



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

# QUARTERLY STATEMENT

AS OF SEPTEMBER 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  
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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 SEPTEMBER 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 .....	144,538,506		144,538,506	180,319,565
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....				
3. Mortgage loans on real estate:				
3.1 First liens .....	5,544,723		5,544,723	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 (\$ .....(1,859,750) ), cash equivalents (\$ .....76,893,006 ) and short-term investments (\$ .....21,486,030 ) .....	96,519,286		96,519,286	12,383,390
6. Contract loans (including \$ ..... premium notes) .....	94,495,748		94,495,748	93,500,426
7. Derivatives .....				
8. Other invested assets .....				
9. Receivables for securities .....				
10. Securities lending reinvested collateral assets .....				
11. Aggregate write-ins for invested assets .....				
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	341,098,263		341,098,263	292,271,752
13. Title plants less \$ ..... charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	4,145,230	2,292	4,142,938	2,430,151
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	3,165		3,165	2,433
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....	(1,816,381)		(1,816,381)	(2,785,561)
15.3 Accrued retrospective premiums .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	802,532		802,532	581,429
16.2 Funds held by or deposited with reinsured companies .....				
16.3 Other amounts receivable under reinsurance contracts .....	34,076,439		34,076,439	26,683,376
17. Amounts receivable relating to uninsured plans .....				
18.1 Current federal and foreign income tax recoverable and interest thereon .....	763,325		763,325	6,730,314
18.2 Net deferred tax asset .....	10,056,765	3,235,432	6,821,333	6,890,781
19. Guaranty funds receivable or on deposit .....	1,382,619		1,382,619	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 .....	132,699		132,699	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) .....	390,644,656	3,237,724	387,406,932	334,490,121
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	4,249,416,294		4,249,416,294	4,076,882,121
28. Total (Lines 26 and 27) .....	4,640,060,950	3,237,724	4,636,823,226	4,411,372,242
<b>DETAILS OF WRITE-INS</b>				
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 SEPTEMBER 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 \$ ..... 123,590,707 less \$ ..... included in Line 6.3 (including \$ ..... Modco Reserve) .....	123,590,707	112,119,806
2. Aggregate reserve for accident and health contracts (including \$ ..... Modco Reserve) .....		
3. Liability for deposit-type contracts (including \$ ..... Modco Reserve) .....	4,874,959	3,559,246
4. Contract claims:		
4.1 Life .....	5,298,058	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 .....	4,259	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 .....	24,393,407	15,426,898
9.3 Other amounts payable on reinsurance, including \$ ..... assumed and \$ ..... 4,420,507 ceded .....	4,420,507	(4,703,004)
9.4 Interest Maintenance Reserve .....	317,926	(40,595)
10. Commissions to agents due or accrued-life and annuity contracts \$ ..... 352,028 , accident and health \$ ..... and deposit-type contract funds \$ .....	352,028	306,214
11. Commissions and expense allowances payable on reinsurance assumed .....		
12. General expenses due or accrued .....	401,157	400,120
13. Transfers to Separate Accounts due or accrued (net) (including \$ ..... 1,390,177 accrued for expense allowances recognized in reserves, net of reinsured allowances) .....	21,426,483	17,812,203
14. Taxes, licenses and fees due or accrued, excluding federal income taxes .....	1,874,184	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 .....	9,704	12,275
18. Amounts held for agents' account, including \$ ..... agents' credit balances .....		
19. Remittances and items not allocated .....	776,155	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 .....	3,131,358	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 .....	2,628,818	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 .....	318,865	387,166
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25) .....	193,818,575	158,033,275
27. From Separate Accounts Statement .....	4,249,415,872	4,076,881,712
28. Total liabilities (Lines 26 and 27) .....	4,443,234,447	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) .....	47,351,665	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 \$ ..... 422 in Separate Accounts Statement) .....	191,088,579	173,957,055
38. Totals of Lines 29, 30 and 37 .....	193,588,779	176,457,255
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3) .....	4,636,823,226	4,411,372,242
<b>DETAILS OF WRITE-INS</b>		
2501. Miscellaneous liabilities .....	256,361	338,218
2502. Funds awaiting escheat .....	62,504	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) .....	318,865	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

**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	20,407,858	21,555,528	29,019,156
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	10,030,684	9,702,919	13,362,287
4. Amortization of Interest Maintenance Reserve (IMR)	148,897	45,670	42,927
5. Separate Accounts net gain from operations excluding unrealized gains or losses	8	5	9
6. Commissions and expense allowances on reinsurance ceded	3,928,020	3,809,058	5,094,819
7. Reserve adjustments on reinsurance ceded	(9,393,183)	(10,243,664)	(6,726,007)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	58,639,480	62,032,233	77,136,545
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(872,592)	(688,916)	(744,806)
9. Totals (Lines 1 to 8.3)	82,889,172	86,212,833	117,184,930
10. Death benefits	16,623,589	18,630,439	31,957,664
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	2,136,634	2,132,035	2,533,316
13. Disability benefits and benefits under accident and health contracts	187,450	193,702	249,906
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	48,222,561	47,575,723	62,676,427
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	173,979	221,745	400,171
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	11,470,901	1,829,129	(216,702)
20. Totals (Lines 10 to 19)	78,815,114	70,582,774	97,600,781
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	2,572,154	2,783,220	3,649,437
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	7,433,446	7,268,618	10,456,598
24. Insurance taxes, licenses and fees, excluding federal income taxes	1,226,337	1,421,418	1,749,251
25. Increase in loading on deferred and uncollected premiums	(4,270)	(4,217)	(513)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(26,061,417)	(21,373,587)	(27,298,623)
27. Aggregate write-ins for deductions	33,467	12,350	65,011
28. Totals (Lines 20 to 27)	64,014,831	60,690,576	86,221,942
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	18,874,341	25,522,257	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)	18,874,341	25,522,257	30,962,988
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	3,236,940	2,748,787	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)	15,637,401	22,773,470	29,642,566
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 215,054 (excluding taxes of \$ 248,093 transferred to the IMR)	(51,166)	(280,986)	(429,541)
35. Net income (Line 33 plus Line 34)	15,586,235	22,492,484	29,213,024
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
36. Capital and surplus, December 31, prior year	176,457,255	151,967,083	151,967,083
37. Net income (Line 35)	15,586,235	22,492,484	29,213,024
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 1,841	3,418	237	(49)
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	(2,885,196)	(3,516,929)	(6,110,024)
41. Change in nonadmitted assets	2,985,681	3,452,908	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	(41,891)	(944,084)	(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	6	10	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	(1,217,954)	(1,362,433)
54. Net change in capital and surplus for the year (Lines 37 through 53)	17,131,524	20,266,672	24,490,172
55. Capital and surplus, as of statement date (Lines 36 + 54)	193,588,779	172,233,755	176,457,255
<b>DETAILS OF WRITE-INS</b>			
08.301. Sub advisory fees	(1,365,339)	(1,275,843)	(1,509,012)
08.302. Other miscellaneous income	492,747	586,927	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)	(872,592)	(688,916)	(744,806)
2701. Miscellaneous charges to operations	33,467	12,350	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)	33,467	12,350	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		(429,812)	(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	(1,217,954)	(1,362,433)

