

QUARTERLY STATEMENT

OF THE

MML Bay State Life Insurance Company

TO THE

Insurance Department

OF THE

STATE OF

**FOR THE QUARTER ENDED
SEPTEMBER 30, 2013**

LIFE AND ACCIDENT AND HEALTH

2013



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013

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, US 06082
(Street and Number) (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.massmutual.com

Statutory Statement Contact Tammy A. Peatman, 413-744-6327
(Name) (Area Code) (Telephone Number)
tpeatman@massmutual.com, 413-226-4086
(E-mail Address) (FAX Number)

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
Melvin Timothy Corbett # 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, 2013 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	151,979,566		151,979,566	142,017,087
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens	4,811,777		4,811,777	5,344,751
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 (\$(689,776)), cash equivalents (\$90,637,054) and short-term investments (\$23,485,272)	113,432,550		113,432,550	89,585,735
6. Contract loans (including \$ premium notes)	95,151,661		95,151,661	95,324,948
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)	365,375,554		365,375,554	332,272,521
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	4,178,030	8,657	4,169,373	3,564,103
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	994		994	2,368
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	(1,612,630)		(1,612,630)	(3,919,282)
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	1,694,155		1,694,155	5,258,520
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	25,929,340		25,929,340	27,720,800
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	6,255,879		6,255,879	7,310,329
18.2 Net deferred tax asset	6,010,558	1,081,875	4,928,683	4,933,998
19. Guaranty funds receivable or on deposit	836,911		836,911	889,146
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	146,865		146,865	133,560
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)	408,815,656	1,090,532	407,725,124	378,166,063
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	4,169,252,038		4,169,252,038	4,110,991,095
28. Total (Lines 26 and 27)	4,578,067,694	1,090,532	4,576,977,162	4,489,157,158
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)				

STATEMENT AS OF SEPTEMBER 30, 2013 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 \$130,432,273 less \$ included in Line 6.3 (including \$ Modco Reserve).....	130,432,273	124,285,572
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve).....		
3. Liability for deposit-type contracts (including \$ Modco Reserve).....	5,183,546	6,397,225
4. Contract claims:		
4.1 Life.....	4,627,451	3,457,594
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.....	3,837	1,385
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.....	19,433,051	15,015,778
9.3 Other amounts payable on reinsurance, including \$ assumed and \$3,597,791 ceded.....	3,597,791	(258,694)
9.4 Interest Maintenance Reserve.....	336,558	313,977
10. Commissions to agents due or accrued-life and annuity contracts \$71,712, accident and health \$ and deposit-type contract funds \$	71,712	56,362
11. Commissions and expense allowances payable on reinsurance assumed.....		
12. General expenses due or accrued.....	400,718	398,922
13. Transfers to Separate Accounts due or accrued (net) (including \$(1,573,564) accrued for expense allowances recognized in reserves, net of reinsured allowances).....	19,130,607	23,139,044
14. Taxes, licenses and fees due or accrued, excluding federal income taxes.....	859,652	1,239,687
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.....	8,886	10,424
18. Amounts held for agents' account, including \$ agents' credit balances.....		
19. Remittances and items not allocated.....	871,527	1,448,462
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.....	4,191,267	3,830,096
24.02 Reinsurance in unauthorized and certified (\$) companies.....		
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$) reinsurers.....		
24.04 Payable to parent, subsidiaries and affiliates.....	2,361,729	2,321,266
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.....	2,497,781	
24.10 Payable for securities lending.....		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities.....	1,579,251	281,886
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....	195,587,637	181,938,986
27. From Separate Accounts Statement.....	4,169,251,619	4,110,990,671
28. Total liabilities (Lines 26 and 27).....	4,364,839,256	4,292,929,657
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.....		
35. Unassigned funds (surplus).....	65,900,792	49,990,387
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 \$419 in Separate Accounts Statement).....	209,637,706	193,727,301
38. Totals of Lines 29, 30 and 37.....	212,137,906	196,227,501
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3).....	4,576,977,162	4,489,157,158
DETAILS OF WRITE-INS		
2501. Funds awaiting escheat.....	1,329,783	46,759
2502. Miscellaneous liabilities.....	249,468	235,127
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page.....		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above).....	1,579,251	281,886
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.		
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).....		

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE MML Bay State Life Insurance Company

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	20,878,737	20,407,858	29,792,289
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	8,850,469	10,030,684	13,066,812
4. Amortization of Interest Maintenance Reserve (IMR)	136,398	148,897	149,681
5. Separate Accounts net gain from operations excluding unrealized gains or losses	13	8	11
6. Commissions and expense allowances on reinsurance ceded	4,036,393	3,928,020	5,253,881
7. Reserve adjustments on reinsurance ceded	(11,901,102)	(9,393,183)	(8,328,492)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	55,586,342	58,639,480	72,727,071
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(677,333)	(872,592)	(1,001,277)
9. Totals (Lines 1 to 8.3)	76,909,917	82,889,172	111,659,976
10. Death benefits	28,127,994	16,623,589	31,349,788
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	2,133,731	2,136,634	2,260,358
13. Disability benefits and benefits under accident and health contracts	210,044	187,450	255,280
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	104,043,577	48,222,561	160,473,345
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	422,394	173,979	608,442
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	3,146,702	11,470,901	12,165,766
20. Totals (Lines 10 to 19)	138,084,442	78,815,114	207,112,979
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	2,564,726	2,572,154	3,422,353
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	6,901,425	7,433,446	9,800,287
24. Insurance taxes, licenses and fees, excluding federal income taxes	416,098	1,226,337	1,315,516
25. Increase in loading on deferred and uncollected premiums	(3,736)	(4,270)	(596)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(94,285,224)	(26,061,417)	(133,324,268)
27. Aggregate write-ins for deductions	40,406	33,467	60,903
28. Totals (Lines 20 to 27)	53,718,137	64,014,831	88,387,174
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	23,191,780	18,874,341	23,272,802
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	23,191,780	18,874,341	23,272,802
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	3,888,064	3,236,940	2,963,563
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)	19,303,716	15,637,401	20,309,239
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 134,077 (excluding taxes of \$ 80,559 transferred to the IMR)	(38,515)	(51,166)	1,940,308
35. Net income (Line 33 plus Line 34)	19,265,201	15,586,235	22,249,547
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	196,227,501	176,457,255	176,457,255
37. Net income (Line 35)	19,265,201	15,586,235	22,249,547
38. Change in net unrealized capital gains (losses) less capital gains tax of \$		3,418	13,889
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	(1,138,818)	(2,885,196)	(5,786,947)
41. Change in nonadmitted assets	1,127,212	2,985,681	4,005,661
42. Change in liability for reinsurance in unauthorized and certified companies		417	417
43. Change in reserve on account of change in valuation basis, (increase) or decrease	(3,000,000)		
44. Change in asset valuation reserve	(361,171)	(41,891)	(740,630)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement	(18)	6	5
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	17,999	1,482,854	28,304
54. Net change in capital and surplus for the year (Lines 37 through 53)	15,910,405	17,131,524	19,770,246
55. Capital and surplus, as of statement date (Lines 36 + 54)	212,137,906	193,588,779	196,227,501
DETAILS OF WRITE-INS			
08.301. Sub advisory fees	(1,227,340)	(1,365,339)	(1,669,859)
08.302. Other miscellaneous income	550,007	492,747	668,582
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)	(677,333)	(872,592)	(1,001,277)
2701. Miscellaneous charges to operations	40,406	33,467	60,903
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)	40,406	33,467	60,903
5301. Other changes in surplus	17,999	1,482,854	28,304
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	17,999	1,482,854	28,304

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE MML Bay State Life Insurance Company

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	19,115,704	23,782,423	30,570,106
2. Net investment income	7,814,606	9,046,759	12,533,084
3. Miscellaneous income	56,650,474	58,997,496	70,885,216
4. Total (Lines 1 to 3)	83,580,784	91,826,678	113,988,406
5. Benefit and loss related payments	130,232,587	66,738,572	200,674,468
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(90,276,787)	(29,675,697)	(138,651,109)
7. Commissions, expenses paid and aggregate write-ins for deductions	10,226,477	11,725,026	15,776,807
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$138,488 tax on capital gains (losses)	2,887,484	(2,763,088)	1,436,181
10. Total (Lines 5 through 9)	53,069,761	46,024,813	79,236,347
11. Net cash from operations (Line 4 minus Line 10)	30,511,023	45,801,865	34,752,059
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	24,172,618	38,902,003	47,180,618
12.2 Stocks			
12.3 Mortgage loans	523,125	520,249	717,162
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	15	74	95
12.7 Miscellaneous proceeds		(19,500)	(22,569)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	24,695,758	39,402,826	47,875,306
13. Cost of investments acquired (long-term only):			
13.1 Bonds	33,480,392	1,903,186	7,597,157
13.2 Stocks			
13.3 Mortgage loans		3,860	3,860
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	(2,465,163)		
13.7 Total investments acquired (Lines 13.1 to 13.6)	31,015,229	1,907,046	7,601,017
14. Net increase (or decrease) in contract loans and premium notes	(173,288)	995,321	1,824,522
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(6,146,183)	36,500,459	38,449,767
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities	(1,318,744)	1,245,527	2,768,861
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	800,719	588,044	1,231,658
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(518,025)	1,833,571	4,000,519
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	23,846,815	84,135,896	77,202,345
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	89,585,735	12,383,390	12,383,390
19.2 End of period (Line 18 plus Line 19.1)	113,432,550	96,519,286	89,585,735

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

20.0001. Bond conversions and refinancing	999,838	6,207,014	2,148,152
20.0002. Interest capitalization for long-term debt		644	322
20.0003.			
20.0004.			
20.0005.			
20.0006.			
20.0007.			
20.0008.			

