | .100.000 | MMLIC | |
| .0000 | | | | | | | MML Private Placement Investment Company I, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 45-4376777 | | | | MSC Holding Company, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 04-3341767 | | | | MassMutual Holding MSC, Inc. | MA | NIA | MSC Holding Company, LLC | Ownership | .100.000 | MMLIC | |
| .0000 | | | | | | | 1279342 Ontario Limited | CN | NIA | MassMutual Holding MSC, Inc. | Ownership | .100.000 | MMLIC | |
| .0000 | | | 04-2854319 | 2392316 | | | MassMutual Holding LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 06-1597528 | | | | MassMutual Assignment Company | NC | NIA | MassMutual Holding LLC | Ownership | .100.000 | MMLIC | |
| .0000 | | | | | 0001399869 | | MassMutual Capital Partners LLC | DE | NIA | MassMutual Holding LLC | Ownership | .100.000 | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | Domi-ciliary 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 | | | 04-2746212 | | 0000701059 | | MML Investors Services, LLC | MA | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3109325 | | | | MML Insurance Agency, LLC | MA | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 41-2011634 | | 0001456663 | | MML ISI Financial Alliances, LLC | DE | NIA | MassMutual Holding LLC | Ownership | 51.000 | MMLIC | |
| .0000 | | | | | | | MML Plan Solutions, LLC | DE | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3313782 | | | | MassMutual International LLC | DE | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Asia Limited | HK | JA | MassMutual International LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Asia Investors Ltd. | HK | NIA | MassMutual Asia Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Guardian Limited | HK | NIA | MassMutual Asia Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Insurance Consultants Limited | HK | NIA | MassMutual International LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Services Limited | HK | NIA | MassMutual Asia Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Trustees Limited | HK | NIA | MassMutual Asia Limited | Ownership | 80.000 | MMLIC | |
| .0000 | | | | | | | Protective Capital (International) Limited | HK | NIA | MassMutual Asia Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Europe, S.A. | LU | JA | MassMutual International LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Life Insurance Company | JP | JA | MassMutual International LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | | Cayman Islands | | | | | | |
| .0000 | | | | | | | Kamakura (GP) Ltd. | | NIA | MassMutual International LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Internacional (Chile) SpA | | | | | | | |
| .0000 | | | | | | | | CL | NIA | MassMutual International LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual (Chile) Limitada | CL | NIA | MassMutual International LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Compania de Seguros CorpVida S.A. | CL | NIA | MassMutual International LLC | Ownership | 33.500 | MMLIC | |
| .0000 | | | 45-4000072 | | | | MM Asset Management Holding LLC | DE | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 51-0504477 | | 0000009015 | | Babson Capital Management LLC | DE | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3238351 | | 0000930012 | | Babson Capital Securities LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0437588 | | | | Babson Capital Guernsey Limited | GG | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0432153 | | | | Babson Capital Europe Limited | GB | NIA | Babson Capital Guernsey Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine GP III Limited | GB | NIA | Babson Capital Europe Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Almack Holding Partnership GP Limited | | | | | | | |
| .0000 | | | | | | | | GB | NIA | Babson Capital Europe Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund Limited | GB | NIA | Babson Capital Europe Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund II Limited | GB | NIA | Babson Capital Europe Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Babson Capital Global Advisors Limited | GB | NIA | Babson Capital Europe Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Babson Capital Japan KK | JP | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3223145 | 3456895 | 0001379495 | | Cornerstone Real Estate Advisers LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0590849 | | | | Cornerstone Real Estate Advisers Europe Securities B.V. | NL | NIA | Cornerstone Real Estate Advisers LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3238351 | 3456895 | 0001011148 | | Cornerstone Real Estate Advisers Inc. | CA | NIA | Cornerstone Real Estate Advisers LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Cornerstone Real Estate UK Holdings Limited | DE | NIA | Cornerstone Real Estate Advisers LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0654401 | | | | Cornerstone Real Estate UK (No. 2) Limited | GB | NIA | Cornerstone Real Estate UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0654388 | | | | Cornerstone Real Estate Advisers Europe LLP | GB | NIA | Cornerstone Real Estate UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0654412 | | | | Cornerstone Real Estate Advisers Europe Finance LLP | GB | NIA | Cornerstone Real Estate UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Cornerstone Managing Director Europe LLC | DE | NIA | Cornerstone Real Estate Advisers LLC | Ownership | 100.000 | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | Domi-ciliary 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 Capital Asia Limited | HK | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Babson Capital Australia Holding Company Pty Ltd. | AU | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Babson Capital Australia Pty Ltd. | AU | NIA | Babson Capital Australia Holding Company Pty Ltd. | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Babson Capital Cornerstone Asia Limited | HK | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | Wood Creek Capital Management LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 26-3115362 | | | | Wood Creek Index Company, LLC | DE | NIA | Wood Creek Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 26-1183315 | | | | Whitney Street Finance, LLC | DE | NIA | Wood Creek Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | 0001501011 | | Babson Capital Floating Rate Income Fund Management, LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 27-3523916 | | 0001503878 | | Babson Capital Core Fixed Income Management LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 27-3524203 | | 0001503879 | | Babson Capital Total Return Management LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 51-0504477 | | | | Babson Capital Loan Partners I GP, LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0536233 | | | | Benton Street Advisors, Inc. | Cayman Islands | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | Blue-Chip Multi-Strategy Management LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | Credit Strategies Management LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | Loan Strategies Management LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | Mezzco LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 02-0767001 | | | | Mezzco II LLC | DE | NIA | Babson Capital Management LLC | Ownership | 98.400 | MMLIC | |
| .0000 | | | 41-2280126 | | | | Mezzco III LLC | DE | NIA | Babson Capital Management LLC | Ownership | 99.300 | MMLIC | |
| .0000 | | | 90-0666326 | | | | Mezzco Australia LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 51-0504477 | | | | Babson Capital Cornerstone Managing Director Asia LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | Somerset Special Opportunities Management LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | Winterset Management LLC | DE | NIA | Babson Capital Management LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 84-1149206 | 2897101 | | | Oppenheimer Acquisition Corp. | DE | NIA | MassMutual Holding LLC | Ownership | 99.500 | MMLIC | |
| .0000 | | | 13-2527171 | 2679183 | 0000820031 | | OppenheimerFunds, Inc. | CO | NIA | Oppenheimer Acquisition Corp. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 13-2953455 | | 0000276541 | | OppenheimerFunds Distributor, Inc. | NY | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 84-1106295 | | | | Oppenheimer Real Asset Management Inc. | DE | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 13-4160541 | 3458125 | 0001179479 | | OFI Institutional Asset Management, Inc. | NY | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 13-3459790 | 2914875 | | | OFI Trust Company | NY | NIA | OFI Institutional Asset Management, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 22-2697140 | | | | HarbourView Asset Management Corporation | NY | NIA | OFI Institutional Asset Management, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 25-1951632 | | 0000099782 | | Trinity Investment Management Corporation | PA | NIA | OFI Institutional Asset Management, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 84-1128397 | | 0000857468 | | Shareholder Financial Services, Inc. | CO | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 84-1066811 | | 0000276398 | | Shareholder Services, Inc. | CO | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 84-0765063 | | 0001041674 | | Centennial Asset Management Corporation | DE | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 91-2036414 | | 0001179480 | | OFI Private Investments, Inc. | NY | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | Domi-ciliary 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 | | | | | | | OppenheimerFunds International, Ltd. | IE | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 62-1210532 | | | | Tremont Group Holdings, Inc. | NY | NIA | Oppenheimer Acquisition Corp. