



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 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
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OFFICERS

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

OTHER

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

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D)	145,576,989		145,576,989	142,017,087
2. Stocks (Schedule D):				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	4,680,443		4,680,443	5,344,751
3.2 Other than first liens				
4. Real estate (Schedule A):				
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 (\$362,329 , Schedule E - Part 1), cash equivalents				
(\$73,306,345 , Schedule E - Part 2) and short-term				
investments (\$17,489,374 , Schedule DA)	91,158,048		91,158,048	89,585,735
6. Contract loans (including \$ premium notes)	94,901,162		94,901,162	95,324,948
7. Derivatives (Schedule DB)				
8. Other invested assets (Schedule BA)				
9. Receivables for securities				
10. Securities lending reinvested collateral assets (Schedule DL)				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	336,316,642		336,316,642	332,272,521
13. Title plants less \$ charged off (for Title insurers				
only)				
14. Investment income due and accrued	3,767,101	2,265	3,764,836	3,564,103
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	677		677	2,368
15.2 Deferred premiums and agents' balances and installments booked but				
deferred and not yet due (including \$				
earned but unbilled premiums)	(2,166,514)		(2,166,514)	(3,919,282)
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	2,686,195		2,686,195	5,258,520
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	21,368,753		21,368,753	27,720,800
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	6,021,096		6,021,096	7,310,329
18.2 Net deferred tax asset	5,739,918	1,150,660	4,589,258	4,933,998
19. Guaranty funds receivable or on deposit	271,890		271,890	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	150,915		150,915	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)	374,156,673	1,152,925	373,003,748	378,166,063
27. From Separate Accounts, Segregated Accounts and Protected Cell				
Accounts	4,214,903,673		4,214,903,673	4,110,991,095
28. Total (Lines 26 and 27)	4,589,060,346	1,152,925	4,587,907,421	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 thru 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 thru 2503 plus 2598)(Line 25 above)				

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Aggregate reserve for life contracts \$ 129,503,950 (Exh. 5, Line 9999999) less \$ included in Line 6.3 (including \$ Modco Reserve)	129,503,950	124,285,572
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)		
3. Liability for deposit-type contracts (Exhibit 7, Line 14, Col. 1) (including \$ Modco Reserve)	6,841,263	6,397,225
4. Contract claims:		
4.1 Life (Exhibit 8, Part 1, Line 4.4, Col. 1 less sum of Cols. 9, 10 and 11)	3,844,077	3,457,594
4.2 Accident and health (Exhibit 8, Part 1, Line 4.4, sum of Cols. 9, 10 and 11)		
5. Policyholders' dividends \$ and coupons \$ due and unpaid (Exhibit 4, Line 10)		
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 (Exhibit 1, Part 1, Col. 1, sum of lines 4 and 14)	1,729	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	14,025,217	15,015,778
9.3 Other amounts payable on reinsurance including \$ assumed and \$ 738,087 ceded	738,087	(258,694)
9.4 Interest maintenance reserve (IMR, Line 6)	297,217	313,977
10. Commissions to agents due or accrued-life and annuity contracts \$ 66,301 accident and health \$ and deposit-type contract funds \$	66,301	56,362
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued (Exhibit 2, Line 12, Col. 6)	398,718	398,922
13. Transfers to Separate Accounts due or accrued (net) (including \$ (1,026,180) accrued for expense allowances recognized in reserves, net of reinsured allowances)	13,608,167	23,139,044
14. Taxes, licenses and fees due or accrued, excluding federal income taxes (Exhibit 3, Line 9, Col. 5)	265,020	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	27,088	10,424
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	(197,438)	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 (AVR, Line 16, Col. 7)	4,326,921	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	2,944,545	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		
24.10 Payable for securities lending		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	291,618	281,886
26. Total Liabilities excluding Separate Accounts business (Lines 1 to 25)	176,982,480	181,938,986
27. From Separate Accounts Statement	4,214,903,673	4,110,990,671
28. Total Liabilities (Lines 26 and 27)	4,391,886,153	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 (Page 3, Line 33, Col. 2 plus Page 4, Line 51.1, Col. 1)	143,736,914	143,736,914
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	49,784,154	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 \$ in Separate Accounts Statement)	193,521,068	193,727,301
38. Totals of Lines 29, 30 and 37 (Page 4, Line 55)	196,021,268	196,227,501
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	4,587,907,421	4,489,157,158
DETAILS OF WRITE-INS		
2501. Miscellaneous liabilities	175,484	235,127
2502. Funds awaiting escheat	116,134	46,759
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	291,618	281,886
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 thru 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 thru 3403 plus 3498)(Line 34 above)		

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SUMMARY OF OPERATIONS

	1 Current Year	2 Prior Year
1. Premiums and annuity considerations for life and accident and health contracts (Exhibit 1, Part 1, Line 20.4, Col. 1, less Col. 11)	28,520,783	29,792,289
2. Considerations for supplementary contracts with life contingencies		
3. Net investment income (Exhibit of Net Investment Income, Line 17)	11,832,493	13,066,812
4. Amortization of interest maintenance reserve (IMR, Line 5)	167,725	149,681
5. Separate Accounts net gain from operations excluding unrealized gains or losses	(3)	11
6. Commissions and expense allowances on reinsurance ceded (Exhibit 1, Part 2, Line 26.1, Col. 1)	5,396,975	5,253,881
7. Reserve adjustments on reinsurance ceded	(10,106,625)	(8,328,492)
8. Miscellaneous Income:		
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	68,457,233	72,727,071
8.2 Charges and fees for deposit-type contracts		
8.3 Aggregate write-ins for miscellaneous income	(329,257)	(1,001,277)
9. Total (Lines 1 to 8.3)	103,939,324	111,659,976
10. Death benefits	41,795,049	31,349,788
11. Matured endowments (excluding guaranteed annual pure endowments)		
12. Annuity benefits (Exhibit 8, Part 2, Line 6.4, Cols. 4 + 8)	2,625,581	2,260,358
13. Disability benefits and benefits under accident and health contracts	283,323	255,280
14. Coupons, guaranteed annual pure endowments and similar benefits		
15. Surrender benefits and withdrawals for life contracts	118,766,434	160,473,345
16. Group conversions		
17. Interest and adjustments on contract or deposit-type contract funds	657,561	608,442
18. Payments on supplementary contracts with life contingencies		
19. Increase in aggregate reserves for life and accident and health contracts	3,539,409	12,165,766
20. Totals (Lines 10 to 19)	167,667,357	207,112,979
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only) (Exhibit 1, Part 2, Line 31, Col. 1)	3,425,523	3,422,353
22. Commissions and expense allowances on reinsurance assumed (Exhibit 1, Part 2, Line 26.2, Col. 1)		
23. General insurance expenses (Exhibit 2, Line 10, Cols. 1, 2, 3 and 4)	9,666,883	9,800,287
24. Insurance taxes, licenses and fees, excluding federal income taxes (Exhibit 3, Line 7, Cols. 1 + 2 + 3)	609,205	1,315,516
25. Increase in loading on deferred and uncollected premiums	(989)	(596)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(104,825,494)	(133,324,268)
27. Aggregate write-ins for deductions	83,644	60,903
28. Totals (Lines 20 to 27)	76,626,129	88,387,174
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	27,313,195	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)	27,313,195	23,272,802
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	4,959,368	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)	22,353,827	20,309,239
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$153,732 (excluding taxes of \$92,382 transferred to the IMR)	(57,628)	1,940,308
35. Net income (Line 33 plus Line 34)	22,296,199	22,249,547
CAPITAL AND SURPLUS ACCOUNT		
36. Capital and surplus, December 31, prior year (Page 3, Line 38, Col. 2)	196,227,501	176,457,255
37. Net income (Line 35)	22,296,199	22,249,547
38. Change in net unrealized capital gains (losses) less capital gains tax of \$		13,889
39. Change in net unrealized foreign exchange capital gain (loss)		
40. Change in net deferred income tax	(1,409,457)	(5,786,947)
41. Change in nonadmitted assets	1,064,819	4,005,661
42. Change in liability for reinsurance in unauthorized and certified companies		417
43. Change in reserve on account of change in valuation basis, (increase) or decrease	(1,678,969)	
44. Change in asset valuation reserve	(496,824)	(740,630)
45. Change in treasury stock (Page 3, Lines 36.1 and 36.2, Col. 2 minus Col. 1)		
46. Surplus (contributed to) withdrawn from Separate Accounts during period	421	
47. Other changes in surplus in Separate Accounts Statement	(421)	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	(20,000,000)	
53. Aggregate write-ins for gains and losses in surplus	17,999	28,304
54. Net change in capital and surplus for the year (Lines 37 through 53)	(206,233)	19,770,246
55. Capital and surplus, December 31, current year (Lines 36 + 54) (Page 3, Line 38)	196,021,268	196,227,501
DETAILS OF WRITE-INS		
08.301. Sub advisory fees	(1,821,924)	(1,669,859)
08.302. Other miscellaneous income	1,492,667	668,582
08.303.		
08.398. Summary of remaining write-ins for Line 8.3 from overflow page		
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398)(Line 8.3 above)	(329,257)	(1,001,277)
2701. Miscellaneous charges to operations	83,644	60,903
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page		
2799. Totals (Lines 2701 thru 2703 plus 2798)(Line 27 above)	83,644	60,903
5301. Other changes in surplus	17,999	28,304
5302.		
5303.		
5398. Summary of remaining write-ins for Line 53 from overflow page		
5399. Totals (Lines 5301 thru 5303 plus 5398)(Line 53 above)	17,999	28,304

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

CASH FLOW

	1	2
	Current Year	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	25,632,873	30,570,106
2. Net investment income	11,279,621	12,533,084
3. Miscellaneous income	70,242,334	70,885,216
4. Total (Lines 1 through 3)	107,154,828	113,988,406
5. Benefit and loss related payments	161,179,439	200,674,468
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(95,294,617)	(138,651,109)
7. Commissions, expenses paid and aggregate write-ins for deductions	13,649,888	15,776,807
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ 214,066 tax on capital gains (losses)	3,731,485	1,436,181
10. Total (Lines 5 through 9)	83,266,195	79,236,347
11. Net cash from operations (Line 4 minus Line 10)	23,888,633	34,752,059
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	30,754,970	47,180,618
12.2 Stocks		
12.3 Mortgage loans	653,058	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	(18)	.95
12.7 Miscellaneous proceeds	(7)	(22,569)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	31,408,003	47,875,306
13. Cost of investments acquired (long-term only):		
13.1 Bonds	33,481,794	7,597,157
13.2 Stocks		
13.3 Mortgage loans		3,860
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications	(8)	
13.7 Total investments acquired (Lines 13.1 to 13.6)	33,481,786	7,601,017
14. Net increase (decrease) in contract loans and premium notes	(423,786)	1,824,522
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(1,649,997)	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	311,236	2,768,861
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	(20,977,559)	1,231,658
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(20,666,323)	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)	1,572,313	77,202,345
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	89,585,735	12,383,390
19.2 End of year (Line 18 plus Line 19.1)	91,158,048	89,585,735

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

20.0001. Bond conversions and refinancing	999,838	2,148,152
20.0002. Interest capitalization for long-term debt	1,394	322
20.0003.		

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health			12 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance (a)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other	
1. Premiums and annuity considerations for life and accident and health contracts	28,520,783		27,285,399	149,552			1,085,832					
2. Considerations for supplementary contracts with life contingencies												
3. Net investment income	11,832,493		11,109,674	(374,419)	253,108		844,130					
4. Amortization of Interest Maintenance Reserve (IMR)	167,725		149,562	(9,409)	6,360		21,212					
5. Separate Accounts net gain from operations excluding unrealized gains or losses	(3)						(3)					
6. Commissions and expense allowances on reinsurance ceded	5,396,975		553				5,396,422					
7. Reserve adjustments on reinsurance ceded	(10,106,625)						(10,106,625)					
8. Miscellaneous Income:												
8.1 Fees associated with income from investment management, administration and contract guarantees from Separate Accounts	68,457,233		43,959,696	763,210			23,734,327					
8.2 Charges and fees for deposit-type contracts												
8.3 Aggregate write-ins for miscellaneous income	(329,257)		1,374,036	118,631			(1,821,924)					
9. Totals (Lines 1 to 8.3)	103,939,324		83,878,920	647,565	259,468		19,153,371					
10. Death benefits	41,795,049		15,286,415				26,508,634					
11. Matured endowments (excluding guaranteed annual pure endowments)												
12. Annuity benefits	2,625,581			2,625,581								
13. Disability benefits and benefits under accident and health contracts	283,323		283,323									
14. Coupons, guaranteed annual pure endowments and similar benefits												
15. Surrender benefits and withdrawals for life contracts	118,766,434		52,357,657	4,917,758			61,491,019					
16. Group conversions												
17. Interest and adjustments on contract or deposit-type contract funds	657,561		82,621	1,676	132,802		440,462					
18. Payments on supplementary contracts with life contingencies												
19. Increase in aggregate reserves for life and accident and health contracts	3,539,409		4,430,583	(982,065)			90,891					
20. Totals (Lines 10 to 19)	167,667,357		72,440,599	6,562,950	132,802		88,531,006					
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only)	3,425,523		2,179,484	58,524			1,187,515					
22. Commissions and expense allowances on reinsurance assumed												
23. General insurance expenses	9,666,883		4,888,735	355,273	983		4,421,892					
24. Insurance taxes, licenses and fees, excluding federal income taxes	609,205		488,632	8,461	29		112,083					
25. Increase in loading on deferred and uncollected premiums	(989)		(989)									
26. Net transfers to or (from) Separate Accounts net of reinsurance	(104,825,494)		(16,089,283)	(6,231,693)			(82,504,518)					
27. Aggregate write-ins for deductions	83,644		51,155	(1)			32,490					
28. Totals (Lines 20 to 27)	76,626,129		63,958,333	753,514	133,814		11,780,468					
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	27,313,195		19,920,587	(105,949)	125,654		7,372,903					
30. Dividends to policyholders												
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	27,313,195		19,920,587	(105,949)	125,654		7,372,903					
32. Federal income taxes incurred (excluding tax on capital gains)	4,959,368		3,617,666	(194,569)	48,414		1,487,857					
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)	22,353,827		16,302,921	88,620	77,240		5,885,046					
DETAILS OF WRITE-INS												
08.301. Sub advisory fees	(1,821,924)						(1,821,924)					
08.302. Other miscellaneous income	1,492,667		1,374,036	118,631								
08.303.												
08.398. Summary of remaining write-ins for Line 8.3 from overflow page												
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above)	(329,257)		1,374,036	118,631			(1,821,924)					
2701. Miscellaneous charges to operations	83,644		51,155	(1)			32,490					
2702.												
2703.												
2798. Summary of remaining write-ins for Line 27 from overflow page												
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	83,644		51,155	(1)			32,490					

(a) Includes the following amounts for FEGLI/SGLI: Line 1, Line 10, Line 16, Line 23, Line 24

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
ANALYSIS OF INCREASE IN RESERVES DURING THE YEAR

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group	
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance	8 Annuities
Involving Life or Disability Contingencies (Reserves)								
(Net of Reinsurance Ceded)								
1. Reserve December 31, prior year	124,285,572		119,396,328	3,807,663			1,081,581	
2. Tabular net premiums or considerations	28,519,462		27,285,400	149,552			1,084,510	
3. Present value of disability claims incurred					XXX			
4. Tabular interest	4,780,531		4,712,635	67,896				
5. Tabular less actual reserve released	(49,265)			(49,265)				
6. Increase in reserve on account of change in valuation basis	1,678,969		1,678,969					
7. Other increases (net)	3,651,275		6,324,460	(451,817)			(2,221,368)	
8. Totals (Lines 1 to 7)	162,866,544		159,397,792	3,524,029			(55,277)	
9. Tabular cost	42,396,889		24,176,758		XXX		18,220,131	
10. Reserves released by death	24,047,108		4,332,260	XXX	XXX		19,714,848	XXX
11. Reserves released by other terminations (net)	117,449,412		51,037,046	4,921,347			61,491,019	
12. Annuity, supplementary contract and disability payments involving life contingencies	2,297,981		283,323	2,014,658				
13. Net transfers to or (from) Separate Accounts	(152,828,796)		(45,937,475)	(6,237,573)			(100,653,748)	
14. Total Deductions (Lines 9 to 13)	33,362,594		33,891,912	698,432			(1,227,750)	
15. Reserve December 31, current year	129,503,950		125,505,880	2,825,597			1,172,473	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) 11,936	11,940
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a) 6,606,021	6,821,174
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b)	
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)		
2.21 Common stocks of affiliates		
3. Mortgage loans	(c) 288,564	285,134
4. Real estate	(d)	
5. Contract loans	5,168,985	5,157,889
6. Cash, cash equivalents and short-term investments	(e) 355,620	355,620
7. Derivative instruments	(f)	
8. Other invested assets		
9. Aggregate write-ins for investment income	80,579	(350)
10. Total gross investment income	12,511,705	12,631,407
11. Investment expenses		(g) 797,273
12. Investment taxes, licenses and fees, excluding federal income taxes		(g) 1,641
13. Interest expense		(h)
14. Depreciation on real estate and other invested assets		(i)
15. Aggregate write-ins for deductions from investment income		
16. Total deductions (Lines 11 through 15)		798,914
17. Net investment income (Line 10 minus Line 16)		11,832,493
DETAILS OF WRITE-INS		
0901. Miscellaneous income	80,579	(350)
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page		
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	80,579	(350)
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15, above)		

- (a) Includes \$ 1,101,451 accrual of discount less \$ 508,379 amortization of premium and less \$ 304,752 paid for accrued interest on purchases.
- (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued dividends on purchases.
- (c) Includes \$ 1,733 accrual of discount less \$ 12,983 amortization of premium and less \$ paid for accrued interest on purchases.
- (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
- (e) Includes \$ 352,061 accrual of discount less \$ amortization of premium and less \$ paid for accrued interest on purchases.
- (f) Includes \$ accrual of discount less \$ amortization of premium.
- (g) Includes \$ investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ interest on surplus notes and \$ interest on capital notes.
- (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1	2	3	4	5
	Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds					
1.1 Bonds exempt from U.S. tax					
1.2 Other bonds (unaffiliated)	226,942	(11,816)	215,126		
1.3 Bonds of affiliates	24,880		24,880		
2.1 Preferred stocks (unaffiliated)					
2.11 Preferred stocks of affiliates					
2.2 Common stocks (unaffiliated)					
2.21 Common stocks of affiliates					
3. Mortgage loans					
4. Real estate					
5. Contract loans					
6. Cash, cash equivalents and short-term investments	(18)		(18)		
7. Derivative instruments					
8. Other invested assets					
9. Aggregate write-ins for capital gains (losses)	(85,302)		(85,302)		
10. Total capital gains (losses)	166,502	(11,816)	154,686		
DETAILS OF WRITE-INS					
0901. Miscellaneous	(85,302)		(85,302)		
0902.					
0903.					
0998. Summary of remaining write-ins for Line 9 from overflow page					
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	(85,302)		(85,302)		

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

EXHIBIT - 1 PART 1 - PREMIUMS AND ANNUITY CONSIDERATIONS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

	1 Total	2 Industrial Life	Ordinary		5 Credit Life (Group and Individual)	Group		Accident and Health			11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group and Individual)	10 Other	
FIRST YEAR (other than single)											
1. Uncollected											
2. Deferred and accrued											
3. Deferred, accrued and uncollected:											
3.1 Direct											
3.2 Reinsurance assumed											
3.3 Reinsurance ceded											
3.4 Net (Line 1 + Line 2)											
4. Advance											
5. Line 3.4 - Line 4											
6. Collected during year:											
6.1 Direct											
6.2 Reinsurance assumed											
6.3 Reinsurance ceded	(481)		(481)								
6.4 Net	481		481								
7. Line 5 + Line 6.4	481		481								
8. Prior year (uncollected + deferred and accrued - advance)											
9. First year premiums and considerations:											
9.1 Direct											
9.2 Reinsurance assumed											
9.3 Reinsurance ceded	(481)		(481)								
9.4 Net (Line 7 - Line 8)	481		481								
SINGLE											
10. Single premiums and considerations:											
10.1 Direct											
10.2 Reinsurance assumed											
10.3 Reinsurance ceded											
10.4 Net											
RENEWAL											
11. Uncollected	783		783								
12. Deferred and accrued	(13,437,451)		(1,905,368)			(11,532,083)					
13. Deferred, accrued and uncollected:											
13.1 Direct	(13,916,518)		108,699			(14,025,217)					
13.2 Reinsurance assumed											
13.3 Reinsurance ceded	(479,850)		2,013,284			(2,493,134)					
13.4 Net (Line 11 + Line 12)	(13,436,668)		(1,904,586)			(11,532,083)					
14. Advance	1,729		1,729								
15. Line 13.4 - Line 14	(13,438,398)		(1,906,315)			(11,532,083)					
16. Collected during year:											
16.1 Direct	45,083,097		44,904,806	149,552		28,738					
16.2 Reinsurance assumed											
16.3 Reinsurance ceded	19,450,704		19,245,358			205,346					
16.4 Net	25,632,392		25,659,448	149,552		(176,608)					
17. Line 15 + Line 16.4	12,193,994		23,753,133	149,552		(11,708,691)					
18. Prior year (uncollected + deferred and accrued - advance)	(16,420,095)		(3,625,573)			(12,794,522)					
19. Renewal premiums and considerations:											
19.1 Direct	46,065,121		44,896,269	149,552		1,019,300					
19.2 Reinsurance assumed											
19.3 Reinsurance ceded	17,451,031		17,517,563			(66,532)					
19.4 Net (Line 17 - Line 18)	28,614,089		27,378,706	149,552		1,085,832					
TOTAL											
20. Total premiums and annuity considerations:											
20.1 Direct	46,065,121		44,896,269	149,552		1,019,300					
20.2 Reinsurance assumed											
20.3 Reinsurance ceded	17,450,550		17,517,082			(66,532)					
20.4 Net (Lines 9.4 + 10.4 + 19.4)	28,614,570		27,379,187	149,552		1,085,832					

EXHIBIT - 1 PART 2 - DIVIDENDS AND COUPONS APPLIED, REINSURANCE COMMISSIONS AND EXPENSE ALLOWANCES AND COMMISSIONS INCURRED (Direct Business Only)

	1 Total	2 Industrial Life	Ordinary		5 Credit Life (Group and Individual)	Group		Accident and Health			11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group and Individual)	10 Other	
DIVIDENDS AND COUPONS APPLIED (included in Part 1)											
21. To pay renewal premiums											
22. All other											
REINSURANCE COMMISSIONS AND EXPENSE ALLOWANCES INCURRED											
23. First year (other than single):											
23.1 Reinsurance ceded											
23.2 Reinsurance assumed											
23.3 Net ceded less assumed											
24. Single:											
24.1 Reinsurance ceded											
24.2 Reinsurance assumed											
24.3 Net ceded less assumed											
25. Renewal:											
25.1 Reinsurance ceded	5,396,975		554			5,396,422					
25.2 Reinsurance assumed											
25.3 Net ceded less assumed	5,396,975		554			5,396,422					
26. Totals:											
26.1 Reinsurance ceded (Page 6, Line 6)	5,396,975		554			5,396,422					
26.2 Reinsurance assumed (Page 6, Line 22)											
26.3 Net ceded less assumed	5,396,975		554			5,396,422					
COMMISSIONS INCURRED (direct business only)											
27. First year (other than single)	15,772		15,772								
28. Single											
29. Renewal	3,409,751		2,163,712	58,524		1,187,515					
30. Deposit-type contract funds											
31. Totals (to agree with Page 6, Line 21)	3,425,523		2,179,484	58,524		1,187,515					

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

EXHIBIT 2 - GENERAL EXPENSES

	Insurance				5 Investment	6 Total
	1 Life	2 Accident and Health		4 All Other Lines of Business		
		2 Cost Containment	3 All Other			
1. Rent	327,628				3,660	331,288
2. Salaries and wages	4,077,975				45,562	4,123,537
3.11 Contributions for benefit plans for employees	843,314				9,422	852,736
3.12 Contributions for benefit plans for agents	361,356				4,037	365,393
3.21 Payments to employees under non-funded benefit plans						
3.22 Payments to agents under non-funded benefit plans						
3.31 Other employee welfare	41,443				463	41,906
3.32 Other agent welfare						
4.1 Legal fees and expenses	89,515				1,000	90,515
4.2 Medical examination fees	54,560				610	55,169
4.3 Inspection report fees	20					20
4.4 Fees of public accountants and consulting actuaries	25,454				284	25,738
4.5 Expense of investigation and settlement of policy claims	18,044				202	18,245
5.1 Traveling expenses	148,052				1,654	149,706
5.2 Advertising	223,768				2,500	226,268
5.3 Postage, express, telegraph and telephone	151,357				1,691	153,048
5.4 Printing and stationery	144,146				1,610	145,757
5.5 Cost or depreciation of furniture and equipment	101,144				1,130	102,275
5.6 Rental of equipment	183,316				2,048	185,364
5.7 Cost or depreciation of EDP equipment and software	290,217				3,242	293,459
6.1 Books and periodicals	12,062				135	12,197
6.2 Bureau and association fees	25,735				288	26,022
6.3 Insurance, except on real estate	32,630				365	32,994
6.4 Miscellaneous losses	15,476				173	15,649
6.5 Collection and bank service charges	30,608				342	30,950
6.6 Sundry general expenses	(10,793)				(121)	(10,913)
6.7 Group service and administration fees	605,334				6,763	612,097
6.8 Reimbursements by uninsured plans						
7.1 Agency expense allowance	957,408				10,697	968,105
7.2 Agents' balances charged off (less \$ recovered)						
7.3 Agency conferences other than local meetings	83,221				930	84,150
9.1 Real estate expenses						
9.2 Investment expenses not included elsewhere					698,173	698,173
9.3 Aggregate write-ins for expenses	833,895				412	834,307
10. General expenses incurred	9,666,883				797,273 (a)	10,464,155
11. General expenses unpaid December 31, prior year	2,640,222				79,967	2,720,188
12. General expenses unpaid December 31, current year	3,088,537				254,726	3,343,263
13. Amounts receivable relating to uninsured plans, prior year						
14. Amounts receivable relating to uninsured plans, current year						
15. General expenses paid during year (Lines 10+11-12-13+14)	9,218,567				622,514	9,841,080
DETAILS OF WRITE-INS						
09.301. Miscellaneous	36,897				412	37,309
09.302. Management Services Income	796,998					796,998
09.303.						
09.398. Summary of remaining write-ins for Line 9.3 from overflow page						
09.399. Totals (Lines 09.301 thru 09.303 plus 09.398) (Line 9.3 above)	833,895				412	834,307

(a) Includes management fees of \$ 9,667,157 to affiliates and \$ to non-affiliates.