## STATEMENT AS OF SEPTEMBER 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
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	23,782,423	22,681,370	28,929,823
2. Net investment income .....	9,046,759	8,754,765	12,374,611
3. Miscellaneous income .....	58,997,496	41,147,566	49,766,569
4. Total (Lines 1 to 3) .....	91,826,678	72,583,701	91,071,003
5. Benefit and loss related payments .....	66,738,572	69,553,562	93,682,463
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	(29,675,697)	(25,802,681)	(35,909,764)
7. Commissions, expenses paid and aggregate write-ins for deductions .....	11,725,026	10,744,113	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)	546,076	3,069,168
10. Total (Lines 5 through 9) .....	46,024,813	55,041,070	74,983,684
11. Net cash from operations (Line 4 minus Line 10) .....	45,801,865	17,542,631	16,087,319
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	38,902,003	20,024,334	24,073,944
12.2 Stocks .....			
12.3 Mortgage loans .....	520,249	519,774	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 .....	74	116	222
12.7 Miscellaneous proceeds .....	(19,500)		
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	39,402,826	20,544,224	24,798,272
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	1,903,186	39,788,516	61,177,829
13.2 Stocks .....			
13.3 Mortgage loans .....	3,860	1,985	1,985
13.4 Real estate .....			
13.5 Other invested assets .....			
13.6 Miscellaneous applications .....		(5,879,058)	
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	1,907,046	33,911,443	61,179,814
14. Net increase (or decrease) in contract loans and premium notes .....	995,321	(285,685)	(442,339)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	36,500,459	(13,081,534)	(35,939,203)
<b>Cash from Financing and Miscellaneous Sources</b>			
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 .....	1,245,527	371,670	250,678
16.5 Dividends to stockholders .....			
16.6 Other cash provided (applied) .....	588,044	420,923	(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) .....	1,833,571	792,593	73,119
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	84,135,896	5,253,690	(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) .....	96,519,286	37,415,845	12,383,390

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

20.0001. Bond conversions and refinancing .....	6,207,014	163,116	862,209
20.0002. Interest capitalization for long-term debt .....	644	10	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 .....	36,720,796	39,727,804	52,687,025
3. Ordinary individual annuities .....	23,125	24,863	31,048
4. Credit life (group and individual) .....			
5. Group life insurance .....	(8,966,509)	(6,319,843)	(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 .....	27,777,412	33,432,824	51,949,103
12. Deposit-type contracts .....			
13. Total	27,777,412	33,432,824	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)			

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- Note 27 – Structured Settlements**
- Note 28 – Health Care Receivables**
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- Note 30 – Premium Deficiency Reserves**
- Note 31 – Reserves for Life Contracts and Deposit-Type Contracts**
- Note 32 – Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics**
- Note 33 – Premium and Annuity Considerations Deferred and Uncollected**
- Note 34 – Separate Accounts**
- Note 35 – Loss/Claim Adjustment Expenses**
- Note 36 – Impairment Listing for Loan-Backed and Structured Securities**

## NOTES TO FINANCIAL STATEMENTS

### **Note 1 – Summary of Significant Accounting Policies**

- a. 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 (RBC).
- 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 nine months ended September 30, 2012, the Company recorded a net increase to surplus of \$1 million related to investment income. For the nine months ended September 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 measurements 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 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 (DTL) 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 nine months ended September 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 September 30, 2012, investments in structured and loan-backed securities that had unrealized losses, which were not recognized in earnings, had a fair value of \$19 million. Securities in an unrealized loss position for less than 12 months had a fair value of \$1 million and unrealized losses of less than \$1 million. Securities in an unrealized loss position greater than 12 months had a fair value of \$18 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.

In July 2012, the Internal Revenue Service issued an industry directive that addresses the proper timing of partial worthlessness tax deductions claimed by insurance companies for certain loans, including regular interests in mortgage backed securities. The Company is in the process of evaluating the options available under the guidance and their impacts on the financial statements.