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 06-1121864 | | 0000764139 | | Tremont Partners, Inc. | CT | NIA | Tremont Group Holdings, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Tremont Capital Management (Ireland) Limited | IE | NIA | Tremont Group Holdings, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 20-8215352 | | | | Tremont GP, Inc. | DE | NIA | Tremont Group Holdings, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Settlement Agent LLC | DE | NIA | Tremont Group Holdings, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Tremont (Bermuda) Limited | BM | NIA | Tremont Group Holdings, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Baring Holding LLC | DE | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0241935 | 2363071 | | | Baring Asset Management LLC | MA | NIA | MassMutual Baring Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual Holdings (Bermuda) Limited | BM | NIA | MassMutual Baring Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0241935 | | | | MassMutual Holdings (Bermuda) Limited | BM | NIA | MassMutual Holdings (Bermuda) Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Asset Management Limited | GB | NIA | MassMutual Holdings (Bermuda) Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0457328 | | | | Baring International Investment Limited | GB | NIA | Baring Asset Management Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring International Investment Management Holdings | GB | NIA | Baring Asset Management Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0457587 | | | | Baring Asset Management UK Holdings Limited | GB | NIA | Baring International Investment Management Holdings | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Asset Management GmbH | Germany | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0465031 | | | | Baring Asset Management (Asia) Holdings Limited | HK | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring International Fund Managers (Bermuda) Limited | BM | NIA | Baring Asset Management (Asia) Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0457465 | | | | Baring Asset Management (Asia) Limited | HK | NIA | Baring Asset Management (Asia) Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Asset Management (Japan) Limited | JP | NIA | Baring Asset Management (Asia) Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0236449 | | | | Baring Asset Management (Australia) Pty Limited | AU | NIA | Baring Asset Management (Asia) Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring International Fund Managers (Ireland) Limited | IE | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0524272 | | | | Baring Asset Management (CI) Limited | GG | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring SICE (Taiwan) Limited | TW | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0457707 | | | | Baring France SAS | FR | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Korea Limited | KR | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0457586 | | | | Baring Fund Managers Limited | GB | NIA | Baring Asset Management Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0457574 | | | | Baring Pension Trustees Limited | GB | NIA | Baring Asset Management Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0457578 | | | | Baring Investment Services Limited | GB | NIA | Baring Asset Management Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | MassMutual International Holding MSC, Inc. | MA | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3548444 | | | | First Mercantile Trust Company | TN | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 62-0951563 | 1160004 | 0001259664 | | HYP Management LLC | DE | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3324233 | | | | MML Realty Management Corporation | MA | NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-2443240 | | | | | | | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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|------------|------------|-------------------|-------------------|--------------|------------|--|--|-----------------------|----------------------------------|--|--|--|--|----|
| 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 | Domi-ciliary 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 | | | 27-0607263 | | | | WW-Apts, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | MML Mezzanine Investor II, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | MML Mezzanine Investor III, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 27-3576835 | | | | MassMutual External Benefits Group LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | MML Re Finance LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-1590850 | | | | MP-Apts, LLC | DE | NIA | 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 | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 20.900 | MMLIC | |
| .0000 | | | 56-2574604 | | | | Invicta Advisors LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 45.000 | 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 | | | | | 0000067160 | | MML Private Equity Fund Investor LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund I LP | GB | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 39.800 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund I LP | GB | NIA | C.M. Life Insurance Company | Ownership | 4.600 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund I LP | GB | NIA | Babson Capital Europe Limited | Management | | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund II Unleveraged LP | GB | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 72.900 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund II Unleveraged LP | GB | NIA | Babson Capital Europe Limited | Management | | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund III LP | GB | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 35.400 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund III LP | GB | NIA | C.M. Life Insurance Company | Ownership | 2.600 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund III LP | GB | NIA | Babson Capital Europe Limited | Management | | MMLIC | |
| .0000 | | | 55-0886109 | | 0001321302 | | Babson Capital High Yield LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 53.400 | MMLIC | |
| .0000 | | | 55-0886109 | | 0001321302 | | Babson Capital High Yield LLC | DE | NIA | C.M. Life Insurance Company | Ownership | 6.400 | MMLIC | |
| .0000 | | | 55-0886109 | | 0001321302 | | Babson Capital High Yield LLC | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
| .0000 | | | | | 0001503878 | | Babson Capital Core Fixed Income Fund L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | 0001503878 | | Babson Capital Core Fixed Income Fund L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
| .0000 | | | | | 0001521404 | | Babson Capital Floating Rate Income Fund, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 24.300 | MMLIC | |
| .0000 | | | | | 0001521404 | | Babson Capital Floating Rate Income Fund, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
| .0000 | | | | | | | Babson Capital Loan Partners I, L.P. | Cayman Islands | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 11.600 | MMLIC | |
| .0000 | | | | | | | Babson Capital Loan Partners I, L.P. | Cayman Islands | NIA | Babson Capital Management LLC | Management | | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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|------------|------------|-------------------|-------------------|--------------|-----|--|---|-----------------------|----------------------------------|--|--|--|--|----|
| 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 | Domi-ciliary 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 | | | 37-1506417 | | | | Babson Capital Loan Strategies Fund, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .78.300 | MMLIC | 2 |
|0000 | | | 37-1506417 | | | | Babson Capital Loan Strategies Fund, L.P. | DE | NIA | C.M. Life Insurance Company | Ownership | 3.800 | MMLIC | 2 |
|0000 | | | 37-1506417 | | | | Babson Capital Loan Strategies Fund, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | 2 |
|0000 | | | 27-3524290 | | | | Babson Capital Total Return Fund L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
|0000 | | | 27-3524290 | | | | Babson Capital Total Return Fund L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2004-I | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2004-II | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2005-I | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2005-II | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2005-III | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | 3 |
|0000 | | | | | | | Babson CLO Ltd. 2005-III | Islands | NIA | MassMutual Holding LLC | Influence | | MMLIC | 3 |
|0000 | | | | | | | Babson CLO Ltd. 2006-I | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2006-II | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2007-I | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2008-II | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2011-I | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson CLO Ltd. 2012-I | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | 83-0476803 | | | | Babson Credit Strategies Fund, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.200 | MMLIC | |
|0000 | | | 83-0476803 | | | | Babson Credit Strategies Fund, L.P. | DE | NIA | C.M. Life Insurance Company | Ownership | | MMLIC | |
|0000 | | | 83-0476803 | | | | Babson Credit Strategies Fund, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | | | | | Babson Loan Opportunity CLO, Ltd. | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Babson Mid-Market CLO Ltd. 2007-II | Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | 98-0536233 | | | | Benton Street Partners I, L.P. | Islands | NIA | MassMutual Holding LLC | Ownership | 93.200 | MMLIC | 4 |
|0000 | | | 98-0536233 | | | | Benton Street Partners I, L.P. | Islands | NIA | Babson Capital Management LLC | Management | | MMLIC | 4 |
|0000 | | | 98-0536233 | | | | Benton Street Partners I, L.P. | Islands | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.200 | MMLIC | 4 |
|0000 | | | 98-0536199 | | | | Benton Street Partners II, L.P. | Islands | NIA | Babson Capital Management LLC | Ownership | 98.800 | MMLIC | 5 |