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	33,541,241	36,720,796	48,575,074
3. Ordinary individual annuities	115,174	23,125	27,642
4. Credit life (group and individual)			
5. Group life insurance	(4,388,535)	(8,966,509)	417,546
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	29,267,880	27,777,412	49,020,261
12. Deposit-type contracts			
13. Total	29,267,880	27,777,412	49,020,261
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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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 (NAIC) 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. 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, 2013, the Company recorded a net increase to surplus of less than \$1 million related to premium income (ceded). For the nine months ended September 30, 2012, the Company recorded a net increase to surplus of \$1 million related to investment income. 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 2012, the NAIC issued Statement of Statutory Accounting Principles (SSAP) No. 103, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," which superseded SSAP No. 91R, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities". The change to SSAP No. 91R incorporates the United States of America (U.S.) generally accepted accounting principles (GAAP) guidance of the Financial Accounting Standards Board (FASB) Statement No. 166, "Accounting for Transfers and Servicing of Financial Assets, an amendment of FASB Statement No. 140," and Accounting Standards Update No. 2011-03, "Transfers and Servicing (Topic 860), Reconsideration of Effective Control for Repurchase Agreements," with modifications to conform the guidance to statutory accounting concepts. These modifications are primarily related to concepts that are not applicable or consistent with statutory accounting (e.g., rejection of U.S. GAAP consideration for consolidated affiliates, references to U.S. GAAP standards, methods, references and guidance not adopted for/applicable to statutory accounting). The Company adopted the guidance prospectively as of January 1, 2013. Adoption of this guidance did not have an impact on the Company's financial statements.

Note 3 – Business Combinations and Goodwill - No significant changes

Note 4 – Discontinued Operations - No significant changes

Note 5 – Investments

- a. Mortgage loans – 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, 2013 and 2012, all of which were classified as present value of cash flows expected to be collected is less than amortized cost.
 - (3) Refer to Note 36. "Impairment Listing for Loan-Backed and Structured Securities" for a CUSIP detail list of impaired structured securities where the present value of cash flows expected to be collected is less than the amortized cost basis.
 - (4) As of September 30, 2013, the gross unrealized losses and fair values for investments in structured and loan-backed securities for which an OTTI has not been recognized in earnings follows (in millions):

a. The aggregate amount of unrealized losses:			
1. Less than 12 months	\$		-
2. 12 months or longer	\$		-
b. The aggregate related fair value of securities with unrealized losses:			
1. Less than 12 months	\$		10
2. 12 months or longer	\$		4
 - (5) No significant changes
- e. Repurchase agreements – No significant changes
- f. The company does not have any investments in real estate.
- 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

NOTES TO FINANCIAL STATEMENTS

Note 9 – Income Taxes

- a. For the nine months ended September 30, 2013, the Company's net admitted deferred tax asset (DTA) decreased by less than \$1 million from December 31, 2012.

	September 30, 2013		
	Ordinary	Capital	Total
	(In Millions)		
(1)			
(a) Gross DTAs	\$ 9	\$ -	\$ 9
(b) Statutory valuation allowance adjustment	-	-	-
(c) Adjusted gross DTAs	9	-	9
(d) DTAs nonadmitted	1	-	1
(e) Subtotal net admitted DTA	8	-	8
(f) Total gross DTLs	-	(3)	(3)
(g) Net admitted DTA(L)	\$ 8	\$ (3)	\$ 5
	December 31, 2012		
	Ordinary	Capital	Total
	(In Millions)		
(a) Gross DTAs	\$ 10	\$ -	\$ 10
(b) Statutory valuation allowance adjustment	-	-	-
(c) Adjusted gross DTAs	10	-	10
(d) DTAs nonadmitted	2	-	2
(e) Subtotal net admitted DTA	8	-	8
(f) Total gross DTLs	(1)	(2)	(3)
(g) Net admitted DTA(L)	\$ 7	\$ (2)	\$ 5
	Change		
	Ordinary	Capital	Total
	(In Millions)		
(a) Gross DTAs	\$ (1)	\$ -	\$ (1)
(b) Statutory valuation allowance adjustment	-	-	-
(c) Adjusted gross DTAs	(1)	-	(1)
(d) DTAs nonadmitted	(1)	-	(1)
(e) Subtotal net admitted DTA	-	-	-
(f) Total gross DTLs	1	(1)	-
(g) Net admitted DTA(L)	\$ 1	\$ (1)	\$ -

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

Note 11 – Debt - No significant changes

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

Note 13 – Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations - No significant changes

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. While the Company is not aware of any actions or allegations that should reasonably 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 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

NOTES TO FINANCIAL STATEMENTS

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.
 - (2) The Company did not sell any securities with the NAIC Designation 3 or below through the third quarter ended September 30, 2013 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

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

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

	September 30, 2013			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Cash equivalents and short-term investments ⁽¹⁾	\$ -	\$ 114	\$ -	\$ 114
Separate account assets ⁽²⁾	885	2,260	-	3,145
Total financial assets carried at fair value	\$ 885	\$ 2,374	\$ -	\$ 3,259

⁽¹⁾ Does not include cash of \$(1) million.

⁽²⁾ \$1,024 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, 2013 there were no significant transfers between Level 1 and Level 2.

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Cash equivalents and short-term investments ⁽¹⁾	\$ -	\$ 97	\$ -	\$ 97
Separate account assets ⁽²⁾	792	2,293	-	3,085
Total financial assets carried at fair value	\$ 792	\$ 2,390	\$ -	\$ 3,182

⁽¹⁾ Does not include cash of \$(7) million.

⁽²⁾ \$1,026 million of book value separate account assets are not carried at fair value and, therefore, are not included in this table.

For the year ended December 31, 2012 there were no significant transfers between Level 1 and Level 2.

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

	Beginning Balance as of 01/01/2013	Transfers		Gains (Losses) in Net Income	Gains (Losses) in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance as of 09/30/2013
		In	Out							
(In Millions)										
Financial assets:										
Separate account assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total financial assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

NOTES TO FINANCIAL STATEMENTS

	Beginning Balance as of 01/01/2012	Transfers In	Out	Gains (Losses) in Net Income	Gains (Losses) in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance as of 12/31/2012
(In Millions)										
Financial assets:										
Separate account assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total financial assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

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

	September 30, 2013					
	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
	(In Millions)					
Financial assets:						
Bonds:						
U. S. government and agencies	\$ 4	\$ 4	\$ -	\$ 4	\$ -	\$ -
Special revenue	-	-	-	-	-	-
Industrial and miscellaneous	150	144	-	131	19	-
Parent, subsidiaries and affiliates	4	4	-	4	-	-
Mortgage loans - residential	5	5	-	-	5	-
Cash, cash equivalents and short-term investments	113	113	(1)	114	-	-
Separate account assets	4,191	4,169	887	3,279	25	-
Financial liabilities:						
Individual annuity contracts	2	3	-	-	2	-
Supplementary contracts	5	5	-	-	5	-

	December 31, 2012					
	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
	(In Millions)					
Financial assets:						
Bonds:						
U. S. government and agencies	\$ 4	\$ 4	\$ -	\$ 4	\$ -	\$ -
Special revenue	-	-	-	-	-	-
Industrial and miscellaneous	142	132	-	123	19	-
Parent, subsidiaries and affiliates	6	6	-	6	-	-
Mortgage loans - residential	5	5	-	-	5	-
Cash, cash equivalents and short-term investments	90	90	(7)	97	-	-
Separate account assets	4,161	4,111	793	3,340	28	-
Financial liabilities:						
Individual annuity contracts	2	3	-	-	2	-
Supplementary contracts	6	6	-	-	6	-

- d. As of September 30, 2013 and December 31, 2012, the Company had no investments where it was not practicable to estimate fair value.

Note 21 – Other Items

- a. Extraordinary items – No significant changes
- b. Troubled debt restructuring – No significant changes
- c. Other disclosures - 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) No significant changes
 - (2) No significant changes

NOTES TO FINANCIAL STATEMENTS

(3) Direct exposure through other investments:

Residential mortgage-backed securities risk exposure:

As of September 30, 2013 and December 31, 2012, the Company did not have any direct subprime exposure through 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, 2013			Nine Months Ended September 30, 2013
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
a. Residential mortgage-backed securities	\$ 6	\$ 4	\$ 5	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 6	\$ 4	\$ 5	\$ -

Subprime:	September 30, 2013			Nine Months Ended September 30, 2013
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
a. Residential mortgage-backed securities	\$ 5	\$ 2	\$ 3	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 5	\$ 2	\$ 3	\$ -

Alt-A:	December 31, 2012			Year Ended December 31, 2012
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
a. Residential mortgage-backed securities	\$ 7	\$ 5	\$ 6	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 7	\$ 5	\$ 6	\$ -

NOTES TO FINANCIAL STATEMENTS

	December 31, 2012			Year Ended December 31, 2012
	Actual Cost	Carrying Value	Fair Value	OTTI
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 investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	<u>\$ 6</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. Business risks

Investment and interest rate risks

As interest rates increase, certain securities may experience slower pay-down and prepayment speeds than assumed at purchase, impacting the expected maturity of these securities and the ability to reinvest the proceeds at the higher yields. Rising interest rates may also result in a decrease in the fair value of the investment portfolio. As interest rates decline, certain securities may experience greater pay-down and prepayment speeds from what was assumed at purchase. During such periods, the Company is at risk of lower net investment income as it may not be able to reinvest the proceeds at comparable yields. Declining interest rates may also increase the fair value of the investment portfolio.