EXHIBIT 3 - TAXES, LICENSES AND FEES (EXCLUDING FEDERAL INCOME TAXES)

	Insurance			4 Investment	5 Total
	1 Life	2 Accident and Health	3 All Other Lines of Business		
1. Real estate taxes					
2. State insurance department licenses and fees	83,872				83,872
3. State taxes on premiums	692,807				692,807
4. Other state taxes, including \$ for employee benefits	(530,227)				(530,227)
5. U.S. Social Security taxes	362,752			1,641	364,393
6. All other taxes					
7. Taxes, licenses and fees incurred	609,205			1,641	610,846
8. Taxes, licenses and fees unpaid December 31, prior year	1,239,043			644	1,239,687
9. Taxes, licenses and fees unpaid December 31, current year	264,307			711	265,018
10. Taxes, licenses and fees paid during year (Lines 7 + 8 - 9)	1,583,940			1,574	1,585,514

EXHIBIT 4 - DIVIDENDS OR REFUNDS

	1 Life	2 Accident and Health
	1. Applied to pay renewal premiums	
2. Applied to shorten the endowment or premium-paying period		
3. Applied to provide paid-up additions		
4. Applied to provide paid-up annuities		
5. Total Lines 1 through 4		
6. Paid in cash		
7. Left on deposit		
8. Aggregate write-ins for dividend or refund options		
9. Total Lines 5 through 8		
10. Amount due and unpaid		
11. Provision for dividends or refunds payable in the following calendar year		
12. Terminal dividends		
13. Provision for deferred dividend contracts		
14. Amount provisionally held for deferred dividend contracts not included on Line 13		
15. Total Lines 10 through 14		
16. Total from prior year		
17. Total dividends or refunds (Lines 9 + 15 - 16)		
DETAILS OF WRITE-INS		
0801.		
0802.		
0803.		
0898. Summary of remaining write-ins for Line 8 from overflow page		
0899. Totals (Lines 0801 thru 0803 plus 0898) (Line 8 above)		

NONE

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
EXHIBIT 5 - AGGREGATE RESERVE FOR LIFE CONTRACTS

1	2	3	4	5	6
Valuation Standard	Total	Industrial	Ordinary	Credit (Group and Individual)	Group
0100001. 58 CET 4.00% NLP	552,374		552,374		
0100002. 58 CSO 4.00% MOD CRVM	96,004		96,004		
0100003. 58 CSO 4.50% CRVM	7,693		7,693		
0100004. 80 CSO 3.00%	1,200,000				1,200,000
0100005. 80 CSO 4.00%	3,694				3,694
0100006. 80 CSO 4.50% CRVM	77,642,216		77,642,216		
0100007. 80 CSO 5.50% CRVM	61,451,624		61,451,624		
0199997. Totals (Gross)	140,953,605		139,749,911		1,203,694
0199998. Reinsurance ceded	23,969,058		23,937,837		31,221
0199999. Life Insurance: Totals (Net)	116,984,547		115,812,074		1,172,473
0200001. 1994 MGDB Table 1Y/FIG	1,418,339	XXX	1,418,339	XXX	
0200002. a-2000 4.00%	46,143	XXX	46,143	XXX	
0200003. a-2000 4.25%	61,599	XXX	61,599	XXX	
0200004. a-2000 5.00%	14,624	XXX	14,624	XXX	
0200005. a-2000 5.25%	46,653	XXX	46,653	XXX	
0200006. a-2000 5.50%	130,956	XXX	130,956	XXX	
0299997. Totals (Gross)	1,718,313	XXX	1,718,313	XXX	
0299998. Reinsurance ceded		XXX		XXX	
0299999. Annuities: Totals (Net)	1,718,313	XXX	1,718,313	XXX	
0399998. Reinsurance ceded					
0399999. SCWLC: Totals (Net)					
0400001. 59 ADB + 58 CSO 4.50%	1,670		1,670		
0400002. 59 ADB + 58 CSO 5.50%	417		417		
0499997. Totals (Gross)	2,087		2,087		
0499998. Reinsurance ceded					
0499999. Accidental Death Benefits: Totals (Net)	2,087		2,087		
0500001. 120% 52 INTERCO DISA 4.50%	52,110		52,110		
0500002. 120% 52 INTERCO DISA 5.50%	14,283		14,283		
0500003. 35-39 INTERCO + 58 CSO 3.50%	19,606		19,606		
0599997. Totals (Gross)	85,999		85,999		
0599998. Reinsurance ceded					
0599999. Disability-Active Lives: Totals (Net)	85,999		85,999		
0600001. 52 DISAB TABLE BEN 5 3.50%	29,933		29,933		
0600002. 52 DISAB TABLE BEN 5 4.00%	359,744		359,744		
0600003. 52 DISAB TABLE BEN 5 4.50%	4,302,614		4,302,614		
0600004. 52 DISAB TABLE BEN 5 5.50%	2,426,083		2,426,083		
0699997. Totals (Gross)	7,118,374		7,118,374		
0699998. Reinsurance ceded					
0699999. Disability-Disabled Lives: Totals (Net)	7,118,374		7,118,374		
0700001. AG43 Reserve	1,107,283		1,107,283		
0700002. Minimum Death Benefit	56,570		56,570		
0700003. Policy Loans	2,260,671		2,260,671		
0700004. Term Conversions	170,039		170,039		
0700005. Term Cost Reserve	66		66		
0799997. Totals (Gross)	3,594,629		3,594,629		
0799998. Reinsurance ceded					
0799999. Miscellaneous Reserves: Totals (Net)	3,594,629		3,594,629		
9999999. Totals (Net) - Page 3, Line 1	129,503,950		128,331,477		1,172,473

EXHIBIT 5 - INTERROGATORIES

- 1.1 Has the reporting entity ever issued both participating and non-participating contracts?..... Yes [] No [X]
- 1.2 If not, state which kind is issued.
 Non-Participating
- 2.1 Does the reporting entity at present issue both participating and non-participating contracts?..... Yes [] No [X]
- 2.2 If not, state which kind is issued.
 Non-Participating
- 3. Does the reporting entity at present issue or have in force contracts that contain non-guaranteed elements?..... Yes [X] No []
 If so, attach a statement that contains the determination procedures, answers to the interrogatories and an actuarial opinion as described in the instructions.
- 4. Has the reporting entity any assessment or stipulated premium contracts in force? Yes [] No [X]
 If so, state:
 4.1 Amount of insurance? \$
 4.2 Amount of reserve? \$
 4.3 Basis of reserve:
- 4.4 Basis of regular assessments:
- 4.5 Basis of special assessments:
- 4.6 Assessments collected during the year \$
- 5. If the contract loan interest rate guaranteed in any one or more of its currently issued contracts is less than 5%, not in advance, state the contract loan rate guarantees on any such contracts.
- 6. Does the reporting entity hold reserves for any annuity contracts that are less than the reserves that would be held on a standard basis? Yes [] No [X]
 6.1 If so, state the amount of reserve on such contracts on the basis actually held: \$
 6.2 That would have been held (on an exact or approximate basis) using the actual ages of the annuitants; the interest rate(s) used in 6.1; and the same mortality basis used by the reporting entity for the valuation of comparable annuity benefits issued to standard lives. If the reporting entity has no comparable annuity benefits for standard lives to be valued, the mortality basis shall be the table most recently approved by the state of domicile for valuing individual annuity benefits: \$
 Attach statement of methods employed in their valuation.
- 7. Does the reporting entity have any Synthetic GIC contracts or agreements in effect as of December 31 of the current year? Yes [] No [X]
 7.1 If yes, state the total dollar amount of assets covered by these contracts or agreements \$
 7.2 Specify the basis (fair value, amortized cost, etc.) for determining the amount:
- 7.3 State the amount of reserves established for this business: \$
 7.4 Identify where the reserves are reported in the blank:
- 8. Does the reporting entity have any Contingent Deferred Annuity contracts or agreements in effect as of December 31 of the current year? Yes [] No [X]
 8.1 If yes, state the total dollar amount of account value covered by these contracts or agreements: \$
 8.2 State the amount of reserves established for this business: \$
 8.3 Identify where the reserves are reported in the blank:
- 9. Does the reporting entity have any Guaranteed Lifetime Income Benefit contracts, agreements or riders in effect as of December 31 of the current year? Yes [] No [X]
 9.1 If yes, state the total dollar amount of any account value associated with these contracts, agreements or riders: \$
 9.2 State the amount of reserves established for this business: \$
 9.3 Identify where the reserves are reported in the blank:

EXHIBIT 5A - CHANGES IN BASES OF VALUATION DURING THE YEAR

1 Description of Valuation Class	Valuation Basis		4 Increase in Actuarial Reserve Due to Change
	2 Changed From	3 Changed To	
Individual Life Insurance (Disabled Lives)	1952 Disability Table	Company Experience with a Provision for Adverse Deviation	1,678,969
0199999. Subtotal (Page 7, Line 6)	XXX	XXX	1,678,969
9999999 - Total (Column 4, only)			1,678,969

EXHIBIT 6 - AGGREGATE RESERVES FOR ACCIDENT AND HEALTH CONTRACTS

	1 Total	2 Group Accident and Health	3 Credit Accident and Health (Group and Individual)	4 Collectively Renewable	Other Individual Contracts				
					5 Non-Cancelable	6 Guaranteed Renewable	7 Non-Renewable for Stated Reasons Only	8 Other Accident Only	9 All Other
ACTIVE LIFE RESERVE									
1. Unearned premium reserves									
2. Additional contract reserves (a)									
3. Additional actuarial reserves-Asset/Liability analysis									
4. Reserve for future contingent benefits									
5. Reserve for rate credits									
6. Aggregate write-ins for reserves									
7. Totals (Gross)									
8. Reinsurance ceded									
9. Totals (Net)									
CLAIM RESERVE									
10. Present value of amounts not yet due on claims									
11. Additional actuarial reserves-Asset/Liability analysis									
12. Reserve for future contingent benefits									
13. Aggregate write-ins for reserves									
14. Totals (Gross)									
15. Reinsurance ceded									
16. Totals (Net)									
17. TOTAL (Net)									
18. TABULAR FUND INTEREST									
DETAILS OF WRITE-INS									
0601.									
0602.									
0603.									
0698. Summary of remaining write-ins for Line 6 from overflow page									
0699. TOTALS (Lines 0601 thru 0603 plus 0698) (Line 6 above)									
1301.									
1302.									
1303.									
1398. Summary of remaining write-ins for Line 13 from overflow page									
1399. TOTALS (Lines 1301 thru 1303 plus 1398) (Line 13 above)									

NONE

(a) Attach statement as to valuation standard used in calculating this reserve, specifying reserve bases, interest rates and methods.

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

EXHIBIT 7 - DEPOSIT TYPE CONTRACTS

	1	2	3	4	5	6
	Total	Guaranteed Interest Contracts	Annuities Certain	Supplemental Contracts	Dividend Accumulations or Refunds	Premium and Other Deposit Funds
1. Balance at the beginning of the year before reinsurance	6,397,225		43,289	6,353,936		
2. Deposits received during the year	2,962,395			2,962,395		
3. Investment earnings credited to the account	132,801			132,801		
4. Other net change in reserves			(29,152)	29,152		
5. Fees and other charges assessed						
6. Surrender charges						
7. Net surrender or withdrawal payments	2,651,158			2,651,158		
8. Other net transfers to or (from) Separate Accounts						
9. Balance at the end of current year before reinsurance (Lines 1+2+3+4-5-6-7-8)	6,841,263		14,137	6,827,126		
10. Reinsurance balance at the beginning of the year						
11. Net change in reinsurance assumed						
12. Net change in reinsurance ceded						
13. Reinsurance balance at the end of the year (Lines 10+11-12)						
14. Net balance at the end of current year after reinsurance (Lines 9 + 13)	6,841,263		14,137	6,827,126		

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 1 - Liability End of Current Year

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health		
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other
1. Due and unpaid:											
1.1 Direct											
1.2 Reinsurance assumed											
1.3 Reinsurance ceded											
1.4 Net											
2. In course of settlement:											
2.1 Resisted											
2.11 Direct											
2.12 Reinsurance assumed											
2.13 Reinsurance ceded											
2.14 Net			(b)	(b)		(b)	(b)				
2.2 Other											
2.21 Direct	10,035,935		3,316,655				6,719,280				
2.22 Reinsurance assumed											
2.23 Reinsurance ceded	6,981,780		1,831,980				5,149,800				
2.24 Net	3,054,155		(b) 1,484,675	(b)		(b)	(b) 1,569,480	(b)	(b)	(b)	
3. Incurred but unreported:											
3.1 Direct	1,186,822		1,138,122				48,700				
3.2 Reinsurance assumed											
3.3 Reinsurance ceded	396,900		396,900								
3.4 Net	789,922		(b) 741,222	(b)		(b)	(b) 48,700	(b)	(b)	(b)	
4. TOTALS											
4.1 Direct	11,222,757		4,454,777				6,767,980				
4.2 Reinsurance assumed											
4.3 Reinsurance ceded	7,378,680		2,228,880				5,149,800				
4.4 Net	3,844,077	(a)	(a) 2,225,897				(a) 1,618,180				

(a) Including matured endowments (but not guaranteed annual pure endowments) unpaid amounting to \$ in Column 2, \$ in Column 3 and \$ in Column 7.

(b) Include only portion of disability and accident and health claim liabilities applicable to assumed "accrued" benefits. Reserves (including reinsurance assumed and net of reinsurance ceded) for unaccrued benefits for Ordinary Life Insurance \$359,744
 Individual Annuities \$, Credit Life (Group and Individual) \$, and Group Life \$, are included in Page 3, Line 1, (See Exhibit 5, Section on Disability Disabled Lives); and for Group Accident and Health \$
 Credit (Group and Individual) Accident and Health \$, and Other Accident and Health \$ are included in Page 3, Line 2 (See Exhibit 6, Claim Reserve).

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 2 - Incurred During the Year

	1 Total	2 Industrial Life (a)	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health		
			3 Life Insurance (b)	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance (c)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other
1. Settlements During the Year:											
1.1 Direct	67,156,235		31,013,476	2,625,581			33,517,177				
1.2 Reinsurance assumed											
1.3 Reinsurance ceded	25,411,088		17,810,968				7,600,120				
1.4 Net (d)	41,745,147		13,202,508	2,625,581			25,917,057				
2. Liability December 31, current year from Part 1:											
2.1 Direct	11,222,757		4,454,777				6,767,980				
2.2 Reinsurance assumed											
2.3 Reinsurance ceded	7,378,680		2,228,880				5,149,800				
2.4 Net	3,844,077		2,225,897				1,618,180				
3. Amounts recoverable from reinsurers December 31, current year	2,686,195		764,835				1,921,360				
4. Liability December 31, prior year:											
4.1 Direct	8,517,329		3,055,347				5,461,982				
4.2 Reinsurance assumed											
4.3 Reinsurance ceded	5,059,735		2,155,231				2,904,504				
4.4 Net	3,457,594		900,116				2,557,479				
5. Amounts recoverable from reinsurers December 31, prior year	5,258,520		1,806,284				3,452,236				
6. Incurred Benefits											
6.1 Direct	69,861,663		32,412,906	2,625,581			34,823,175				
6.2 Reinsurance assumed											
6.3 Reinsurance ceded	25,157,709		16,843,168				8,314,541				
6.4 Net	44,703,954		15,569,738	2,625,581			26,508,634				

(a) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$ in Line 1.1, \$ in Line 1.4.
 \$ in Line 6.1, and \$ in Line 6.4.

(b) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$ in Line 1.1, \$ in Line 1.4.
 \$ in Line 6.1, and \$ in Line 6.4.

(c) Including matured endowments (but not guaranteed annual pure endowments) amounting to \$ in Line 1.1, \$ in Line 1.4.
 \$ in Line 6.1, and \$ in Line 6.4.

(d) Includes \$280,193 premiums waived under total and permanent disability benefits.

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

EXHIBIT OF NON-ADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)			
2. Stocks (Schedule D):			
2.1 Preferred stocks			
2.2 Common stocks			
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens			
3.2 Other than first liens.....			
4. Real estate (Schedule A):			
4.1 Properties occupied by the company			
4.2 Properties held for the production of income.....			
4.3 Properties held for sale			
5. Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2) and short-term investments (Schedule DA)			
6. Contract loans			
7. Derivatives (Schedule DB)			
8. Other invested assets (Schedule BA)			
9. Receivables for securities			
10. Securities lending reinvested collateral assets (Schedule DL)			
11. Aggregate write-ins for invested assets			
12. Subtotals, cash and invested assets (Lines 1 to 11)			
13. Title plants (for Title insurers only)			
14. Investment income due and accrued	2,265	2,367	102
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection			
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			
15.3 Accrued retrospective premiums			
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers			
16.2 Funds held by or deposited with reinsured companies			
16.3 Other amounts receivable under reinsurance contracts			
17. Amounts receivable relating to uninsured plans			
18.1 Current federal and foreign income tax recoverable and interest thereon			
18.2 Net deferred tax asset	1,150,660	2,215,377	1,064,717
19. Guaranty funds receivable or on deposit			
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			
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)	1,152,925	2,217,744	1,064,819
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
28. Total (Lines 26 and 27)	1,152,925	2,217,744	1,064,819
DETAILS OF WRITE-INS			
1101.			
1102.			
1103.			
1198. Summary of remaining write-ins for Line 11 from overflow page			
1199. Totals (Lines 1101 thru 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 thru 2503 plus 2598)(Line 25 above)			

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NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

- a. Accounting practices:
The accompanying financial statements of MML Bay State Life Insurance Company (the Company) have been prepared in conformity with accounting practices of the National Association of Insurance Commissioners (NAIC) and the accounting practices prescribed or permitted by the State of Connecticut Insurance Department (the Department).
- b. Use of estimates in the preparation of the financial statements:
The preparation of financial statements requires management to make estimates and assumptions that impact the reported amounts of assets and liabilities, the disclosure of assets and liabilities as of the date of the statutory financial statements and the reported amounts of revenues and expenses during the reporting periods. The most significant estimates include those used in determining the carrying values of investments including the amount of mortgage loan investment valuation reserves, other-than-temporary impairment(s) (OTTI), the liabilities for policyholders' reserves, the determination of admissible deferred tax assets (DTAs), the liability for taxes and litigation contingencies. Future events including, but not limited to, changes in the level of mortality, morbidity, interest rates, persistency, asset valuations and defaults could cause results to differ from the estimates used in the statutory financial statements. Although some variability is inherent in these estimates, management believes the amounts presented are appropriate.
- c. Accounting policy:
Life insurance premium revenue is generally recognized annually on the anniversary date of the policy. However, premium for flexible products, primarily universal life and variable universal life contracts, is recognized as revenue when received. Annuity premium is recognized as revenue when received. Expenses incurred in connection with acquiring new insurance business, including certain acquisition costs, such as commissions, are charged to current operations as incurred. Policy loans are carried at the outstanding loan balance less amounts unsecured by the cash surrender value of the policy. Unsecured amounts can occur when subsequent charges are incurred on the underlying policy without the receipt of additional premium. Where applicable, the values of invested assets have been adjusted for impairments considered OTTI.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments, which are carried at amortized cost, consist of all highly liquid investments purchased with maturities of greater than three months and less than or equal to 12 months. Investments in short-term bonds are classified as short-term investments. The carrying value for these instruments approximates the fair value.
- (2) Bonds are generally valued at amortized cost using the constant yield interest method with the exception of NAIC Category 6 bonds, which are obligations that are in or near default, and certain residential mortgage-backed securities (RMBS) and commercial mortgage-backed securities (CMBS), which are rated by outside modelers, which are carried at the lower of amortized cost or fair value. NAIC ratings are applied to bonds and other securities. Categories 1 and 2 are considered investment grade, while Categories 3 through 6 are considered below investment grade. Bond transactions are recorded on a trade date basis, except for private placement bonds, which are recorded on the funding date.

The fair value of bonds is based on quoted market prices when available. If quoted market prices are not available, values provided by other third-party organizations are used. If values provided by other third-party organizations are unavailable, fair value is estimated using internal models by discounting expected future cash flows using observable current market rates applicable to yield, credit quality and maturity of the investment or using quoted market values for comparable investments. Internal inputs used in the determination of fair value include estimated prepayment speeds, default rates, discount rates and collateral values, among others. Structure characteristics and cash flow priority are also considered. Fair values resulting from internal models are those expected to be received in an orderly transaction between willing market participants at the financial statement date.

Refer to Note 1c. "Accounting policy" (14) for information on the Company's policy for determining OTTI.

- (3) As of December 31, 2013 and 2012, the Company did not hold any common stocks.
- (4) As of December 31, 2013 and 2012, the Company did not hold any preferred stocks.
- (5) Mortgage loans are valued at the unpaid principal balance of the loan, net of unamortized premium and discount, valuation allowances, nonrefundable commitment fees and mortgage interest points. Mortgage loans are comprised of seasoned pools of homogeneous residential mortgage loans substantially backed by Federal Housing Administration (FHA) and Veterans Administration (VA) guarantees.
- (6) For fixed income securities that do not have a fixed schedule of payments, such as asset-backed securities (ABS), mortgage-backed securities (MBS), including RMBS and CMBS, and structured securities, including collateralized debt obligations (CDOs), amortization or accretion is revalued quarterly based on the current estimated cash flows, using either the prospective or retrospective adjustment methodologies for each type of security. Certain fixed income securities with the highest ratings from a rating agency follow the retrospective method of accounting. Under the retrospective method, the recalculated effective yield equates the present value of the actual and anticipated cash flows, including new prepayment assumptions, to the original cost of the investment. Prepayment assumptions are based on borrower constraints and economic incentives such as the original term, age and coupon of the loan as affected by the interest rate environment. The current carrying value is then increased or decreased to the amount that would have resulted had the revised yield been applied since inception, and investment income is correspondingly decreased or increased. All other fixed income securities, such as floating rate bonds and interest only securities, including those that have been impaired, follow the prospective method of accounting. Under the prospective method, the recalculated future effective yield equates the carrying value of the investment to the present value of the anticipated future cash flows.

Refer to Note 1c. "Accounting policy" (14) for information on the Company's policy for determining OTTI.

- (7) The Company did not own any subsidiaries and did not hold any investments in controlled or affiliated companies.

NOTES TO FINANCIAL STATEMENTS

- (8) The Company did not have any investments in joint ventures, partnerships or limited liability companies (LLCs).
- (9) The Company did not have any derivative financial instruments.
- (10) The Company does not utilize anticipated investment income as a factor in the premium deficiency calculation in accordance with Statement of Statutory Accounting Principles (SSAP) No. 54 "Individual and Group Accident and Health Contracts."
- (11) The Company does not have disability or long-term care contracts therefore it does not have any unpaid claim or claim expense reserves related to these products.
- (12) The Company has not modified its capitalization policy from the prior period.
- (13) The Company did not issue any business that would give rise to pharmaceutical rebates or risk sharing receivables.
- (14) The book values of investments are written down when declines in values are considered to be other than temporary.

Bonds - general

The Company employs a systematic methodology to evaluate OTTI by conducting a quarterly analysis of all bonds. The Company considers the following factors, where applicable depending on the type of securities, in the evaluation of whether a decline in value is other than temporary: (a) the likelihood that the Company will be able to collect all amounts due according to the contractual terms of the debt security; (b) the present value of the expected future cash flows of the security; (c) the characteristics, quality and value of the underlying collateral or issuer securing the position; (d) collateral structure; (e) the length of time and extent to which the fair value has been below amortized cost; (f) the financial condition and near-term prospects of the issuer; (g) adverse conditions related to the security or industry; (h) the rating of the security; and (i) the Company's ability and intent to hold the investment for a period of time sufficient to allow for an anticipated recovery to amortized cost.

The Company also considers other qualitative and quantitative factors in determining the existence of OTTI including, but not limited to, unrealized loss trend analysis and significant short-term changes in value.

For corporate securities, if it is determined that a decline in the fair value of a bond is other than temporary, an OTTI is recognized in earnings as a realized loss equal to the difference between the investment's amortized cost basis and, generally, its fair value at the balance sheet date. For loan-backed and structured securities, if the present value of cash flows expected to be collected is less than the amortized cost basis of the security, an OTTI is recognized in earnings as a realized loss equal to the difference between the investment's amortized cost basis and the present value of cash flows expected to be collected. The expected cash flows are discounted at the security's effective interest rate. Internal inputs used in determining the amount of the OTTI on structured securities include collateral performance, prepayment speeds, default rates, and loss severity based on borrower and loan characteristics, as well as deal structure including subordination, over-collateralization and cash flow priority. In addition, if the Company has the intent to sell, or the inability, or lack of intent to retain the investment for a period sufficient to recover the amortized cost basis, an OTTI is recognized in earnings as a realized loss equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date.

When a bond is other-than-temporarily impaired, a new cost basis is established. For loan-backed and structured securities, any difference between the new amortized cost basis and any increased present value of future cash flows expected to be collected is accreted into net investment income over the expected life of the bond.

The impairment review process provides a framework for deriving OTTI in a manner consistent with market participant assumptions. In these analyses, collateral type, investment structure and credit quality are critical elements in determining OTTI.

Bonds – structured and loan-backed securities

ABS and MBS are evaluated for OTTI on a quarterly basis using scenarios customized by collateral type. Cash flow estimates are based on various assumptions and inputs obtained from external industry sources along with internal analysis and actual experience. Assumptions are based on the specifics of each security including collateral type, loan type, vintage and subordination level in the structure. Where applicable, assumptions include prepayment speeds, default rates and loss severity, weighted average maturity and changes in the collateral values.

The Company has a review process for determining if CDOs are at risk for OTTI. For the senior, mezzanine and junior debt tranches, cash flows are modeled using five scenarios based on the current ratings and values of the underlying corporate credit risks and incorporating prepayment and default assumptions that vary according to collateral attributes of each deal. The prepayment and default assumptions are varied within each model based upon rating (base case), historical expectations (default), rating change improvement (optimistic), rating change downgrade (pessimistic) and fair value (market). The default rates produced by these five scenarios are assigned an expectation weight according to current market and economic conditions and fed into a sixth scenario. OTTI is recorded if this sixth scenario results in the loss of any principal or interest payments due.