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STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | Domi-ciliary 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 | | | 74-3182902 | | | | Blue Chip Multi-Strategy Fund L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .91.600 | MMLIC | |
| .0000 | | | 74-3182902 | | | | Blue Chip Multi-Strategy Fund L.P. | DE | NIA | C.M. Life Insurance Company | Ownership | .6.200 | MMLIC | |
| .0000 | | | 74-3182902 | | | | Blue Chip Multi-Strategy Fund L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
| .0000 | | | | | | | Clear Lake CLO, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Connecticut Valley Structured Credit CDO II, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Connecticut Valley Structured Credit CDO III, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Connecticut Valley CLO Fund IV, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Diamond Lake CLO, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | 4007418 | | | Duchess I CDO S.A. | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | 4007445 | | | Duchess III CDO S.A. | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Duchess IV CDO S.A. | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Duchess V CDO S.A. | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | 3981641 | | | Duchess VI CLO B.V. | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | 4007502 | | | Duchess VII CLO B.V. | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Fugu CLO B.V. | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | 6 |
| .0000 | | | | | | | Fugu Credit Plc | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | 6 |
| .0000 | | | 80-0691253 | | 0001517196 | | Gateway Mezzanine Partners I, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .83.100 | MMLIC | |
| .0000 | | | 80-0691253 | | 0001517196 | | Gateway Mezzanine Partners I, L.P. | DE | NIA | C.M. Life Insurance Company | Ownership | .11.300 | MMLIC | |
| .0000 | | | 80-0691253 | | 0001517196 | | Gateway Mezzanine Partners I, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
| .0000 | | | 71-1018134 | | | | Great Lakes II LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .11.000 | MMLIC | |
| .0000 | | | 71-1018134 | | | | Great Lakes II LLC | DE | NIA | C.M. Life Insurance Company | Ownership | .1.000 | MMLIC | |
| .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 | | | | | | | Hampden CBO Ltd | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | 56-2574568 | | | | Invicta Holdings LLC | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .87.000 | MMLIC | |
| .0000 | | | | | | | Loan Strategies Funding LLC | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | 2 |
| .0000 | | | | | | | Main CLO B.V. | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Newton CDO Ltd | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Osprey CDO 2006-1 | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Rockall CLO B.V. | GB | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Saint James River CDO, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Salomon Trust 2001-MM | DE | NIA | Cornerstone Real Estate Advisers LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Sapphire Valley CDO I, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | Domi-ciliary 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 | | | 20-8856877 | | 0001409910 | | Somerset Special Opportunities Fund L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 34.500 | MMLIC | |
|0000 | | | 20-8856877 | | 0001409910 | | Somerset Special Opportunities Fund L.P. | DE | NIA | C.M. Life Insurance Company | Ownership | 2.400 | MMLIC | |
|0000 | | | 20-8856877 | | 0001409910 | | Somerset Special Opportunities Fund L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | | | | | Suffield CLO, Limited | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Summit Lake CLO, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | 04-3722906 | | 0001228752 | | Tower Square Capital Partners, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 27.100 | MMLIC | |
|0000 | | | 04-3722906 | | 0001228752 | | Tower Square Capital Partners, L.P. | DE | NIA | C.M. Life Insurance Company | Ownership | 0.100 | MMLIC | |
|0000 | | | 04-3722906 | | 0001228752 | | Tower Square Capital Partners, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | 04-3722906 | | 0001228752 | | Tower Square Capital Partners, L.P. | DE | NIA | MassMutual Holding LLC | Ownership | 3.500 | MMLIC | |
|0000 | | | 30-0336246 | | 0001345379 | | Tower Square Capital Partners II, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 28.600 | MMLIC | |
|0000 | | | 30-0336246 | | 0001345379 | | Tower Square Capital Partners II, L.P. | DE | NIA | C.M. Life Insurance Company | Ownership | 3.900 | MMLIC | |
|0000 | | | 30-0336246 | | 0001345379 | | Tower Square Capital Partners II, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | 30-0336246 | | 0001345379 | | Tower Square Capital Partners II, L.P. | DE | NIA | MassMutual Holding LLC | Ownership | 0.100 | MMLIC | |
|0000 | | | 32-0160190 | | | | Tower Square Capital Partners II-A, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 75.400 | MMLIC | |
|0000 | | | 32-0160190 | | | | Tower Square Capital Partners II-A, L.P. | DE | NIA | C.M. Life Insurance Company | Ownership | 15.000 | MMLIC | |
|0000 | | | 32-0160190 | | | | Tower Square Capital Partners II-A, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | 41-2280127 | | 0001447547 | | Tower Square Capital Partners III, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | 41-2280127 | | 0001447547 | | Tower Square Capital Partners III, L.P. | DE | NIA | MassMutual Holding LLC | Ownership | 23.500 | MMLIC | |
|0000 | | | 41-2280129 | | 0001447548 | | Tower Square Capital Partners IIIA, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 88.000 | MMLIC | |