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

### **Note 11 – Debt** - No significant changes



## NOTES TO FINANCIAL STATEMENTS

**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

**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 nine months ended September 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:

	September 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	135	144	-	125	19
Parent, subsidiaries and affiliates	6	6	-	6	-
Mortgage loans - residential	6	6	-	-	6
Cash, cash equivalents and short-term investments	97	97	(1)	98	-
Separate account assets	4,249	4,304	812	3,462	30
Financial liabilities:					
Investment-type insurance contracts					
Individual annuity investment contracts	3	3	-	-	3
Supplementary investment contracts	5	5	-	-	5

For the nine months ended September 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:

	September 30, 2012			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Cash equivalents and short-term investments <sup>(1)</sup>	\$ -	\$ 98	\$ -	\$ 98
Separate account assets <sup>(2)</sup>	803	2,403	-	3,206
Total financial assets carried at fair value	\$ 803	\$ 2,501	\$ -	\$ 3,304

<sup>(1)</sup> Does not include cash less than \$(1) million.

<sup>(2)</sup> \$1,043 million of book value separate account assets are not carried at fair value and therefore, are not included in this table.

For the nine months ended September 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 September 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 September 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:	September 30, 2012			Nine Months Ended September 30, 2012
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
a. Residential mortgage-backed securities	\$ 8	\$ 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	\$ 8	\$ 6	\$ 6	\$ -

## NOTES TO FINANCIAL STATEMENTS

	September 30, 2012			Nine Months Ended September 30, 2012
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Subprime:	(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	<u>\$ 6</u>	<u>\$ 3</u>	<u>\$ 3</u>	<u>\$ -</u>

	December 31, 2011			Year Ended December 31, 2011
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Alt-A:	(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	<u>\$ 9</u>	<u>\$ 7</u>	<u>\$ 6</u>	<u>\$ (1)</u>

	December 31, 2011			Year Ended December 31, 2011
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Subprime:	(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	<u>\$ 7</u>	<u>\$ 3</u>	<u>\$ 3</u>	<u>\$ -</u>

(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.

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.

## NOTES TO FINANCIAL STATEMENTS

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. As measured by Case-Shiller's home price index, house prices were flat to negative from mid-2011 to mid-2012; the index has turned positive more recently. Liquidation rates and foreclosure resolutions remain low but are above their post-crisis bottoms. 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, improving fundamentals and the scarcity of RMBS due to a lack of new issuance. This has led to the highest post-crisis prices for all RMBS asset classes.

Management's judgment regarding OTTI and estimated fair value depends upon evolving conditions that can alter the anticipated cash flows realized by investors. It can also be affected by the market liquidity, a lack of which can make it difficult to obtain accurate market prices for RMBS and other investments, including CMBS. Further deterioration in economic fundamentals could affect management judgments regarding OTTI. In addition, deterioration in market conditions may affect carrying values assigned by management. These factors could negatively impact the Company's results of operations, surplus and disclosed fair values.

The third quarter of 2012 saw a gradual improvement in sentiment, as European policy makers as well as central banks around the world announced further supportive measures and targeted responses to country specific issues. The average secondary price of leveraged loans in Europe was slightly 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 September 30, 2012, the securities with exposure to entities domiciled within Ireland and Spain collectively accounted for slightly more than 1% of invested assets held in the Company's general account. 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 November 7, 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.

### **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 September 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 yearly renewable term 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:

	Nine Months Ended	
	September 30,	
	2012	2011
	(In Millions)	
Direct premium	\$ 27	\$ 34
Premium ceded	(7)	(12)
Total net premium	<u>\$ 20</u>	<u>\$ 22</u>

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

	September 30,	December 31,
	2012	2011
	(In Millions)	
Reinsurance reserves		
Ceded	\$ (25)	\$ (35)

- (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

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## NOTES TO FINANCIAL STATEMENTS

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

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

**Note 34 – Separate Accounts** - No significant changes

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



**NOTES TO FINANCIAL STATEMENTS**

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
12667GW6	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

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	\$ 35,591.82
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
76110GZRF5	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





## NOTES TO FINANCIAL STATEMENTS

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
12667GWF6	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

The following is the impairment listing for loan-backed and structured securities for the three months ended December 31, 2009:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948XR52	\$ 209,273.05	\$ -	\$ 209,273.05	\$ 40,279.19	\$ (168,993.86)	\$ 40,279.19	\$ 82,906.07
1248FHAD9	569,584.07	-	569,584.07	539,400.00	(30,184.07)	539,400.00	329,629.60
12667GR62	226,499.07	-	226,499.07	224,965.14	(1,533.93)	224,965.14	131,831.32
12667GS20	313,777.83	-	313,777.83	311,969.93	(1,807.90)	311,969.93	174,672.79
12667GWF6	435,837.20	-	435,837.20	433,299.54	(2,537.66)	433,299.54	223,869.30
12669EH33	24,752.49	-	24,752.49	24,318.42	(434.07)	24,318.42	18,215.08
12669FVD2	122,585.47	-	122,585.47	122,477.08	(108.39)	122,477.08	115,480.67
22541QJR4	350,062.55	-	350,062.55	101,471.14	(248,591.41)	101,471.14	145,905.99
40431KAE0	133,310.75	-	133,310.75	128,250.00	(5,060.75)	128,250.00	116,051.05
41161PQU0	399,085.12	-	399,085.12	395,514.22	(3,570.90)	395,514.22	229,197.03
45254NPU5	265,550.75	-	265,550.75	265,577.55	26.80	265,577.55	151,941.17
46412AAD4	265,639.55	-	265,639.55	264,000.00	(1,639.55)	264,000.00	237,721.00
576433GW0	97,465.21	-	97,465.21	71,696.93	(25,768.28)	71,696.93	24,617.15
61750FAE0	119,291.72	-	119,291.72	109,625.00	(9,666.72)	109,625.00	87,403.93
61755FAE5	2,627.68	-	2,627.68	1,280.00	(1,347.68)	1,280.00	7,905.52
65106FAG7	35,638.67	-	35,638.67	18,500.00	(17,138.67)	18,500.00	62,740.60
669884AF5	2,314.30	-	2,314.30	1,350.00	(964.30)	1,350.00	2,439.66
75971EAK2	20,285.88	-	20,285.88	17,850.00	(2,435.88)	17,850.00	49,505.75
76110GJ85	546,347.58	-	546,347.58	518,318.57	(28,029.01)	518,318.57	432,917.67
79549ASM2	99,953.43	-	99,953.43	101,743.92	1,790.49	101,743.92	67,961.60
79549AYA1	191,927.41	-	191,927.41	188,981.58	(2,945.83)	188,981.58	86,302.26
86358RUR6	32,286.17	-	32,286.17	1,923.59	(30,362.58)	1,923.59	5,767.57
86359A6A6	268,863.48	-	268,863.48	119,256.44	(149,607.04)	119,256.44	188,774.34
86359AEH2	155,346.65	-	155,346.65	99,724.75	(55,621.90)	99,724.75	20,856.18
Totals	\$ 4,888,306.08	\$ -	\$ 4,888,306.08	\$ 4,101,772.99	\$ (786,533.09)	\$ 4,101,772.99	\$ 2,994,613.30