For the most subordinated junior CDO tranches, the present value of the projected cash flows in the sixth scenario is measured using an effective yield. If the current book value of the security is greater than the present value measured using an effective yield, an OTTI is taken in an amount sufficient to produce its effective yield. Certain CDOs cannot be modeled using all six scenarios because of limitations on the data needed for all scenarios. The cash flows for these CDOs, including foreign denominated CDOs, are projected using a customized scenario management believes is reasonable for the applicable collateral pool.

NOTES TO FINANCIAL STATEMENTS

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 year ended December 31, 2013, the Company recorded a net increase to surplus of less than \$1 million related to premium income. For the year ended December 31, 2012, the Company recorded two offsetting prior year errors with a net effect of zero. 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 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.

In December 2013, the NAIC adopted modifications to SSAP No. 5R, “Liabilities, Contingencies and Impairment of Assets,” to clarify the reporting of joint and several liabilities. This clarification would require the liability reported to be determined using a consistent approach among reporting entities, and will reflect the amount the insurer 1) has agreed to pay under the arrangement and 2) any additional amount the insurer expects to pay on behalf of its co-obligors. The same methodology is used for initial and subsequent measurement; therefore any changes that may impact the amount an insurer expects to pay would be reflected in the financial statements. This guidance was effective on issuance and it did not have an impact on the Company’s financial statements.

Note 3 – Business Combinations and Goodwill

- a. The Company did not have any business combinations accounted for using the statutory purchase method to be disclosed.
- b. There were no business combinations taking the form of a statutory merger to be disclosed.
- c. The Company did not enter into any assumption reinsurance agreements.
- d. The Company did not recognize an impairment loss on the transactions described above.

Note 4 – Discontinued Operations

The Company did not have any discontinued operations.

Note 5 – Investments

- a. Mortgage loans:
- (1) During 2013 and 2012, the Company did not purchase residential mortgage loans.
 - (2) During 2013 and 2012, the Company did not own any commercial mortgage loans or mezzanine real estate loans.

	December 31,	
	2013	2012
	(In Millions)	
(3) Taxes, assessments and any amounts advanced and not included in the mortgage loan total	\$	-
	-	\$
	-	-

NOTES TO FINANCIAL STATEMENTS

(4) Age analysis of mortgage loans:

	Residential			Commercial			Total
	Farm	Insured	All Other	Insured	All Other	Mezzanine	
(\$ In Millions)							
a. 2013							
1. Recorded investment (all)							
(a) Current	\$	-	\$ 5	\$	-	\$	5
(b) 30-59 days past due							
(c) 60-89 days past due							
(d) 90-179 days past due							
(e) 180+ days past due							
2. Accruing interest 90-179 days past due							
(a) Recorded investment	\$	-	\$	-	\$	-	-
(b) Interest accrued							
3. Accruing interest 180+ days past due							
(a) Recorded investment	\$	-	\$	-	\$	-	-
(b) Interest accrued							
4. Interest reduced							
(a) Recorded investment	\$	-	\$	-	\$	-	-
(b) Number of loans							
(c) Percent reduced							
b. 2012							
1. Recorded investment (all)							
(a) Current	\$	-	\$ 5	\$	-	\$	5
(b) 30-59 days past due							
(c) 60-89 days past due							
(d) 90-179 days past due							
(e) 180+ days past due							
2. Accruing interest 90-179 days past due							
(a) Recorded investment	\$	-	\$	-	\$	-	-
(b) Interest accrued							
3. Accruing interest 180+ days past due							
(a) Recorded investment	\$	-	\$	-	\$	-	-
(b) Interest accrued							
4. Interest reduced							
(a) Recorded investment	\$	-	\$	-	\$	-	-
(b) Number of loans							
(c) Percent reduced							

(5) Investment in impaired loans with or without allowance for credit losses:

	Residential			Commercial			Total
	Farm	Insured	All Other	Insured	All Other	Mezzanine	
(In Millions)							
a. 2013							
1. With allowance for credit losses	\$	-	\$	-	\$	-	-
2. No allowance for credit losses							
b. 2012							
1. With allowance for credit losses	\$	-	\$	-	\$	-	-
2. No allowance for credit losses							

NOTES TO FINANCIAL STATEMENTS

- (6) Investment in impaired loans - average recorded investment, interest income recognized, recorded investment on nonaccrual status and amount of interest income recognized using a cash-basis method of accounting:

	Residential		Commercial			Total
	Farm	Insured	All Other	Insured	All Other Mezzanine	
(In Millions)						
a. 2013						
1. Average recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2. Interest income recognized	-	-	-	-	-	-
3. Recorded investment on nonaccrual status	-	-	-	-	-	-
4. Amount of interest income recognized using a cash-basis method of accounting	-	-	-	-	-	-
b. 2012						
1. Average recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2. Interest income recognized	-	-	-	-	-	-
3. Recorded investment on nonaccrual status	-	-	-	-	-	-
4. Amount of interest income recognized using a cash-basis method of accounting	-	-	-	-	-	-

Years Ended December 31,
2013 2012
(In Millions)

(7) Allowance for credit losses:		
a. Balance at beginning of period	\$ -	\$ -
b. Additions charged to operations	-	-
c. Direct write-downs charged against the allowances	-	-
d. Recoveries of amounts previously charged off	-	-
e. Balance at end of period	<u>\$ -</u>	<u>\$ -</u>

- (8) Interest income earned on impaired loans is accrued on the outstanding principal balance of the loan based on the loan's contractual coupon rate. Interest is not accrued for impaired loans more than 60 days past due, for loans delinquent more than 90 days, or when collection of interest is improbable. The Company continually monitors mortgage loans where the accrual of interest has been discontinued, and will resume the accrual of interest on a mortgage loan when the facts and circumstances of the borrower and property indicate that the payments will continue to be received according to the terms of the original or modified mortgage loan agreement.

b. Debt restructuring:

	Years Ended December 31,	
	2013	2012
(In Millions)		
(1) The total recorded investment in restructured loans, as of year end	\$ -	\$ -
(2) The realized capital losses related to these loans	\$ -	\$ -
(3) Total contractual commitments to extend credit to debtors owing receivables whose terms have been modified in troubled debt restructurings	\$ -	\$ -

- (4) Interest income earned on impaired loans is accrued on the outstanding principal balance of the loan based on the loan's contractual coupon rate. Interest is not accrued for impaired loans more than 60 days past due, for loans delinquent more than 90 days, or when collection of interest is improbable.

c. Reverse mortgages:

As of December 31, 2013 and 2012, the Company did not have any reverse mortgages.

d. Loan-backed and structured securities:

- (1) Prepayment assumptions for loan-backed and structured securities are based on various assumptions and inputs obtained from external industry sources along with internal analysis and actual experience.
- (2) Loan-backed and structured securities recognized OTTI totaling less than \$1 million for the years ended December 31, 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.

NOTES TO FINANCIAL STATEMENTS

- (4) As of December 31, 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 follow (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 | \$ | 11 |
| 2. 12 months or longer | \$ | 3 |
- (5) No additional information.
- e. Repurchase agreements:
 (1) The Company did not have any repurchase agreements for the years ended December 31, 2013 or 2012.
- f. Real estate:
 (1) The Company did not have any investments in real estate for the years ended December 31, 2013 and 2012.
- g. Low income housing tax credit properties:
 (1) The Company did not have any these properties for the years ended December 31, 2013 or 2012.
- h. Restricted assets:
 (1) Restricted assets (including pledged):

	Gross Restricted							Percentage		
	Current Year									
	1	2	3	4	5	6	7					8	9	10
Restricted Asset Category	Total General Account (G/A)	G/A Supporting S/A Activity (a)	Total Separate Account (S/A) Restricted Assets	S/A Assets Supporting G/A Activity (b)	Total (1 plus 3)	Total from Prior Year	Increase/ (Decrease) (5 minus 6)	Total Current Year Admitted Restricted	Gross Restricted to Total Assets	Admitted Restricted to Total Admitted Assets
	(\$ In millions)									
a. Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
b. Collateral held under security lending agreements	-	-	-	-	-	-	-	-		
c. Subject to repurchase agreements	-	-	-	-	-	-	-	-		
d. Subject to reverse repurchase agreements	-	-	-	-	-	-	-	-		
e. Subject to dollar repurchase agreements	-	-	-	-	-	-	-	-		
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-	-	-		
g. Placed under option contracts	-	-	-	-	-	-	-	-		
h. Letter stock or securities restricted as to sale	-	-	-	-	-	-	-	-		
i. On deposit with states	4	-	-	-	4	4	-	4	0.087%	0.087%
j. On deposit with other regulatory bodies	-	-	-	-	-	-	-	-		
k. Pledged as collateral not captured in other categories	-	-	-	-	-	-	-	-		
l. Other restricted assets	-	-	-	-	-	-	-	-		
m. Total restricted assets	\$ 4	\$ -	\$ -	\$ -	\$ 4	\$ 4	\$ -	\$ 4	0.087%	0.087%

(a) Subset of column 1

(b) Subset of column 3

NOTES TO FINANCIAL STATEMENTS

- (2) Detail of assets pledged as collateral not captured in other categories (Contracts that share similar characteristics, such as reinsurance and derivatives, are reported in the aggregate).

The Company did not hold any assets pledged as collateral not captured in other categories.

- (3) Detail of other restricted assets (Contracts that share similar characteristics, such as reinsurance and derivatives, are reported in the aggregate).

The Company did not hold any other restricted assets.

Note 6 – Joint Ventures, Partnerships and LLCs

- a. The Company did not have any individual investment in joint ventures, partnerships or LLCs exceeding 10% of admitted assets for the years ended December 31, 2013 and 2012.
- b. The Company did not have any investment in joint ventures, partnerships and LLCs, therefore, no impairment write-downs were recognized for the years ended December 31, 2013 or 2012.

Note 7 – Investment Income

- a. Accrued investment income consists primarily of interest and dividends. Interest is recognized on an accrual basis and dividends are recorded as earned on the ex-dividend date. Due and accrued income is nonadmitted on: (a) bonds and mortgage loans delinquent more than 90 days or where collection of interest is improbable; (b) impaired bonds and mortgage loans more than 60 days past due; (c) bonds in default; and (d) policy loan interest due and accrued more than 90 days past due and included in the unpaid balance of the policy loan in excess of the cash surrender value of the underlying contract.
- b. The total amount of due and accrued investment income excluded from surplus was less than \$1 million for the years ended December 31, 2013 and 2012.

Note 8 – Derivative Instruments

The company did not have any derivative instruments for the years ended December 31, 2013 or 2012.

Note 9 - Income Taxes

- A. The Company provides for deferred income taxes based on an admissibility limitation of 15% of surplus and a three year reversal/realization period.

1. The net DTA or net deferred tax liability (DTL) recognized in the Company's assets, liabilities and surplus is as follows:

	December 31, 2013		
	Ordinary	Capital	Total
	(In Millions)		
(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)	\$ -

NOTES TO FINANCIAL STATEMENTS

2. The amount of adjusted gross DTA admitted under each component and the resulting change by tax character are as follows:

		December 31, 2013		
		Ordinary	Capital	Total
		(In Millions)		
(a)	Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 5	\$ -	\$ 5
(b)	Adjusted gross DTAs expected to be realized (excluding the amount of DTAs from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	-	-	-
1.	Adjusted gross DTAs expected to be realized following the balance sheet date.	-	-	-
2.	Adjusted gross DTAs allowed per limitation threshold	31	-	31
(c)	Adjusted gross DTAs (excluding the amount of DTAs from 2(a) and 2(b) above) offset by gross DTLs	3	-	3
(d)	DTAs admitted as the result of application of SSAP no. 101.			
	Total (2(a) + 2(b) + 2(c))	<u>\$ 8</u>	<u>\$ -</u>	<u>\$ 8</u>
		December 31, 2012		
		Ordinary	Capital	Total
		(In Millions)		
(a)	Federal income taxes paid in prior years recoverable through loss carrybacks	\$ -	\$ -	\$ -
(b)	Adjusted gross DTAs expected to be realized (excluding the amount of DTAs from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	5	-	5
1.	Adjusted gross DTAs expected to be realized following the balance sheet date.	5	-	5
2.	Adjusted gross DTAs allowed per limitation threshold	28	-	28
(c)	Adjusted gross DTAs (excluding the amount of DTAs from 2(a) and 2(b) above) offset by gross DTLs	3	-	3
(d)	DTAs admitted as the result of application of SSAP no. 101.			
	Total (2(a) + 2(b) + 2(c))	<u>\$ 8</u>	<u>\$ -</u>	<u>\$ 8</u>
		Change		
		Ordinary	Capital	Total
		(In Millions)		
(a)	Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 5	\$ -	\$ 5
(b)	Adjusted gross DTAs expected to be realized (excluding the amount of DTAs from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	(5)	-	(5)
1.	Adjusted gross DTAs expected to be realized following the balance sheet date.	(5)	-	(5)
2.	Adjusted gross DTAs allowed per limitation threshold	3	-	3
(c)	Adjusted gross DTAs (excluding the amount of DTAs from 2(a) and 2(b) above) offset by gross DTLs	-	-	-
(d)	DTAs admitted as the result of application of SSAP no. 101.			
	Total (2(a) + 2(b) + 2(c))	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

NOTES TO FINANCIAL STATEMENTS

3. The Company's total realization threshold limitations are as follows:

	Years Ended December 31,	
	2013	2012
	(\$ In Millions)	
(a) Ratio percentage used to determine recovery period and threshold limitation amount	7570%	7407%
(b) Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above.	\$ 205	\$ 184

4. The ultimate realization of DTAs depends on the generation of future taxable income during the periods in which the temporary differences are deductible. Management considers the scheduled reversal of DTLs (including the impact of available carryback and carryforward periods), projected taxable income and tax-planning strategies in making this assessment. The impact of tax-planning strategies is as follows:

	December 31, 2013	
	Ordinary	Capital
	(\$ In Millions)	
(a) Determination of adjusted gross DTAs and net admitted DTAs, by tax character as a percentage.		
1. Adjusted Gross DTAs amount from Note 9A1(c)	\$ 9	\$ -
2. Percentage of adjusted Gross DTAs by tax character attributable to the impact of tax planning strategies	-%	-%
3. Net admitted DTAs amount from Note 9A1(g)	\$ 8	\$ (3)
4. Percentage of net admitted DTAs by tax character attributable to the impact of tax planning strategies	-%	-%

	December 31, 2012	
	Ordinary	Capital
	(\$ In Millions)	
(a) Determination of adjusted gross DTAs and net admitted DTAs, by tax character as a percentage.		
1. Adjusted Gross DTAs amount from Note 9A1(c)	\$ 10	\$ -
2. Percentage of adjusted Gross DTAs by tax character attributable to the impact of tax planning strategies	-%	-%
3. Net admitted DTAs amount from Note 9A1(g)	\$ 7	\$ (2)
4. Percentage of net admitted DTAs by tax character attributable to the impact of tax planning strategies	-%	-%

	Change	
	Ordinary	Capital
	(\$ In Millions)	
(a) Determination of adjusted gross DTAs and net admitted DTAs, by tax character as a percentage.		
1. Adjusted Gross DTAs amount from Note 9A1(c)	\$ (1)	\$ -
2. Percentage of adjusted Gross DTAs by tax character attributable to the impact of tax planning strategies	-%	-%
3. Net admitted DTAs amount from Note 9A1(g)	\$ 1	\$ (1)
4. Percentage of net admitted DTAs by tax character attributable to the impact of tax planning strategies	-%	-%
(b) Does the Company's tax planning strategies include the use of reinsurance?	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

- B. The Company did not have any deferred tax liabilities not recognized.

NOTES TO FINANCIAL STATEMENTS

C. The provision for current tax expense on earnings is as follows:

1.	Years Ended December 31,		
	2013	2012	Change
	(In Millions)		
(a) Federal	\$ 5	\$ 3	\$ 2
(b) Foreign	-	-	-
(c) Subtotal	5	3	2
(d) Federal income tax on net capital gains	-	(2)	2
(e) Utilization of capital loss carry-forwards	-	-	-
(f) Other	-	-	-
(g) Federal and foreign income taxes incurred	<u>\$ 5</u>	<u>\$ 1</u>	<u>\$ 4</u>

NOTES TO FINANCIAL STATEMENTS

The tax effects of temporary differences that give rise to significant portions of the DTAs and DTLs are as follows:

	2013	December 31, 2012	Change
	(In Millions)		
2. Deferred Tax Assets:			
(a) Ordinary			
(1) Discounting of unpaid losses	\$ -	\$ -	\$ -
(2) Unearned premium reserve	-	-	-
(3) Policyholder reserves	1	1	-
(4) Investments	-	-	-
(5) Deferred acquisition costs	8	8	-
(6) Policyholder dividends accrual	-	-	-
(7) Fixed Assets	-	-	-
(8) Compensation and benefits accrual	-	-	-
(9) Pension accrual	-	-	-
(10) Receivables - nonadmitted	-	-	-
(11) Net operating loss carry-forward	-	-	-
(12) Tax credit carry-forward	-	-	-
(13) Other	-	1	(1)
(14) Subtotal	<u>9</u>	<u>10</u>	<u>(1)</u>
(b) Statutory valuation allowance adjustment	<u>-</u>	<u>-</u>	<u>-</u>
(c) Nonadmitted	<u>1</u>	<u>2</u>	<u>(1)</u>
(d) Admitted ordinary DTAs (2a14 - 2b - 2c)	<u>8</u>	<u>8</u>	<u>-</u>
(e) Capital			
(1) Investments	-	-	-
(2) Net capital loss carry-forward	-	-	-
(3) Real estate	-	-	-
(4) Other	-	-	-
(5) Subtotal	<u>-</u>	<u>-</u>	<u>-</u>
(f) Statutory valuation allowance adjustment	<u>-</u>	<u>-</u>	<u>-</u>
(g) Nonadmitted	<u>-</u>	<u>-</u>	<u>-</u>
(h) Admitted capital DTAs (2e5 - 2f - 2g)	<u>-</u>	<u>-</u>	<u>-</u>
(i) Admitted DTAs (2d + 2h)	<u>8</u>	<u>8</u>	<u>-</u>
3. Deferred Tax Liabilities:			
(a) Ordinary			
(1) Investments	-	-	-
(2) Fixed Assets	-	-	-
(3) Deferred and uncollected premium	-	-	-
(4) Policyholder reserves	-	-	-
(5) Other	-	1	(1)
(6) Subtotal	<u>-</u>	<u>1</u>	<u>(1)</u>
(b) Capital			
(1) Investments	3	2	1
(2) Real estate	-	-	-
(3) Other	-	-	-
(4) Subtotal	<u>3</u>	<u>2</u>	<u>1</u>
(c) Total DTLs (3a6 + 3b4)	<u>3</u>	<u>3</u>	<u>-</u>
4. Net DTA(L) (2i - 3c)	<u>\$ 5</u>	<u>5</u>	<u>-</u>

NOTES TO FINANCIAL STATEMENTS

The change in net deferred income taxes is comprised of the following:

	Years Ended December 31,	
	2013	2012
	(In Millions)	
(1) Net DTA(L)	\$ (1)	\$ (6)
Less: Items not recorded in the change in net deferred income taxes:		
(2) Tax-effect of unrealized gains/(losses)	-	-
(3) Cumulative effect of adoption of SSAP102	-	-
(4) Change in net deferred income taxes	<u>\$ (1)</u>	<u>\$ (6)</u>

- D. The components of federal and foreign income tax on operating items is recorded on the Summary of Operations and Capital and Surplus Account and is different from that which would be obtained by applying the prevailing federal income tax rate to operating income before taxes. The significant items causing this difference are as follows:

	Years Ended December 31,	
	2013	2012
	(In Millions)	
(1) Provision computed at statutory rate	\$ 9	\$ 8
(2) Nonadmitted assets	-	-
(3) Foreign government income taxes	-	-
(4) Expense items	-	-
(5) Investment items	(3)	(1)
(6) Tax credits	-	-
(7) Change in reserve valuation basis	-	-
(8) Other	-	-
Total statutory income tax expense	<u>\$ 6</u>	<u>\$ 7</u>
(9) Federal and foreign income tax benefit	\$ 5	\$ 1
(10) Change in net deferred income taxes	<u>1</u>	<u>6</u>
Total statutory income tax expense	<u>\$ 6</u>	<u>\$ 7</u>

- E.
- (1) As of December 31, 2013, the Company had no net operating or capital loss carryforwards to include in deferred income taxes. The Company has no total tax credit carryforwards.
 - (2) During the years ended December 31, 2013, 2012 and 2011, the Company paid federal income taxes in the amounts of \$4 million, \$1 million and \$3 million, respectively.
 - (3) As of December 31, 2013 and 2012, the Company had no protective deposits recognized as admitted assets.
- F.
- (1) The Company is included in a consolidated U.S. federal income tax return with its parent, Massachusetts Mutual Life Insurance Company (MassMutual), a mutual life insurance company domiciled in the Commonwealth of Massachusetts, and MassMutual's eligible subsidiaries. The Company also files income tax returns in various states and foreign jurisdictions.
 - (2) The Company, MassMutual, and MassMutual's eligible subsidiaries and certain affiliates (the Parties) have executed and are subject to a written tax allocation agreement (the Agreement). The Agreement sets forth the manner in which the total combined federal income tax is allocated among the Parties. The Agreement provides the Company with the enforceable right to recoup federal income taxes paid in prior years in the event of future net losses, which it may incur. Further, the Agreement provides the Company with the enforceable right to utilize its net losses carried forward as an offset to future net income subject to federal income taxes.
- G.
- (1) Companies are required to disclose unrecognized tax benefits, which are the tax effect of positions taken on their tax returns, which may be challenged by the various taxing authorities, in order to provide users of financial statements more information regarding potential liabilities. The Company recognizes tax benefits and related reserves in accordance with existing statutory accounting guidance for liabilities, contingencies and impairments of assets.
 - (2) The Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 became law on December 17, 2010. This act allowed the extension of 50% bonus depreciation through 2012. The American Taxpayer Relief Act of 2012, signed into law on January 2, 2013, extended the 50% first year bonus depreciation to qualified property acquired and placed in service before January 1, 2014. These new tax provisions will not have a material effect on the Company's financial position or liquidity.
 - (3) The Internal Revenue Service (IRS) has completed its examination of the years 2007 and prior. The IRS is currently auditing the years 2008 through 2010. The Company does not expect a material change in its financial position or liquidity as a result of these audits.

NOTES TO FINANCIAL STATEMENTS

- (4) In July 2012, the IRS issued an industry directive that addressed the proper timing of partial worthlessness tax deductions claimed by insurance companies for certain securities, including regular interests in mortgage backed securities. As a result of the industry directive, the Company recorded a federal income tax benefit of \$3 million in net realized capital gain, with a corresponding decrease in DTAs recorded through surplus.

Note 10 – Information Concerning Parent, Subsidiaries and Affiliates

- a. The Company is a wholly owned subsidiary of C.M. Life Insurance Company (C.M. Life), a stock life insurance company domiciled in the state of Connecticut.
- b. The Company did not have any material noninsurance related party transactions as of December 31, 2013 and 2012.
- c. See Schedule Y for subsidiaries and controlled affiliates (SCAs) activity.
- d. As of December 31, 2013 and 2012, the Company reported less than \$1 million as amounts due from subsidiaries and affiliates. The Company reported \$3 million and \$2 million as of December 31, 2013 and 2012, respectively, as amounts due to subsidiaries and affiliates. Terms require settlement of these amounts within 30 to 90 days.
- e. The Company has a modified coinsurance (Modco) quota-share reinsurance agreement with MassMutual where the Company cedes 100% of the premium on certain bank-owned life insurance policies. In return, MassMutual pays the Company a stipulated expense allowance, death and surrender benefits. The Company retains the assets and related reserves for payment of future benefits on the ceded policies. The Modco adjustment is the mechanism by which MassMutual funds the reserve on the reinsured portion of the risk. It is needed to adjust for the financial effect of the Company holding the reserves on the ceded coverage rather than MassMutual.

The Company also has a stop-loss agreement with MassMutual under which the Company cedes claims which, in aggregate, exceed 0.70% of the covered volume for any year, with maximum coverage of \$25 million above the aggregate limit. The aggregate limit was \$31 million in 2013 and \$34 million in 2012 and it was not exceeded in either year.

The Company has a quota-share reinsurance agreement with MassMutual in which MassMutual assumes specific plans of insurance on a yearly renewable term basis.

The net amounts outstanding with MassMutual for the various reinsurance agreements were \$27 million and \$34 million due from MassMutual as of December 31, 2013 and 2012, respectively. These outstanding balances are due and payable with terms ranging from monthly to annually, depending on the agreement in effect.

The following summarizes reinsurance transactions between the Company and MassMutual:

	Years Ended December 31,	
	2013	2012
	(In Millions)	
Premium expense ceded, related to:		
Quota-share reimbursement agreements	\$ (7)	\$ (8)
Modified coinsurance adjustments ceded, included in fee and other income	(10)	(8)
Expense allowances on reinsurance ceded, included in fees and other expense, related to:		
Modified coinsurance agreements	5	5
Policyholders' benefits ceded, related to:		
Modified coinsurance agreements	8	7
Quota-share reimbursement agreements	7	5
Experience refunds (paid) received, related to:		
Modified coinsurance agreements	-	(1)

- f. Pursuant to a management agreement, MassMutual, as required, for a fee, furnishes the Company operating facilities, human resources, computer software development and managerial services. Investment and administrative services are also provided to the Company pursuant to a management services agreement with MassMutual. While management believes that these fees are calculated on a reasonable basis, these fees may not necessarily be indicative of the costs that would have been incurred on a stand-alone basis.

The following table summarizes the transactions between the Company and the related parties:

	Years Ended December 31,	
	2013	2012
	(In Millions)	
Fee income:		
Recordkeeping and other services	\$ 1	\$ 1
Investment advisory income	2	2
Fee expense:		
Management and service contracts and cost-sharing arrangements	11	10

NOTES TO FINANCIAL STATEMENTS

The Company participates in variable annuity exchange programs with MassMutual, where certain variable annuity contract holders can make a nontaxable exchange of their contracts for enhanced MassMutual variable annuity contracts. The Company did not record any surrender benefits in 2013 or 2012 related to these exchange programs.