|0000 | | | 41-2280129 | | 0001447548 | | Tower Square Capital Partners IIIA, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | | | | | Victoria Falls CLO, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Vinacasa CLO, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Whately CDO, Ltd. | Cayman Islands | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Winterset Capital Partners, L.P. | Cayman Islands | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 75.800 | MMLIC | |
|0000 | | | | | | | Winterset Capital Partners, L.P. | Cayman Islands | NIA | C.M. Life Insurance Company | Ownership | 2.300 | MMLIC | |
|0000 | | | | | | | Winterset Capital Partners, L.P. | Cayman Islands | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | 20-4981369 | | 0001371601 | | Wood Creek Multi Asset Fund, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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|------------|------------|-------------------|-------------------|--------------|------------|--|---|-----------------------|----------------------------------|--|--|--|--|----|
| 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 | Domi-ciliary 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 | | | 20-4981369 | | 0001371601 | | Wood Creek Multi Asset Fund, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
| .0000 | | | 04-1590850 | | | | Wood Creek Venture Fund LLC | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 60.000 | MMLIC | |
| .0000 | | | 45-4184261 | | 0001547286 | | Baring All Country World ex US Equity | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
| .0000 | | | 11-3789446 | | | | Baring Focused EAFE Equity Fund | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 15.600 | MMLIC | |
| .0000 | | | 11-3789446 | | | | Baring Focused EAFE Equity Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
| .0000 | | | 01-0850479 | | 0001443715 | | Baring Focused International Equity Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
| .0000 | | | 30-0607379 | | 0001497049 | | Baring Global Dynamic Asset Allocation Fund | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 31.100 | MMLIC | |
| .0000 | | | 30-0607379 | | 0001497049 | | Baring Global Dynamic Asset Allocation Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
| .0000 | | | 39-2059577 | | 0001491482 | | Baring International Equity Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
| .0000 | | | 26-4142796 | | | | Baring International Small Cap Equity Fund | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 26-4142796 | | | | Baring International Small Cap Equity Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
| .0000 | | | 26-1896226 | | | | Multi-Employer Global Aggregate Diversified Portfolio | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
| .0000 | | | 90-0728785 | | | | 11 Fan Pier Boulevard Member LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 20-2548283 | | | | 12-18 West 55th Street Predevelopment, LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 92.000 | MMLIC | |
| .0000 | | | 20-2548283 | | | | 12-18 West 55th Street Predevelopment, LLC | CT | NIA | C.M. Life Insurance Company | Ownership | 8.000 | MMLIC | |
| .0000 | | | 45-5257904 | | | | 21 West 86 LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 95.000 | MMLIC | |
| .0000 | | | 45-5257904 | | | | 21 West 86 LLC | CT | NIA | C.M. Life Insurance Company | Ownership | 5.000 | MMLIC | |
| .0000 | | | 80-0729557 | | | | 50 Northern Avenue Member LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 20-5481477 | | | | 555 YVR LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 45-2779931 | | | | AT Mid-Atlantic Office Portfolio LLC | DE | NIA | 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 | Ownership | 10.000 | MMLIC | |
| .0000 | | | 20-4570515 | | 0001362970 | | Babson Mezzanine Realty Investors I | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 35.800 | MMLIC | |
| .0000 | | | 20-4570515 | | 0001362970 | | Babson Mezzanine Realty Investors I | DE | NIA | C.M. Life Insurance Company | Ownership | 1.900 | MMLIC | |
| .0000 | | | 20-4570515 | | 0001362970 | | Babson Mezzanine Realty Investors I | DE | NIA | Cornerstone Real Estate Advisers LLC | Management | | MMLIC | |
| .0000 | | | 24-1446970 | | 0001362970 | | Babson Mezzanine Realty Investors II | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 80.000 | MMLIC | |
| .0000 | | | 24-1446970 | | 0001362970 | | Babson Mezzanine Realty Investors II | DE | NIA | Cornerstone Real Estate Advisers LLC | Management | | MMLIC | |
| .0000 | | | | | | | CHC/RFP VI Core LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 06-1595820 | | | | Cornerstone Apartment Fund I, LLC | CT | NIA | Cornerstone Real Estate Advisers LLC | Influence | | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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|------------|------------|-------------------|-------------------|--------------|------------|--|---|-----------------------|----------------------------------|--|--|--|--|----|
| 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 | Domi-ciliary 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 | | | 20-5786329 | | 0001386622 | | Cornerstone Apartment Venture III, LLC | DE | NIA | Cornerstone Real Estate Advisers LLC | Influence | | MMLIC | |
| .0000 | | | 56-2639862 | | | | Cornerstone Austin Industrial LP | TX | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .65.000 | MMLIC | |
| .0000 | | | 56-2639862 | | | | Cornerstone Austin Park Central I LP | TX | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .32.000 | MMLIC | |
| .0000 | | | 27-1701733 | | | | Cornerstone Core Mortgage Fund I LP | DE | NIA | Cornerstone Real Estate Advisers LLC | Management | | MMLIC | |
| .0000 | | | 27-1701622 | | | | Cornerstone Core Mortgage Venture I LP | DE | NIA | Cornerstone Real Estate Advisers LLC | Ownership | .50.000 | MMLIC | |
| .0000 | | | 26-1244346 | | | | Cornerstone Eldridge Park II LP | TX | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .50.000 | MMLIC | |