Credit and other market risks

Housing market trends began to improve in May 2012. Real estate values are up approximately 12.4% nationally in 2013 according to the Case-Shiller index. Increased demand and slowing rates of foreclosures and delinquencies have improved the supply/demand fundamentals. There are regional differences in price performance that are likely to continue. The rate of foreclosure resolutions remains low but is improved from their post-crisis bottoms.

Liquidity for securities issued in 2008 and earlier has been good. During the year, prices improved sharply due to a dearth of supply and improved housing market expectations. Profit taking began in mid-May as loss adjusted yields began to widen from very tight levels. More recently, prices have been fairly stable, although they are below their peaks reached earlier this year.

Solid real estate fundamentals are supporting pricing and rent growth expectations, though the recovery is still uneven and susceptible to downside risks. Current conditions reflect improving employment and attracting persistently strong investor demand for core real estate in gateway markets, particularly apartments and downtown offices, as investors seek to benefit from projected increases in rents and occupancy. However, concerns over the Federal Reserve scaling back Treasury and MBS purchases has added to financial market volatility and pushed long-term treasury rates higher.

Despite the recent passage of legislation funding the federal government and increasing debt ceilings, uncertainty related to the U.S. fiscal situation and economic stability remains. These uncertainties continue to be factors for the Company's investment portfolio.

Note 22 – Events Subsequent

The Company has evaluated subsequent events through November 6, 2013, 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 - No significant changes

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

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

Note 26 – Intercompany Pooling Arrangements - No significant changes

Note 27 – Structured Settlements - No significant changes

Note 28 – Health Care Receivables - No significant changes

Note 29 – Participating Policies - No significant changes

Note 30 – Premium Deficiency Reserves - No significant changes

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

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

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

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

Period Ended	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
September 30, 2013	\$ 5,946.55	\$ -	\$ 5,946.55	\$ 5,842.35	\$ (104.20)	\$ 5,842.35	\$ 5,478.02
June 30, 2013	456,120.47	-	456,120.47	445,397.36	(10,723.11)	445,397.36	340,976.95
March 31, 2013	-	-	-	-	-	-	-
December 31, 2012	1,242,595.82	-	1,242,595.82	1,144,981.30	(97,614.52)	1,144,981.30	1,195,404.80
September 30, 2012	2,265,155.66	-	2,265,155.66	2,103,073.10	(162,082.56)	2,103,073.10	2,115,758.98
June 30, 2012	1,884,017.51	-	1,884,017.51	1,845,692.12	(38,325.39)	1,845,692.12	1,521,643.03
March 31, 2012	3,900,635.45	-	3,900,635.45	3,788,244.00	(112,391.45)	3,788,244.00	3,066,813.39
December 31, 2011	3,900,657.97	-	3,900,657.97	3,740,566.23	(160,091.74)	3,740,566.23	3,217,415.48
September 30, 2011	2,070,736.56	-	2,070,736.56	2,014,120.98	(56,615.58)	2,014,120.98	1,664,098.87
June 30, 2011	4,933,708.07	-	4,933,708.07	4,626,546.26	(307,161.81)	4,626,546.26	3,860,445.21
March 31, 2011	3,031,095.16	-	3,031,095.16	2,949,182.01	(81,913.15)	2,949,182.01	2,370,633.14
December 31, 2010	2,843,612.77	-	2,843,612.77	2,795,485.61	(48,127.16)	2,795,485.61	2,189,660.73
September 30, 2010	3,666,522.50	-	3,666,522.50	3,544,040.19	(122,482.31)	3,544,040.19	2,935,439.96
June 30, 2010	2,331,449.06	-	2,331,449.06	2,200,016.30	(131,432.76)	2,200,016.30	1,658,548.15
March 31, 2010	3,606,733.30	-	3,606,733.30	3,269,443.64	(337,289.66)	3,269,443.64	2,259,716.96
December 31, 2009	4,888,306.08	-	4,888,306.08	4,101,772.99	(786,533.09)	4,101,772.99	2,994,613.30
September 30, 2009	10,338,098.79	207,960.30	10,546,059.09	9,768,287.29	(777,771.80)	9,768,287.29	6,661,983.49
Totals	\$	\$ 207,960.30	\$	\$	\$ (3,230,660.29)	\$	\$

The following is the impairment listing for loan-backed and structured securities for the three months ended September 30, 2013:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948JAA0	\$ 5,946.55	\$ -	\$ 5,946.55	\$ 5,842.35	\$ (104.20)	\$ 5,842.35	\$ 5,478.02
Total	\$ 5,946.55	\$ -	\$ 5,946.55	\$ 5,842.35	\$ (104.20)	\$ 5,842.35	\$ 5,478.02

The following is the impairment listing for loan-backed and structured securities for the three months ended June 30, 2013:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized Other-than-temporary-impairments	Amortized Cost after OTTI	Fair Value
07325YAB4	329,391.31	-	329,391.31	322,336.98	(7,054.33)	322,336.98	223,368.20
41161PSK0	126,729.16	-	126,729.16	123,060.38	(3,668.78)	123,060.38	117,608.75
Total	456,120.47	-	456,120.47	445,397.36	(10,723.11)	445,397.36	340,976.95

There were no impairments for loan-backed or structured securities for the three months ended March 31, 2013.

NOTES TO FINANCIAL STATEMENTS

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
76110GG62	504,889.65	-	504,889.65	504,521.24	(368.41)	504,521.24	493,013.57
76110GV40	393,801.77	-	393,801.77	390,324.35	(3,477.42)	390,324.35	393,737.28
76110GZQ7	283,924.15	-	283,924.15	283,608.53	(315.62)	283,608.53	257,644.32
92922FNW4	66,014.33	-	66,014.33	64,255.23	(1,759.10)	64,255.23	54,937.19
Totals	\$ 3,900,635.45	\$ -	\$ 3,900,635.45	\$ 3,788,244.00	\$ (112,391.45)	\$ 3,788,244.00	\$ 3,066,813.39

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

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

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

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKX5	\$ 73,054.33	\$ -	\$ 73,054.33	\$ 51,541.03	\$ (21,513.30)	\$ 51,541.03	\$ 35,591.62
12667GS20	237,058.73	-	237,058.73	225,678.51	(11,380.22)	225,678.51	148,133.23
12667GWF6	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:

CUSIP	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
12667GWF6	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

NOTES TO FINANCIAL STATEMENTS

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
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:
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 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 (Asia) Limited	Hong Kong				YES
Baring International Investment Limited	London, UK				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	\$ 5,800,979	\$ 3,946,398
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)	\$ 5,800,979	\$ 3,946,398
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.
Not applicable

GENERAL INTERROGATORIES

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

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

1 Name of Custodian(s)	2 Custodian Address
Citibank, N.A.	333 West 34th Street, New York, NY 10001

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

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

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

- 17.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
# 106006	Babson Capital Management, LLC	1500 Main Street, Springfield, MA 01115

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

- 18.2 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	\$ 4,811,777
1.13	Commercial Mortgages	\$
1.14	Total Mortgages in Good Standing	\$ 4,811,777
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)	\$ 4,811,777
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)
NONE						

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE MML Bay State Life Insurance Company
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

1	Direct Business Only						
	2	3	4	5	6	7	
Life Contracts							Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit-Type Contracts
States, Etc.	Active Status						
1. Alabama	AL	L	231,657			231,657	
2. Alaska	AK	L	10,437			10,437	
3. Arizona	AZ	L	766,460			766,460	
4. Arkansas	AR	L	60,499			60,499	
5. California	CA	L	4,047,450			4,047,450	
6. Colorado	CO	L	691,520	945		692,465	
7. Connecticut	CT	L	495,274			495,274	
8. Delaware	DE	L	60,758			60,758	
9. District of Columbia	DC	L	166,301			166,301	
10. Florida	FL	L	1,709,975			1,709,975	
11. Georgia	GA	L	625,083			625,083	
12. Hawaii	HI	L	175,416			175,416	
13. Idaho	ID	L	53,549			53,549	
14. Illinois	IL	L	1,240,097			1,240,097	
15. Indiana	IN	L	610,858			610,858	
16. Iowa	IA	L	598,989	1,350		600,339	
17. Kansas	KS	L	363,098			363,098	
18. Kentucky	KY	L	314,762	5,000		319,762	
19. Louisiana	LA	L	384,388			384,388	
20. Maine	ME	L	190,326			190,326	
21. Maryland	MD	L	1,052,304			1,052,304	
22. Massachusetts	MA	L	835,186			835,186	
23. Michigan	MI	L	1,585,727	600		1,586,327	
24. Minnesota	MN	L	424,462			424,462	
25. Mississippi	MS	L	227,506			227,506	
26. Missouri	MO	L	598,413			598,413	
27. Montana	MT	L	266,618			266,618	
28. Nebraska	NE	L	377,549	1,350		378,899	
29. Nevada	NV	L	273,934			273,934	
30. New Hampshire	NH	L	169,027			169,027	
31. New Jersey	NJ	L	1,475,847	100,729		1,576,576	
32. New Mexico	NM	L	82,354			82,354	
33. New York	NY	N	139,050			139,050	
34. North Carolina	NC	L	981,969			981,969	
35. North Dakota	ND	L	5,372			5,372	
36. Ohio	OH	L	1,188,573			1,188,573	
37. Oklahoma	OK	L	849,676			849,676	
38. Oregon	OR	L	408,068			408,068	
39. Pennsylvania	PA	L	1,918,423			1,918,423	
40. Rhode Island	RI	L	213,458			213,458	
41. South Carolina	SC	L	662,000			662,000	
42. South Dakota	SD	L	38,383			38,383	
43. Tennessee	TN	L	640,759	1,600		642,359	
44. Texas	TX	L	2,797,136			2,797,136	
45. Utah	UT	L	298,624			298,624	
46. Vermont	VT	L	87,197	900		88,097	
47. Virginia	VA	L	1,548,132			1,548,132	
48. Washington	WA	L	744,297			744,297	
49. West Virginia	WV	L	183,428			183,428	
50. Wisconsin	WI	L	379,432	2,700		382,132	
51. Wyoming	WY	L	25,004			25,004	
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N					
55. U.S. Virgin Islands	VI	N					
56. Northern Mariana Islands	MP	N					
57. Canada	CAN	N					
58. Aggregate Other Aliens	OT	XXX	118,522			118,522	
59. Subtotal	(a)	50	33,393,327	115,174		33,508,501	
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		211,943			211,943	
94. Aggregate or other amounts not allocable by State	XXX						
95. Totals (Direct Business)	XXX		33,605,270	115,174		33,720,444	
96. Plus Reinsurance Assumed	XXX						
97. Totals (All Business)	XXX		33,605,270	115,174		33,720,444	
98. Less Reinsurance Ceded	XXX		14,604,740			14,604,740	
99. Totals (All Business) less Reinsurance Ceded	XXX		19,000,530	115,174		19,115,704	
DETAILS OF WRITE-INS							
58001. Other foreign	XXX		118,522			118,522	
58002.	XXX						
58003.	XXX						
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX						
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX		118,522			118,522	
9401.	XXX						
9402.	XXX						
9403.	XXX						
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX						
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)	XXX						