## NOTES TO FINANCIAL STATEMENTS

The following is the impairment listing for loan-backed and structured securities for the three months ended September 30, 2009:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKY3	\$ 50,529.68	\$ 28,694.35	\$ 79,224.03	\$ 81,395.32	\$ 2,171.29	\$ 81,395.32	\$ 25,750.87
07384MS60	106,631.74	(13,457.03)	93,174.71	92,853.58	(321.13)	92,853.58	78,118.69
1248RHAD9	592,114.02	67,182.93	659,296.95	575,228.02	(84,068.93)	575,228.02	321,725.40
12667GR62	247,827.70	(15,340.04)	232,487.66	231,226.34	(1,261.32)	231,226.34	132,307.76
12667GS20	336,947.49	(16,080.96)	320,866.53	319,449.67	(1,416.86)	319,449.67	182,305.34
12667GWF6	505,139.36	(36,629.93)	468,509.43	447,001.98	(21,507.45)	447,001.98	272,934.88
126684AC3	481,031.83	7,432.40	488,464.23	330,113.04	(158,351.19)	330,113.04	356,009.66
12669FP23	71,393.13	(8,232.96)	63,160.17	42,897.29	(20,262.88)	42,897.29	59,791.95
12669FVD2	142,902.26	(8,411.86)	134,490.40	131,679.43	(2,810.97)	131,679.43	118,028.85
12669FW82	109,143.94	(1,351.64)	107,792.30	107,040.61	(751.69)	107,040.61	73,052.87
22541NBT5	247,340.52	101,410.48	348,751.00	327,047.76	(21,703.24)	327,047.76	197,830.23
22541NFL8	425,287.22	(10,464.13)	414,823.09	414,823.09	-	414,823.09	190,708.33
22541QJR4	208,460.53	150,860.19	359,320.72	361,940.30	2,619.58	361,940.30	165,984.17
23332UAC8	86,710.28	(982.25)	85,728.03	85,597.96	(130.07)	85,597.96	49,030.56
251510FB4	165,030.97	(6,323.00)	158,707.97	145,281.00	(13,426.97)	145,281.00	103,830.06
40431KAE0	165,141.89	(5,756.85)	159,385.04	133,310.75	(26,074.29)	133,310.75	101,841.98
41161PFR9	83,786.38	(2,134.53)	81,651.85	81,636.57	(15.28)	81,636.57	52,964.87
41161PQU0	421,088.07	(14,282.88)	406,805.19	403,491.54	(3,313.65)	403,491.54	225,388.82
45254NMD8	103,032.36	-	103,032.36	102,629.64	(402.72)	102,629.64	66,210.43
45254NPU5	279,260.29	(2,589.02)	276,671.27	276,442.46	(228.81)	276,442.46	157,083.91
45660LCN7	176,865.67	(10,755.81)	166,109.86	164,853.35	(1,256.51)	164,853.35	79,182.85
45660NQ24	52,303.61	(3,113.71)	49,189.90	49,200.36	10.46	49,200.36	33,674.55
45660NT96	12,994.94	-	12,994.94	12,846.96	(147.98)	12,846.96	8,178.77
46412AAD4	288,126.40	(22,486.85)	265,639.55	265,639.55	-	265,639.55	210,149.50
61750FAE0	141,946.29	1,012.36	142,958.65	119,291.72	(23,666.93)	119,291.72	81,362.80
61755FAE5	7,149.11	(5,160.76)	1,988.35	2,627.68	639.33	2,627.68	2,051.12
65106FAG7	107,752.94	(7,443.63)	100,309.31	35,638.67	(64,670.64)	35,638.67	58,612.70
669884AF5	45,262.13	(38,415.47)	6,846.66	2,314.30	(4,532.36)	2,314.30	7,803.18
68383NCA9	435,252.51	(7,492.00)	427,760.51	417,589.96	(10,170.55)	417,589.96	278,269.12
75406AAB5	444,770.19	(5,601.97)	439,168.22	426,737.28	(12,430.94)	426,737.28	320,459.90
75971EAK2	51,519.14	(11,349.12)	40,170.02	20,285.88	(19,884.14)	20,285.88	53,107.25
76110GG62	640,399.34	(7,589.41)	632,809.93	632,809.93	-	632,809.93	498,118.34
76110GG70	425,247.01	(40,501.92)	384,745.09	384,859.50	114.41	384,859.50	335,315.43
76110GJ85	565,248.31	(10,829.57)	554,418.74	554,418.74	-	554,418.74	483,783.78
76110GZQ7	388,898.46	(4,213.90)	384,684.56	384,684.57	0.01	384,684.57	338,916.79
76110GZR5	300,982.74	(2,790.90)	298,191.84	298,240.98	49.14	298,240.98	270,914.17
79549AYA1	91,487.65	112,841.72	204,329.37	206,044.42	1,715.05	206,044.42	87,854.83
80557BAC8	816,524.56	(12,517.60)	804,006.96	541,373.82	(262,633.14)	541,373.82	282,700.00
86358RL88	54,881.83	(7,238.94)	47,642.89	47,642.89	-	47,642.89	31,104.91
86358RLG0	39,783.15	19,941.93	59,725.08	61,269.75	1,544.67	61,269.75	28,035.38
86358RUR6	11,592.70	23,285.16	34,877.86	35,229.81	351.95	35,229.81	6,523.75
86359AEH2	110,752.81	45,507.22	156,260.03	165,272.27	9,012.24	165,272.27	21,406.75
86359ANH2	68,740.97	-	68,740.97	67,687.53	(1,053.44)	67,687.53	50,611.35
984582AA4	219,810.32	(4,681.88)	215,128.44	178,649.96	(36,478.48)	178,649.96	152,084.14
984582AB2	11,006.35	(5,987.92)	5,018.43	1,991.06	(3,027.37)	1,991.06	10,802.50
Totals	\$ 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