| .0000 | | | 56-2630592 | | | | Cornerstone Fort Pierce Development LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .11.000 | MMLIC | |
| .0000 | | | 20-8730751 | | | | Cornerstone Global REIT Corporation | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .92.300 | MMLIC | |
| .0000 | | | 20-8730751 | | | | Cornerstone Global REIT Corporation | DE | NIA | C.M. Life Insurance Company | Ownership | .7.600 | MMLIC | |
| .0000 | | | 20-5578165 | | | | Cornerstone Holding LP | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .47.000 | 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 Patriot Non-REIT Holding LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .46.000 | 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 | | | 20-4224383 | | | | CREA Juanita Village LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .96.000 | MMLIC | |
| .0000 | | | 20-4224383 | | | | CREA Juanita Village LLC | CT | NIA | C.M. Life Insurance Company | Ownership | .4.000 | MMLIC | |
| .0000 | | | 26-1816861 | | | | CREA/Legacy Federal Way LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |
| .0000 | | | 26-2399532 | | | | CREA/LYON West Gateway, LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .90.000 | MMLIC | |
| .0000 | | | 26-2399532 | | | | CREA/LYON West Gateway, LLC | CT | NIA | C.M. Life Insurance Company | Ownership | .10.000 | MMLIC | |
| .0000 | | | 27-2934589 | | | | CREA/Nexus Anaheim Corners Holdings LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .65.000 | MMLIC | |
| .0000 | | | 20-0348173 | | | | CREA/PPC Venture LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .93.000 | MMLIC | |
| .0000 | | | 20-4087568 | | | | CREA/Windstar Dublin-Pleasanton LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .92.000 | MMLIC | |
| .0000 | | | 20-4087568 | | | | CREA/Windstar Dublin-Pleasanton LLC | CT | NIA | C.M. Life Insurance Company | Ownership | .8.000 | MMLIC | |
| .0000 | | | 90-0789078 | | | | CREA/XISC Torrance Industrial LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .88.000 | MMLIC | |
| .0000 | | | 90-0789078 | | | | CREA/XISC Torrance Industrial LLC | CT | NIA | C.M. Life Insurance Company | Ownership | .12.000 | MMLIC | |
| .0000 | | | 26-1611591 | 3956836 | | | Fallon Cornerstone One MPD LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .91.000 | MMLIC | |
| .0000 | | | 26-1611591 | 3956836 | | | Fallon Cornerstone One MPD LLC | CT | NIA | C.M. Life Insurance Company | Ownership | .9.000 | MMLIC | |
| .0000 | | | 20-3347091 | | | | Fan Pier Development LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | .100.000 | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | | | 20-4834392 | | | | Flower Mound Warehouse | TX | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 88.500 | MMLIC | |
| .0000 | | | 20-4834392 | | | | Flower Mound Warehouse | TX | NIA | C.M. Life Insurance Company | Ownership | 11.500 | MMLIC | |
| .0000 | | | 11-3677334 | | | | Gallery Place Equity LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 50.000 | MMLIC | |
| .0000 | | | 54-2029484 | | | | Great Oak Apartments LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 77.000 | MMLIC | |
| .0000 | | | 54-2029484 | | | | Great Oak Apartments LLC | CT | NIA | C.M. Life Insurance Company | Ownership | 23.000 | 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 | |
| .0000 | | | 20-4819358 | | | | Johnston Groves LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 27-4592707 | | | | Kierland AZ LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 79.000 | MMLIC | |
| .0000 | | | 27-4592707 | | | | Kierland AZ LLC | CT | NIA | C.M. Life Insurance Company | Ownership | 21.000 | MMLIC | |
| .0000 | | | 20-4570515 | | | | MassMutual Boston Capital Mezzanine Partners II LP | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 28.500 | MMLIC | |
| .0000 | | | 20-4570515 | | | | MassMutual Boston Capital Mezzanine Partners II LP | CT | NIA | C.M. Life Insurance Company | Ownership | 1.000 | MMLIC | |
| .0000 | | | 20-5984759 | | | | Metropolitan At Lorton | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 93.500 | MMLIC | |
| .0000 | | | 20-5984759 | | | | Metropolitan At Lorton | CT | NIA | C.M. Life Insurance Company | Ownership | 6.500 | MMLIC | |
| .0000 | | | 30-0713071 | | | | Riva Portland LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 27-2977720 | | | | Sawgrass Village Shopping Center LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 84.000 | MMLIC | |
| .0000 | | | 27-2977720 | | | | Sawgrass Village Shopping Center LLC | CT | NIA | C.M. Life Insurance Company | Ownership | 16.000 | MMLIC | |
| .0000 | | | 45-4606547 | | | | UK LIW Manager LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 45-4606547 | | | | UK LIW Member LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 45-5401109 | | | | Washington Gateway Apartments Venture LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 95.000 | MMLIC | |
| .0000 | | | 45-5401109 | | | | Washington Gateway Apartments Venture LLC | CT | NIA | C.M. Life Insurance Company | Ownership | 5.000 | MMLIC | |
| .0000 | | | 20-2970495 | | | | Waterford Development Associates | PA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 90.000 | MMLIC | |
| .0000 | | | 45-2628608 | | | | Stonebriar Frisco MM LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 26-2384708 | | | | Wesley Chapel Theaters LLC | CT | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 90.000 | MMLIC | |
| .0000 | | | 26-2384708 | | | | Wesley Chapel Theaters LLC | CT | NIA | C.M. Life Insurance Company | Ownership | 10.000 | MMLIC | |
| .0000 | | | 45-3168892 | | | 00 | MassMutual Barings Dynamic Allocation Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 93.800 | MMLIC | |
| .0000 | | | 04-3212054 | | 0000927972 | 00 | MassMutual Premier Balanced Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 3.800 | MMLIC | |