- g. All outstanding shares of the Company were owned by its parent.
- h. The Company does not have an investment in its parent.
- i. As of December 31, 2013, the Company did not have an investment in subsidiary, controlled and affiliate (SCA) companies exceeding 10% of admitted assets.
- j. The Company did not have an impairment write-down of any SCA entities during the statement period.
- k. The Company has no foreign insurance subsidiary whose value is calculated by adjusting annuity generally accepted accounting principles (GAAP) account value reserves using the Commissioners' Annuity Reserve Valuation Method and the related Actuarial Guidelines.
- l. The Company does not hold an investment in a downstream noninsurance holding company.

Note 11 – Debt

- a. The Company did not have any capital notes or liability for borrowed money as of December 31, 2013 and 2012.
The Company did not have any debt that was considered to be extinguished by in-substance defeasance.
The Company did not set aside assets after the effective date of this statement solely for satisfying debt obligations.
- b. The Company is not a member of the Federal Home Loan Bank (FHLB) therefore it has no FHLB funding agreements.

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

- a. The Company did not have any defined benefit pension plans for which the reporting entity is directly liable.
- b. The Company did not have any pension plans for which the reporting entity is directly liable.
- c. The Company did not have any pension plans for which the reporting entity is directly liable.
- d. The Company did not have any pension plans for which the reporting entity is directly liable.
- e. The Company did not have any defined contribution plans.
- f. The Company did not have multi-employer plans.
- g. Consolidated/Holding Company Plans:
MassMutual charges allocated expenses to the Company based on relative weighted commissions for agents and time studies of its employees. The Company recorded an expense of \$1 million for the years ended December 31, 2013 and 2012 for these plans.
- h. The Company does not accrue for postemployment benefits and compensated absences since it does not have any employees.
- i. The Company has determined that benefits provided by its plan are actuarially equivalent to Medicare Part D under the Medicare Modernization Act.

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

- (1) The Company had 50,000 shares authorized, 12,501 shares issued and outstanding as of December 31, 2013. The par value was \$200.
- (2) The Company did not have any preferred stock outstanding.
- (3) Without the prior approval of the Insurance Commissioner of the State of Connecticut (the Commissioner), total dividends paid to the Company's shareholder in a twelve month period are limited to the greater of (i) 10% of the Company's surplus as of December 31 of the preceding year or (ii) the net gain from operations for the twelve month period ending on December 31 of the preceding year; each case is determined using statutory accounting policies. In addition, the prior approval of the Commissioner is required if any dividend or distribution exceeds the Company's earned surplus. Under these regulations, \$2 million of shareholder's equity is available for distribution to the shareholder in 2014 without prior regulatory approval.
- (4) The Company paid a dividend of \$20 million to C.M. Life in 2013. The Company did not pay a dividend to C.M. Life in 2012.
- (5) Within the limits of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to the stockholder.
- (6) There are no restrictions on unassigned surplus funds.
- (7) The Company did not make any advances to surplus.
- (8) The Company did not have any stock held for special purposes.
- (9) The Company does not have any special surplus funds.
- (10) The Company did not have unassigned funds (surplus) represented by net unrealized gains and losses (cumulative, net of deferred tax) as of December 31, 2013 and 2012.

NOTES TO FINANCIAL STATEMENTS

(11) The Company did not have any surplus debentures or similar obligations.

(12) There were no restatements due to prior quasi-reorganizations.

(13) There were no quasi-reorganizations in the prior ten years.

Note 14 – Contingencies

a. **Contingent commitments:**

In the normal course of business, the Company enters into commitments to purchase certain investments. The majority of these commitments have funding periods that extend between one and five years. The Company is not required to fund commitments once the commitment period expires. As of December 31, 2013 or 2012, the Company had no commitments.

b. **Assessments:**

The Company is subject to insurance guaranty fund laws in the states in which it does business. These laws assess insurance companies amounts to be used to pay benefits to policyholders and policy claimants of insolvent insurance companies. Many states allow these assessments to be credited against future premium taxes. The Company believes such assessments in excess of amounts accrued will not materially impact its financial position, results of operations or liquidity.

c. **Gain contingencies:**

No material gain contingencies were realized subsequent to December 31, 2013 through the filing date.

d. **The Company did not have any claims related to extra contractual obligations in 2013.**

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 and equitable remedies. Although the Company is not aware of any actions or allegations that reasonably should give rise to a material adverse impact to the Company's financial position or liquidity, the outcome of litigation cannot be foreseen with certainty. It is the opinion of management that the ultimate resolution of these matters will not materially impact the Company's financial position or liquidity. However, the outcome of a particular proceeding may be material to the Company's operating results for a particular period depending upon, among other factors, the size of the loss or liability and the level of the Company's income for the period.

f. **Regulatory matters:**

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

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

Note 15 – Leases

The Company did not have any lease obligations.

Note 16 – Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

There were no contracts for the years ended December 31, 2013 or 2012.

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

a. **During 2013 and 2012, the Company did not transfer any receivables that were reported as sales.**

b. **Transfer and Servicing of Financial Assets:**

(1) The Company did not participate in securities lending as of December 31, 2013 or 2012.

(2) The Company did not have any servicing assets or liabilities in 2013 or 2012.

(3) The Company did not have any servicing assets or liabilities in 2013 or 2012.

(4) The Company did not have interests that continue to be held by a transferor in securitized financial assets in 2013 or 2012.

(5) The Company did not have any transfers of financial assets accounted for as secured borrowing in 2013 or 2012.

(6) The Company did not have any transfers of receivables with recourse in 2013 or 2012.

(7) See Note 5e2 "Repurchase agreements".

c. **Wash sales:**

(1) In the course of the Company's investment management activities, securities may be sold and reacquired within 30 days of the sale date to enhance the Company's yield on its investment portfolio.

(2) The Company did not sell any securities with the NAIC Designation 3 or below for the years ended December 31, 2013 or 2012 that were reacquired within 30 days of the sale date.

NOTES TO FINANCIAL STATEMENTS

Note 18 – Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

The Company did not write any accident and health plans. Therefore, the Company did not have any uninsured accident and health plans.

Note 19 – Direct Premium Written/Produced By Managing General Agents/Third Party Administrators

The Company did not have any premium written through managing general agents or third party administrators.

Note 20 – Fair Value Measurements

- a. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The authoritative guidance around fair value establishes a measurement framework that includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs to valuation techniques into three levels. Each level reflects a unique description of the inputs that are significant to the fair value measurements. The levels of the fair value hierarchy are as follows:

Level 1 – Observable inputs in the form of quoted prices for identical instruments in active markets.

Level 2 – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be derived from observable market data for substantially the full term of the assets or liabilities.

Level 3 – One or more unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using internal models, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

When available, the Company generally uses unadjusted quoted market prices from independent sources to determine the fair value of investments, and classifies such items within Level 1 of the fair value hierarchy. If quoted prices are not available, prices are derived from observable market data for similar assets in an active market or obtained directly from brokers for identical assets traded in inactive markets. Investments that are priced using these inputs are classified within Level 2 of the fair value hierarchy. When some of the necessary observable inputs are unavailable, fair value is based upon internally developed models. These models use inputs not directly observable or correlated with observable market data. Typical inputs, which are integrated in the Company's internal discounted cash flow models and discounted earnings models include, but are not limited to, issuer spreads derived from internal credit ratings and benchmark yields such as LIBOR, cash flow estimates and earnings before interest, taxes, depreciation and amortization estimates. Investments that are priced with such unobservable inputs are classified within Level 3 of the fair value hierarchy.

The Company has established and maintained policies and guidelines that govern its valuation methodologies and their consistent application. These policies and guidelines address the use of inputs, price source hierarchies and provide controls around the valuation processes. These controls include appropriate review and analysis of prices against market activity or indicators for reasonableness, approval of price source changes, price overrides, methodology changes and classification of fair value hierarchy levels. The valuation policies and guidelines are reviewed and updated as appropriate.

Annually, the Company reviews the primary pricing vendors to validate that the inputs used in that vendors' pricing process are deemed to be market observable as defined above. While the Company was not provided access to proprietary models of the vendors, the reviews have included on-site walk-throughs of the pricing process, methodologies and control procedures for each asset class and level for which prices are provided. The review also included an examination of the underlying inputs and assumptions for a sample of individual securities across asset classes. In addition, the Company and its pricing vendors have an established challenge process in place for all security valuations, which facilitates identification and resolution of prices that fall outside expected ranges. The Company believes that the prices received from the pricing vendors are representative of prices that would be received to sell the assets at the applicable measurement date (exit prices) and are classified appropriately in the hierarchy.

The fair value for investment-type insurance contracts is determined as follows:

The fair value of individual annuity and supplementary contracts is determined using one of several methods based on the specific contract type. For short-term contracts, generally less than 30 days, the fair value is assumed to be the book value. For investment-type contracts, the fair value is determined by calculating the present value of future cash flows discounted at current market interest rates, the risk-free rate or a current pricing yield curve based on pricing assumptions using assets of a comparable corporate bond quality. Annuities are valued using cash flow projections from the Company's asset-liability management analysis.

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

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Separate account assets ⁽¹⁾	\$ 959	\$ 2,219	\$ -	\$ 3,178
Total financial assets carried at fair value	\$ 959	\$ 2,219	\$ -	\$ 3,178

⁽¹⁾\$1,037 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, 2013 there were no significant transfers between Level 1 and Level 2.

NOTES TO FINANCIAL STATEMENTS

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Separate account assets ⁽¹⁾	\$ 792	\$ 2,293	\$ -	\$ 3,085
Total financial assets carried at fair value	\$ 792	\$ 2,293	\$ -	\$ 3,085

⁽¹⁾\$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		Transfers		Gains		Gains		Ending		
	Balance as of	01/01/2013	In	Out	(Losses) in	(Losses) in	Purchases	Issuances	Sales	Settlements	Balance as of
	(In Millions)										
Financial assets:											
Separate account assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total financial assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

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

3. The Company reviews the fair value hierarchy classifications at each reporting period. Overall, reclassifications between levels occur when there are changes in the observability of inputs and market activity used in the valuation of a financial asset or liability. Such reclassifications are reported as transfers between levels at the beginning fair value for the reporting period in which the changes occur. Given the types of assets classified as Level 1 (primarily equity securities and mutual fund investments), transfers between Level 1 and Level 2 measurement categories are expected to be infrequent. Transfers into and out of Level 3 are summarized in the schedule of changes in Level 3 assets and liabilities.
4. *Valuation Techniques and Inputs*

The Company determines the fair value of its investments using primarily the market approach or the income approach. The use of quoted prices for identical assets and matrix pricing or other similar techniques are examples of market approaches, while the use of discounted cash flow methodologies is an example of the income approach. The Company attempts to maximize the use of observable inputs and minimize the use of unobservable inputs in selecting whether the market or the income approach is used.

A description of the significant valuation techniques and inputs to the determination of estimated fair value for the more significant asset and liability classes measured at fair value on a recurring basis and categorized within Level 2 and Level 3 of the fair value hierarchy is as follows:

Separate account assets - These assets primarily include bonds (industrial and miscellaneous; U.S. government and agencies) and derivatives. Their fair values are determined as follows:

Bonds (Industrial and miscellaneous) - These securities are principally valued using the market or the income approaches. Level 2 valuations are based primarily on quoted prices in markets that are not active, broker quotes, matrix pricing or other similar techniques that use standard market observable inputs such as benchmark yields, spreads versus benchmark yields, new issuances, issuer rating, duration, and trades of identical or comparable securities. Privately placed securities are valued using discounted cash flow models using standard market observable inputs, and inputs derived from, or corroborated by, market observable data including market yield curve, duration, call provisions, observable prices and spreads for similar publicly traded or privately traded issues that incorporate the credit quality and industry sector of the issuer. This level also includes securities priced by independent pricing services that use observable inputs. Valuations based on matrix pricing or other similar techniques that utilize significant unobservable inputs or inputs that cannot be derived principally from, or corroborated by, observable market data, including adjustments for illiquidity, delta spread adjustments or spreads to reflect industry trends or specific credit-related issues are classified as Level 3. In addition, inputs including quoted prices for identical or similar securities that are less liquid and based on lower levels of trading activity than securities classified in Level 2 are classified as Level 3.

NOTES TO FINANCIAL STATEMENTS

Bonds (U.S. government and agencies) - These securities are principally valued using the market approach. Level 2 valuations are based primarily on quoted prices in markets that are not active, or using matrix pricing or other similar techniques using standard market observable inputs such as the benchmark U.S. Treasury yield curve, the spreads versus the U.S. Treasury yield curve for the identical security and comparable securities that are actively traded.

Derivative assets and liabilities - These financial instruments are primarily valued using the market approach. The estimated fair value of derivatives is based primarily upon quotations obtained from counterparties and independent sources, such as quoted market values received from brokers. These quotations are compared to internally derived prices and a price challenge is lodged with the counterparties and an independent source when a significant difference cannot be explained by appropriate adjustments to the internal model. When quoted market values are not reliable or available, the value is based upon an internal valuation process using market observable inputs that other market participants would use. Significant inputs to the valuation of derivative financial instruments include overnight index swaps (OIS) and LIBOR basis curves, interest rate volatility, swap yield curve, currency spot rates, cross currency basis curves and dividend yields. Due to the observability of the significant inputs to these fair value measurements, they are classified as Level 2.

The use of different assumptions or valuation methodologies may have a material impact on the estimated fair value amounts. For the periods presented, there were no significant changes to the Company's valuation techniques.

5. Derivative assets and liabilities fair value disclosures on a gross basis are included in paragraph 1 above. Since there are no derivative assets or liabilities classified in Level 3, the reconciliation disclosures required under paragraphs 2 through 4 are not applicable.
- 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:

		December 31, 2013					Not Practicable (Carrying Value)
		Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	
		(In Millions)					
Financial assets:							
Bonds:							
U. S. government and agencies	\$	4	\$ 4	\$ -	\$ 4	\$ -	\$ -
Industrial and miscellaneous		144	138	-	126	18	-
Parent, subsidiaries and affiliates		4	4	-	4	-	-
Mortgage loans - residential		5	5	-	-	5	-
Cash, cash equivalents and short-term investments		91	91	-	91	-	-
Separate account assets		4,230	4,215	969	3,237	24	-
Financial liabilities:							
Individual annuity contracts		1	3	-	-	1	-
Supplementary contracts		7	7	-	-	7	-
		December 31, 2012					Not Practicable (Carrying Value)
		Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	
		(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. For the years ended December 31, 2013 and 2012, the Company had no investments where it was not practicable to estimate fair value.

NOTES TO FINANCIAL STATEMENTS**Note 21 – Other Items**

- a. There were no extraordinary items requiring disclosure.
- b. There were no troubled debt restructurings that occurred during the period for which the financial statements are presented.
- c. Other disclosures and unusual items:
The Company had assets, which were on deposit with government authorities or trustees as required by law in the amount of \$4 million as of December 31, 2013 and 2012.

Business risks:

The Company operates in a business environment subject to various risks and uncertainties. Such risks and uncertainties include, but are not limited to, interest rate risk and credit risk. Interest rate risk is the potential for interest rates to change, which can cause fluctuations in the value of investments and amounts due to policyholders. To the extent that fluctuations in interest rates cause the duration of assets and liabilities to differ, the Company controls its exposure to this risk by, among other things, asset/liability management techniques that account for the cash flow characteristics of the assets and liabilities.

Investment and interest rate risks

Investment earnings can be influenced by a number of factors including changes in interest rates, credit spreads, equity markets, portfolio asset allocation and general economic conditions. The Company employs a rigorous asset/liability management process to help mitigate the economic impacts of various investment risks, in particular interest rate risk.

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

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

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

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

Credit and other market risks

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

Liquidity for securities issued in 2008 and earlier has been favorable. During the year, prices improved sharply due to limited supply and improved housing market expectations. Profit taking began in mid-May 2013 as loss adjusted yields began to widen from very tight levels. More recently, prices have been fairly stable and have recovered to their highs for the year.

U.S. economic growth continues to be fueled by the housing recovery, private sector resiliency and slow but continued, global recovery. Real estate fundamentals remain strong, particularly in the major markets, and continue to improve. These factors coupled with strong investor demand provided liquidity to the market. Weakness in the public sector, sluggish job growth and macro-economic issues are factors that are closely monitored to identify any impact on the real estate markets.

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

The Company has a review process for determining the nature and timing of OTTI on securities containing these risk characteristics. Cash flows are modeled for all bonds deemed to be at risk for impairment using prepayment, default, and loan loss severity assumptions that vary according to collateral attributes and housing price trends since origination. These assumptions are reviewed quarterly and changes are made as market conditions warrant.

Internal models utilized in testing for impairment calculate the present value of cash flows expected to be received over the average life of the security, discounted at the purchase yield or discount margin. The RMBS sector is highly sensitive to evolving conditions that can impair the cash flows realized by investors and the ultimate emergence of losses is subject to uncertainty. If defaults were to increase above the stresses imposed in the Company's analysis and/or default severities were to be worse than expected, management would need to reassess whether such credit events have changed the Company's assessment of OTTI in light of changes in the expected performance of these assets.

NOTES TO FINANCIAL STATEMENTS

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

The Company has investments in structured products exposed primarily to the credit risk of corporate bank loans, corporate bonds or credit default swap contracts referencing corporate credit risk. Most of these structured investments are backed by corporate loans and are commonly known as collateralized loan obligations that are classified as CDOs. The portfolios backing these investments are actively managed and diversified by industry and individual issuer concentrations. Due to the complex nature of CDOs and the reduced level of transparency to the underlying collateral pools for many market participants, the recovery in CDO valuations generally lags the overall recovery in the underlying assets. Management believes its scenario analysis approach, based primarily on actual collateral data and forward looking assumptions, does capture the credit and most other risks in each pool. However, in a rapidly changing economic environment, the credit and other risks in each collateral pool will be more volatile and actual credit performance of each CDO investment may differ from the Company's assumptions.

- d. The Company did not receive any business interruption recoveries in 2013.
- e. The Company did not have any unused state transferable tax credits in 2013.
- f. Subprime mortgage related risk exposure:
- (1) The Company does not have any direct exposure through investments in subprime mortgage loans.
 - (2) Direct exposure through investments in subprime mortgage loans:

	Year Ended December 31,				
	December 31, 2013		2013		
	Book/Adjusted Carrying Value (excluding interest)	Fair Value	Value of Land and Buildings	OTTI Losses Recognized	Default Rate
	(\$ In Millions)				
a. Mortgages in the process of foreclosure	\$	-	-	-	-
b. Mortgages in good standing	-	-	-	-	-
c. Mortgages with restructure terms	-	-	-	-	-
d. Total	\$	-	-	-	-

- (3) Direct exposure through other investments:

Residential mortgage-backed securities risk exposure:

Portfolios of asset-backed securities, including RMBS and CMBS, are evaluated on a periodic basis using scenarios customized by collateral type. The Company performs sensitivity analysis on defaults as loan-to-values change, and on defaults as prepayments change using default curves under various scenarios. The Company combines scenario analysis with a monthly surveillance process in which it compares actual delinquencies and defaults to expectations established at the time securities are acquired as well as expectations considering current market conditions, and performs a statistical review to determine potential losses relative to credit support of troubled loan exposures on a transaction-by-transaction basis.

Management used a combination of external vendor prices, broker quotations and internal models for purposes of deriving fair value. Internal inputs used in the determination of fair value included estimates of prepayment speeds, default rates, discount rates and collateral values, among others. Structure characteristics and results of cash flow priority are also considered. Fair values resulting from internal models are those expected to be received in an orderly transaction between willing market participants at the financial statement date.

The Company holds certain investments backed by pools of residential mortgages. The majority of these investments are included in bonds. The mortgages in these pools have varying risk characteristics and are commonly categorized as being of U.S. government agency, non-agency prime, Alt-A and subprime borrower quality. The Alt-A category includes option adjustable rate mortgages and the subprime category includes 'scratch and dent' or reperforming pools, high loan-to-value pools, and pools where the borrowers have very impaired credit but the average loan-to-value is low, typically 70% or below at origination. In identifying Alt-A and subprime exposure, management used a combination of qualitative and quantitative factors, including FICO scores and loan-to-value ratios.

NOTES TO FINANCIAL STATEMENTS

Residential mortgage loan pools are homogeneous residential mortgage loans substantially backed by FHA and VA guarantees. The Company purchases seasoned loan pools, most of which are FHA insured or VA guaranteed. The Company does not originate any residential mortgages but invests in residential mortgage loan pools which may contain mortgages of subprime credit quality. As of December 31, 2013 and 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:

	December 31, 2013			Year Ended December 31, 2013
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
Alt-A:				
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	<u>\$ 6</u>	<u>\$ 4</u>	<u>\$ 5</u>	<u>\$ -</u>

	December 31, 2013			Year Ended December 31, 2013
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
Subprime:				
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	<u>\$ 5</u>	<u>\$ 2</u>	<u>\$ 3</u>	<u>\$ -</u>

	December 31, 2012			Year Ended December 31, 2012
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
Alt-A:				
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	<u>\$ 7</u>	<u>\$ 5</u>	<u>\$ 6</u>	<u>\$ -</u>

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.

g. Retained asset accounts:

- (1) The Company offers the use of retained asset accounts as one of the options available to beneficiaries. This option must be affirmatively elected and is not treated as a default. An unaffiliated third party provider services certain aspects of the retained asset accounts. Beneficiaries draw funds from retained asset accounts utilizing drafts. The Company funds those drafts through an unaffiliated bank. During the reporting year, the interest earned by beneficiaries was an annual effective rate of 0.25% and did not change within the reporting year. There is no fee charged to the beneficiary to establish this account. There are no maintenance or service fees. A \$12.00 stop payment fee, a \$10.00 insufficient funds fee and a \$2.00 duplicate draft fee will apply. Assets and liabilities relating to retained asset accounts remain with the Company and are reported within the Company's financial statements as assets and supplemental contracts without life contingencies.

- (2)

Retained Asset Accounts In Force
December 31,

	2013		2012	
	Number	Balance	Number	Balance
	(\$ In Thousands)			
<u>Account aging categories:</u>				
a. Up to and including 12 months	7	\$ 498	10	\$ 1,408
b. 13 to 24 months	8	569	3	88
c. 25 to 36 months	1	-	-	-
d. 37 to 48 months	-	-	-	-
e. 49 to 60 months	-	-	-	-
f. Over 60 months	-	-	-	-
g. Total	<u>16</u>	<u>\$ 1,067</u>	<u>13</u>	<u>\$ 1,496</u>

- (3)

	Individual		Group	
	Number	Balance	Number	Balance
	(\$ In Thousands)			
a. Retained asset accounts as of January 1, 2013	13	\$ 1,496	-	\$ -
b. Retained asset accounts issued	10	1,025	-	-
c. Investment earnings credited to retained asset accounts	N/A	3	N/A	-
d. Fees and other charges assessed to retained asset accounts	N/A	-	N/A	-
e. Retained asset accounts transferred to state unclaimed property funds	-	-	-	-
f. Retained asset accounts closed/withdrawn	(7)	(1,457)	-	-
g. Retained asset accounts as of December 31, 2013	<u>16</u>	<u>\$ 1,067</u>	<u>-</u>	<u>\$ -</u>

h. Offsetting and netting of assets and liabilities:

The company did not have any derivative instruments for the years ended December 31, 2013 or 2012.

Note 22 – Events Subsequent

The Company has evaluated subsequent events through February 21, 2014, the date the financial statements were available to be issued, and no events have occurred subsequent to the balance sheet date and before the date of evaluation that would require disclosure.

NOTES TO FINANCIAL STATEMENTS

Note 23 – Reinsurance

- a. Ceded Reinsurance Report:
- Section 1 - General Interrogatories:
- (1) The Company and its officers and directors do not own any portion of a nonaffiliated reinsurer.
 - (2) The Company did not reinsure any policies with a company chartered in a country other than the U.S., excluding U.S. branches of these companies, which was owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or any other person not primarily engaged in the insurance business.
- Section 2 - Ceded Reinsurance Report - Part A:
- (1) There are no reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits.
 - (2) The Company has no reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts which, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies.
- Section 3 - Ceded Reinsurance Report - Part B:
- (1) If all reinsurance agreements were terminated by either party as of December 31, 2013, the resulting reduction in surplus due to loss of reinsurance reserve credits net of unearned premium would be approximately \$12 million, assuming no return of the assets backing these reserves from the reinsurer to the Company.
 - (2) No new agreements have been executed or existing agreements amended, since January 1, 2013, to include policies or contracts that were in force or had existing reserves established by the Company as of the effective date of the agreement.
- b. The Company did not write off any reinsurance balances.
- c. The Company did not commute any ceded reinsurance.
- d. The Company did not reinsure any policies with a certified reinsurer whose rating was downgraded or status subject to revocation.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

The Company does not issue group health insurance and therefore did not issue retrospectively rated contracts or contracts subject to redetermination.

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

There was no increase to reserves in 2013 for incurred losses and loss adjustment expenses attributable to insured events of prior years, which were considered corrections of prior year errors.

Note 26 – Intercompany Pooling Arrangements

The Company did not have any intercompany pooling arrangements.

Note 27 – Structured Settlements

The Company did not enter into structured settlement agreements with other life insurers to resolve claims.

Note 28 – Health Care Receivables

The Company did not issue any business that would give rise to pharmaceutical rebates or risk sharing receivables.

Note 29 – Participating Policies

The Company did not issue participating policies.

Note 30 – Premium Deficiency Reserves

The Company did not have any liability for premium deficiency on accident and health contracts or property/casualty contracts.

Note 31 – Reserves for Life Contracts and Annuity Contracts

- (1) The Company waives deduction of deferred fractional premium at death and returns any portion of the final premium beyond the date of death. Reserves are computed using continuous functions to reflect these practices.
- (2) The Company charges a higher premium on certain contracts that cover substandard mortality risk. For these policies, the reserve calculations are based on a substandard mortality rate, which is a multiple of the standard mortality tables.
- (3) The Company did not have any insurance in force as of December 31, 2013, for which the gross premium was less than the net premium according to the standard valuation set by the Department.
- (4) Tabular interest was determined as follows:
Variable life general account reserves use a formula that applies a weighted average credited rate to the mean account value.
- (5) Liabilities for investment-type contracts such as supplementary contracts not involving life contingencies are based on account value or accepted actuarial methods using applicable interest rates. Fair value is estimated by discounting expected future cash flows using current market rates.