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

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

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY	04-1590850	65935	Massachusetts
Direct & Indirect Owned Subsidiaries:			
C.M. Life Insurance Company	06-1041383	93432	Connecticut
MML Bay State Life Insurance Company	43-0581430	70416	Connecticut
CML Mezzanine Investor, LLC	06-1041383		Delaware
CML Mezzanine Investor L, LLC	06-1041383		Delaware
CML Mezzanine Investor III, LLC	06-1041383		Delaware
CML Re Finance LLC	06-1041383		Delaware
MML Mezzanine Investor L, LLC	04-1590850		Delaware
Berkshire Way LLC	04-1590850		Delaware
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
Fern Street LLC	37-1732913		Delaware
MassMutual Retirement Services, LLC	04-1590850		Delaware
MML Distributors LLC*	04-3356880		Massachusetts
MML Investment Advisers, LLC	None		Delaware
MML Mezzanine Investor, LLC	04-1590850		Delaware
MML Strategic Distributors, LLC	46-3238013		Delaware
The MassMutual Trust Company, FSB	06-1563535		United States
MMC Equipment Finance LLC	04-1590850		Delaware
MassMutual Asset Finance LLC*	26-0073611		Delaware
Winmark Limited Funding, LLC	20-1217159		Delaware
MMAF Equipment Finance LLC 2009-A	27-1379258		Delaware
MMAF Equipment Finance LLC 2011-A	45-2589019		Delaware
MML Private Placement Investment Company I, LLC	04-1590850		Delaware
MSC Holding Company, LLC	45-4376777		Delaware
MassMutual Holding MSC, Inc.	04-3341767		Massachusetts
0976761 B.C. Ltd.	None		Canada
MassMutual Holding LLC	04-2854319		Delaware
MassMutual Assignment Company	06-1597528		North Carolina
MassMutual Capital Partners LLC	04-1590850		Delaware
MML Investors Services, LLC	04-1590850		Massachusetts
MML Insurance Agency, LLC	04-1590850		Massachusetts
MMLISI Financial Alliances, LLC	41-2011634		Delaware
MassMutual International LLC	04-3313782		Delaware
MassMutual Asia Limited	None		Hong Kong

*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 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
MassMutual Trustees Limited	None		Hong Kong
Protective Capital (International) Limited	None		Hong Kong
MassMutual Life Insurance Company	None		Japan
MassMutual Internacional (Chile) SpA	None		Chile
MassMutual (Chile) Limitada	None		Chile
Compañía de Seguros CorpVida S.A.	None		Chile
MM Asset Management Holding LLC	45-4000072		Delaware
Babson Capital Management LLC	51-0504477		Delaware
Babson Capital Finance LLC	80-0875475		Delaware
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 Advisers Japan K.K.	None		Japan
Cornerstone Real Estate UK Holdings Limited	None		Delaware
Cornerstone Real Estate UK (No. 2) Limited	98-0654401		United Kingdom
Cornerstone Real Estate Advisers Europe LLP	98-0654388		United Kingdom
Cornerstone Real Estate Advisers Europe Finance LLP	98-0654412		United Kingdom
Cornerstone Managing Director Europe LLC	55-0878489		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
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

*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>
Benton Street Advisors, Inc.	98-0536233		Cayman Islands
SDCOS Management LLC	04-1590850		Delaware
Credit Strategies Management LLC	04-1590850		Delaware
Great Lakes III GP, LLC	04-1590850		Delaware
Loan Strategies Management LLC	04-1590850		Delaware
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 Global Institutional, Inc.	13-4160541		New York
OFI Global Trust Company	13-3459790		New York
HarbourView Asset Management Corporation	22-2697140		New York
Trinity Investment Management Corporation	25-1951632		Pennsylvania
OFI SteelPath, Inc.	84-1128397		Delaware
Shareholder Services, Inc.	84-1066811		Colorado
OFI Global Asset Management, Inc.	84-0765063		Delaware
OFI Private Investments Inc.	91-2036414		New York
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	90-0874510		Delaware
Tremont (Bermuda) Limited	None		Bermuda
MassMutual Baring Holding LLC	04-1590850		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

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Baring Asset Management (Asia) Limited	98-0457463		Hong Kong
Baring Asset Management Korea Limited	None		Korea
Baring Asset Management (Japan) Limited	98-0236449		Japan
Baring Asset Management (Australia) Pty Limited	98-0457456		Australia
Baring International Fund Managers (Ireland) Limited	98-0524272		Ireland
Baring Asset Management (CI) Limited	98-0524275		Guernsey
Baring SICE (Taiwan) Limited	98-0457707		Taiwan ROC
Baring France SAS	98-0497550		France
Baring Korea Limited	None		South Korea
Baring Fund Managers Limited	98-0457586		United Kingdom
Baring Pension Trustees Limited	98-0457574		United Kingdom
Baring Investment Services Limited	98-0457578		United Kingdom
MassMutual International Holding MSC, Inc.	04-3548444		Massachusetts
First Mercantile Trust Company	62-0951563		Tennessee
HYP Management LLC	04-3324233		Delaware
MML Realty Management Corporation	04-2443240		Massachusetts
WW-Apts, LLC	27-0607263		Delaware
MML Mezzanine Investor II, LLC	04-1590850		Delaware
MML Mezzanine Investor III, LLC	04-1590850		Delaware
MassMutual External Benefits Group LLC	27-3576835		Delaware
MML Re Finance LLC	04-1590850		Delaware
MP-Apts, LLC	04-1590850		Delaware
Other Affiliates:			
580 Walnut Cincinnati LLC	27-4349154		Delaware
Baring Emerging Market Equity Fund	27-0439942		Delaware
C A F I, Inc.	52-2274685		Maryland
Eighth Note, Inc.	None		Delaware
Invicta Advisors LLC	56-2574604		Delaware
Jefferies Finance LLC*	27-0105644		Delaware
MML Private Equity Fund Investor LLC	04-1590850		Delaware
MM Private Equity Intercontinental LLC	04-1590850		Delaware
Babson Affiliates & Funds:			
Almack Mezzanine Fund I LP*	None		United Kingdom
Almack Mezzanine Fund II Unleveraged LP *	None		United Kingdom
Almack Mezzanine Fund III LP*	None		United Kingdom
Babson Capital High Yield LLC*	55-0886109		Delaware
Babson Capital Core Fixed Income Fund L.P.*	27-3524082		Delaware
Babson Capital Floating Rate Income Fund, L.P.*	27-3330830		Delaware
Babson Capital Global Investment Funds plc	None		United Kingdom
Babson Capital Global Umbrella Fund plc	None		United Kingdom
Babson Capital Global Investment Fund 2 plc*	None		Ireland

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Babson 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. 2005-I	None		Cayman Islands
Babson CLO Ltd. 2005-II	None		Cayman Islands
Babson CLO Ltd. 2005-III*	None		Cayman Islands
Babson CLO Ltd. 2006-I	None		Cayman Islands
Babson CLO Ltd. 2006-II	None		Cayman Islands
Babson CLO Ltd. 2007-I	None		Cayman Islands
Babson CLO Ltd. 2011-I	None		Cayman Islands
Babson CLO Ltd. 2012-I	None		Cayman Islands
Babson CLO Ltd. 2012-II	None		Cayman Islands
Babson CLO Ltd. 2013-I	None		Cayman Islands
Babson Mid-Market CLO Ltd. 2007-II	None		Cayman Islands
Benton Street Partners I, L.P.*	98-0536233		Cayman Islands
Benton Street Partners II, L.P.	98-0536199		Cayman Islands
Clear Lake CLO, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO II, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO III, Ltd.	None		Cayman Islands
Connecticut Valley CLO Fund IV, Ltd.	None		Cayman Islands
Diamond Lake CLO, Ltd.	None		Cayman Islands
Duchess I CDO S.A.	None		United Kingdom
Duchess III CDO S.A.	None		United Kingdom
Duchess IV CDO S.A.	None		United Kingdom
Duchess V CDO S.A.	None		United Kingdom
Duchess VI CLO B.V.	None		United Kingdom
Duchess VII CLO B.V.	None		United Kingdom
Fugu CLO B.V.	None		United Kingdom
Fugu Credit Plc	None		United Kingdom
Gateway Mezzanine Partners I, L.P.*	80-0691253		Delaware
Gateway Mezzanine Partners I Trust	None		Cayman Islands
Great Lakes II LLC*	71-1018134		Delaware
Great Lakes III, L.P.	37-1708623		Delaware
Great Lakes LLC*	56-2505390		Delaware
Hampden CBO Ltd	None		Cayman Islands
Intermodal Holding II LLC	46-2344300		Delaware
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