**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  No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? ..... Yes  No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes  No
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

### FINANCIAL

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

### INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes  No
- 11.2 If yes, give full and complete information relating thereto:
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  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	\$ 6,378,237
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	\$ 6,378,237
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....	\$ .....

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes  No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes  No
- If no, attach a description with this statement.

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE MML Bay State Life Insurance Company  
**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 .....	\$ ..... 5,544,723
1.13	Commercial Mortgages .....	\$ .....
1.14	Total Mortgages in Good Standing .....	\$ ..... <u>5,544,723</u>
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) .....	\$ ..... <u>5,544,723</u>
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 .....	\$ .....

**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)
<b>NONE</b>						

STATEMENT AS OF SEPTEMBER 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							Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees
States, Etc.	Active Status	Life Insurance Premiums	Annuity Considerations				
1. Alabama	AL	L	271,170			271,170	
2. Alaska	AK		18,519			18,519	
3. Arizona	AZ	L	815,498			815,498	
4. Arkansas	AR		44,520			44,520	
5. California	CA	L	4,395,941			4,395,941	
6. Colorado	CO		727,537	945		728,482	
7. Connecticut	CT	L	531,944			531,944	
8. Delaware	DE		51,917			51,917	
9. District of Columbia	DC	L	141,016			141,016	
10. Florida	FL	L	1,780,582			1,780,582	
11. Georgia	GA	L	704,090			704,090	
12. Hawaii	HI	L	196,666			196,666	
13. Idaho	ID		61,856			61,856	
14. Illinois	IL	L	1,301,189			1,301,189	
15. Indiana	IN	L	656,027			656,027	
16. Iowa	IA	L	678,662	1,350		680,012	
17. Kansas	KS	L	372,285			372,285	
18. Kentucky	KY	L	342,895	7,380		350,275	
19. Louisiana	LA	L	398,113			398,113	
20. Maine	ME	L	199,603			199,603	
21. Maryland	MD		1,324,919			1,324,919	
22. Massachusetts	MA	L	922,772			922,772	
23. Michigan	MI	L	1,699,131			1,699,131	
24. Minnesota	MN	L	422,558			422,558	
25. Mississippi	MS	L	216,742			216,742	
26. Missouri	MO	L	626,497			626,497	
27. Montana	MT		270,582			270,582	
28. Nebraska	NE	L	438,785	4,350		443,135	
29. Nevada	NV		324,985			324,985	
30. New Hampshire	NH		189,715			189,715	
31. New Jersey	NJ	L	1,489,145	900		1,490,045	
32. New Mexico	NM		91,310			91,310	
33. New York	NY		118,747			118,747	
34. North Carolina	NC	L	1,022,081			1,022,081	
35. North Dakota	ND		7,751			7,751	
36. Ohio	OH	L	1,210,343			1,210,343	
37. Oklahoma	OK	L	847,857			847,857	
38. Oregon	OR		441,559			441,559	
39. Pennsylvania	PA	L	1,947,744	400		1,948,144	
40. Rhode Island	RI	L	236,322			236,322	
41. South Carolina	SC	L	692,482			692,482	
42. South Dakota	SD	L	38,024			38,024	
43. Tennessee	TN	L	712,983	4,200		717,183	
44. Texas	TX	L	2,982,218			2,982,218	
45. Utah	UT	L	340,812			340,812	
46. Vermont	VT	L	112,418	900		113,318	
47. Virginia	VA	L	1,605,849			1,605,849	
48. Washington	WA	L	806,488			806,488	
49. West Virginia	WV		209,667			209,667	
50. Wisconsin	WI		1,378,528	2,700		1,381,228	
51. Wyoming	WY		27,236			27,236	
52. American Samoa	AS						
53. Guam	GU						
54. Puerto Rico	PR						
55. U.S. Virgin Islands	VI		89			89	
56. Northern Mariana Islands	MP						
57. Canada	CN		47			47	
58. Aggregate Other Aliens	OT	XXX	116,059			116,059	
59. Subtotal	(a)	50	36,562,475	23,125		36,585,600	
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	191,911			191,911	
94. Aggregate or other amounts not allocable by State		XXX					
95. Totals (Direct Business)		XXX	36,754,386	23,125		36,777,511	
96. Plus Reinsurance Assumed		XXX					
97. Totals (All Business)		XXX	36,754,386	23,125		36,777,511	
98. Less Reinsurance Ceded		XXX	12,995,088			12,995,088	
99. Totals (All Business) less Reinsurance Ceded		XXX	23,759,298	23,125		23,782,423	
DETAILS OF WRITE-INS							
5801. Other foreign		XXX	116,059			116,059	
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	116,059			116,059	
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>
<b>MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY</b>	04-1590850	65935	Massachusetts
<b>Direct &amp; Indirect Owned Subsidiaries:</b>			
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	55-0878489		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
OFI Global Asset Management, Inc.	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
Baring International Fund Managers (Ireland) Limited	98-0524272		Ireland