13.10

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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|------------|------------|-------------------|-------------------|--------------|------------|--|--|-----------------------|----------------------------------|--|--|--|--|----|
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|0000 | | | 51-0529336 | | 0000927972 | 00 | MassMutual Premier Capital Appreciation Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 5.900 | MMLIC | |
|0000 | | | 04-3277549 | | 0000927972 | 00 | MassMutual Premier Core Bond Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 3.200 | MMLIC | |
|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 | 20.500 | MMLIC | |
|0000 | | | 03-0532475 | | 0000927972 | 00 | MassMutual Premier Inflation-Protected and Income Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 9.100 | MMLIC | |
|0000 | | | 04-3212044 | | 0000927972 | 00 | MassMutual Premier International Equity Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 4.100 | MMLIC | |
|0000 | | | 26-1345534 | | 0000927972 | 00 | MassMutual Premier International Bond Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 99.100 | MMLIC | |
|0000 | | | 04-3224705 | | 0000927972 | 00 | MassMutual Premier Small/Mid Cap Opportunities Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 10.500 | MMLIC | |
|0000 | | | 26-3229251 | | 0000927972 | 00 | MassMutual Premier Strategic Emerging Markets Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 54.200 | MMLIC | |
|0000 | | | 04-3277550 | | 0000927972 | 00 | MassMutual Premier Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 3.500 | 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 | 3.100 | MMLIC | |
|0000 | | | 04-3584138 | | 0000916053 | 00 | MassMutual Select Fundamental Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.100 | MMLIC | |
|0000 | | | 04-3512589 | | 0000916053 | 00 | MassMutual Select Growth Opportunities Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.800 | MMLIC | |
|0000 | | | 04-3410047 | | 0000916053 | 00 | MassMutual Select Indexed Equity Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.800 | MMLIC | |
|0000 | | | 04-3513019 | | 0000916053 | 00 | MassMutual Select Large Cap Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.400 | MMLIC | |
|0000 | | | 04-3512596 | | 0000916053 | 00 | MassMutual Select Mid Cap Growth Equity II Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.800 | MMLIC | |
|0000 | | | 42-1710935 | | 0000916053 | 00 | MassMutual Select Mid-Cap Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.500 | MMLIC | |
|0000 | | | 04-3557000 | | 0000916053 | 00 | MassMutual Select Overseas Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 7.500 | MMLIC | |
|0000 | | | 04-3464205 | | 0000916053 | 00 | MassMutual Select Small Cap Growth Equity Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.900 | MMLIC | |
|0000 | | | 04-3584141 | | 0000916053 | 00 | MassMutual Select Small Company Growth Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
|0000 | | | 04-3584140 | | 0000916053 | 00 | MassMutual Select Small Company Value 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 | | | 45-3612851 | | 0000067160 | | MML Focused Equity Fund Class I | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 23.000 | MMLIC | |
|0000 | | | 45-3612938 | | 0000067160 | | MML Fundamental Growth Fund Class I | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 54.000 | MMLIC | |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | Domi-ciliary 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 | | | 27-2959469 | | 0000067160 | | MML Fundamental Value Fund Class I | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 83.000 | MMLIC | |
| .0000 | | | 27-2959552 | | 0000067160 | | MML PIMCO Total Return Fund Class I | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 10.000 | MMLIC | |
| .0000 | | | 27-1933828 | | 0000916053 | | MassMutual RetireSMART 2015 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 86.000 | MMLIC | |
| .0000 | | | 27-1933753 | | 0000916053 | | MassMutual RetireSMART 2025 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 55.600 | MMLIC | |
| .0000 | | | 27-1933389 | | 0000916053 | | MassMutual RetireSMART 2035 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 62.400 | MMLIC | |
| .0000 | | | 27-1932769 | | 0000916053 | | MassMutual RetireSMART 2045 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 92.500 | MMLIC | |
| .0000 | | | 03-0532464 | | 0000916053 | | MassMutual RetireSMART In Retirement Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 85.900 | MMLIC | |
| .0000 | | | 45-1618222 | | 0000916053 | | MassMutual RetireSMART Growth Fund | MA Cayman Islands | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 53.700 | MMLIC | |
| .0000 | | | | | | | HarbourView CLO 2006-1 Limited OFI Institutional Commodities Strategy Fund II, LLC | DE | NIA | OppenheimerFunds, Inc. | Influence | | MMLIC | |
| .0000 | | | 26-1143312 | | | | Oppenheimer Absolute Return Fund | MA | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 61-1504919 | | | | Oppenheimer Capital Appreciation Fund | MA | NIA | OppenheimerFunds, Inc. | Ownership | 100.000 | MMLIC | |
| .0000 | | | 13-3054122 | | 0000319767 | | Oppenheimer Main Street Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.100 | MMLIC | |
| .0000 | | | 84-1073463 | | 0001116894 | | Oppenheimer Real Estate Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.100 | MMLIC | |
| .0000 | | | 22-3849391 | | 0001163166 | | Oppenheimer Short Duration Fund | MA | NIA | OppenheimerFunds, Inc. | Ownership | 60.900 | MMLIC | |
| .0000 | | | 27-5013457 | | | | Rye Select Broad Market Prime | DE | NIA | Tremont Group Holdings, Inc. | Influence | | MMLIC | |