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Rockall CLO B.V.	None		United Kingdom
Saint James River CDO, Ltd.	None		Cayman Islands
Salomon Trust 2001-MM	None		Delaware
Sapphire Valley CDO I, Ltd.	None		Cayman Islands
SDCOS L.P.	74-3182902		Delaware
Somerset Special Opportunities Fund L.P.*	20-8856877		Delaware
Suffield CLO, Limited	None		Cayman Islands
Summit Lake CLO, Ltd.	None		Cayman Islands
Sweet Tree Holding I LLC	46-3123110		Delaware
Tower Square Capital Partners, L.P.*	04-3722906		Delaware
Tower Square Capital Partners II, L.P.*	30-0336246		Delaware
Tower Square Capital Partners II-A, L.P.*	32-0160190		Delaware
Tower Square Capital Partners III, L.P.*	41-2280127		Delaware
Tower Square Capital Partners IIIA, L.P.*	41-2280129		Delaware
U.S. Trailer Holdings II LLC	46-2104352		Delaware
U.S. WIG Holding L.P.	46-1500495		Delaware
Victoria Falls CLO, Ltd.	None		Cayman Islands
Vinacasa CLO, Ltd.	None		Cayman Islands
Whately CDO, Ltd.	None		Cayman Islands
Winterset Capital Partners, L.P.*	None		Cayman Islands
Wood Creek Multi Asset Fund, L.P.*	20-4981369		Delaware
Wood Creek Venture Fund LLC	04-1590850		Massachusetts
Baring Affiliates & Funds:			
Baring All Country World ex US Equity Fund	45-4184261		Delaware
Baring Emerging Market Corp Debt Fund*	None		Ireland
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
Baring World Equity Fund	46-1197222		Delaware
Multi-Employer Global Aggregate Diversified Portfolio	26-1896226		Delaware
Cornerstone Affiliates & Funds:			
11 Fan Pier Boulevard Member LLC*	90-0728785		Delaware
12-18 West 55th Street Predevelopment, LLC*	20-2548283		Delaware
21 West 86 LLC*	45-5257904		Delaware
50 Northern Avenue Member LLC*	80-0729557		Delaware
Ygnatio Valley Funding	20-5481477		Delaware
AT Mid-Atlantic Office Portfolio LLC*	45-2779931		Delaware
Babson Mezzanine Realty Investors I*	20-4570515		Delaware
Babson Mezzanine Realty Investors II*	24-1446970		Delaware

*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>
CHC/RFP VI Core LLC	04-1590850		Delaware
Cornerstone Apartment Fund I, LLC	06-1595820		Delaware
Cornerstone Apartment Venture III, LLC	20-5786329		Delaware
Cornerstone Austin Industrial LP	20-5775782		Delaware
Cornerstone Austin Park Central I LP*	56-2639862		Delaware
Cornerstone Core Mortgage Fund I LP	27-1701733		Delaware
Cornerstone Core Mortgage Venture I LP	27-1701622		Delaware
Cornerstone Fort Pierce Development LLC*	56-2630592		Delaware
Cornerstone Global REIT Corporation*	20-8730751		Delaware
Cornerstone Holding LP	20-5578165		Delaware
Cornerstone Hotel Income and Equity Fund II (PF) LP	26-1528817		Delaware
Cornerstone Real Estate Fund VIII (PF) LP	27-5209432		Delaware
Cornerstone Real Estate Fund VIII LP	27-0547156		Delaware
Cornerstone Non-REIT Holding LLC	20-5567494		Delaware
CREA/Legacy Federal Way LLC	26-1816861		Delaware
CREA/LYON West Gateway, LLC*	26-2399532		Delaware
CREA/Nexus Anaheim Corners Holdings LLC	27-2934589		Delaware
CREA/PPC Venture LLC*	20-0348173		Delaware
CREA/Windstar Dublin-Pleasanton LLC*	20-4087568		Delaware
Fallon Cornerstone One MPD LLC*	26-1611591		Delaware
FP Development LLC*	20-3347091		Delaware
Flower Mound Warehouse*	20-4834392		Delaware
Gallery Place Equity LLC	11-3677334		Delaware
Gracechurch London Holdings LLC*	46-1586427		Delaware
Hanover Preferred Facility LLC*	20-8298948		Delaware
Infinity SCD Ltd.	None		Connecticut
Johnston Groves LLC	20-4819358		Delaware
MassMutual Boston Capital Mezzanine Partners II LP*	20-4570515		Delaware
Metropolitan At Lorton*	20-5984759		Delaware
MM Greenhill Office LLC*	46-3317841		Massachusetts
PO Parsippany Office Portfolio LLC*	46-0808569		Delaware
Riva Portland LLC	30-0713071		Delaware
Sawgrass Village Shopping Center LLC*	27-2977720		Delaware
Turnpike Executive Park LLC	46-0606690		Delaware
UK LIW Manager LLC	45-4606547		Delaware
UK LIW Member LLC	45-4606547		Delaware
Washington Gateway Apartments Venture LLC*	45-5401109		Delaware
Waterford Development Associates	20-2970495		Delaware
WeHo Domain LLC	46-3122029		Delaware
Wesley Chapel Theaters LLC*	26-2384708		Delaware

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MassMutual Premier Funds:			
MassMutual Barings Dynamic Allocation Fund	45-3168892		Massachusetts
MassMutual Premier Balanced Fund	04-3212054		Massachusetts
MassMutual Premier Capital Appreciation Fund	51-0529336		Massachusetts
MassMutual Premier Core Bond Fund	04-3277549		Massachusetts
MassMutual Premier Disciplined Value Fund	04-3539084		Massachusetts
MassMutual Premier High Yield Fund	04-3520009		Massachusetts
MassMutual Premier Inflation-Protected and Income Fund	03-0532475		Massachusetts
MassMutual Premier International Equity Fund	04-3212044		Massachusetts
MassMutual Premier International Bond Fund	26-1345534		Massachusetts
MassMutual Premier Small/Mid Cap Opportunities Fund	04-3224705		Massachusetts
MassMutual Premier Strategic Emerging Markets Fund	26-3229251		Massachusetts
MassMutual Premier Value Fund	04-3277550		Massachusetts
MassMutual Select Funds:			
MassMutual Select Blue Chip Growth Fund	04-3556992		Massachusetts
MassMutual Select Diversified Value Fund	01-0821120		Massachusetts
MassMutual Select Focused Value Fund	04-3512590		Massachusetts
MassMutual Select Fundamental Value Fund	04-3584138		Massachusetts
MassMutual Select Growth Opportunities Fund	04-3512589		Massachusetts
MassMutual Select Large Cap Value Fund	04-3513019		Massachusetts
MassMutual Select Mid Cap Growth Equity II Fund	04-3512596		Massachusetts
MassMutual Select Mid-Cap Value Fund	42-1710935		Massachusetts
MassMutual Select Overseas Fund	04-3557000		Massachusetts
MassMutual Select Small Cap Growth Equity Fund	04-3464205		Massachusetts
MassMutual Select Small Company Value Fund	04-3584140		Massachusetts
MassMutual Select S&P Mid Cap Index Fund	45-5349772		Massachusetts
MassMutual Select Russell 2000 Small Cap Index Fund	45-5366542		Massachusetts
MassMutual Select MSCI EAFE International Index Fund	45-5357167		Massachusetts
MML Series Investment Funds:			
MML China Fund	26-2997893		Massachusetts
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
MassMutual RetireSMART Funds:			
MassMutual RetireSMART 2015 Fund	27-1933828		Massachusetts
MassMutual RetireSMART 2035 Fund	27-1933389		Massachusetts
MassMutual RetireSMART 2045 Fund	27-1932769		Massachusetts
MassMutual RetireSMART In Retirement Fund	03-0532464		Massachusetts
Oppenheimer Funds:			
HarbourView CLO 2006-1 Limited	None		Cayman Islands

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

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
OFI Institutional Commodities Strategy II	26-1143312		Delaware
Oppenheimer Diversified Alternatives Fund	46-1232921		Delaware
Oppenheimer Capital Appreciation Fund	13-3054122		Massachusetts
Oppenheimer Main Street Fund	84-1073463		Massachusetts
Oppenheimer Global Real Estate Fund	46-1604428		Delaware
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, 2013 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	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0435	Massachusetts Mut Life Ins Co	65935	04-1590850	3848388	0000225602		Massachusetts Mutual Life Insurance Company (MMLIC)	MA	UIP	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0435	CM Life Ins Co	93432	06-1041383				C.M. Life Insurance Company	CT	UDP	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0435	MML Baystate Life Ins Co	70416	43-0581430		0000924777		MML Bay State Life Insurance Company	CT		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				Berkshire Way 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			37-1732913				Fern Street LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-1590850				MassMutual Retirement Services, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	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							MML Investment Advisers, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-1590850				MML Mezzanine Investor, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			46-3238013				MML Strategic Distributors, 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	