NOTES TO FINANCIAL STATEMENTS

(6) The details for other changes (in millions):

ITEM	Total	Industrial Life	Ordinary			Credit Life Group and Individual	Group	
			Life Ins.	Individual Annuities	Supplementary Contracts		Life Ins.	Annuities
Modified the 1952 Period 2 Intercompany Disability Table to reflect the Company's experience	\$ 2	\$ -	\$ 2	\$ -	\$ -	\$ -	\$ -	\$ -

Note 32 – Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics

	December 31, 2013					% of Total
	General Account	Separate Account w/ Guarantees	Separate Account Nonguaranteed	Total	Total	
	(\$ In Millions)					
a. Subject to discretionary withdrawal:						
(1) With fair value adjustment	\$ 1	\$ -	\$ -	\$ 1	1	2 %
(2) At book value less current surrender charge of 5% or more	-	-	-	-	-	-
(3) At fair value	-	-	55	55	55	87
(4) Total with adjustment or at fair value	1	-	55	56	56	89
(5) At book value without adjustment	7	-	-	7	7	11
b. Not subject to discretionary withdrawal provision	-	-	-	-	-	-
c. Total (gross)	8	-	55	63	63	100
d. Reinsurance ceded	-	-	-	-	-	-
e. Total (net)* (gross less reinsurance ceded)	\$ 8	\$ -	\$ 55	\$ 63	63	100 %

*Reconciliation of total annuity actuarial reserves and deposit-type fund liabilities.

f. Life and Accident and Health Annual Statement (in millions):		
(1) Exhibit 5, annuities section, total (net)	\$	2
(2) Exhibit 5, supplementary contracts with life contingencies section, total (net)		-
(3) Exhibit 7, deposit-type contracts Column 1, Line 14		6
(4) Subtotal		8
Separate Accounts Annual Statement:		
(5) Exhibit 3, annuities section, total (net)		55
(6) Exhibit 3, supplementary contracts section, total (net)		-
(7) Policyholders dividend and coupon accumulations		-
(8) Policyholder premiums		-
(9) Guaranteed interest contracts		-
(10) Other contract deposit funds		-
(11) Subtotal		55
(12) Combined total		\$ 63

g. The Company is not a member of the FHLB therefore it has no FHLB funding agreements.

Note 33 – Premium and Annuity Considerations Deferred and Uncollected

a. Deferred and uncollected life insurance premiums and annuity considerations as of December 31, 2013, were as follows:

Type	Gross	Net of Loading
(In Millions)		
(1) Industrial	\$ -	\$ -
(2) Ordinary new business	-	-
(3) Ordinary renewal	(2)	(2)
(4) Credit life	-	-
(5) Group life	-	-
(6) Group annuity	-	-
(7) Totals	\$ (2)	\$ (2)

Note 34 – Separate Accounts

a. Separate account activity:

- (1) Separate accounts are segregated funds administered and invested by the Company. Selection of the separate account investments is directed by group and individual variable annuity, variable life and other insurance contract holders/policyholders. The returns produced by separate account assets increase or decrease separate account reserves. Separate account assets consist principally of marketable securities reported at fair value. Except for the Company's seed money, as noted below, separate account assets can only be used to satisfy separate account liabilities and are not available to satisfy the general obligations of the Company. The Company's revenue reflects fees charged to the separate accounts including administrative and investment advisory fees.

The separate account classification of all separate account products for the Company are supported by state statute Connecticut Laws Title 38a, Chapter 700b, Sections 38a-433 & 459.

NOTES TO FINANCIAL STATEMENTS

- (2) In accordance with the products recorded within the separate accounts, some are considered legally insulated whereas others are not legally insulated from the general account. The legal insulation of the separate account products prevents assets other than seed money or amounts in a supplemental account from being generally available to satisfy claims resulting from the general account.

As of December 31, 2013 and 2012, the Company's NAIC Separate Account Annual Statement included Separate Accounts with legally insulated products of \$4,199 million and \$4,088 million, respectively. Assets backing products which are not legally insulated are available to satisfy general obligations of the Company. The assets backing legally insulated products from the general account as of December 31, 2013 are attributed to the following:

	Separate Account Assets	
	Legally Insulated	Not Legally Insulated
	(In Millions)	
Product/Transaction:		
Stable Value Bank-owned Life Insurance	\$ 2,181	\$ -
Bank-owned Life Insurance - Guaranteed	1,021	16
Individual Variable Universal Life	725	-
Corporate-owned Life Insurance	217	-
Individual Variable Annuity	55	-
Total	\$ 4,199	\$ 16

- (3) In accordance with the products/transactions recorded within the separate accounts, some separate account liabilities are guaranteed by the general account. Reserves for guarantees covering death benefits or minimum rates of return are held in the general account. If the investment proceeds are insufficient to cover the rate of return guaranteed for the product or the guaranteed death benefit, the policyholder proceeds will be remitted by the general account.

As of December 31, 2013, the general account of the Company had a maximum guarantee for separate account liabilities of \$11 million. There were no risk charges paid to compensate the general account for the risk taken for the years ended December 31, 2013, 2012, 2011, 2010 and 2009.

As of December 31, 2013, 2012, 2011 and 2010, amounts the separate accounts collected from the general account related to separate account guarantees were less than \$1 million each year.

The following separate account products would be classified differently under GAAP than under Statutory accounting principles:

Condition That Requires GAAP General Account Reporting

Product Identifier:

Stable Value Bank-owned Life Insurance	GAAP general account classification/Investment performance
Bank-owned Life Insurance - Guaranteed	GAAP general account classification/Investment performance

- (4) The Company does not engage in securities lending transactions within the separate accounts.

b. General nature and characteristics of separate account business:

The Company has guaranteed separate accounts classified as nonindexed to fund a long-term interest guarantee in excess of a year that did not exceed 4%. The Company has nonguaranteed separate accounts that are variable accounts where the benefit is determined by the performance and/or market value of the investments held in the separate account with incidental risk, notional expense and minimum death benefit guarantees.

NOTES TO FINANCIAL STATEMENTS

Information regarding the separate accounts of the Company as of and for the year ended December 31, 2013 is as follows:

	Index	Nonindexed Guarantee Less than/ Equal to 4%	Nonindexed Guarantee More than 4%	Nonguaranteed Separate Accounts	Total
(In Millions)					
(1) Premiums, considerations or deposits for the year ended December 31, 2013	\$ -	\$ -	\$ -	\$ 42	\$ 42
Reserves at December 31, 2013:					
(2) For account with assets at:					
a. Fair value	\$ -	\$ -	\$ -	\$ 3,162	\$ 3,162
b. Amortized cost/book value	-	1,028	-	-	1,028
c. Total Reserves*	\$ -	\$ 1,028	\$ -	\$ 3,162	\$ 4,190
(3) By withdrawal characteristics:					
a. Subject to discretionary withdrawal:					
b. With FV adjustment	\$ -	\$ -	\$ -	\$ -	\$ -
c. At book value without FV adjustment and with current surrender charge of 5% or more	-	-	-	-	-
d. At fair value	-	-	-	3,162	3,162
e. At book value, without FV adjustment and with current surrender charge of less than 5%	-	1,028	-	-	1,028
f. Subtotal	\$ -	\$ 1,028	\$ -	\$ 3,162	\$ 4,190
g. Not subject to discretionary withdrawal	-	-	-	-	-
h. Total	\$ -	\$ 1,028	\$ -	\$ 3,162	\$ 4,190
(4) Reserves for Assets Default Risk in Lieu of AVR	\$ -	\$ -	\$ -	\$ -	\$ -

*Line 2(c) should equal Line 3(h)

c. Reconciliation of net transfers to (from) separate accounts is as follows (in millions):

	Year Ended December 31, 2013
(1) Transfers as reported in the Summary of Operations of the Separate Account Statement:	
(a) Transfers to separate accounts (Page 4, Line 1.4 and 2)	\$ 42
(b) Transfers from separate accounts (Page 4, Line 10)	(147)
(c) Net transfers to (from) separate accounts (a) - (b)	(105)
(2) Reconciling adjustments:	
(a) Net deposits on deposit-type liabilities	-
(3) Transfers as reported in the Summary of Operations of the Life, Accident & Health Annual Statement	\$ (105)
(1c) + (2) = (Page 4, Line 26)	

Note 35 – Loss/Claim Adjustment Expenses

The Company did not have any loss/claim adjustment expenses.

NOTES TO FINANCIAL STATEMENTS

Note 36 – Impairment Listing for Loan-Backed and Structured Securities

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

Period Ended	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
December 31, 2013	\$ 8,955.12	\$ -	\$ 8,955.12	\$ 7,966.58	\$ (988.54)	\$ 7,966.58	\$ 11,477.00
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			\$ (3,231,648.83)		

The following is the impairment listing for loan-backed and structured securities for the three months ended December 31, 2013:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
65106FAG7	\$ 8,955.12	\$ -	\$ 8,955.12	\$ 7,966.58	\$ (988.54)	\$ 7,966.58	\$ 11,477.00

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

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 OTTI	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.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1, 1A and 2
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [] N/A []
- 1.3 State Regulating? Connecticut
- 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 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009
- 3.2 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
- 3.3 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
- 3.4 By what department or departments?
State of Connecticut Insurance Department
- 3.5 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 []
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes [] No [X]
4.12 renewals? Yes [] No [X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes [] No [X]
4.22 renewals? Yes [] No [X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 5.2 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

- 6.1 Has the 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]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No [X]
- 7.2 If yes,
7.21 State the percentage of foreign control; %
7.22 State the nationality(s) of the foreign person(s) or entity(s) or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact; and identify the type of entity(s) (e.g., individual, corporation or government, manager or attorney in fact).

1 Nationality	2 Type of Entity

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

GENERAL INTERROGATORIES

- 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

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
KPMG, LLP, One Financial Plaza, Hartford, CT 06103
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]
- 10.2 If the response to 10.1 is yes, provide information related to this exemption:
.....
- 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]
- 10.4 If the response to 10.3 is yes, provide information related to this exemption:
.....
- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] N/A []
- 10.6 If the response to 10.5 is no or n/a, please explain
.....
11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Isadore Jermyn, FIA, MAAA, Senior Vice President and Actuary, 1295 State Street, Springfield, MA 01111
- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [X] No []
- 12.11 Name of real estate holding company See 12.2
- 12.12 Number of parcels involved 16
- 12.13 Total book/adjusted carrying value \$ 7,321,058
- 12.2 If, yes provide explanation:
The company has investments in debt securities in 16 parcels which own or hold real estate indirectly. The statement value at December 31, 2013 of debt was \$7,321,058
13. **FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:**
- 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
.....
- 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []
- 13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []
- 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A []
- 14.1 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?
(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.
- 14.11 If the response to 14.1 is No, please explain:
.....
- 14.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 14.21 If the response to 14.2 is yes, provide information related to amendment(s).
.....
- 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).
.....

GENERAL INTERROGATORIES

- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [] No [X]
- 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [X] No []
17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No []
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict with the official duties of such person? Yes [X] No []

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.11 To directors or other officers.....\$
 - 20.12 To stockholders not officers.....\$
 - 20.13 Trustees, supreme or grand (Fraternal Only)\$
- 20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.21 To directors or other officers.....\$
 - 20.22 To stockholders not officers.....\$
 - 20.23 Trustees, supreme or grand (Fraternal Only)\$
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]
- 21.2 If yes, state the amount thereof at December 31 of the current year:
- 21.21 Rented from others.....\$
 - 21.22 Borrowed from others.....\$
 - 21.23 Leased from others\$
 - 21.24 Other\$
- 22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [] No [X]
- 22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment \$
 - 22.22 Amount paid as expenses\$
 - 22.23 Other amounts paid\$
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No []
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:\$0

INVESTMENT

- 24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03)..... Yes [] No [X]
- 24.02 If no, give full and complete information relating thereto
Certain bonds, stock and short terms are held on our behalf, subject to our full control, at custodial banks.
- 24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
n/a
- 24.04 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [] No [] N/A [X]
- 24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs.\$
- 24.06 If answer to 24.04 is no, report amount of collateral for other programs.\$
- 24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [] No [] N/A [X]
- 24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [] No [] N/A [X]
- 24.09 Does the reporting entity or the reporting entity 's securities lending agent utilize the Master Securities lending Agreement (MSLA) to conduct securities lending? Yes [] No [] N/A [X]

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
GENERAL INTERROGATORIES

24.10 For the reporting entity's security lending program state the amount of the following as December 31 of the current year:

24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$
 24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$
 24.103 Total payable for securities lending reported on the liability page\$

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes [X] No []

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements\$
 25.22 Subject to reverse repurchase agreements\$
 25.23 Subject to dollar repurchase agreements\$
 25.24 Subject to reverse dollar repurchase agreements\$
 25.25 Pledged as collateral\$
 25.26 Placed under option agreements\$
 25.27 Letter stock or other securities restricted as to sale\$
 25.28 On deposit with state or other regulatory body\$4,233,106
 25.29 Other\$

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A [X]
 If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

27.2 If yes, state the amount thereof at December 31 of the current year.\$

28. 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 []

28.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

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

28.02 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)

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?..... Yes [] No [X]

28.04 If yes, give full and complete information relating thereto:

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

28.05 Identify all investment advisors, brokers/dealers or individuals acting on behalf of brokers/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 Number(s)	2 Name	3 Address
106006	Babson Capital Management, LLC	1500 Main Street, Springfield, MA 01115

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
GENERAL INTERROGATORIES

- 29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5(b)(1)])? Yes [] No [X]
- 29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 - Total		

- 29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
.....

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	236,372,707	242,315,134	5,942,427
30.2 Preferred stocks			
30.3 Totals	236,372,707	242,315,134	5,942,427

- 30.4 Describe the sources or methods utilized in determining the fair values:

The Fair Value of securities is obtained using quoted market prices when available. If not available, estimated fair value is based on values provided by other third-party organizations. If values provided by other third-party organizations are unavailable, fair value is estimated using internal models by discounting future cash flows using observable current market rates applicable to yield, credit quality and maturity of the investment or using quoted market values for comparable investments. Internal inputs used in the determination of fair value include estimated prepayment speeds, default rates, discount rates and collateral values, among others. Structure Characteristics and results of cash flow priority are also considered.

- 31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [X] No []
- 31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [X] No []
- 31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

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

GENERAL INTERROGATORIES

OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?\$20,280

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
American Council of Life Insurers	9,529
.....

34.1 Amount of payments for legal expenses, if any?\$31,751

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
.....
.....

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?\$10,411

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....
.....

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

GENERAL INTERROGATORIES

PART 2 - LIFE INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]

1.2 If yes, indicate premium earned on U.S. business only \$

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$

1.31 Reason for excluding:
.....

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. \$

1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$

1.6 Individual policies:

Most current three years:

1.61 Total premium earned \$

1.62 Total incurred claims \$

1.63 Number of covered lives

All years prior to most current three years

1.64 Total premium earned \$

1.65 Total incurred claims \$

1.66 Number of covered lives

1.7 Group policies:

Most current three years:

1.71 Total premium earned \$

1.72 Total incurred claims \$

1.73 Number of covered lives

All years prior to most current three years

1.74 Total premium earned \$

1.75 Total incurred claims \$

1.76 Number of covered lives

2. Health Test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator		
2.2 Premium Denominator	28,520,783	29,792,289
2.3 Premium Ratio (2.1/2.2)	0.000	0.000
2.4 Reserve Numerator		
2.5 Reserve Denominator	129,753,398	122,529,464
2.6 Reserve Ratio (2.4/2.5)	0.000	0.000

3.1 Does this reporting entity have Separate Accounts? Yes [X] No []

3.2 If yes, has a Separate Accounts Statement been filed with this Department? Yes [X] No [] N/A []

3.3 What portion of capital and surplus funds of the reporting entity covered by assets in the Separate Accounts statement, is not currently distributable from the Separate Accounts to the general account for use by the general account? \$ 1,026,180

3.4 State the authority under which Separate Accounts are maintained:
Connecticut General Statutes, Section 33a-433 and 33a-459.

3.5 Was any of the reporting entity's Separate Accounts business reinsured as of December 31? Yes [X] No []

3.6 Has the reporting entity assumed by reinsurance any Separate Accounts business as of December 31? Yes [] No [X]

3.7 If the reporting entity has assumed Separate Accounts business, how much, if any, reinsurance assumed receivable for reinsurance of Separate Accounts reserve expense allowances is included as a negative amount in the liability for "Transfers to Separate Accounts due or accrued (net)"?

4.1 Are personnel or facilities of this reporting entity used by another entity or entities or are personnel or facilities of another entity or entities used by this reporting entity (except for activities such as administration of jointly underwritten group contracts and joint mortality or morbidity studies)? Yes [X] No []

4.2 Net reimbursement of such expenses between reporting entities:

4.21 Paid \$ 9,440,645

4.22 Received \$

5.1 Does the reporting entity write any guaranteed interest contracts? Yes [] No [X]

5.2 If yes, what amount pertaining to these lines is included in:

5.21 Page 3, Line 1 \$

5.22 Page 4, Line 1 \$

6. FOR STOCK REPORTING ENTITIES ONLY:

6.1 Total amount paid in by stockholders as surplus funds since organization of the reporting entity: \$ 143,736,914

7. Total dividends paid stockholders since organization of the reporting entity:

7.11 Cash \$ 287,566,415

7.12 Stock \$ 180,000

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

GENERAL INTERROGATORIES

8.1 Does the company reinsure any Workers' Compensation Carve-Out business defined as: Yes [] No [X]
 Reinsurance (including retrocessional reinsurance) assumed by life and health insurers of medical, wage loss and death benefits of the occupational illness and accident exposures, but not the employers liability exposures, of business originally written as workers' compensation insurance.

8.2 If yes, has the reporting entity completed the Workers' Compensation Carve-Out Supplement to the Annual Statement? Yes [] No []

8.3 If 8.1 is yes, the amounts of earned premiums and claims incurred in this statement are:

	1 Reinsurance Assumed	2 Reinsurance Ceded	3 Net Retained
8.31 Earned premium
8.32 Paid claims
8.33 Claim liability and reserve (beginning of year)
8.34 Claim liability and reserve (end of year)
8.35 Incurred claims

8.4 If reinsurance assumed included amounts with attachment points below \$1,000,000, the distribution of the amounts reported in Lines 8.31 and 8.34 for Column (1) are:

	Attachment Point	1 Earned Premium	2 Claim Liability and Reserve
8.41	<\$25,000	.....	.....
8.42	\$25,000 - 99,999	.....	.....
8.43	\$100,000 - 249,999	.....	.....
8.44	\$250,000 - 999,999	.....	.....
8.45	\$1,000,000 or more	.....	.....

8.5 What portion of earned premium reported in 8.31, Column 1 was assumed from pools?\$

9.1 Does the company have variable annuities with guaranteed benefits? Yes [X] No []

9.2 If 9.1 is yes, complete the following table for each type of guaranteed benefit.

Type		3	4	5	6	7	8	9
1 Guaranteed Death Benefit	2 Guaranteed Living Benefit	Waiting Period Remaining	Account Value Related to Col. 3	Total Related Account Values	Gross Amount of Reserve	Location of Reserve	Portion Reinsured	Reinsurance Reserve Credit
5% ROLL UP	NONE	N/A	N/A	56,370,666	1,107,283	Exhibit 5	N/A .....	.....

10. For reporting entities having sold annuities to another insurer where the insurer purchasing the annuities has obtained a release of liability from the claimant (payee) as the result of the purchase of an annuity from the reporting entity only:

10.1 Amount of loss reserves established by these annuities during the current year:\$

10.2 List the name and location of the insurance company purchasing the annuities and the statement value on the purchase date of the annuities.

1	2
P&C Insurance Company And Location	Statement Value on Purchase Date of Annuities (i.e., Present Value)

11.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

11.2 If yes, please provide the amount of custodial funds held as of the reporting date.\$

11.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

11.4 If yes, please provide the balance of funds administered as of the reporting date.\$

FIVE-YEAR HISTORICAL DATA

Show amounts in whole dollars only, no cents; show percentages to one decimal place, i.e. 17.6.
 Show amounts of life insurance in this exhibit in thousands (OMIT \$000)

	1 2013	2 2012	3 2011	4 2010	5 2009
Life Insurance in Force (Exhibit of Life Insurance)					
1. Ordinary - whole life and endowment (Line 34, Col. 4)	6,484,724	7,022,075	7,675,301	8,372,287	9,119,773
2. Ordinary - term (Line 21, Col. 4, less Line 34, Col. 4)	4,214	4,764	5,255	5,410	5,872
3. Credit life (Line 21, Col. 6)					
4. Group, excluding FEGLI/SGLI (Line 21, Col. 9 less Lines 43 & 44, Col. 4)	7,235,356	7,336,331	7,925,756	7,957,777	7,963,254
5. Industrial (Line 21, Col. 2)					
6. FEGLI/SGLI (Lines 43 & 44, Col. 4)					
7. Total (Line 21, Col. 10)	13,724,293	14,363,170	15,606,311	16,335,474	17,088,899
New Business Issued (Exhibit of Life Insurance)					
8. Ordinary - whole life and endowment (Line 34, Col. 2)	4,157	1,601	2,958	3,036	3,926
9. Ordinary - term (Line 2, Col. 4, less Line 34, Col. 2)					
10. Credit life (Line 2, Col. 6)					
11. Group (Line 2, Col. 9)					
12. Industrial (Line 2, Col. 2)					
13. Total (Line 2, Col. 10)	4,157	1,601	2,958	3,036	3,926
Premium Income - Lines of Business (Exhibit 1 - Part 1)					
14. Industrial life (Line 20.4, Col. 2)					
15.1 Ordinary-life insurance (Line 20.4, Col. 3)	27,379,187	29,580,569	28,896,965	33,253,900	38,662,654
15.2 Ordinary-individual annuities (Line 20.4, Col. 4)	149,552	27,642	31,048	87,032	126,718
16. Credit life (group and individual) (Line 20.4, Col. 5)					
17.1 Group life insurance (Line 20.4, Col. 6)	1,085,832	(1,270,471)	91,143	(1,966,551)	(760,045)
17.2 Group annuities (Line 20.4, Col. 7)					
18.1 A & H-group (Line 20.4, Col. 8)					
18.2 A & H-credit (group and individual) (Line 20.4, Col. 9)					
18.3 A & H-other (Line 20.4, Col. 10)					
19. Aggregate of all other lines of business (Line 20.4, Col. 11)					
20. Total	28,614,570	28,337,739	29,019,156	31,374,380	38,029,328
Balance Sheet (Pages 2 & 3)					
21. Total admitted assets excluding Separate Accounts business (Page 2, Line 26, Col. 3)	373,003,748	378,166,063	334,490,121	313,738,670	290,340,326
22. Total liabilities excluding Separate Accounts business (Page 3, Line 26)	176,982,480	181,938,986	158,033,275	161,771,978	132,247,365
23. Aggregate life reserves (Page 3, Line 1)	129,503,950	124,285,572	112,119,806	111,548,366	115,191,603
24. Aggregate A & H reserves (Page 3, Line 2)					
25. Deposit-type contract funds (Page 3, Line 3)	6,841,263	6,397,225	3,559,246	3,249,068	1,798,191
26. Asset valuation reserve (Page 3, Line 24.01)	4,326,921	3,830,096	3,089,467	548,956	32,654
27. Capital (Page 3, Lines 29 and 30)	2,500,200	2,500,200	2,500,200	2,500,200	2,500,200
28. Surplus (Page 3, Line 37)	193,521,068	193,727,301	173,957,055	149,466,883	155,593,135
Cash Flow (Page 5)					
29. Net Cash from Operations (Line 11)	23,888,633	34,752,059	16,087,319	45,904,369	30,278,164
Risk-Based Capital Analysis					
30. Total adjusted capital	200,348,189	200,057,597	179,546,722	152,516,039	158,125,989
31. Authorized control level risk - based capital	2,597,505	2,658,823	2,657,198	2,968,032	2,948,529
Percentage Distribution of Cash, Cash Equivalents and Invested Assets (Page 2, Col. 3) (Line No. /Page 2, Line 12, Col. 3) x 100.0					
32. Bonds (Line 1)	43.3	42.7	61.7	51.8	61.4
33. Stocks (Lines 2.1 and 2.2)					0.0
34. Mortgage loans on real estate(Lines 3.1 and 3.2)	1.4	1.6	2.1	2.5	2.8
35. Real estate (Lines 4.1, 4.2 and 4.3)					
36. Cash, cash equivalents and short-term investments (Line 5)	27.1	27.0	4.2	11.7	(1.1)
37. Contract loans (Line 6)	28.2	28.7	32.0	34.1	36.8
38. Derivatives (Page 2, Line 7)					XXX
39. Other invested assets (Line 8)					
40. Receivables for securities (Line 9)					
41. Securities lending reinvested collateral assets (Line 10)					XXX
42. Aggregate write-ins for invested assets (Line 11)					0.0
43. Cash, cash equivalents and invested assets (Line 12)	100.0	100.0	100.0	100.0	100.0

FIVE-YEAR HISTORICAL DATA

(Continued)