\*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 Asset Management (CI) Limited	98-0524275		Guernsey
Baring SICE (Taiwan) Limited	98-0457707		Taiwn 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
<b>Other Affiliates:</b>			
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
<b>Babson Affiliates &amp; Funds:</b>			
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 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
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

\*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. 2011-I	None		Cayman Islands
Babson CLO Ltd. 2012-I	None		Cayman Islands
Babson CLO Ltd. 2012-II	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
Somerset Special Opportunities Fund L.P.*	20-8856877		Delaware
Suffield CLO, Limited	None		Cayman Islands
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

\*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>
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
<b>Baring Affiliates &amp; Funds:</b>			
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
<b>Cornerstone Affiliates &amp; Funds:</b>			
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 I LP	26-1244346		Texas
Cornerstone Eldridge Park II LP	26-1244346		Texas
Cornerstone Enhanced Mortgage Fund I LP	45-3751572		Delaware
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
Cornerstone Patriot Non-REIT Holding LLC	20-5567494		Connecticut
Cornerstone Real Estate Fund VIII (PF) LP	27-5209432		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 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
PO Parsippany Office Portfolio LLC*	46-0808569		Connecticut
Riva Portland LLC	30-0713071		Connecticut
Sawgrass Village Shopping Center LLC*	27-2977720		Connecticut
Stonebriar Frisco MM LLC	45-2628608		Connecticut
Turnpike Executive Park LLC	46-0606690		Connecticut
UK LIW Manager LLC	45-4606547		Connecticut
UK LIW Member LLC	45-4606547		Connecticut
US Pharmaceutical Holding LLC	None		Illinois
Washington Gateway Apartments Venture LLC*	45-5401109		Connecticut
Waterford Development Associates	20-2970495		Pennsylvania
Wesley Chapel Theaters LLC*	26-2384708		Connecticut
<b>MassMutual Premier Funds:</b>			
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

\*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 Premier Value Fund	04-3277550		Massachusetts
<b>MassMutual Select Funds:</b>			
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
MassMutual Select S&P Mid Cap Index Fund	45-5349772		Massachusetts
MassMutual Select Russell 2000 Small Cap Index Fund	45-5366542		Massachusetts
MassMutual Select MSCI EAFE International Index Fund	45-5357167		Massachusetts
<b>MML Series Investment Funds:</b>			
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
<b>MassMutual RetireSMART Funds:</b>			
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
<b>Oppenheimer Funds:</b>			
HarbourView CLO 2006-1 Limited	None		Cayman Islands
OFI Institutional Commodities Strategy Fund II, LLC	26-1143312		Delaware
Oppenheimer Global Multi Strategies 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
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 SEPTEMBER 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 SEPTEMBER 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							Kamakura (GP) Ltd.	Cayman Islands	NIA	MassMutual International LLC	Ownership	100.000	MMLIC	
.0000							MassMutual Internacional (Chile) SpA							
.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	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			55-0878489	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 SEPTEMBER 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		OFI Global Asset Management, Inc.	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			91-2036414		0001179480		OFI Private Investments, Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000							OppenheimerFunds International, Ltd.	IE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	

STATEMENT AS OF SEPTEMBER 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			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				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			98-0457587				Baring International Investment Management Holdings	GB	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000			98-0457576				Baring Asset Management UK Holdings Limited	GB	NIA	Baring International Investment Management Holdings	Ownership	100.000	MMLIC	
.0000			98-0465031				Baring Asset Management GmbH	Germany	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0524271				Baring Asset Management (Asia) Holdings Limited	HK	NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457465				Baring International Fund Managers (Bermuda) Limited	BM	NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457463				Baring Asset Management (Asia) Limited	HK	NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0236449				Baring Asset Management (Japan) Limited	JP	NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457456				Baring Asset Management (Australia) Pty Limited	AU	NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0524272				Baring International Fund Managers (Ireland) Limited	IE	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0524275				Baring Asset Management (CI) Limited	GG	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457707				Baring SICE (Taiwan) Limited	TW	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0497550				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			04-3548444				MassMutual International Holding MSC, Inc.	MA	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			62-0951563	1160004	0001259664		First Mercantile Trust Company	TN	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			04-3324233				HYP Management LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			04-2443240				MML Realty Management Corporation	MA	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			27-0607263				WW-Apts, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	

STATEMENT AS OF SEPTEMBER 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			04-1590850				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	89.000	MMLIC	
.0000			27-0105644				Jefferies Finance LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	45.000	MMLIC	1
.0000			27-0105644				Jefferies Finance LLC	DE	NIA	Babson Capital Management LLC	Ownership	5.000	MMLIC	
.0000			04-1590850		0000067160		MML Private Equity Fund Investor LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000							Almack Mezzanine Fund I LP	GB	NIA	Massachusetts Mutual Life Insurance Company	Ownership	39.500	MMLIC	
.0000							Almack Mezzanine Fund I LP	GB	NIA	C.M. Life Insurance Company	Ownership	4.400	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	34.200	MMLIC	
.0000							Almack Mezzanine Fund III LP	GB	NIA	C.M. Life Insurance Company	Ownership	3.800	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	47.800	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	C.M. Life Insurance Company	Ownership	12.000	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			27-3524082		0001503878		Babson Capital Core Fixed Income Fund L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			27-3524082		0001503878		Babson Capital Core Fixed Income Fund L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	23.900	MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	77.900	MMLIC	2
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	3.900	MMLIC	2
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	2