| Asterisk | Explanation |
|----------|---|
| 1 | Massachusetts Mutual Life Insurance Company owns 19% of the debt of Jefferies Finance LLC |
| 2 | Babson Capital Loan Strategies Fund, L.P. owns 65.3% of the debt of Loan Strategies Funding, LLC |
| 3 | Babson Capital Management LLC is the investment advisor for this fund and MassMutual Holding LLC has an ownership position. |
| 4 | Benton Street I, L.P. ownership percentage of 8.2% includes intercompany ownerships for Babson Credit Strategies Fund, L.P. for 4.3% and Blue Chip Multi-Strategy Fund L.P. for 0.9%. MassMutual Holding LLC also owns a position in Benton Street Partners I, L.P. |
| 5 | The Benton Street II, L.P. ownership percentage of 98.8% includes intercompany ownerships for Babson Capital Loan Strategies Fund, L.P. for 60.6% and Winterset Capital Partners, L.P. for 36.4% |
| 6 | Fugu Credit PLC owns 51% of the debt of Fugu CLO B.V. |

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.

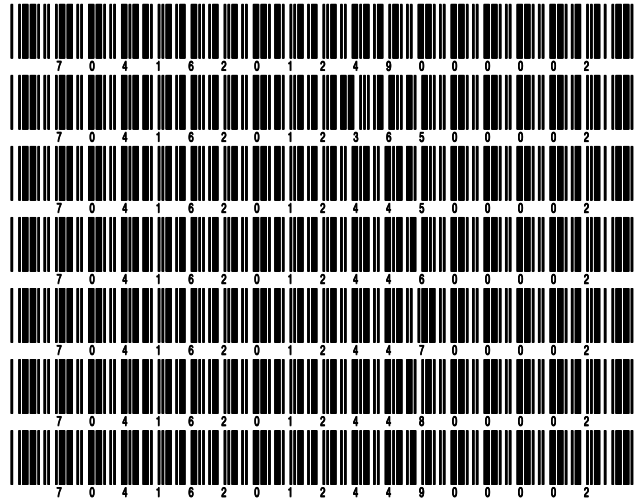
| | Response |
|--|----------|
| 1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? | NO |
| 2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? | NO |
| 3. Will the Reasonableness 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.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

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]



NONE

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 | | |
| 2. Cost of acquired: | | |
| 2.1 Actual cost at time of acquisition | | |
| 2.2 Additional investment made after acquisition | | |
| 3. Current year change in encumbrances | | |
| 4. Total gain (loss) on disposals | | |
| 5. Deduct amounts received on disposals | | |
| 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 | | |
| 9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) | | |
| 10. Deduct total nonadmitted amounts | | |
| 11. Statement value at end of current period (Line 9 minus Line 10) | | |