STATEMENT AS OF SEPTEMBER 30, 2013 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	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.0000			04-1590850				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							0976761 B.C. Ltd.	.CAN	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			04-1590850		0001399869		MassMutual Capital Partners LLC	.DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			04-1590850		0000701059		MML Investors Services, LLC	.MA	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				MML Insurance Agency, LLC	.MA	NIA	MML Investors Services, LLC	Ownership	100.000	MMLIC	
.0000			41-2011634		0001456663		MMLSI Financial Alliances, LLC	.DE	NIA	MML Investors Services, LLC	Ownership	51.000	MMLIC	
.0000			04-3313782				MassMutual International LLC	.DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000							MassMutual Asia Limited	.HKG	IA	MassMutual International LLC	Ownership	100.000	MMLIC	
.0000							MassMutual Asia Investors Ltd.	.HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000							MassMutual Guardian Limited	.HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000							MassMutual Insurance Consultants Limited	.HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000							MassMutual Services Limited	.HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000							MassMutual Trustees Limited	.HKG	NIA	MassMutual Asia Limited	Ownership	80.000	MMLIC	
.0000							Protective Capital (International) Limited	.HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000							MassMutual Life Insurance Company	.JPN	IA	MassMutual International LLC	Ownership	100.000	MMLIC	
.0000							MassMutual Internacional (Chile) SpA	.CHL	NIA	MassMutual International LLC	Ownership	100.000	MMLIC	
.0000							MassMutual (Chile) Limitada	.CHL	NIA	MassMutual International LLC	Ownership	100.000	MMLIC	
.0000							Compania de Seguros CorpVida S.A.	.CHL	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 Asset Management Holding LLC	Ownership	100.000	MMLIC	
.0000			80-0875475				Babson Capital Finance LLC	.DE	NIA	Babson Capital Management 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	.GGY	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			98-0432153				Babson Capital Europe Limited	.GBR	NIA	Babson Capital Guernsey Limited	Ownership	100.000	MMLIC	
.0000							Almack Mezzanine GP III Limited	.GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000							Almack Holding Partnership GP Limited	.GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000							Almack Mezzanine Fund Limited	.GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000							Almack Mezzanine Fund II Limited	.GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000							Babson Capital Global Advisors Limited	.GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000							Babson Capital Japan KK	.JPN	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							Cornerstone Real Estate Advisers Europe							
.0000			98-0590849				Securities B.V.	.NLD	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 Advisers Japan							
.0000							K.K.	.JPN	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							Cornerstone Real Estate UK (No. 2) Limited							
.0000			98-0654401				Cornerstone Real Estate UK Holdings Limited	.GBR	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	
.0000							Cornerstone Real Estate Advisers Europe LLP	.GBR	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....0000			98-0654412				Cornerstone Real Estate Advisers Europe Finance LLP	..GBR	..NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			55-0878489				Cornerstone Managing Director Europe LLC	..DE	..NIA	Cornerstone Real Estate Advisers LLC	Ownership	..100.000	MMLIC	
.....0000							Babson Capital Asia Limited	..HKG	..NIA	Babson Capital Management LLC	Ownership	..100.000	MMLIC	
.....0000							Babson Capital Australia Holding Company Pty Ltd.	..AUS	..NIA	Babson Capital Management LLC	Ownership	..100.000	MMLIC	
.....0000							Babson Capital Australia Pty Ltd.	..AUS	..NIA	Babson Capital Australia Holding Company Pty Ltd.	Ownership	..100.000	MMLIC	
.....0000							Babson Capital Cornerstone Asia Limited	..HKG	..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			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.	..CYM	..NIA	Babson Capital Management LLC	Ownership	..100.000	MMLIC	
.....0000			04-1590850				SDCOS 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				Great Lakes III GP, 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	..72.000	MMLIC	
.....0000			51-0504477				Babson Capital Cornerstone Managing Director ASIA LLC	..DE	..NIA	Babson Capital Management LLC	Ownership	..100.000	MMLIC	
.....0000							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 Asset Management Holding LLC	Ownership	..96.600	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 Global Institutional, Inc.	..NY	..NIA	OppenheimerFunds, Inc.	Ownership	..100.000	MMLIC	
.....0000			13-3459790	2914875			OFI Global 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		Ownership	..100.000	MMLIC	
.....0000			84-1128397		0000857468		OFI SteelPath, Inc.	..DE	..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.	..JRL	..NIA	OppenheimerFunds, Inc.	Ownership	..100.000	MMLIC	
.....0000			62-1210532				Tremont Group Holdings, Inc.	..NY	..NIA	Oppenheimer Acquisition Corp.	Ownership	..100.000	MMLIC	
.....0000			06-1121864		0000764139		Tremont Partners, Inc.	..CT	..NIA	Tremont Group Holdings, Inc.	Ownership	..100.000	MMLIC	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....0000							Tremont Capital Management (Ireland) Limited	..JRL	.....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			90-0874510				Settlement Agent LLC	..DE	.....NIA	Tremont Group Holdings, Inc.	Ownership	..100.000	MMLIC	
.....0000							Tremont (Bermuda) Limited	..BMU	.....NIA	Tremont Group Holdings, Inc.	Ownership	..100.000	MMLIC	
.....0000			04-1590850				MassMutual Baring Holding LLC	..DE	.....NIA	MassMutual Asset Management 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	..BMU	.....NIA	MassMutual Baring Holding LLC	Ownership	..100.000	MMLIC	
.....0000			98-0241935				Baring Asset Management Limited	..GBR	.....NIA	MassMutual Holdings (Bermuda) Limited	Ownership	..100.000	MMLIC	
.....0000			98-0457328				Baring International Investment Limited	..GBR	.....NIA	Baring Asset Management Limited	Ownership	..100.000	MMLIC	
.....0000							Baring International Investment Management Holdings	..GBR	.....NIA	Baring Asset Management Limited	Ownership	..100.000	MMLIC	
.....0000			98-0457587				Baring Asset Management UK Holdings Limited	..GBR	.....NIA	Baring International Investment Management Holdings	Ownership	..100.000	MMLIC	
.....0000			98-0457576				Baring Asset Management GmbH	..DEU	.....NIA	Baring Asset Management UK Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0465031				Baring Asset Management (Asia) Holdings Limited	..HKG	.....NIA	Baring Asset Management UK Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0524271				Baring International Fund Managers (Bermuda) Limited	..BMU	.....NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0457465				Baring Asset Management (Asia) Limited	..HKG	.....NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0457463				Baring Asset Management Korea Limited	..KOR	.....NIA	Baring Asset Management (Asia) Limited	Ownership	..100.000	MMLIC	
.....0000			98-0236449				Baring Asset Management (Japan) Limited	..JPN	.....NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0457456				Baring Asset Management (Australia) Pty Limited	..AUS	.....NIA	Baring Asset Management UK Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0524272				Baring International Fund Managers (Ireland) Limited	..JRL	.....NIA	Baring Asset Management UK Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0524275				Baring Asset Management (CI) Limited	..GGY	.....NIA	Baring Asset Management UK Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0457707				Baring SICE (Taiwan) Limited	..TWN	.....NIA	Baring Asset Management UK Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0497550				Baring France SAS	..FRA	.....NIA	Baring Asset Management UK Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0457586				Baring Korea Limited	..KOR	.....NIA	Baring Asset Management UK Holdings Limited	Ownership	..100.000	MMLIC	
.....0000			98-0457574				Baring Fund Managers Limited	..GBR	.....NIA	Baring Asset Management Limited	Ownership	..100.000	MMLIC	
.....0000			98-0457578				Baring Pension Trustees Limited	..GBR	.....NIA	Baring Asset Management Limited	Ownership	..100.000	MMLIC	
.....0000							Baring Investment Services Limited	..GBR	.....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	
.....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	

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE MML Bay State Life Insurance Company

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.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	69.900	MMLIC	
.0000							Eighth Note, Inc.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	16.600	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			27-0439942				Baring Emerging Market Equity Fund	.DE	NIA	Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			04-1590850		000067160		MML Private Equity Fund Investor LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			04-1590850				MM Private Equity Intercontinental LLC	.DE	NIA	MML Private Equity Fund Investor LLC	Ownership	100.000	MMLIC	
.0000							Almack Mezzanine Fund I LP	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	38.900	MMLIC	
.0000							Almack Mezzanine Fund I LP	.GBR	NIA	C.M. Life Insurance Company	Ownership	4.000	MMLIC	
.0000							Almack Mezzanine Fund I LP	.GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000							Almack Mezzanine Fund II Unleveraged LP	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	72.900	MMLIC	
.0000							Almack Mezzanine Fund II Unleveraged LP	.GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000							Almack Mezzanine Fund III LP	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	33.200	MMLIC	
.0000							Almack Mezzanine Fund III LP	.GBR	NIA	C.M. Life Insurance Company	Ownership	3.600	MMLIC	
.0000							Almack Mezzanine Fund III LP	.GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	80.000	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	20.000	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	2.600	MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000					0001502146		Babson Capital Global Investment Funds plc	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.700	MMLIC	
.0000					0001582591		Babson Capital Global Investment Fund 2 plc	.JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000							Babson Capital Global Investment Fund 2 plc	.JRL	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					0001515694		Babson Capital Global Umbrella Fund plc	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	16.700	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	78.100	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	3.900	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			27-3524290		0001503879		Babson Capital Total Return Fund L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			27-3524290		0001503879		Babson Capital Total Return Fund L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Babson CLO Ltd. 2004-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2005-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	7
.0000							Babson CLO Ltd. 2005-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	8
.0000							Babson CLO Ltd. 2005-III	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	3
.0000							Babson CLO Ltd. 2005-III	CYM	NIA	MassMutual Holding LLC	Influence		MMLIC	3
.0000							Babson CLO Ltd. 2006-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	9
.0000							Babson CLO Ltd. 2006-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	10
.0000							Babson CLO Ltd. 2007-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	11
.0000							Babson CLO Ltd. 2011-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2013-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson Mid-Market CLO Ltd. 2007-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	14
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	MassMutual Capital Partners LLC	Ownership	95.900	MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	Babson Capital Management LLC	Management		MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	C.M. Life Insurance Company	Ownership	0.300	MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.800	MMLIC	4
.0000			98-0536199				Benton Street Partners II, L.P.	CYM	NIA	Babson Capital Management LLC	Ownership	98.800	MMLIC	5
.0000							Clear Lake CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Connecticut Valley Structured Credit CDO II, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	12
.0000							Connecticut Valley Structured Credit CDO III, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Connecticut Valley CLO Fund IV, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Diamond Lake CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000				4007418			Duchess I CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000				4007445			Duchess III CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Duchess IV CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Duchess V CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000				3981641			Duchess VI CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000				4007502			Duchess VII CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Fugu CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	6
.0000							Fugu Credit Plc	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	6
.0000										Massachusetts Mutual Life Insurance Company				
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	85.700	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	10.500	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Gateway Mezzanine Partners I Trust	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			71-1018134							Massachusetts Mutual Life Insurance Company				
.0000			71-1018134				Great Lakes II LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	11.200	MMLIC	
.0000							Great Lakes II LLC	DE	NIA	C.M. Life Insurance Company	Ownership	1.000	MMLIC	