	1 2013	2 2012	3 2011	4 2010	5 2009
Investments in Parent, Subsidiaries and Affiliates					
44. Affiliated bonds (Schedule D Summary, Line 12, Col. 1)	3,829,163	5,800,979	7,393,802	3,850,782	
45. Affiliated preferred stocks (Schedule D Summary, Line 18, Col. 1)					
46. Affiliated common stocks (Schedule D Summary Line 24, Col. 1),					
47. Affiliated short-term investments (subtotal included in Schedule DA Verification, Col. 5, Line 10)					
48. Affiliated mortgage loans on real estate					
49. All other affiliated					
50. Total of above Lines 44 to 49	3,829,163	5,800,979	7,393,802	3,850,782	
51. Total Investment in Parent included in Lines 44 to 49 above					
Total Nonadmitted and Admitted Assets					
52. Total nonadmitted assets (Page 2, Line 28, Col. 2)	1,152,925	2,217,744	6,223,405	11,513,977	15,900,685
53. Total admitted assets (Page 2, Line 28, Col. 3)	4,587,907,421	4,489,157,158	4,411,372,242	4,413,236,997	4,345,097,252
Investment Data					
54. Net investment income (Exhibit of Net Investment Income)	11,832,493	13,066,812	13,362,287	13,885,995	13,926,306
55. Realized capital gains (losses) (Page 4, Line 34, Column 1)	(57,628)	1,940,308	(429,541)	(545,707)	(2,399,015)
56. Unrealized capital gains (losses) (Page 4, Line 38, Column 1)		13,889	(49)	(10,290)	3,449
57. Total of above Lines 54, 55 and 56	11,774,865	15,021,009	12,932,697	13,329,998	11,530,740
Benefits and Reserve Increases (Page 6)					
58. Total contract benefits - life (Lines 10, 11, 12, 13, 14 and 15 Col. 1, minus Lines 10, 11, 12, 13, 14 and 15 Cols. 9, 10 and 11)	163,470,387	194,338,771	97,417,312	89,181,168	90,057,922
59. Total contract benefits - A & H (Lines 13 & 14, Cols. 9, 10 & 11)					
60. Increase in life reserves - other than group and annuities (Line 19, Cols. 2 and 3)	4,430,583	12,589,804	(216,822)	1,093,520	1,657,259
61. Increase in A & H reserves (Line 19, Cols. 9, 10 & 11)					
62. Dividends to policyholders (Line 30, Col. 1)					
Operating Percentages					
63. Insurance expense percent (Page 6, Col. 1, Lines 21, 22 & 23, less Line 6)/(Page 6, Col. 1, Line 1 plus Exhibit 7, Col. 2, Line 2) x 100.0	27.0	26.7	31.1	31.0	33.7
64. Lapse percent (ordinary only) [(Exhibit of Life Insurance, Col. 4, Lines 14 & 15) / 1/2 (Exhibit of Life Insurance, Col. 4, Lines 1 & 21)] x 100.0	7.8	8.6	8.1	8.0	9.3
65. A & H loss percent (Schedule H, Part 1, Lines 5 and 6, Col. 2)					
66. A & H cost containment percent (Schedule H, Pt. 1, Line 4, Col. 2)					
67. A & H expense percent excluding cost containment expenses (Schedule H, Pt. 1, Line 10, Col. 2)					
A & H Claim Reserve Adequacy					
68. Incurred losses on prior years' claims - group health (Schedule H, Part 3, Line 3.1 Col. 2)					
69. Prior years' claim liability and reserve - group health (Schedule H, Part 3, Line 3.2 Col. 2)					
70. Incurred losses on prior years' claims-health other than group (Schedule H, Part 3, Line 3.1 Col. 1 less Col. 2)					
71. Prior years' claim liability and reserve-health other than group (Schedule H, Part 3, Line 3.2 Col. 1 less Col. 2)					
Net Gains From Operations After Federal Income Taxes by Lines of Business (Page 6, Line 33)					
72. Industrial life (Col. 2)					
73. Ordinary - life (Col. 3)	16,302,921	12,583,672	19,475,052	21,365,228	18,195,994
74. Ordinary - individual annuities (Col. 4)	88,620	86,355	(377,947)	491,353	308,051
75. Ordinary-supplementary contracts (Col. 5)	77,240	201,875	229,930	253,263	147,236
76. Credit life (Col. 6)					
77. Group life (Col. 7)	5,885,046	7,437,336	10,315,531	14,406,258	(8,946,358)
78. Group annuities (Col. 8)					
79. A & H-group (Col. 9)					
80. A & H-credit (Col. 10)					
81. A & H-other (Col. 11)					
82. Aggregate of all other lines of business (Col. 12)					
83. Total (Col. 1)	22,353,827	20,309,238	29,642,566	36,516,102	9,704,923

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [] No []
 If no, please explain:



ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

DIRECT BUSINESS IN THE STATE OF Grand Total

DURING THE YEAR 2013

NAIC Group Code 0435

LIFE INSURANCE

NAIC Company Code 70416

DIRECT PREMIUMS AND ANNUITY CONSIDERATIONS	1	2	3	4	5
	Ordinary	Credit Life (Group and Individual)	Group	Industrial	Total
1. Life insurance	44,624,613		28,738		44,653,351
2. Annuity considerations	149,552				149,552
3. Deposit-type contract funds		XXX		XXX	
4. Other considerations					
5. Totals (Sum of Lines 1 to 4)	44,774,165		28,738		44,802,903
DIRECT DIVIDENDS TO POLICYHOLDERS					
Life insurance:					
6.1 Paid in cash or left on deposit					
6.2 Applied to pay renewal premiums					
6.3 Applied to provide paid-up additions or shorten the endowment or premium-paying period					
6.4 Other					
6.5 Totals (Sum of Lines 6.1 to 6.4)					
Annuities:					
7.1 Paid in cash or left on deposit					
7.2 Applied to provide paid-up annuities					
7.3 Other					
7.4 Totals (Sum of Lines 7.1 to 7.3)					
8. Grand Totals (Lines 6.5 plus 7.4)					
DIRECT CLAIMS AND BENEFITS PAID					
9. Death benefits	30,733,284		33,517,177		64,250,461
10. Matured endowments					
11. Annuity benefits	2,625,582				2,625,582
12. Surrender values and withdrawals for life contracts	57,275,418		61,491,019		118,766,437
13. Aggregate write-ins for miscellaneous direct claims and benefits paid					
14. All other benefits, except accident and health	280,192				280,192
15. Totals	90,914,476		95,008,196		185,922,672
DETAILS OF WRITE-INS					
1301.					
1302.					
1303.					
1398. Summary of Line 13 from overflow page					
1399. Totals (Lines 1301 thru 1303 plus 1398) (Line 13 above)					

DIRECT DEATH BENEFITS AND MATURED ENDOWMENTS INCURRED	Ordinary		Credit Life (Group and Individual)		Group		Industrial		Total	
	1	2	3	4	5	6	7	8	9	10
	No.	Amount	No. of Ind.Pols. & Gr. Certifs.	Amount	No. of Certifs.	Amount	No.	Amount	No.	Amount
16. Unpaid December 31, prior year	22	1,643,209			7	5,362,982			29	7,006,191
17. Incurred during current year	259	32,686,922			51	34,873,475			310	67,560,398
Settled during current year:										
18.1 By payment in full	255	31,013,476			52	33,517,177			307	64,530,653
18.2 By payment on compromised claims										
18.3 Totals paid	255	31,013,476			52	33,517,177			307	64,530,653
18.4 Reduction by compromise										
18.5 Amount rejected										
18.6 Total settlements	255	31,013,476			52	33,517,177			307	64,530,653
19. Unpaid Dec. 31, current year (16+17-18.6)	26	3,316,655			6	6,719,280			32	10,035,936
POLICY EXHIBIT						No. of Policies				
20. In force December 31, prior year	35,609	7,026,838,939	(a)		36	7,336,331,116			35,645	14,363,170,055
21. Issued during year		4,156,612								4,156,612
22. Other changes to in force (Net)	(2,289)	(542,057,889)			(14)	(100,975,493)			(2,303)	(643,033,382)
23. In force December 31 of current year	33,320	6,488,937,662	(a)		22	7,235,355,623			33,342	13,724,293,285

(a) Includes Individual Credit Life Insurance prior year \$ _____, current year \$ _____
Includes Group Credit Life Insurance Loans less than or equal to 60 months at issue, prior year \$ _____, current year \$ _____
Loans greater than 60 months at issue BUT NOT GREATER THAN 120 MONTHS, prior year \$ _____, current year \$ _____

ACCIDENT AND HEALTH INSURANCE

	1	2	3	4	5
	Direct Premiums	Direct Premiums Earned	Dividends Paid Or Credited On Direct Business	Direct Losses Paid	Direct Losses Incurred
24. Group Policies (b)					
24.1 Federal Employees Health Benefits Plan premium (b)					
24.2 Credit (Group and Individual)					
24.3 Collectively renewable policies (b)					
24.4 Medicare Title XVIII exempt from state taxes or fees Other Individual Policies:					
25.1 Non-cancelable (b)					
25.2 Guaranteed renewable (b)					
25.3 Non-renewable for stated reasons only (b)					
25.4 Other accident only					
25.5 All other (b)					
25.6 Totals (sum of Lines 25.1 to 25.5)					
26. Totals (Lines 24 + 24.1 + 24.2 + 24.3 + 24.4 + 25.6)					

NONE

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products _____ and number of persons insured under indemnity only products _____

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

EXHIBIT OF LIFE INSURANCE

	Industrial		Ordinary		Credit Life (Group and Individual)		Group			10 Total Amount of Insurance (a)
	1	2	3	4	5	6	Number of		9	
	Number of Policies	Amount of Insurance (a)	Number of Policies	Amount of Insurance (a)	Number of Individual Policies and Group Certificates	Amount of Insurance (a)	7 Policies	8 Certificates	Amount of Insurance (a)	
1. In force end of prior year			35,609	7,026,839			36	9,307	7,336,331	14,363,170
2. Issued during year				4,157						4,157
3. Reinsurance assumed										
4. Revived during year			14	3,857						3,857
5. Increased during year (net)			2	15,792				1	42,702	58,494
6. Subtotals, Lines 2 to 5			16	23,806				1	42,702	66,507
7. Additions by dividends during year	XXX		XXX		XXX		XXX	XXX		
8. Aggregate write-ins for increases										
9. Totals (Lines 1 and 6 to 8)			35,625	7,050,645			36	9,308	7,379,033	14,429,678
Deductions during year:										
10. Death			132	30,244			XXX	50	35,476	65,720
11. Maturity							XXX			
12. Disability							XXX			
13. Expiry			4	381						381
14. Surrender			1,540	367,122			14	29	80,201	447,324
15. Lapse			626	156,889				70	28,000	184,889
16. Conversion							XXX	XXX	XXX	
17. Decreased (net)			3	7,070						7,070
18. Reinsurance										
19. Aggregate write-ins for decreases										
20. Totals (Lines 10 to 19)			2,305	561,707			14	149	143,677	705,384
21. In force end of year (Line 9 minus Line 20)			33,320	6,488,938			22	9,159	7,235,356	13,724,293
22. Reinsurance ceded end of year	XXX		XXX	3,708,538	XXX		XXX	XXX	2,304,465	6,013,004
23. Line 21 minus Line 22	XXX		XXX	2,780,399	XXX	(b)	XXX	XXX	4,930,890	7,711,290
DETAILS OF WRITE-INS										
0801.										
0802.										
0803.										
0898. Summary of remaining write-ins for Line 8 from overflow page										
0899. TOTALS (Lines 0801 thru 0803 plus 0898) (Line 8 above)										
1901.										
1902.										
1903.										
1998. Summary of remaining write-ins for Line 19 from overflow page										
1999. TOTALS (Lines 1901 thru 1903 plus 1998) (Line 19 above)										

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000)

(b) Group \$; Individual \$

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ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

EXHIBIT OF LIFE INSURANCE (Continued)

ADDITIONAL INFORMATION ON INSURANCE IN FORCE END OF YEAR

	Industrial		Ordinary	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
24. Additions by dividends	XXX		XXX	
25. Other paid-up insurance			8	7,290
26. Debit ordinary insurance	XXX	XXX		

ADDITIONAL INFORMATION ON ORDINARY INSURANCE

Term Insurance Excluding Extended Term Insurance	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
27. Term policies - decreasing				
28. Term policies - other				
29. Other term insurance - decreasing	XXX		XXX	
30. Other term insurance	XXX		XXX	771
31. Totals (Lines 27 to 30)				771
Reconciliation to Lines 2 and 21:				
32. Term additions	XXX		XXX	
33. Totals, extended term insurance	XXX	XXX	64	3,443
34. Totals, whole life and endowment		4,157	33,256	6,484,724
35. Totals (Lines 31 to 34)		4,157	33,320	6,488,938

CLASSIFICATION OF AMOUNT OF INSURANCE (a) BY PARTICIPATING STATUS

	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1	2	3	4
	Non-Participating	Participating	Non-Participating	Participating
36. Industrial				
37. Ordinary	4,157		6,488,938	
38. Credit Life (Group and Individual)				
39. Group			7,235,356	
40. Totals (Lines 36 to 39)	4,157		13,724,294	

ADDITIONAL INFORMATION ON CREDIT LIFE AND GROUP INSURANCE

	Credit Life		Group	
	1 Number of Individual Policies and Group Certificates	2 Amount of Insurance (a)	3 Number of Certificates	4 Amount of Insurance (a)
41. Amount of insurance included in Line 2 ceded to other companies	XXX		XXX	
42. Number in force end of year if the number under shared groups is counted on a pro-rata basis		XXX		XXX
43. Federal Employees' Group Life Insurance included in Line 21				
44. Servicemen's Group Life Insurance included in Line 21				
45. Group Permanent Insurance included in Line 21				

ADDITIONAL ACCIDENTAL DEATH BENEFITS

46. Amount of additional accidental death benefits in force end of year under ordinary policies (a)	56,263
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BASIS OF CALCULATION OF ORDINARY TERM INSURANCE

47. State basis of calculation of (47.1) decreasing term insurance contained in Family Income, Mortgage Protection, etc., policies and riders and of (47.2) term insurance on wife and children under Family, Parent and Child, etc., policies and riders included above.	
47.1	
47.2	

POLICIES WITH DISABILITY PROVISIONS

Disability Provisions	Industrial		Ordinary		Credit		Group	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)	5 Number of Policies	6 Amount of Insurance (a)	7 Number of Certificates	8 Amount of Insurance (a)
48. Waiver of Premium			15,091	2,632,805				
49. Disability Income								
50. Extended Benefits			XXX	XXX				
51. Other								
52. Total		(b)	15,091	(b) 2,632,805		(b)		(b)

(a) Amounts of life insurance in this exhibit shall be shown in thousands (omit 000)

(b) See Paragraph 9 of the Annual Audited Financial Reports in the General section of the annual statement instructions

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
EXHIBIT OF NUMBER OF POLICIES, CONTRACTS, CERTIFICATES, INCOME PAYABLE AND ACCOUNT VALUES IN FORCE FOR SUPPLEMENTARY CONTRACTS, ANNUITIES, ACCIDENT & HEALTH AND OTHER POLICIES

SUPPLEMENTARY CONTRACTS

	Ordinary		Group	
	1 Involving Life Contingencies	2 Not Involving Life Contingencies	3 Involving Life Contingencies	4 Not Involving Life Contingencies
1. In force end of prior year	10	49		
2. Issued during year		1		
3. Reinsurance assumed				
4. Increased during year (net)				
5. Total (Lines 1 to 4)	10	50		
Deductions during year:				
6. Decreased (net)				
7. Reinsurance ceded				
8. Totals (Lines 6 and 7)				
9. In force end of year	10	50		
10. Amount on deposit	168,582	(a) 6,841,263		(a)
11. Income now payable	3	2		
12. Amount of income payable	(a) 67,577	(a) 80,369	(a)	(a)

ANNUITIES

	Ordinary		Group	
	1 Immediate	2 Deferred	3 Contracts	4 Certificates
1. In force end of prior year		1,253		
2. Issued during year				
3. Reinsurance assumed				
4. Increased during year (net)				
5. Totals (Lines 1 to 4)		1,253		
Deductions during year:				
6. Decreased (net)		124		
7. Reinsurance ceded				
8. Totals (Lines 6 and 7)		124		
9. In force end of year		1,129		
Income now payable:				
10. Amount of income payable	(a)	XXX	XXX	(a)
Deferred fully paid:				
11. Account balance	XXX	(a)	XXX	(a)
Deferred not fully paid:				
12. Account balance	XXX	(a) 56,370,667	XXX	(a)

ACCIDENT AND HEALTH INSURANCE

	Group		Credit		Other	
	1 Certificates	2 Premiums in Force	3 Policies	4 Premiums in Force	5 Policies	6 Premiums in Force
1. In force end of prior year						
2. Issued during year						
3. Reinsurance assumed						
4. Increased during year (net)		XXX		XXX		XXX
5. Totals (Lines 1 to 4)		XXX		XXX		XXX
Deductions during year:						
6. Conversions		XXX		XXX	XXX	XXX
7. Decreased (net)		XXX		XXX		XXX
8. Reinsurance ceded		XXX		XXX		XXX
9. Totals (Lines 6 to 8)		XXX		XXX		XXX
10. In force end of year		(a)		(a)		(a)

DEPOSIT FUNDS AND DIVIDEND ACCUMULATIONS

	1	2
	Deposit Funds Contracts	Dividend Accumulations Contracts
1. In force end of prior year		
2. Issued during year		
3. Reinsurance assumed		
4. Increased during year (net)		
5. Totals (Lines 1 to 4)		
Deductions During Year:		
6. Decreased (net)		
7. Reinsurance ceded		
8. Totals (Lines 6 and 7)		
9. In force end of year		
10. Amount of account balance	(a)	(a)

(a) See Paragraph 9 of the Annual Audited Financial Reports in the General section of the annual statement instructions.

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
FORM FOR CALCULATING THE INTEREST MAINTENANCE RESERVE

INTEREST MAINTENANCE RESERVE

	1 Amount
1. Reserve as of December 31, Prior Year	313,978
2. Current year's realized pre-tax capital gains/(losses) of \$243,346 transferred into the reserve net of taxes of \$(92,382)	150,964
3. Adjustment for current year's liability gains/(losses) released from the reserve	
4. Balance before reduction for amount transferred to Summary of Operations (Line 1 + Line 2 + Line 3)	464,942
5. Current year's amortization released to Summary of Operations (Amortization, Line 1, Column 4)	167,725
6. Reserve as of December 31, current year (Line 4 minus Line 5)	297,217

AMORTIZATION

	1	2	3	4
Year of Amortization	Reserve as of December 31, Prior Year	Current Year's Realized Capital Gains/(Losses) Transferred into the Reserve Net of Taxes	Adjustment for Current Year's Liability Gains/(Losses) Released From the Reserve	Balance Before Reduction for Current Year's Amortization (Cols. 1 + 2 + 3)
1. 2013	127,724	40,002		167,726
2. 2014	65,652	58,820		124,472
3. 2015	53,943	28,768		82,712
4. 2016	37,205	20,030		57,235
5. 2017	22,904	11,018		33,922
6. 2018	14,433	1,682		16,115
7. 2019	10,913	(2,983)		7,930
8. 2020	7,963	(2,384)		5,579
9. 2021	4,958	(1,734)		3,224
10. 2022	2,105	(1,086)		1,019
11. 2023	811	(388)		422
12. 2024	30	(29)		
13. 2025	(1,727)	(30)		(1,758)
14. 2026	(3,070)	(31)		(3,101)
15. 2027	(4,028)	(34)		(4,063)
16. 2028	(4,944)	(34)		(4,978)
17. 2029	(5,567)	(37)		(5,605)
18. 2030	(5,480)	(38)		(5,518)
19. 2031	(4,450)	(41)		(4,491)
20. 2032	(3,268)	(43)		(3,310)
21. 2033	(1,999)	(46)		(2,045)
22. 2034	(640)	(48)		(688)
23. 2035	87	(50)		37
24. 2036	92	(52)		40
25. 2037	93	(56)		37
26. 2038	85	(58)		27
27. 2039	67	(54)		13
28. 2040	48	(43)		5
29. 2041	30	(31)		(1)
30. 2042	9	(20)		(11)
31. 2043 and Later		(6)		(6)
32. Total (Lines 1 to 31)	313,978	150,964		464,942

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

ASSET VALUATION RESERVE

	Default Component			Equity Component			7 Total Amount (Cols. 3 + 6)
	1 Other Than Mortgage Loans	2 Mortgage Loans	3 Total (Cols. 1 + 2)	4 Common Stock	5 Real Estate and Other Invested Assets	6 Total (Cols. 4 + 5)	
1. Reserve as of December 31, prior year	3,795,945	34,150	3,830,095				3,830,095
2. Realized capital gains/(losses) net of taxes - General Account	(2,183)		(2,183)				(2,183)
3. Realized capital gains/(losses) net of taxes - Separate Accounts							
4. Unrealized capital gains/(losses) net of deferred taxes - General Account							
5. Unrealized capital gains/(losses) net of deferred taxes - Separate Accounts							
6. Capital gains credited/(losses charged) to contract benefits, payments or reserves							
7. Basic contribution	810,577	8,924	819,501				819,501
8. Accumulated balances (Lines 1 through 5 - 6 + 7)	4,604,339	43,074	4,647,413				4,647,413
9. Maximum reserve	4,340,941	29,667	4,370,609				4,370,609
10. Reserve objective	3,027,003	17,942	3,044,945				3,044,945
11. 20% of (Line 10 - Line 8)	(315,467)	(5,026)	(320,494)				(320,494)
12. Balance before transfers (Lines 8 + 11)	4,288,872	38,048	4,326,921				4,326,921
13. Transfers	8,381	(8,381)					XXX
14. Voluntary contribution							
15. Adjustment down to maximum/up to zero							
16. Reserve as of December 31, current year (Lines 12 + 13 + 14 + 15)	4,297,253	29,667	4,326,921				4,326,921

ASSET VALUATION RESERVE
BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS
DEFAULT COMPONENT

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols.4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
LONG-TERM BONDS												
1.		Exempt Obligations	4,318,613	XXX	XXX	4,318,613	0.0000		0.0000		0.0000	
2.	1	Highest Quality	72,987,362	XXX	XXX	72,987,362	0.0004	29,195	0.0023	167,871	0.0030	218,962
3.	2	High Quality	64,612,258	XXX	XXX	64,612,258	0.0019	122,763	0.0058	374,751	0.0090	581,510
4.	3	Medium Quality	2,273,544	XXX	XXX	2,273,544	0.0093	21,144	0.0230	52,292	0.0340	77,300
5.	4	Low Quality	549,962	XXX	XXX	549,962	0.0213	11,714	0.0530	29,148	0.0750	41,247
6.	5	Lower Quality	835,250	XXX	XXX	835,250	0.0432	36,083	0.1100	91,878	0.1700	141,993
7.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
8.		Total Unrated Multi-class Securities Acquired by Conversion		XXX	XXX		XXX		XXX		XXX	
9.		Total Bonds (Sum of Lines 1 through 8)	145,576,989	XXX	XXX	145,576,989	XXX	220,899	XXX	715,939	XXX	1,061,013
PREFERRED STOCK												
10.	1	Highest Quality		XXX	XXX		0.0004		0.0023		0.0030	
11.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
12.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
13.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
14.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
15.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
16.		Affiliated Life with AVR		XXX	XXX		0.0000		0.0000		0.0000	
17.		Total Preferred Stocks (Sum of Lines 10 through 16)		XXX	XXX		XXX		XXX		XXX	
SHORT - TERM BONDS												
18.		Exempt Obligations		XXX	XXX		0.0000		0.0000		0.0000	
19.	1	Highest Quality		XXX	XXX		0.0004		0.0023		0.0030	
20.	2	High Quality	17,489,374	XXX	XXX	17,489,374	0.0019	33,230	0.0058	101,438	0.0090	157,404
21.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
22.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
23.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
24.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
25.		Total Short - Term Bonds (Sum of Lines 18 through 24)	17,489,374	XXX	XXX	17,489,374	XXX	33,230	XXX	101,438	XXX	157,404

ASSET VALUATION RESERVE (Continued)
BASIC CONTRIBUTION, RESERVE OBJECTIVE AND MAXIMUM RESERVE CALCULATIONS
DEFAULT COMPONENT

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols. 4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
DERIVATIVE INSTRUMENTS												
26.		Exchange Traded		XXX	XXX		0.0004		0.0023		0.0030	
27.	1	Highest Quality		XXX	XXX		0.0004		0.0023		0.0030	
28.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
29.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
30.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
31.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
32.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
33.		Total Derivative Instruments		XXX	XXX		XXX		XXX		XXX	
34.		Total (Lines 9 + 17 + 25 + 33)	163,066,363	XXX	XXX	163,066,363	XXX	254,129	XXX	817,377	XXX	1,218,417
MORTGAGE LOANS												
In Good Standing:												
35.		Farm Mortgages			XXX		0.0035		0.0100		0.0130	
36.		Residential Mortgages - Insured or Guaranteed	4,444,058		XXX	4,444,058	0.0003	1,333	0.0006	2,666	0.0010	4,444
37.		Residential Mortgages - All Other	236,385		XXX	236,385	0.0013	307	0.0030	709	0.0040	946
38.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0003		0.0006		0.0010	
39.		Commercial Mortgages - All Other			XXX		0.0035		0.0100		0.0130	
40.		In Good Standing With Restructured Terms			XXX		0.0035		0.0100		0.0130	
Overdue, Not in Process:												
41.		Farm Mortgages			XXX		0.0420		0.0760		0.1200	
42.		Residential Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
43.		Residential Mortgages - All Other			XXX		0.0025		0.0058		0.0090	
44.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
45.		Commercial Mortgages - All Other			XXX		0.0420		0.0760		0.1200	
In Process of Foreclosure:												
46.		Farm Mortgages			XXX		0.0000		0.1700		0.1700	
47.		Residential Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
48.		Residential Mortgages - All Other			XXX		0.0000		0.0130		0.0130	
49.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
50.		Commercial Mortgages - All Other			XXX		0.0000		0.1700		0.1700	
51.		Total Schedule B Mortgages (Sum of Lines 35 through 50)	4,680,443		XXX	4,680,443	XXX	1,641	XXX	3,376	XXX	5,390
52.		Schedule DA Mortgages			XXX		0.0030		0.0100		0.0130	
53.		Total Mortgage Loans on Real Estate (Lines 51 + 52)	4,680,443		XXX	4,680,443	XXX	1,641	XXX	3,376	XXX	5,390