NONE

SCHEDULE B - VERIFICATION

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 | 6,068,370 | 6,800,884 |
| 2. Cost of acquired: | | |
| 2.1 Actual cost at time of acquisition | | |
| 2.2 Additional investment made after acquisition | 623 | 1,985 |
| 3. Capitalized deferred interest and other | | |
| 4. Accrual of discount | 1,144 | 2,049 |
| 5. Unrealized valuation increase (decrease) | | |
| 6. Total gain (loss) on disposals | | |
| 7. Deduct amounts received on disposals | 340,614 | 724,107 |
| 8. Deduct amortization of premium and mortgage interest points and commitment fees | 5,265 | 12,441 |
| 9. Total foreign exchange change in book value/recorded investment excluding accrued interest | | |
| 10. Deduct current year's other than temporary impairment recognized | | |
| 11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) | 5,724,258 | 6,068,370 |
| 12. Total valuation allowance | | |
| 13. Subtotal (Line 11 plus Line 12) | 5,724,258 | 6,068,370 |
| 14. Deduct total nonadmitted amounts | | |
| 15. Statement value at end of current period (Line 13 minus Line 14) | 5,724,258 | 6,068,370 |

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 | | |
| 2. Cost of acquired: | | |
| 2.1 Actual cost at time of acquisition | | |
| 2.2 Additional investment made after acquisition | | |
| 3. Capitalized deferred interest and other | | |
| 4. Accrual of discount | | |
| 5. Unrealized valuation increase (decrease) | | |
| 6. Total gain (loss) on disposals | | |
| 7. Deduct amounts received on disposals | | |
| 8. Deduct amortization of premium and depreciation | | |
| 9. Total foreign exchange change in book/adjusted carrying value | | |
| 10. Deduct current year's other than temporary impairment recognized | | |
| 11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) | | |
| 12. Deduct total nonadmitted amounts | | |
| 13. Statement value at end of current period (Line 11 minus Line 12) | | |

NONE

SCHEDULE D - VERIFICATION

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 | 180,319,571 | 142,663,041 |
| 2. Cost of bonds and stocks acquired | 1,053,236 | 61,177,832 |
| 3. Accrual of discount | 729,559 | 1,227,447 |
| 4. Unrealized valuation increase (decrease) | 1,529 | (75) |
| 5. Total gain (loss) on disposals | 580,505 | 213,984 |
| 6. Deduct consideration for bonds and stocks disposed of | 31,530,625 | 24,073,943 |
| 7. Deduct amortization of premium | 154,957 | 282,935 |
| 8. Total foreign exchange change in book/adjusted carrying value | | |
| 9. Deduct current year's other than temporary impairment recognized | 150,717 | 605,780 |
| 10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) | 150,848,101 | 180,319,571 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 150,848,101 | 180,319,571 |

STATEMENT AS OF JUNE 30, 2012 OF THE MML Bay State 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 Rating Class

| | 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. Class 1 (a) | 112,518,901 | 11,010,418 | 24,380,485 | (638,369) | 112,518,901 | 98,510,465 | | 116,624,292 |
| 2. Class 2 (a) | 98,846,209 | 210,777,236 | 181,720,446 | 806,044 | 98,846,209 | 128,709,042 | | 71,026,838 |
| 3. Class 3 (a) | 2,639,396 | | 587,990 | 221,691 | 2,639,396 | 2,273,097 | | 2,910,171 |
| 4. Class 4 (a) | 1,056,539 | | 12,812 | 100,044 | 1,056,539 | 1,143,771 | | 1,211,175 |
| 5. Class 5 (a) | 932,614 | | | 145,070 | 932,614 | 1,077,684 | | 1,093,057 |
| 6. Class 6 (a) | 203,273 | | | 711 | 203,273 | 203,984 | | 202,741 |
| 7. Total Bonds | 216,196,932 | 221,787,654 | 206,701,733 | 635,191 | 216,196,932 | 231,918,043 | | 193,068,274 |
| PREFERRED STOCK | | | | | | | | |
| 8. Class 1 | | | | | | | | |
| 9. Class 2 | | | | | | | | |
| 10. Class 3 | | | | | | | | |
| 11. Class 4 | | | | | | | | |
| 12. Class 5 | | | | | | | | |
| 13. Class 6 | | | | | | | | |
| 14. Total Preferred Stock | | | | | | | | |
| 15. Total Bonds and Preferred Stock | 216,196,932 | 221,787,654 | 206,701,733 | 635,191 | 216,196,932 | 231,918,043 | | 193,068,274 |

(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 \$ 2,497,421 ; NAIC 2 \$ 78,572,520 ; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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SCHEDULE DA - PART 1

Short-Term Investments

| | 1 | 2 | 3 | 4 | 5 |
|----------------|---------------------------------|-----------|-------------|------------------------------------|--|
| | Book/Adjusted Carrying Value | Par Value | Actual Cost | Interest Collected Year-to-Date | Paid for Accrued Interest Year-to-Date |
| 9199999 Totals | 10,872,448 | XXX | 10,869,245 | | |

SCHEDULE DA - VERIFICATION

Short-Term Investments

| | 1 | 2 |
|---|--------------|---------------------------------|
| | Year To Date | Prior Year Ended December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year | | 5,998,162 |
| 2. Cost of short-term investments acquired | 10,869,245 | 8,865,529 |
| 3. Accrual of discount | 3,203 | 11,102 |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | | 74 |
| 6. Deduct consideration received on disposals | | 14,874,867 |
| 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) | 10,872,448 | |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 10,872,448 | |

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

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 | 12,748,702 | 24,697,522 |
| 2. Cost of cash equivalents acquired | 380,986,713 | 586,482,217 |
| 3. Accrual of discount | 94,240 | 114,130 |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | 40 | 148 |
| 6. Deduct consideration received on disposals | 323,632,202 | 598,545,315 |
| 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) | 70,197,493 | 12,748,702 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 70,197,493 | 12,748,702 |