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STATEMENT AS OF SEPTEMBER 30, 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.0000			37-1708623		0001565779		Great Lakes III, L.P.	DE	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Ownership	43.800	MMLIC	
.0000			56-2505390				Great Lakes LLC	DE	NIA	Babson Capital Management LLC	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	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			46-2344300				Intermodal Holdings II LLC	DE	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			56-2574568				Invicta Holdings LLC	MA	NIA	Company	Ownership	85.600	MMLIC	
.0000							Loan Strategies Funding LLC	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	2
.0000							Malin CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Newton CDO Ltd	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Osprey CDO 2006-1	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Rockall CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Saint James River CDO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Salomon Trust 2001-IM	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
.0000							Sapphire Valley CDO I, Ltd.	CYM	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	13
.0000			74-3182902				SDCOS L.P.	DE	NIA	Company	Ownership	100.000	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	Company	Ownership	30.700	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	1.400	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Suffield CLO, Limited	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Summit Lake CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			46-3123110				Sweet Tree Holding 1 LLC	DE	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	Company	Ownership	43.800	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	0.800	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 Massachusetts Mutual Life Insurance Company	Ownership	3.100	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	Company	Ownership	22.400	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	3.900	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	MassMutual Holding LLC Massachusetts Mutual Life Insurance Company	Ownership	6.300	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	DE	NIA	Company	Ownership	76.800	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 Massachusetts Mutual Life Insurance Company	Ownership	5.700	MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	Company	Ownership	16.700	MMLIC	
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	DE	NIA	Company	Ownership	87.700	MMLIC	
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			46-2104352				U.S. Trailer Holdings II LLC	DE	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			46-1500495				U.S. WIG Holding L.P.	DE	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Victoria Falls CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Vinacasa CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Whately CDO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.0000							Winterset Capital Partners, L.P.	.CYM	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.75.800	MMLIC	
.0000							Winterset Capital Partners, L.P.	.CYM	NIA	C.M. Life Insurance Company	Ownership	2.400	MMLIC	
.0000							Winterset Capital Partners, L.P.	.CYM	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	
.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							Baring Emerging Market Corp Debt Fund	.JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	59.800	MMLIC	
.0000							Baring Emerging Market Corp Debt Fund	.JRL	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			11-3789446				Baring Focused EAFE Equity Fund	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	14.200	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							Baring Global Dynamic Asset Allocation Fund	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	37.200	MMLIC	
.0000							Baring Global Dynamic Asset Allocation Fund	.DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000							Baring International Equity Fund	.DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000							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			46-1197222				Baring World Equity Fund	.DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000							Multi-Employer Global Aggregate Diversified Portfolio	.DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			90-0728785				11 Fan Pier Boulevard Member LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.0000			90-0728785				11 Fan Pier Boulevard Member LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
.0000							12-18 West 55th Street Predevelopment, LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	88.200	MMLIC	
.0000							12-18 West 55th Street Predevelopment, LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	7.700	MMLIC	
.0000							21 West 86 LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	95.000	MMLIC	
.0000							21 West 86 LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	5.000	MMLIC	
.0000							50 Northern Avenue Member LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.0000							50 Northern Avenue Member LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
.0000							AT Mid-Atlantic Office Portfolio LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	90.000	MMLIC	
.0000							AT Mid-Atlantic Office Portfolio LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	10.000	MMLIC	
.0000							Babson Mezzanine Realty Investors I	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	35.800	MMLIC	
.0000							Babson Mezzanine Realty Investors I	.DE	NIA	C.M. Life Insurance Company	Ownership	1.900	MMLIC	
.0000							Babson Mezzanine Realty Investors I	.DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000							Babson Mezzanine Realty Investors II	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	73.500	MMLIC	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			04-1590850				CHC/RFP VI Core LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
.0000			06-1595820				Cornerstone Apartment Fund I, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
.0000			20-5786329		0001386622		Cornerstone Apartment Venture III, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			56-2639862				Cornerstone Austin Industrial LP	DE	NIA	Company	Ownership	65.000	MMLIC	
.0000			56-2639862				Cornerstone Austin Park Central I LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.0000			56-2639862				Cornerstone Austin Park Central I LP	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
.0000			27-1701733				Cornerstone Core Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			27-1701622				Cornerstone Core Mortgage Venture I LP	DE	NIA	Company	Ownership	50.000	MMLIC	
.0000			27-1701622				Cornerstone Core Mortgage Venture I LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	Company	Ownership	83.900	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	6.100	MMLIC	
.0000			20-8730751				Cornerstone Global REIT Corporation	DE	NIA	Company	Ownership	92.300	MMLIC	
.0000			20-8730751				Cornerstone Global REIT Corporation	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	7.600	MMLIC	
.0000			20-5578165				Cornerstone Holding LP	DE	NIA	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 Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			20-5567494				Cornerstone Non-REIT Holding LLC	DE	NIA	Company	Ownership	33.900	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 Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			26-1816861				CREA/Legacy Federal Way LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	54.000	MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	6.000	MMLIC	
.0000			27-2934589				CREA/Nexus Anaheim Corners Holdings LLC	DE	NIA	Company	Ownership	63.900	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	93.400	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	6.600	MMLIC	
.0000			20-4087568				CREA/Windstar Dublin-Pleasanton LLC	DE	NIA	Company	Ownership	92.000	MMLIC	
.0000			20-4087568				CREA/Windstar Dublin-Pleasanton LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	8.000	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Company	Ownership	62.400	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	6.200	MMLIC	
.0000			20-3347091				FP Development LLC	DE	NIA	Company	Ownership	91.000	MMLIC	
.0000			20-3347091				FP Development LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	9.000	MMLIC	
.0000			20-4834392				Flower Mound Warehouse	DE	NIA	Company	Ownership	88.500	MMLIC	
.0000			20-4834392				Flower Mound Warehouse	DE	NIA	C.M. Life Insurance Company	Ownership	11.500	MMLIC	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.....0000			11-3677334				Gallery Place Equity LLC	..DENIA	Massachusetts Mutual Life Insurance Company	Ownership	..50.000	MMLIC	
.....0000			46-1586427				Gracechurch London Holdings LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..96.000	MMLIC	
.....0000			46-1586427				Gracechurch London Holdings LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..4.000	MMLIC	
.....0000			20-8298948				Hanover Preferred Facility LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..45.000	MMLIC	
.....0000			20-8298948				Hanover Preferred Facility LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..5.000	MMLIC	
.....0000			20-8298948				Hanover Preferred Facility LLC	..DE	.....NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.....0000							Infinity SCD Ltd	..CT	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..4.200	MMLIC	
.....0000			20-4819358				Johnston Groves LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..57.200	MMLIC	
.....0000			20-4570515				MassMutual Boston Capital Mezzanine Partners II LP	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..28.600	MMLIC	
.....0000			20-4570515				MassMutual Boston Capital Mezzanine Partners II LP	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..1.000	MMLIC	
.....0000			20-5984759				Metropolitan At Lorton	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..93.500	MMLIC	
.....0000			20-5984759				Metropolitan At Lorton	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..6.500	MMLIC	
.....0000			46-3317841				MM Greenhill Office LLC	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..81.000	MMLIC	
.....0000			46-3317841				MM Greenhill Office LLC	..MA	.....NIA	C.M. Life Insurance Company	Ownership	..19.000	MMLIC	
.....0000			46-0808569				PO Parsippany Office Portfolio LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..95.000	MMLIC	
.....0000			46-0808569				PO Parsippany Office Portfolio LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..5.000	MMLIC	
.....0000			30-0713071				Riva Portland LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	MMLIC	
.....0000			27-2977720				Sawgrass Village Shopping Center LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..84.200	MMLIC	
.....0000			27-2977720				Sawgrass Village Shopping Center LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..15.800	MMLIC	
.....0000			46-0606690				Turnpike Executive Park LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	MMLIC	
.....0000			45-4606547				UK LIW Manager LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.000	MMLIC	
.....0000			45-4606547				UK LIW Member LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	MMLIC	
.....0000			45-5401109				Washington Gateway Apartments Venture LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..95.000	MMLIC	
.....0000			45-5401109				Washington Gateway Apartments Venture LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..5.000	MMLIC	
.....0000			20-2970495				Waterford Development Associates	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..90.000	MMLIC	
.....0000			46-3122029				WeHo Domain LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..86.000	MMLIC	
.....0000			46-3122029				WeHo Domain LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..14.000	MMLIC	
.....0000			26-2384708				Wesley Chapel Theaters LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..90.000	MMLIC	
.....0000			26-2384708				Wesley Chapel Theaters LLC	..DE	.....NIA	C.M. Life Insurance Company	Ownership	..10.000	MMLIC	
.....0000			20-5481477				Ygnatio Valley Funding	..DENIA	Massachusetts Mutual Life Insurance Company	Ownership	..90.000	MMLIC	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....0000			45-3168892			QQ	MassMutual Barings Dynamic Allocation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	50.900	MMLIC	
.....0000			04-3212054		0000927972	QQ	MassMutual Premier Balanced Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.900	MMLIC	
.....0000			51-0529336		0000927972	QQ	MassMutual Premier Capital Appreciation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	7.100	MMLIC	
.....0000			04-3277549		0000927972	QQ	MassMutual Premier Core Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.100	MMLIC	
.....0000			04-3539084		0000927972	QQ	MassMutual Premier Disciplined Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.800	MMLIC	
.....0000			04-3520009		0000927972	QQ	MassMutual Premier High Yield Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	18.700	MMLIC	
.....0000			03-0532475		0000927972	QQ	MassMutual Premier Inflation-Protected and Income Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	9.500	MMLIC	
.....0000			04-3212044		0000927972	QQ	MassMutual Premier International Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.800	MMLIC	
.....0000			26-1345534		0000927972	QQ	MassMutual Premier International Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	95.900	MMLIC	
.....0000			04-3224705		0000927972	QQ	MassMutual Premier Small/Mid Cap Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	10.000	MMLIC	
.....0000			26-3229251		0000927972	QQ	MassMutual Premier Strategic Emerging Markets Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	56.000	MMLIC	
.....0000			04-3277550		0000927972	QQ	MassMutual Premier Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	5.700	MMLIC	
.....0000			04-3556992		0000916053	QQ	MassMutual Select Blue Chip Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.700	MMLIC	
.....0000			01-0821120		0000916053	QQ	MassMutual Select Diversified Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.600	MMLIC	
.....0000			04-3512590		0000916053	QQ	MassMutual Select Focused Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.900	MMLIC	
.....0000			04-3584138		0000916053	QQ	MassMutual Select Fundamental Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.300	MMLIC	
.....0000			04-3512589		0000916053	QQ	MassMutual Select Growth Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.100	MMLIC	
.....0000			04-3513019		0000916053	QQ	MassMutual Select Large Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.000	MMLIC	
.....0000			04-3512596		0000916053	QQ	MassMutual Select Mid Cap Growth Equity II Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.800	MMLIC	
.....0000			42-1710935		0000916053	QQ	MassMutual Select Mid-Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.800	MMLIC	
.....0000			04-3557000		0000916053	QQ	MassMutual Select Overseas Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.000	MMLIC	
.....0000			04-3464205		0000916053	QQ	MassMutual Select Small Cap Growth Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.000	MMLIC	
.....0000			04-3584140		0000916053	QQ	MassMutual Select Small Company Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.200	MMLIC	
.....0000			45-5349772		0000916053	QQ	MassMutual Select S&P Mid Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	18.300	MMLIC	
.....0000			45-5366542		0000916053	QQ	MassMutual Select Russell 2000 Small Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	8.400	MMLIC	