Asset Valuation Reserve - Equity Component

N O N E

Asset Valuation Reserve Replications (Synthetic) Assets

N O N E

Schedule F - Claims

N O N E

Schedule H - Part 1 - Analysis of Underwriting Operations

N O N E

Schedule H - Part 2 - Reserves and Liabilities

N O N E

Schedule H - Part 3 - Prior Year's Claim Reserves and Liabilities

N O N E

Schedule H - Part 4 - Reinsurance

N O N E

Schedule H - Part 5 - Health Claims

N O N E

Schedule S - Part 1 - Section 1

N O N E

Schedule S - Part 1 - Section 2

N O N E

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Paid Losses	7 Unpaid Losses
65935	04-1590850	09/07/1983	Massachusetts Mutual Life Insurance Company	MA		476,190
65935	04-1590850	01/01/2000	Massachusetts Mutual Life Insurance Company	MA	1,921,360	5,149,800
0299999. Life and Annuity - U.S. Affiliates - Other					1,921,360	5,625,990
0399999. Total Life and Annuity - U.S. Affiliates					1,921,360	5,625,990
0699999. Total Life and Annuity - Non-U.S. Affiliates						
0799999. Total Life and Annuity - Affiliates					1,921,360	5,625,990
86258	13-2572994	02/08/1999	General Re Life Corp. (C081)	CT	84,936	252,754
65676	35-0472300	02/08/1999	Lincoln National Life Ins. Co. (LN81)	IN	119,517	356,959
66346	58-0828824	02/08/1999	Munich American Reassurance (MU81)	GA	214,656	559,890
66346	58-0828824	01/01/1999	Munich American Reassurance (MU82)	GA	54,890	107,444
93572	43-1235868	01/01/1999	RGA Reinsurance Co. (A282)	MO	140,947	118,684
93572	43-1235868	02/08/1999	RGA Reinsurance Co. (GA81)	MO	149,889	356,959
0899999. Life and Annuity - U.S. Non-Affiliates					764,835	1,752,690
1099999. Total Life and Annuity - Non-Affiliates					764,835	1,752,690
1199999. Total Life and Annuity					2,686,195	7,378,680
1499999. Total Accident and Health - U.S. Affiliates						
1799999. Total Accident and Health - Non-U.S. Affiliates						
1899999. Total Accident and Health - Affiliates						
2199999. Total Accident and Health - Non-Affiliates						
2299999. Total Accident and Health						
2399999. Total U.S. (Sum of 0399999, 0899999, 1499999 and 1999999)					2,686,195	7,378,680
2499999. Total Non-U.S. (Sum of 0699999, 0999999, 1799999 and 2099999)						
9999999 Totals - Life, Annuity and Accident and Health					2,686,195	7,378,680

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 3 - SECTION 1

Reinsurance Ceded Life Insurance, Annuities, Deposit Funds and Other Liabilities Without Life or Disability Contingencies, and Related Benefits Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Amount in Force at End of Year	Reserve Credit Taken		10 Premiums	Outstanding Surplus Relief		13 Modified Coinsurance Reserve	14 Funds Withheld Under Coinsurance
							8 Current Year	9 Prior Year		11 Current Year	12 Prior Year		
65935	04-1590850	09/07/1983	Massachusetts Mutual Life Insurance Co	MA	YRT/I	791,384,877	6,563,149	7,076,797	7,462,520				
65935	04-1590850	01/01/1997	Massachusetts Mutual Life Insurance Co	MA	OTH/I				277,577				
0299999. General Account - Authorized U.S. Affiliates - Other						791,384,877	6,563,149	7,076,797	7,740,097				
0399999. Total General Account - Authorized U.S. Affiliates						791,384,877	6,563,149	7,076,797	7,740,097				
0699999. Total General Account - Authorized Non-U.S. Affiliates													
0799999. Total General Account - Authorized Affiliates						791,384,877	6,563,149	7,076,797	7,740,097				
60895	35-0145825	02/08/1999	American United Life (AU81)	IN	YRT/I				13				
80659	38-0397420	03/01/1996	Canada Life Assurance Co. (CR57)	MI	YRT/G	754,045	1,961	1,871	1,462				
86258	13-2572994	02/08/1999	General Re Life Corp. (C081)	CT	YRT/I	348,616,223	1,993,011	2,068,761	1,123,998				
65676	35-0472300	01/05/1983	Lincoln National Life Ins. Co. (LN16)	IN	YRT/G	3,217,973	8,367	7,984	6,786				
65676	35-0472300	02/08/1999	Lincoln National Life Ins. Co. (LN81)	IN	YRT/I	529,220,400	3,025,551	3,140,527	1,684,493				
66346	58-0828824	05/01/1994	Munich American Reassurance (CA48)	GA	YRT/G	215,964	536		382				
66346	58-0828824	02/08/1999	Munich American Reassurance (MU81)	GA	YRT/I	880,984,216	5,036,411	5,227,759	2,613,355				
66346	58-0828824	01/01/1999	Munich American Reassurance (MU82)	GA	YRT/I	285,786,651	1,950,710	2,090,339	1,164,279				
93572	43-1235868	05/01/1994	RGA Reinsurance Co. (AZ51)	MO	YRT/G	841,393	2,188	2,087	1,459				
93572	43-1235868	01/01/1999	RGA Reinsurance Co. (AZ82)	MO	YRT/I	343,325,450	2,343,454	2,511,359	1,779,206				
93572	43-1235868	09/14/1981	RGA Reinsurance Co. (GA11)	MO	YRT/G	65,806	2,138	2,116	1,850				
93572	43-1235868	02/08/1999	RGA Reinsurance Co. (GA81)	MO	YRT/I	529,220,400	3,025,551	3,140,527	1,660,535				
68713	84-0499703	03/01/1996	Security Life of Denver Ins. Co. (SD46)	CO	YRT/G	1,953,120	5,078	4,846	3,321				
82627	06-0839705	03/01/1996	Swiss Re Life & Health America (SR59)	CT	YRT/G	4,202,510	10,927	10,426	10,006				
0899999. General Account - Authorized U.S. Non-Affiliates						2,928,404,151	17,405,909	18,209,138	10,051,144				
1099999. Total General Account - Authorized Non-Affiliates						2,928,404,151	17,405,909	18,209,138	10,051,144				
1199999. Total General Account Authorized						3,719,789,028	23,969,058	25,285,935	17,791,241				
1499999. Total General Account - Unauthorized U.S. Affiliates													
1799999. Total General Account - Unauthorized Non-U.S. Affiliates													
1899999. Total General Account - Unauthorized Affiliates													
2199999. Total General Account - Unauthorized Non-Affiliates													
2299999. Total General Account Unauthorized													
2599999. Total General Account - Certified U.S. Affiliates													
2899999. Total General Account - Certified Non-U.S. Affiliates													
2999999. Total General Account - Certified Affiliates													
3299999. Total General Account - Certified Non-Affiliates													
3399999. Total General Account Certified													
3499999. Total General Account Authorized, Unauthorized and Certified						3,719,789,028	23,969,058	25,285,935	17,791,241				
65935	04-1590850	01/01/2000	Massachusetts Mutual Life Insurance Co	MA	MCO/G	2,293,214,632			(246,904)			1,009,430,017	
3699999. Separate Accounts - Authorized U.S. Affiliates - Other						2,293,214,632			(246,904)			1,009,430,017	
3799999. Total Separate Accounts - Authorized U.S. Affiliates						2,293,214,632			(246,904)			1,009,430,017	
4099999. Total Separate Accounts - Authorized Non-U.S. Affiliates													
4199999. Total Separate Accounts - Authorized Affiliates						2,293,214,632			(246,904)			1,009,430,017	
4499999. Total Separate Accounts - Authorized Non-Affiliates													
4599999. Total Separate Accounts Authorized						2,293,214,632			(246,904)			1,009,430,017	
4899999. Total Separate Accounts - Unauthorized U.S. Affiliates													
5199999. Total Separate Accounts - Unauthorized Non-U.S. Affiliates													
5299999. Total Separate Accounts - Unauthorized Affiliates													
5599999. Total Separate Accounts - Unauthorized Non-Affiliates													
5699999. Total Separate Accounts Unauthorized													
5999999. Total Separate Accounts - Certified U.S. Affiliates													
6299999. Total Separate Accounts - Certified Non-U.S. Affiliates													
6399999. Total Separate Accounts - Certified Affiliates													
6699999. Total Separate Accounts - Certified Non-Affiliates													
6799999. Total Separate Accounts Certified													
6899999. Total Separate Accounts Authorized, Unauthorized and Certified						2,293,214,632			(246,904)			1,009,430,017	
6999999. Total U.S. (Sum of 0399999, 0899999, 1499999, 1999999, 2599999, 3099999, 3799999, 4299999, 4899999, 5399999, 5999999 and 6499999)						6,013,003,660	23,969,058	25,285,935	17,544,337			1,009,430,017	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 3 - SECTION 1

Reinsurance Ceded Life Insurance, Annuities, Deposit Funds and Other Liabilities Without Life or Disability Contingencies, and Related Benefits Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Amount in Force at End of Year	Reserve Credit Taken		10 Premiums	Outstanding Surplus Relief		13 Modified Coinsurance Reserve	14 Funds Withheld Under Coinsurance	
							8 Current Year	9 Prior Year		11 Current Year	12 Prior Year			
7099999. Total Non-U.S. (Sum of 0699999, 0999999, 1799999, 2099999, 2899999, 3199999, 4099999, 4399999, 5199999, 5499999, 6299999 and 6599999)														
9999999 - Totals							6,013,003,660	23,969,058	25,285,935	17,544,337			1,009,430,017	

Schedule S - Part 3 - Section 2

N O N E

Schedule S - Part 4

N O N E

Schedule S - Part 4 - Bank Footnote

N O N E

Schedule S - Part 5

N O N E

Schedule S - Part 5 - Bank Footnote

N O N E

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 6

Five Year Exhibit of Reinsurance Ceded Business
(000 OMITTED)

	1 2013	2 2012	3 2011	4 2010	5 2009
A. OPERATIONS ITEMS					
1. Premiums and annuity considerations for life and accident and health contracts	17,451	19,228	22,930	23,698	24,467
2. Commissions and reinsurance expense allowances	5,397	5,254	5,095	4,956	2,623
3. Contract claims	25,158	23,503	20,964	28,108	26,856
4. Surrender benefits and withdrawals for life contracts					
5. Dividends to policyholders					
6. Reserve adjustments on reinsurance ceded	(10,107)	(8,328)	(6,726)	(11,943)	(14,283)
7. Increase in aggregate reserve for life and accident and health contracts		(9,171)	(1,053)	(1,329)	(1,395)
B. BALANCE SHEET ITEMS					
8. Premiums and annuity considerations for life and accident and health contracts deferred and uncollected	(480)	1,520	(1,118)	(252)	(2,491)
9. Aggregate reserves for life and accident and health contracts	23,969	25,286	34,457	35,511	36,840
10. Liability for deposit-type contracts					
11. Contract claims unpaid	7,379	5,060	2,389	3,895	3,044
12. Amounts recoverable on reinsurance	2,686	5,259	581	1,855	2,712
13. Experience rating refunds due or unpaid		2,516	4,030	3,072	2,756
14. Policyholders' dividends (not included in Line 10)					
15. Commissions and reinsurance expense allowances due		25,205	22,653	17,851	(593)
16. Unauthorized reinsurance offset					
17. Offset for reinsurance with Certified Reinsurers			XXX	XXX	XXX
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
18. Funds deposited by and withheld from (F)					
19. Letters of credit (L)					
20. Trust agreements (T)					
21. Other (O)					
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
22. Multiple Beneficiary Trust			XXX	XXX	XXX
23. Funds deposited by and withheld from (F)			XXX	XXX	XXX
24. Letters of credit (L)			XXX	XXX	XXX
25. Trust agreements (T)			XXX	XXX	XXX
26. Other (O)			XXX	XXX	XXX

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	336,316,642		336,316,642
2. Reinsurance (Line 16)	24,054,948	(24,054,948)	
3. Premiums and considerations (Line 15)	(2,165,837)	(479,850)	(2,645,687)
4. Net credit for ceded reinsurance	XXX	55,158,295	55,158,295
5. All other admitted assets (balance)	14,797,995		14,797,995
6. Total assets excluding Separate Accounts (Line 26)	373,003,748	30,623,497	403,627,245
7. Separate Account assets (Line 27)	4,214,903,673		4,214,903,673
8. Total assets (Line 28)	4,587,907,421	30,623,497	4,618,530,918
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
9. Contract reserves (Lines 1 and 2)	129,503,950	23,969,058	153,473,008
10. Liability for deposit-type contracts (Line 3)	6,841,263		6,841,263
11. Claim reserves (Line 4)	3,844,077	7,378,680	11,222,757
12. Policyholder dividends/reserves (Lines 5 through 7)			
13. Premium & annuity considerations received in advance (Line 8)	1,729		1,729
14. Other contract liabilities (Line 9)	15,060,521	(738,087)	14,322,434
15. Reinsurance in unauthorized companies (Line 24.02 minus inset amount)			
16. Funds held under reinsurance treaties with unauthorized reinsurers (Line 24.03 minus inset amount)			
17. Reinsurance with Certified Reinsurers (Line 24.02 inset amount)			
18. Funds held under reinsurance treaties with Certified Reinsurers (Line 24.03 inset amount)			
19. All other liabilities (balance)	21,730,940	13,846	21,744,786
20. Total liabilities excluding Separate Accounts (Line 26)	176,982,480	30,623,497	207,605,977
21. Separate Account liabilities (Line 27)	4,214,903,673		4,214,903,673
22. Total liabilities (Line 28)	4,391,886,153	30,623,497	4,422,509,650
23. Capital & surplus (Line 38)	196,021,268	XXX	196,021,268
24. Total liabilities, capital & surplus (Line 39)	4,587,907,421	30,623,497	4,618,530,918
NET CREDIT FOR CEDED REINSURANCE			
25. Contract reserves	23,969,058		
26. Claim reserves	7,378,680		
27. Policyholder dividends/reserves			
28. Premium & annuity considerations received in advance			
29. Liability for deposit-type contracts			
30. Other contract liabilities	(738,087)		
31. Reinsurance ceded assets	24,054,948		
32. Other ceded reinsurance recoverables			
33. Total ceded reinsurance recoverables	54,664,599		
34. Premiums and considerations	(479,850)		
35. Reinsurance in unauthorized companies			
36. Funds held under reinsurance treaties with unauthorized reinsurers			
37. Reinsurance with Certified Reinsurers			
38. Funds held under reinsurance treaties with Certified Reinsurers			
39. Other ceded reinsurance payables/offsets	(13,846)		
40. Total ceded reinsurance payable/offsets	(493,696)		
41. Total net credit for ceded reinsurance	55,158,295		

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

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	314,368			314,368	
2. Alaska	AK	L	18,860			18,860	
3. Arizona	AZ	L	1,010,062			1,010,062	
4. Arkansas	AR	L	76,709			76,709	
5. California	CA	L	5,303,513			5,303,513	
6. Colorado	CO	L	940,443	1,260		941,703	
7. Connecticut	CT	L	700,169			700,169	
8. Delaware	DE	L	92,404			92,404	
9. District of Columbia	DC	L	250,828			250,828	
10. Florida	FL	L	2,219,500			2,219,500	
11. Georgia	GA	L	824,966			824,966	
12. Hawaii	HI	L	231,865			231,865	
13. Idaho	ID	L	72,231			72,231	
14. Illinois	IL	L	1,599,558			1,599,558	
15. Indiana	IN	L	791,017			791,017	
16. Iowa	IA	L	776,391	1,800		778,191	
17. Kansas	KS	L	495,223			495,223	
18. Kentucky	KY	L	421,231	5,000		426,231	
19. Louisiana	LA	L	568,341			568,341	
20. Maine	ME	L	247,654			247,654	
21. Maryland	MD	L	1,360,129			1,360,129	
22. Massachusetts	MA	L	1,103,190			1,103,190	
23. Michigan	MI	L	1,993,976	1,100		1,995,076	
24. Minnesota	MN	L	568,111			568,111	
25. Mississippi	MS	L	316,542			316,542	
26. Missouri	MO	L	805,534			805,534	
27. Montana	MT	L	343,508			343,508	
28. Nebraska	NE	L	525,819	1,800		527,619	
29. Nevada	NV	L	352,890			352,890	
30. New Hampshire	NH	L	241,380			241,380	
31. New Jersey	NJ	L	1,956,615	100,729		2,057,344	
32. New Mexico	NM	L	119,948			119,948	
33. New York	NY	N	183,831			183,831	
34. North Carolina	NC	L	1,282,380			1,282,380	
35. North Dakota	ND	L	7,477			7,477	
36. Ohio	OH	L	1,614,140			1,614,140	
37. Oklahoma	OK	L	1,231,178			1,231,178	
38. Oregon	OR	L	522,174			522,174	
39. Pennsylvania	PA	L	2,559,973			2,559,973	
40. Rhode Island	RI	L	298,174			298,174	
41. South Carolina	SC	L	990,026			990,026	
42. South Dakota	SD	L	51,595			51,595	
43. Tennessee	TN	L	825,076	1,600		826,676	
44. Texas	TX	L	3,721,788			3,721,788	
45. Utah	UT	L	426,743			426,743	
46. Vermont	VT	L	109,557	1,200		110,757	
47. Virginia	VA	L	2,050,822			2,050,822	
48. Washington	WA	L	946,793			946,793	
49. West Virginia	WV	L	250,780			250,780	
50. Wisconsin	WI	L	761,159	35,063		796,222	
51. Wyoming	WY	L	29,099			29,099	
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 Alien	OT	XXX	147,611			147,611	
59. Subtotal	(a)	50	44,653,351	149,552		44,802,903	
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	280,193			280,193	
94. Aggregate or other amounts not allocable by State		XXX					
95. Totals (Direct Business)		XXX	44,933,544	149,552		45,083,096	
96. Plus reinsurance assumed		XXX					
97. Totals (All Business)		XXX	44,933,544	149,552		45,083,096	
98. Less reinsurance ceded		XXX	19,450,223			19,450,223	
99. Totals (All Business) less Reinsurance Ceded		XXX	25,483,321	149,552	(b)	25,632,873	
DETAILS OF WRITE-INS							
58001. Other foreign		XXX	147,611			147,611	
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	147,611			147,611	
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.

Explanation of basis of allocation by states, etc., of premiums and annuity considerations

Individual insurance premiums and annuity considerations - allocated to the states in which the policyholder resides (based on Company records when the premium is received).
 Group premiums - allocated consistent with the 500 lives rule.

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

(b) Column 4 should balance with Exhibit 1, Lines 6.4, 10.4, and 16.4, Cols. 8, 9, 10, or with Schedule H, Part 1, Line 1, indicate which: Exhibit 1, Lines 6.4, 10.4, and 16.4, Cols. 8, 9, 10.

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.		Direct Business Only					Totals
		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	
1. Alabama	AL	314,368					314,368
2. Alaska	AK	18,860					18,860
3. Arizona	AZ	1,010,062					1,010,062
4. Arkansas	AR	76,709					76,709
5. California	CA	5,303,513					5,303,513
6. Colorado	CO	940,443	1,260				941,703
7. Connecticut	CT	700,169					700,169
8. Delaware	DE	92,404					92,404
9. District of Columbia	DC	250,828					250,828
10. Florida	FL	2,219,500					2,219,500
11. Georgia	GA	824,966					824,966
12. Hawaii	HI	231,865					231,865
13. Idaho	ID	72,231					72,231
14. Illinois	IL	1,599,558					1,599,558
15. Indiana	IN	791,017					791,017
16. Iowa	IA	776,391	1,800				778,191
17. Kansas	KS	495,223					495,223
18. Kentucky	KY	421,231	5,000				426,231
19. Louisiana	LA	568,341					568,341
20. Maine	ME	247,654					247,654
21. Maryland	MD	1,360,129					1,360,129
22. Massachusetts	MA	1,103,190					1,103,190
23. Michigan	MI	1,993,976	1,100				1,995,076
24. Minnesota	MN	568,111					568,111
25. Mississippi	MS	316,542					316,542
26. Missouri	MO	805,534					805,534
27. Montana	MT	343,508					343,508
28. Nebraska	NE	525,819	1,800				527,619
29. Nevada	NV	352,890					352,890
30. New Hampshire	NH	241,380					241,380
31. New Jersey	NJ	1,956,615	100,729				2,057,344
32. New Mexico	NM	119,948					119,948
33. New York	NY	183,831					183,831
34. North Carolina	NC	1,282,380					1,282,380
35. North Dakota	ND	7,477					7,477
36. Ohio	OH	1,614,140					1,614,140
37. Oklahoma	OK	1,231,178					1,231,178
38. Oregon	OR	522,174					522,174
39. Pennsylvania	PA	2,559,973					2,559,973
40. Rhode Island	RI	298,174					298,174
41. South Carolina	SC	990,026					990,026
42. South Dakota	SD	51,595					51,595
43. Tennessee	TN	825,076	1,600				826,676
44. Texas	TX	3,721,788					3,721,788
45. Utah	UT	426,743					426,743
46. Vermont	VT	109,557	1,200				110,757
47. Virginia	VA	2,050,822					2,050,822
48. Washington	WA	946,793					946,793
49. West Virginia	WV	250,780					250,780
50. Wisconsin	WI	761,159	35,063				796,222
51. Wyoming	WY	29,099					29,099
52. American Samoa	AS						
53. Guam	GU						
54. Puerto Rico	PR						
55. U.S. Virgin Islands	VI						
56. Northern Mariana Islands	MP						
57. Canada	CAN						
58. Aggregate Other Alien	OT	147,611					147,611
59. Total		44,653,351	149,552				44,802,903

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
MassMutual Holding LLC	04-2854319		Delaware
MassMutual Assignment Company	06-1597528		North Carolina
MassMutual Capital Partners LLC	04-1590850		Delaware
MM Rothesay Holdco US LLC	04-1590850		Delaware
MML Investors Services, LLC	04-1590850		Massachusetts
MML Insurance Agency, LLC	04-1590850		Massachusetts
MMLISI Financial Alliances, LLC	41-2011634		Delaware
MassMutual International LLC	04-3313782		Delaware
MassMutual Asia Limited	None		Hong Kong

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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 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
BCF Europe Funding Limited	None		Ireland
Babson Capital Securities LLC	04-3238351		Delaware
Babson Capital Guernsey Limited	98-0437588		Guernsey
Babson Capital Europe Limited	98-0432153		United Kingdom
Almack Mezzanine GP III Limited	None		United Kingdom
Almack Holding Partnership GP Limited	None		United Kingdom
Almack Mezzanine Fund Limited	None		United Kingdom
Almack Mezzanine Fund II Limited	None		United Kingdom
Babson Capital Global Advisors Limited	None		United Kingdom
Babson Capital Japan KK	None		Japan
Cornerstone Real Estate Advisers LLC	55-0878489		Delaware
Cornerstone Real Estate Advisers Inc.	04-3238351		California
Cornerstone Real Estate Advisers Japan K.K.	None		Japan
Cornerstone Real Estate UK Holdings Limited	None		Delaware
Cornerstone Real Estate UK (No. 2) Limited	98-0654401		United Kingdom
Cornerstone Real Estate Advisers Europe LLP	98-0654388		United Kingdom
Cornerstone Real Estate Advisers Europe Finance LLP	98-0654412		United Kingdom
Babson Capital Asia Limited	None		Hong Kong
Babson Capital Australia Holding Company Pty Ltd.	None		Australia
Babson Capital Australia Pty Ltd.	None		Australia
Babson Capital Cornerstone Asia Limited	None		Hong Kong
Wood Creek Capital Management LLC	04-1590850		Delaware
Wood Creek Index Company, LLC	26-3115362		Delaware
Babson Capital Floating Rate Income Fund Management, LLC	04-1590850		Delaware
Babson Capital Core Fixed Income Management LLC	27-3523916		Delaware
Babson Capital Total Return Management LLC	27-3524203		Delaware
Benton Street Advisors, Inc.	98-0536233		Cayman Islands
SDCOS Management LLC	04-1590850		Delaware

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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>
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
Tremont Group Holdings, Inc.	62-1210532		New York
Tremont Partners, Inc.	06-1121864		Connecticut
Tremont Capital Management (Ireland) Limited	None		Ireland
Tremont GP, Inc.	20-8215352		Delaware
Settlement Agent LLC	90-0874510		Delaware
Tremont (Bermuda) Limited	None		Bermuda
MassMutual Baring Holding LLC	04-1590850		Delaware
Baring North America LLC	98-0241935		Massachusetts
MassMutual Holdings (Bermuda) Limited	None		Bermuda
Baring Asset Management Limited	98-0241935		United Kingdom
Baring International Investment Limited	98-0457328		United Kingdom
Baring International Investment Management Holdings	98-0457587		United Kingdom
Baring Asset Management UK Holdings Limited	98-0457576		United Kingdom
Baring Asset Management GmbH	98-0465031		Germany
Baring Asset Management (Asia) Holdings Limited	98-0524271		Hong Kong
Baring International Fund Managers (Bermuda) Limited	98-0457465		Bermuda
Baring Asset Management (Asia) Limited	98-0457463		Hong Kong
Baring Asset Management Korea Limited	None		Korea

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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 (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 Switzerland Sàrl	None		Switzerland
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 Floating Rate Income Fund, L.P.*	27-3330830		Delaware
Babson Capital Global Investment Funds plc	None		United Kingdom
Babson Capital Global Umbrella Fund plc	None		United Kingdom
Babson Capital Global Investment Fund 2 plc*	None		Ireland
Babson Capital Loan Strategies Fund, L.P.*	37-1506417		Delaware
Babson CLO Ltd. 2005-1	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>
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 CLO Ltd. 2013-II	98-1128827		Cayman Islands
Babson Euro CLO 2014-I BV	None		Netherlands
Babson Global Floating Rate Fund	46-3133952		Massachusetts
Babson Global Income Opportunities Credit Fund	46-3119764		Massachusetts
Babson Mid-Market CLO Ltd. 2007-II	None		Cayman Islands
Benton Street Partners I, L.P.*	98-0536233		Cayman Islands
Benton Street Partners II, L.P.	98-0536199		Cayman Islands
Clear Lake CLO, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO II, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO III, Ltd.	None		Cayman Islands
Connecticut Valley CLO Fund IV, Ltd.	None		Cayman Islands
Diamond Lake CLO, Ltd.	None		Cayman Islands
Duchess I CDO S.A.	None		United Kingdom
Duchess III CDO S.A.	None		United Kingdom
Duchess IV CDO S.A.	None		United Kingdom
Duchess V CDO S.A.	None		United Kingdom
Duchess VI CLO B.V.	None		United Kingdom
Duchess VII CLO B.V.	None		United Kingdom
Fugu CLO B.V.	None		United Kingdom
Fugu Credit Plc	None		United Kingdom
Gateway Mezzanine Partners I, L.P.*	80-0691253		Delaware
Gateway Mezzanine Partners I Trust	None		Cayman Islands
Gateway Mezzanine Partners II LP*	90-0991195		Delaware
Great Lakes II LLC*	71-1018134		Delaware
Great Lakes III, L.P.*	37-1708623		Delaware
Great Lakes LLC*	56-2505390		Delaware
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

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SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
 PART 1 – ORGANIZATIONAL CHART