STATEMENT AS OF SEPTEMBER 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			27-3524290				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	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2004-II	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2005-I	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2005-II	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2005-III	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	3
.0000							Babson CLO Ltd. 2005-III	Cayman Islands	NIA	MassMutual Holding LLC	Influence		MMLIC	3
.0000							Babson CLO Ltd. 2006-I	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2006-II	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2007-I	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2008-II	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2011-I	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-I	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-II	Cayman 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.	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson Mid-Market CLO Ltd. 2007-II	Cayman Islands	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			98-0536233				Benton Street Partners I, L.P.	Cayman Islands	NIA	MassMutual Capital Partners LLC	Ownership	93.200	MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	Cayman Islands	NIA	Babson Capital Management LLC	Management		MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	Cayman Islands	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.200	MMLIC	4
.0000			98-0536199				Benton Street Partners II, L.P.	Cayman Islands	NIA	Babson Capital Management LLC	Ownership	98.800	MMLIC	5
.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	6.400	MMLIC	
.0000			74-3182902				Blue Chip Multi-Strategy Fund L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	

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**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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.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	86.300	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	10.700	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							Malin 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	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	35.200	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	1.600	MMLIC	

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

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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.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	42.000	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	0.600	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	3.200	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	24.000	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	4.200	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	4.500	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	76.900	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	13.600	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	3.200	MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	20.300	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	75.700	MMLIC	
.0000							Winterset Capital Partners, L.P.	Cayman Islands	NIA	C.M. Life Insurance Company	Ownership	2.400	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	
.0000			20-4981369		0001371601		Wood Creek Multi Asset Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	



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

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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..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	.15.700	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	.30.800	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	.90.000	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	.76.200	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 SEPTEMBER 30, 2012 OF THE MML Bay State Life Insurance Company

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

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.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			26-1250183				Cornerstone Eldridge Park I LP	TX	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000			26-1244346				Cornerstone Eldridge Park II LP	TX	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.50.000	MMLIC	
.0000			45-3751572		0001534877		Cornerstone Enhanced Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	.16.000	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	CT	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.83.900	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	CT	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.6.000	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	.15.000	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	.15.000	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			20-0348173				CREA/PPC Venture LLC	CT	NIA	C.M. Life Insurance Company	Ownership	.7.000	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	

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STATEMENT AS OF SEPTEMBER 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			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	
.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	57.000	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			46-0808569				PO Parsippany Office Portfolio LLC	CT	NIA	Massachusetts Mutual Life Insurance Company	Ownership	95.000	MMLIC	
.0000			46-0808569				PO Parsippany Office Portfolio LLC	CT	NIA	C.M. Life Insurance Company	Ownership	5.000	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			46-0606690				Turnpike Executive Park LLC	CT	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	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							US Pharmaceutical Holding I LLC	IL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	38.000	MMLIC	
.0000			45-5401109				Washington Gateway Apartments Venture LLC	CT	NIA	Massachusetts Mutual Life Insurance Company	Ownership	95.000	MMLIC	

STATEMENT AS OF SEPTEMBER 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			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 MI 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	78.600	MMLIC	
...0000			04-3212054		0000927972		MassMutual Premier Balanced Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.900	MMLIC	
...0000			51-0529336		0000927972		MassMutual Premier Capital Appreciation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	6.200	MMLIC	
...0000			04-3277549		0000927972		MassMutual Premier Core Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.300	MMLIC	
...0000			04-3539084		0000927972		MassMutual Premier Disciplined Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.800	MMLIC	
...0000			04-3520009		0000927972		MassMutual Premier High Yield Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	24.500	MMLIC	
...0000			03-0532475		0000927972		MassMutual Premier Inflation-Protected and Income Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	8.900	MMLIC	
...0000			04-3212044		0000927972		MassMutual Premier International Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.000	MMLIC	
...0000			26-1345534		0000927972		MassMutual Premier International Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	40.100	MMLIC	
...0000			04-3224705		0000927972		MassMutual Premier Small/Mid Cap Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	10.700	MMLIC	
...0000			26-3229251		0000927972		MassMutual Premier Strategic Emerging Markets Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	53.600	MMLIC	
...0000			04-3277550		0000927972		MassMutual Premier Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.700	MMLIC	
...0000			01-0821120		0000916053		MassMutual Select Diversified Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.700	MMLIC	
...0000			04-3512590		0000916053		MassMutual Select Focused Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.800	MMLIC	
...0000			04-3584138		0000916053		MassMutual Select Fundamental Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.100	MMLIC	
...0000			04-3512589		0000916053		MassMutual Select Growth Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.000	MMLIC	
...0000			04-3410047		0000916053		MassMutual Select Indexed Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.600	MMLIC	
...0000			04-3513019		0000916053		MassMutual Select Large Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.100	MMLIC	
...0000			04-3512596		0000916053		MassMutual Select Mid Cap Growth Equity II Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.700	MMLIC	
...0000			42-1710935		0000916053		MassMutual Select Mid-Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.500	MMLIC	
...0000			04-3557000		0000916053		MassMutual Select Overseas Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.900	MMLIC	