STATEMENT AS OF SEPTEMBER 30, 2013 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	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....0000			45-5357167		0000916053	OO	MassMutual Select MSCI EAFE International Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.100	MMLIC	
.....0000			26-2997893		0000067160		MML China Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.200	MMLIC	
.....0000			45-3612851		0000067160		MML Focused Equity Fund Class I	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.400	MMLIC	
.....0000			45-3612938		0000067160		MML Fundamental Growth Fund Class I	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	11.300	MMLIC	
.....0000			27-2959469		0000067160		MML Fundamental Value Fund Class I	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	6.000	MMLIC	
.....0000			27-1933828		0000916053		MassMutual RetireSMART 2015 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	58.000	MMLIC	
.....0000			27-1933389		0000916053		MassMutual RetireSMART 2035 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	14.700	MMLIC	
.....0000			27-1932769		0000916053		MassMutual RetireSMART 2045 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	25.900	MMLIC	
.....0000			03-0523464		0000916053		MassMutual RetireSMART In Retirement Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	97.800	MMLIC	
.....0000			26-1143312				HarbourView CLO 2006-1 Limited	CYM	NIA	OppenheimerFunds, Inc.	Influence		MMLIC	
.....0000			46-1232921		0001560050		OFI Institutional Commodities Strategy II	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.....0000							Oppenheimer Diversified Alternatives Fund	DE	NIA	OppenheimerFunds, Inc.	Ownership	55.200	MMLIC	
.....0000			13-3054122		0000319767		Oppenheimer Capital Appreciation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership		MMLIC	
.....0000			84-1073463		0001116894		Oppenheimer Main Street Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership		MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	DE	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		MMLIC	
.....0000			13-3949688				Rye Select Broad Market Prime	DE	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	

Asterisk	Explanation
1	Massachusetts Mutual Life Insurance Company owns 3.38% of the affiliated debt of Jefferies Finance LLC
2	Babson Loan Strategies owns 100% of the debt
3	Debt investors own 24% and include Connecticut Valley Structured Credit CDO III, Ltd.I, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
4	Partnership investors own 100% and include Massachusetts Mutual Life Insurance Company, C.M. Life Insurance Company, MassMutual Capital Partners LLC, Babson Loan Strategies Fund, L.P. and Winterset Capital Partners, L.P.
5	Partnership investors own 99% and include Babson Credit Strategies Fund, L.P. and Babson Credit Strategies.
6	Fugu Credit Plc owns 47% of the Fugu CLO B.V. assets
7	Debt investors own 9% and include Connecticut Valley Structured Credit CDO III, Ltd., Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Mid-Market CLO 2007-II
8	Debt investors own 8% and include Connecticut Valley Structured Credit CDO III, Ltd.I and Babson Capital Loan Strategies Fund, L.P.
9	Debt investors own 22% and include Connecticut Valley Structured Credit CDO III, Ltd.I, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
10	Debt investors own 8% and include Sapphire Valley, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
11	Debt investors own 11% and include Connecticut Valley CLO Fund IV, Ltd. And Babson Capital Loan Strategies Fund, L.P.
12	Debt investors own less than 40% and include Connecticut Valley Structured Credit CDO III, Ltd. and Connecticut Valley CLO Fund IV, Ltd.
13	Debt investors own less than 47% and include only Babson Capital Loan Strategies Fund, L.P.
14	Debt investors own 17% and include Connecticut Valley Structured Credit CDO IV, Ltd., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, Babson Capital Loan Strategies Fund, L.P., and Sapphire Valley CDO I, Ltd.

13.11

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

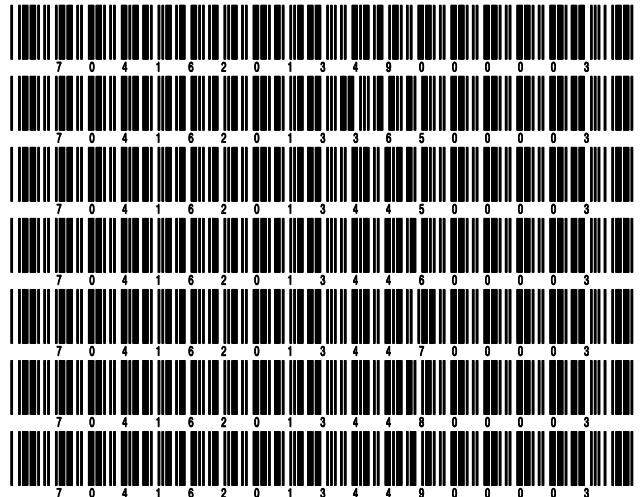
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required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

Explanation:

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

Bar Code:

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



OVERFLOW PAGE FOR WRITE-INS

NONE

STATEMENT AS OF SEPTEMBER 30, 2013 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	5,344,751	6,068,370
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		3,860
3. Capitalized deferred interest and other		
4. Accrual of discount	1,536	1,869
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	523,125	717,162
8. Deduct amortization of premium and mortgage interest points and commitment fees	11,385	12,186
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)	4,811,777	5,344,751
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	4,811,777	5,344,751
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	4,811,777	5,344,751

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	142,017,087	180,319,571
2. Cost of bonds and stocks acquired	33,480,392	7,597,157
3. Accrual of discount	783,429	1,192,978
4. Unrealized valuation increase (decrease)		21,369
5. Total gain (loss) on disposals	247,981	770,045
6. Deduct consideration for bonds and stocks disposed of	24,172,618	47,180,618
7. Deduct amortization of premium	365,878	293,001
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	10,827	410,414
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	151,979,566	142,017,087
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	151,979,566	142,017,087

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	84,130,775	38,112,619	41,139,314	(416,321)	92,464,942	84,130,775	80,687,759	100,019,141
2. Class 2 (a)	172,423,774	387,694,196	377,883,395	(205,185)	145,050,980	172,423,774	182,029,389	134,967,064
3. Class 3 (a)	834,874		60,663	999,881	1,935,792	834,874	1,774,092	2,405,433
4. Class 4 (a)	1,085,444			(323,358)	764,023	1,085,444	762,086	1,108,288
5. Class 5 (a)	541,866		16,609	322,964	883,335	541,866	848,221	550,779
6. Class 6 (a)	959			(614)	663	959	345	1,191
7. Total Bonds	259,017,692	425,806,815	419,099,981	377,367	241,099,735	259,017,692	266,101,892	239,051,896
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	259,017,692	425,806,815	419,099,981	377,367	241,099,735	259,017,692	266,101,892	239,051,896

(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 \$; NAIC 2 \$114,122,326 ; 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	23,485,272	xxx	23,460,553		

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	1,998,249	
2. Cost of short-term investments acquired	38,689,819	28,844,920
3. Accrual of discount	47,204	39,329
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	17,250,000	26,886,000
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)	23,485,272	1,998,249
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	23,485,272	1,998,249

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	95,036,559	12,748,702
2. Cost of cash equivalents acquired	1,036,451,418	887,375,585
3. Accrual of discount	219,713	278,062
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	15	95
6. Deduct consideration received on disposals	1,041,070,651	805,365,885
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)	90,637,054	95,036,559
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	90,637,054	95,036,559