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STATEMENT AS OF SEPTEMBER 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			04-3464205		0000916053	QQ	MassMutual Select Small Cap Growth Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.700	MMLIC	
0000			04-3584141		0000916053	QQ	MassMutual Select Small Company Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-3584140		0000916053	QQ	MassMutual Select Small Company Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.900	MMLIC	
0000			45-5349772		0000916053	QQ	MassMutual Select S&P Mid Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	92.000	MMLIC	
0000			45-5366542		0000916053	QQ	MassMutual Select Russell 2000 Small Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.700	MMLIC	
0000			45-5357167		0000916053	QQ	MassMutual Select MSCI EAFE International Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	88.000	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	17.700	MMLIC	
0000			45-3612938		0000067160		MML Fundamental Growth Fund Class I	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	34.500	MMLIC	
0000			27-2959469		0000067160		MML Fundamental Value Fund Class I	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	52.600	MMLIC	
0000			27-2959552		0000067160		MML PIMCO Total Return Fund Class I	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.600	MMLIC	
0000			27-1933828		0000916053		MassMutual RetireSMART 2015 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	83.700	MMLIC	
0000			27-1933753		0000916053		MassMutual RetireSMART 2025 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	52.500	MMLIC	
0000			27-1933389		0000916053		MassMutual RetireSMART 2035 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	60.100	MMLIC	
0000			27-1932769		0000916053		MassMutual RetireSMART 2045 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	85.200	MMLIC	
0000			03-0532464		0000916053		MassMutual RetireSMART In Retirement Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	85.700	MMLIC	
0000			45-1618222		0000916053		MassMutual RetireSMART Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	11.400	MMLIC	
0000							HarbourView CLO 2006-1 Limited OFI Institutional Commodities Strategy Fund II, LLC	Cayman Islands	NIA	OppenheimerFunds, Inc.	Influence		MMLIC	
0000			26-1143312				Oppenheimer Global Multi Strategies Fund	DE	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			MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.100	MMLIC	
0000			84-1073463		0001116894		Oppenheimer Main Street Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.100	MMLIC	
0000			22-3849391		0001163166		Oppenheimer Real Estate Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.300	MMLIC	
0000			13-3949688				Rye Select Broad Market Prime	DE	NIA	Tremont Group Holdings, Inc.	Influence		MMLIC	

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

Asterisk	Explanation
1	Massachusetts Mutual Life Insurance Company owns 21% 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 Capital Partners 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.

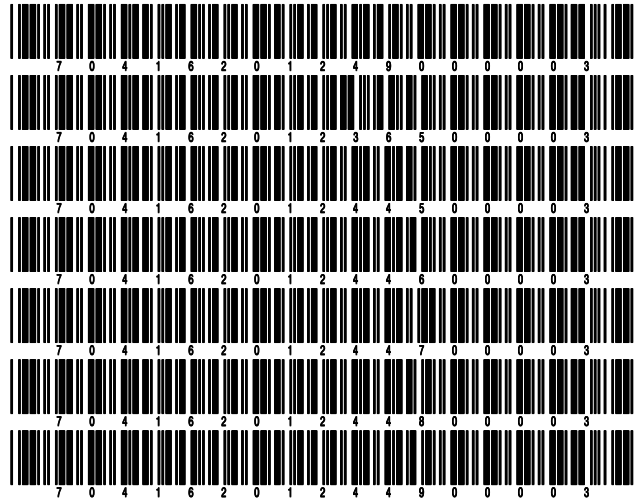
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? .....	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....	NO
3. Will the Reasonableness of Assumptions Certification 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]



**OVERFLOW PAGE FOR WRITE-INS**

**NONE**



STATEMENT AS OF SEPTEMBER 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 .....	3,860	1,985
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....	1,301	2,049
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....	520,249	724,107
8. Deduct amortization of premium and mortgage interest points and commitment fees .....	8,560	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) .....	5,544,722	6,068,370
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....	5,544,722	6,068,370
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14)	5,544,722	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 .....	1,903,176	61,177,832
3. Accrual of discount .....	995,662	1,227,447
4. Unrealized valuation increase (decrease) .....	5,259	(75)
5. Total gain (loss) on disposals .....	755,437	213,984
6. Deduct consideration for bonds and stocks disposed of .....	38,901,999	24,073,943
7. Deduct amortization of premium .....	225,801	282,935
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....	312,799	605,780
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	144,538,506	180,319,571
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	144,538,506	180,319,571

STATEMENT AS OF SEPTEMBER 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
<b>BONDS</b>								
1. Class 1 (a) .....	98,510,465	2,598,120	8,179,585	429,989	112,518,901	98,510,465	93,358,989	116,624,292
2. Class 2 (a) .....	128,709,042	243,173,029	226,754,329	(90,086)	98,846,209	128,709,042	145,037,657	71,026,838
3. Class 3 (a) .....	2,273,097	400,000	547,778	517,604	2,639,396	2,273,097	2,642,923	2,910,171
4. Class 4 (a) .....	1,143,771		11,572	(10,549)	1,056,539	1,143,771	1,121,650	1,211,175
5. Class 5 (a) .....	1,077,684			(528,924)	932,614	1,077,684	548,760	1,093,057
6. Class 6 (a) .....	203,984			3,581	203,273	203,984	207,565	202,741
7. Total Bonds	231,918,043	246,171,149	235,493,264	321,615	216,196,932	231,918,043	242,917,544	193,068,274
<b>PREFERRED STOCK</b>								
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	231,918,043	246,171,149	235,493,264	321,615	216,196,932	231,918,043	242,917,544	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 \$ .....2,499,073 ; NAIC 2 \$ .....95,879,963 ; 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	21,486,030	XXX	21,468,014		

**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 .....	30,342,350	8,865,529
3. Accrual of discount .....	29,680	11,102
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		74
6. Deduct consideration received on disposals .....	8,886,000	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) .....	21,486,030	
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	21,486,030	

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 .....	606,834,817	586,482,217
3. Accrual of discount .....	177,513	114,130
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	75	148
6. Deduct consideration received on disposals .....	542,868,101	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) .....	76,893,006	12,748,702
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	76,893,006	12,748,702