51.5

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Osprey CDO 2006-1	None		Cayman Islands
Rockall CLO B.V.	None		United Kingdom
Saint James River CDO, Ltd.	None		Cayman Islands
Salomon Trust 2001-MM	None		Delaware
Sapphire Valley CDO I, Ltd.	None		Cayman Islands
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 1 LLC	46-3123110		Delaware
Tower Square Capital Partners, L.P.*	04-3722906		Delaware
Tower Square Capital Partners II, L.P.*	30-0336246		Delaware
Tower Square Capital Partners II-A, L.P.*	32-0160190		Delaware
Tower Square Capital Partners III, L.P.*	41-2280127		Delaware
Tower Square Capital Partners IIIA, L.P.*	41-2280129		Delaware
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
WC Aircraft Holdings US II, LLC	46-3378584		Delaware
Wood Creek Multi Asset Fund, L.P.*	20-4981369		Delaware
Wood Creek Venture Fund LLC	04-1590850		Massachusetts
Baring Affiliates & Funds:			
Baring All Country World ex US Equity Fund	45-4184261		Delaware
Baring Emerging Market Corp Debt Fund*	None		Ireland
Baring Focused EAFE Equity Fund*	11-3789446		Delaware
Baring 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

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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 Mezzanine Realty Investors I*	20-4570515		Delaware
Babson Mezzanine Realty Investors II*	24-1446970		Delaware
CHC/RFP VI Core LLC	04-1590850		Delaware
Cornerstone Apartment Fund I, LLC	06-1595820		Delaware
Cornerstone Apartment Venture III, LLC	20-5786329		Delaware
Cornerstone Austin 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 Enhanced Mortgage Fund I LP	45-3751572		Delaware
Cornerstone Fort Pierce Development LLC*	56-2630592		Delaware
Cornerstone Global Real Estate LP	20-8730826		Delaware
Cornerstone High Yield Venture LP	36-4770946		Delaware
Cornerstone Holding LP	20-5578165		Delaware
Cornerstone Hotel Income &Equity Fund II LP	26-1528817		Delaware
Cornerstone Hotel Income and Equity Fund II (PF) LP	26-1528817		Delaware
Cornerstone Real Estate Fund VIII (PF) LP	27-5209432		Delaware
Cornerstone Real Estate Fund VIII LP	27-0547156		Delaware
Cornerstone Non-REIT Holding LLC	20-5567494		Delaware
CREA/LYON West Gateway, LLC*	26-2399532		Delaware
CREA/Nexus Anaheim Corners Holdings LLC	27-2934589		Delaware
CREA/PPC Venture LLC*	20-0348173		Delaware
CREA/Windstar Dublin-Pleasanton LLC*	20-4087568		Delaware
Fallon Cornerstone One MPD LLC*	26-1611591		Delaware
Farringdon London Holdings LLC*	46-3880526		Delaware
Fan Pier 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		United Kingdom
Johnston Groves LLC	20-4819358		Delaware
Metropolitan At Lorton*	20-5984759		Delaware
MM Greenhill Office LLC*	46-3317841		Delaware
MM Woodfield Martingale LLC	46-4077059		Delaware
PO Parsippany Office Portfolio LLC*	46-0808569		Delaware
Riva Portland LLC	30-0713071		Delaware
Sawgrass Village Shopping Center LLC*	27-2977720		Delaware
SBNP SIA LLC	46-3465271		Delaware
Turnpike Executive Park LLC	46-0606690		Delaware
Twenty Two Liberty LLC*	35-2484550		Massachusetts

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
UK LIW Manager LLC	45-4606547		Delaware
UK LIW Member LLC	45-4606547		Delaware
Washington Gateway Apartments Venture LLC*	45-5401109		Delaware
Waterford Development Associates	20-2970495		Delaware
WeHo Domain LLC	46-3122029		Delaware
Wesley Chapel Theaters LLC*	26-2384708		Delaware
MassMutual Premier Funds:			
MassMutual Barings Dynamic Allocation Fund	45-3168892		Massachusetts
MassMutual Premier Balanced Fund	04-3212054		Massachusetts
MassMutual Premier Capital Appreciation Fund	51-0529336		Massachusetts
MassMutual Premier Core Bond Fund	04-3277549		Massachusetts
MassMutual Premier Disciplined Value Fund	04-3539084		Massachusetts
MassMutual Premier High Yield Fund	04-3520009		Massachusetts
MassMutual Premier Inflation-Protected and Income Fund	03-0532475		Massachusetts
MassMutual Premier International Equity Fund	04-3212044		Massachusetts
MassMutual Premier Small/Mid Cap Opportunities Fund	04-3224705		Massachusetts
MassMutual Premier Strategic Emerging Markets Fund	26-3229251		Massachusetts
MassMutual Premier Value Fund	04-3277550		Massachusetts
MassMutual Select Funds:			
MassMutual Select Blue Chip Growth Fund	04-3556992		Massachusetts
MassMutual Select Diversified Value Fund	01-0821120		Massachusetts
MassMutual Select Focused Value Fund	04-3512590		Massachusetts
MassMutual Select Fundamental Value Fund	04-3584138		Massachusetts
MassMutual Select Growth Opportunities Fund	04-3512589		Massachusetts
MassMutual Select Large Cap Value Fund	04-3513019		Massachusetts
MassMutual Select Mid Cap Growth Equity II Fund	04-3512596		Massachusetts
MassMutual Select Mid-Cap Value Fund	42-1710935		Massachusetts
MassMutual Select Overseas Fund	04-3557000		Massachusetts
MassMutual Select Small Cap Growth Equity Fund	04-3464205		Massachusetts
MassMutual Select Small Company Value Fund	04-3584140		Massachusetts
MassMutual Select S&P Mid Cap Index Fund	45-5349772		Massachusetts
MassMutual Select Russell 2000 Small Cap Index Fund	45-5366542		Massachusetts
MassMutual Select MSCI EAFE International Index Fund	45-5357167		Massachusetts
MML Series Investment Funds:			
MML China Fund	26-2997893		Massachusetts
MML Fundamental Growth Fund Class I	45-3612938		Massachusetts
MassMutual RetireSMART Funds:			
MassMutual RetireSMART 2015 Fund	27-1933828		Massachusetts
MassMutual RetireSMART 2025 Fund	27-1933753		Massachusetts
MassMutual RetireSMART 2035 Fund	27-1933389		Massachusetts
MassMutual RetireSMART 2045 Fund	27-1932769		Massachusetts
MassMutual RetireSMART 2055 Fund	46-3289207		Massachusetts

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MassMutual RetireSMART In Retirement Fund	03-0532464		Massachusetts
Oppenheimer Funds:			
HarbourView CLO 2006-1 Limited	None		Cayman Islands
Oppenheimer Diversified Alternatives Fund/VA	46-3906454		Delaware
Oppenheimer Global High Yield Fund	45-3417590		Delaware
Oppenheimer International Growth Fund	13-3867060		Massachusetts
Oppenheimer Main Street Fund	84-1073463		Massachusetts
Oppenheimer Main Street Small Cap Fund	30-0774195		Delaware
Oppenheimer Global Real Estate Fund	46-1604428		Delaware
Oppenheimer Real Estate Fund	22-3849391		Massachusetts
Oppenheimer Senior Floating Rate Plus Fund	36-4762883		Delaware
Rye Select Broad Market Prime	13-3949688		Delaware

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ANNUAL STATEMENT FOR THE YEAR 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	RE	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	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.0000			04-1590850				MML Private Placement Investment Company I, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MML IC	
.0000			45-4376777				MSC Holding Company, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MML IC	
.0000			04-3341767				MassMutual Holding MSC, Inc.	MA	NIA	MSC Holding Company, LLC	Ownership	100.000	MML IC	
.0000			04-2854319	2392316			MassMutual Holding LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MML IC	
.0000			06-1597528				MassMutual Assignment Company	NC	NIA	MassMutual Holding LLC	Ownership	100.000	MML IC	
.0000			04-1590850		0001399869		MassMutual Capital Partners LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MML IC	
.0000			04-1590850				MM Rothesay Holdco US LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MML IC	
.0000			04-1590850		0000701059		MML Investors Services, LLC	MA	NIA	MassMutual Holding LLC	Ownership	100.000	MML IC	
.0000			04-1590850				MML Insurance Agency, LLC	MA	NIA	MML Investors Services, LLC	Ownership	100.000	MML IC	
.0000			41-2011634		0001456663		MML ISI Financial Alliances, LLC	DE	NIA	MML Investors Services, LLC	Ownership	51.000	MML IC	
.0000			04-3313782				MassMutual International LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MML IC	
.0000							MassMutual Asia Limited	HKG	IA	MassMutual International LLC	Ownership	100.000	MML IC	
.0000							MassMutual Asia Investors Ltd.	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MML IC	
.0000							MassMutual Guardian Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MML IC	
.0000							MassMutual Insurance Consultants Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MML IC	
.0000							MassMutual Services Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MML IC	
.0000							MassMutual Trustees Limited	HKG	NIA	MassMutual Asia Limited	Ownership	80.000	MML IC	
.0000							Protective Capital (International) Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MML IC	
.0000							MassMutual Life Insurance Company	JPN	IA	MassMutual International LLC	Ownership	100.000	MML IC	
.0000							MassMutual Internacional (Chile) SpA	CHL	NIA	MassMutual International LLC	Ownership	100.000	MML IC	
.0000							MassMutual (Chile) Limitada	CHL	NIA	MassMutual International LLC	Ownership	100.000	MML IC	
.0000							Compania de Seguros CorpVida S.A.	CHL	NIA	MassMutual International LLC	Ownership	27.900	MML IC	
.0000			45-4000072				MM Asset Management Holding LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MML IC	
.0000			51-0504477		0000009015		Babson Capital Management LLC	DE	NIA	MassMutual Asset Management Holding LLC	Ownership	100.000	MML IC	
.0000			80-0875475				Babson Capital Finance LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MML IC	
.0000							BCF Europe Funding Limited	JRL	NIA	Babson Capital Finance LLC	Ownership	100.000	MML IC	
.0000			04-3238351		0000930012		Babson Capital Securities LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MML IC	
.0000			98-0437588				Babson Capital Guernsey Limited	GGY	NIA	Babson Capital Management LLC	Ownership	100.000	MML IC	
.0000			98-0432153				Babson Capital Europe Limited	GBR	NIA	Babson Capital Guernsey Limited	Ownership	100.000	MML IC	
.0000							Almack Mezzanine GP III Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MML IC	
.0000							Almack Holding Partnership GP Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MML IC	
.0000							Almack Mezzanine Fund Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MML IC	
.0000							Almack Mezzanine Fund II Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MML IC	
.0000							Babson Capital Global Advisors Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MML IC	
.0000							Babson Capital Japan KK	JPN	NIA	Babson Capital Management LLC	Ownership	100.000	MML IC	
.0000			55-0878489	3456895	0001379495		Cornerstone Real Estate Advisers LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MML IC	
.0000			04-3238351	3456895	0001011148		Cornerstone Real Estate Advisers Inc.	CA	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MML IC	
.0000							Cornerstone Real Estate Advisers Japan K.K.	JPN	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MML IC	
.0000							Cornerstone Real Estate UK Holdings Limited	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MML IC	
.0000							Cornerstone Real Estate UK (No. 2) Limited	GBR	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MML IC	
.0000			98-0654401				Cornerstone Real Estate Advisers Europe LLP	GBR	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MML IC	
.0000			98-0654388				Cornerstone Real Estate Advisers Europe Finance LLP	GBR	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MML IC	
.0000			98-0654412				Cornerstone Real Estate Advisers Europe Finance LLP	GBR	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MML IC	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.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			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			04-1590850				Somerset Special Opportunities Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Winterst 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	OFI Institutional Asset Management, Inc.	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			62-1210532				Tremont Group Holdings, Inc.	NY	NIA	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	
.0000			06-1121864		0000764139		Tremont Partners, Inc.	CT	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000							Tremont Capital Management (Ireland) Limited	IRL	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	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.0000			98-0241935	2363071			Baring North America 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							Baring Asset Management Switzerland Sarl	CHE	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							Baring Korea Limited	KOR	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457586				Baring Fund Managers Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000			98-0457574				Baring Pension Trustees Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000			98-0457578				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	
.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	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.....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		0000067160		MML Private Equity Fund Investor LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-1590850				MM Private Equity Intercontinental LLC	DE	NIA	MML Private Equity Fund Investor LLC	Ownership	100.000	MMLIC	
.....0000							Almack Mezzanine Fund I LP	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	37.700	MMLIC	
.....0000							Almack Mezzanine Fund I LP	GBR	NIA	C.M. Life Insurance Company	Ownership	3.500	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	35.000	MMLIC	
.....0000							Almack Mezzanine Fund III LP	GBR	NIA	C.M. Life Insurance Company	Ownership	3.800	MMLIC	
.....0000							Almack Mezzanine Fund III LP	GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.....0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	88.200	MMLIC	
.....0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	C.M. Life Insurance Company	Ownership	11.800	MMLIC	
.....0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.....0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.700	MMLIC	
.....0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.....0000					0001502146		Babson Capital Global Investment Funds plc	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.900	MMLIC	
.....0000					0001582591		Babson Capital Global Investment Fund 2 plc	JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000					0001582591		Babson Capital Global Investment Fund 2 plc	JRL	NIA	Babson Capital Management LLC	Management		MMLIC	
.....0000					0001515694		Babson Capital Global Umbrella Fund plc	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	17.800	MMLIC	
.....0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	77.000	MMLIC	
.....0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	3.900	MMLIC	
.....0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.....0000							Babson CLO Ltd. 2005-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	7
.....0000							Babson CLO Ltd. 2005-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	8
.....0000							Babson CLO Ltd. 2005-III	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	3
.....0000							Babson CLO Ltd. 2006-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	9

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

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.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			98-1128827				Babson CLO Ltd. 2013-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2013-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson Euro CLO 2014-I BV	.NLD	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			46-3133952				Babson Global Floating Rate Fund	.MA	NIA	Babson Capital Management LLC	Ownership	.87.800	MMLIC	
.0000							Babson Global Income Opportunities Credit Fund	.MA	NIA	Babson Capital Management LLC	Ownership	.100.000	MMLIC	
.0000			46-3119764				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	.92.800	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	.3.600	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	C.M. Life Insurance Company	Ownership	.76.000	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	.9.400	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	.11.200	MMLIC	
.0000							Gateway Mezzanine Partners I Trust	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Massachusetts Mutual Life Insurance Company							
.0000			90-0991195				Gateway Mezzanine Partners II LP	.DE	NIA	C.M. Life Insurance Company	Ownership	.85.600	MMLIC	
.0000			90-0991195				Gateway Mezzanine Partners II LP	.DE	NIA	C.M. Life Insurance Company	Ownership	.12.800	MMLIC	
.0000			90-0991195				Gateway Mezzanine Partners II LP	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Massachusetts Mutual Life Insurance Company							
.0000			71-1018134				Great Lakes II LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	.11.200	MMLIC	
.0000			71-1018134				Great Lakes II LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	.1.000	MMLIC	
.0000							Massachusetts Mutual Life Insurance Company							
.0000			37-1708623		0001565779		Great Lakes III, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	.35.700	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Massachusetts Mutual Life Insurance Company							
.0000			56-2505390				Great Lakes LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	.4.400	MMLIC	

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.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	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-MM	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
.0000							Sapphire Valley CDO I, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	13
.0000			74-3182902				SDCOS L.P.	DE	NIA	Company	Ownership	100.000	MMLIC	
.0000			74-3182902				SDCOS L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	Company	Ownership	27.900	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	1.300	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	Influence		MMLIC	
.0000							Massachusetts Mutual Life Insurance							
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	Company	Ownership	39.100	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	2.900	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	5.900	MMLIC	
.0000							Massachusetts Mutual Life Insurance							
.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	Ownership	6.300	MMLIC	
.0000							Massachusetts Mutual Life Insurance							
.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	Ownership	5.200	MMLIC	
.0000							Massachusetts Mutual Life Insurance							
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	Company	Ownership	16.100	MMLIC	
.0000							Massachusetts Mutual Life Insurance							
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	DE	NIA	Company	Ownership	86.600	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	
.0000							Massachusetts Mutual Life Insurance							
.0000							Winterset Capital Partners, L.P.	CYM	NIA	Company	Ownership	75.800	MMLIC	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.0000							Winterset Capital Partners, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	2.400	MMLIC	
.0000							Winterset Capital Partners, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			46-3378584				WC Aircraft Holdings US II, LLC	DE	NIA	Babson Capital Management LLC	Influence		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	54.600	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			30-0607379		0001497049		Baring Global Dynamic Asset Allocation Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	50.400	MMLIC	
.0000			30-0607379		0001497049		Baring Global Dynamic Asset Allocation Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			39-2059577		0001491482		Baring International Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			26-4142796				Baring International Small Cap Equity Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			26-4142796				Baring International Small Cap Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			46-1197222				Baring World Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			26-1896226				Multi-Employer Global Aggregate Diversified Portfolio	DE	NIA	Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			90-0728785				11 Fan Pier Boulevard Member LLC	DE	NIA	Baring Asset Management Limited	Ownership	87.900	MMLIC	
.0000			90-0728785				11 Fan Pier Boulevard Member LLC	DE	NIA	C.M. Life Insurance Company	Ownership	8.700	MMLIC	
.0000			20-2548283				12-18 West 55th Street Predevelopment, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	88.200	MMLIC	
.0000			20-2548283				12-18 West 55th Street Predevelopment, LLC	DE	NIA	C.M. Life Insurance Company	Ownership	7.700	MMLIC	
.0000			45-5257904				21 West 86 LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.200	MMLIC	
.0000			45-5257904				21 West 86 LLC	DE	NIA	C.M. Life Insurance Company	Ownership	4.800	MMLIC	
.0000			80-0729557				50 Northern Avenue Member LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	87.900	MMLIC	
.0000			80-0729557				50 Northern Avenue Member LLC	DE	NIA	C.M. Life Insurance Company	Ownership	8.700	MMLIC	
.0000			45-2779931				AT Mid-Atlantic Office Portfolio LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	90.000	MMLIC	
.0000			45-2779931				AT Mid-Atlantic Office Portfolio LLC	DE	NIA	C.M. Life Insurance Company	Ownership	10.000	MMLIC	
.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	35.800	MMLIC	
.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	C.M. Life Insurance Company	Ownership	1.900	MMLIC	
.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	72.900	MMLIC	
.0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	

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.0000			04-1590850				CHC/RFP VI Core LLC	DE	NIA	Massachusetts Mutual Life Insurance 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	Influence		MMLIC	
.0000			56-2639862				Cornerstone Austin Industrial LP	DE	NIA	Massachusetts Mutual Life Insurance 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	Management		MMLIC	
.0000			27-1701622				Cornerstone Core Mortgage Venture I LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	50.000	MMLIC	
.0000			27-1701622				Cornerstone Core Mortgage Venture I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			45-3751572		0001534877		Cornerstone Enhanced Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	83.900	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.100	MMLIC	
.0000			20-8730826				Cornerstone Global Real Estate LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	92.300	MMLIC	
.0000			20-8730826				Cornerstone Global Real Estate LP	DE	NIA	C.M. Life Insurance Company	Ownership	7.600	MMLIC	
.0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	49.100	MMLIC	
.0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			20-5578165				Cornerstone Holding LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	10.000	MMLIC	
.0000			26-1528817				Cornerstone Hotel Income & Equity Fund II LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	16.900	MMLIC	
.0000			26-1528817		0001423638		Cornerstone Hotel Income and Equity Fund II (PF) LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			20-5567494				Cornerstone Non-REIT Holding LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	33.700	MMLIC	
.0000			27-5209432				Cornerstone Real Estate Fund VIII (PF) LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			27-0547156				Cornerstone Real Estate Fund VIII LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	54.000	MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.000	MMLIC	
.0000			27-2934589				CREA/Nexus Anaheim Corners Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	63.900	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	93.400	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.600	MMLIC	
.0000			20-4087568				CREA/Windstar Dublin-Pleasanton LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	92.000	MMLIC	
.0000			20-4087568				CREA/Windstar Dublin-Pleasanton LLC	DE	NIA	C.M. Life Insurance Company	Ownership	8.000	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	63.100	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.200	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.0000			46-3880526				Farrington London Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.94.500	MMLIC	
.0000			46-3880526				Farrington London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.5.500	MMLIC	
.0000			20-4834392				Flower Mound Warehouse	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.88.500	MMLIC	
.0000			20-4834392				Flower Mound Warehouse	DE	NIA	C.M. Life Insurance Company	Ownership	.11.500	MMLIC	
.0000			11-3677334				Gallery Place Equity LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.50.000	MMLIC	
.0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.96.000	MMLIC	
.0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.4.000	MMLIC	
.0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.45.000	MMLIC	
.0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.5.000	MMLIC	
.0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000							Infinity SCD Ltd	GBR	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			20-5984759				Metropolitan At Lorton	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.93.500	MMLIC	
.0000			20-5984759				Metropolitan At Lorton	DE	NIA	C.M. Life Insurance Company	Ownership	.6.500	MMLIC	
.0000			46-3317841				MM Greenhill Office LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.81.000	MMLIC	
.0000			46-3317841				MM Greenhill Office LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.19.000	MMLIC	
.0000			46-4077059				MM Woodfield Martingale LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.80.400	MMLIC	
.0000			46-4077059				MM Woodfield Martingale LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.19.600	MMLIC	
.0000			46-0808569				PO Parsippany Office Portfolio LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.95.000	MMLIC	
.0000			46-0808569				PO Parsippany Office Portfolio LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.5.000	MMLIC	
.0000			30-0713071				Riva Portland LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000			27-2977720				Sawgrass Village Shopping Center LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.84.200	MMLIC	
.0000			27-2977720				Sawgrass Village Shopping Center LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.15.800	MMLIC	
.0000			46-3465271				SBNP SIA LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
.0000			46-0606690				Turnpike Executive Park LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000			35-2484550				Twenty Two Liberty LLC	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.91.000	MMLIC	
.0000			35-2484550				Twenty Two Liberty LLC	MA	NIA	C.M. Life Insurance Company	Ownership	.9.000	MMLIC	
.0000			45-4606547				UK LIW Manager LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.1.000	MMLIC	
.0000			45-4606547				UK LIW Member LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000			45-5401109				Washington Gateway Apartments Venture LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.90.400	MMLIC	
.0000			45-5401109				Washington Gateway Apartments Venture LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.4.800	MMLIC	
.0000			20-2970495				Waterford Development Associates	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.90.000	MMLIC	

ANNUAL STATEMENT FOR THE YEAR 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			46-3122029				WeHo Domain LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.86.000	MMLIC	
.....0000			46-3122029				WeHo Domain LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.14.000	MMLIC	
.....0000			26-2384708				Wesley Chapel Theaters LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.90.000	MMLIC	
.....0000			26-2384708				Wesley Chapel Theaters LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.10.000	MMLIC	
.....0000			20-5481477				Ygnatio Valley Funding	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.90.000	MMLIC	
.....0000			45-3168892		00		MassMutual Barings Dynamic Allocation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.53.600	MMLIC	
.....0000			04-3212054		0000927972	00	MassMutual Premier Balanced Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.4.100	MMLIC	
.....0000			51-0529336		0000927972	00	MassMutual Premier Capital Appreciation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.7.200	MMLIC	
.....0000			04-3277549		0000927972	00	MassMutual Premier Core Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.2.000	MMLIC	
.....0000			04-3539084		0000927972	00	MassMutual Premier Disciplined Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.0.800	MMLIC	
.....0000			04-3520009		0000927972	00	MassMutual Premier High Yield Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.18.700	MMLIC	
.....0000			03-0532475		0000927972	00	MassMutual Premier Inflation-Protected and Income Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.10.600	MMLIC	
.....0000			04-3212044		0000927972	00	MassMutual Premier International Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.3.800	MMLIC	
.....0000			04-3224705		0000927972	00	MassMutual Premier Small/Mid Cap Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.10.200	MMLIC	
.....0000			26-3229251		0000927972	00	MassMutual Premier Strategic Emerging Markets Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.56.600	MMLIC	
.....0000			04-3277550		0000927972	00	MassMutual Premier Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.5.900	MMLIC	
.....0000			04-3556992		0000916053	00	MassMutual Select Blue Chip Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.2.500	MMLIC	
.....0000			01-0821120		0000916053	00	MassMutual Select Diversified Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.0.700	MMLIC	
.....0000			04-3512590		0000916053	00	MassMutual Select Focused Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.3.200	MMLIC	
.....0000			04-3584138		0000916053	00	MassMutual Select Fundamental Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.1.400	MMLIC	
.....0000			04-3512589		0000916053	00	MassMutual Select Growth Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.1.200	MMLIC	
.....0000			04-3513019		0000916053	00	MassMutual Select Large Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.2.300	MMLIC	
.....0000			04-3512596		0000916053	00	MassMutual Select Mid Cap Growth Equity II Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.1.800	MMLIC	
.....0000			42-1710935		0000916053	00	MassMutual Select Mid-Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.4.000	MMLIC	
.....0000			04-3557000		0000916053	00	MassMutual Select Overseas Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.4.100	MMLIC	
.....0000			04-3464205		0000916053	00	MassMutual Select Small Cap Growth Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.2.100	MMLIC	

ANNUAL STATEMENT FOR THE YEAR 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			04-3584140		0000916053	QQ	MassMutual Select Small Company Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.300	MMLIC	
.....0000			45-5349772		0000916053	QQ	MassMutual Select S&P Mid Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.000	MMLIC	
.....0000			45-5366542		0000916053	QQ	MassMutual Select Russell 2000 Small Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	7.500	MMLIC	
.....0000			45-5357167		0000916053	QQ	MassMutual Select MSCI EAFE International Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.000	MMLIC	
.....0000			26-2997893		0000067160		MML China Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	96.200	MMLIC	
.....0000			45-3612938		0000067160		MML Fundamental Growth Fund Class I	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	9.500	MMLIC	
.....0000			27-1933828		0000916053		MassMutual RetireSMART 2015 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	53.600	MMLIC	
.....0000			27-1933753		0000916053		MassMutual RetireSMART 2025 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	19.000	MMLIC	
.....0000			27-1933389		0000916053		MassMutual RetireSMART 2035 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	11.200	MMLIC	
.....0000			27-1932769		0000916053		MassMutual RetireSMART 2045 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	21.300	MMLIC	
.....0000			46-3289207		0000916053		MassMutual RetireSMART 2055 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.900	MMLIC	
.....0000			03-0532464		0000916053		MassMutual RetireSMART In Retirement Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	96.800	MMLIC	
.....0000							HarbourView CLO 2006-1 Limited	CYM	NIA	OppenheimerFunds, Inc.	Influence		MMLIC	
.....0000			46-3906454				Oppenheimer Diversified Alternatives Fund/VA	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.....0000			45-3417590		0001530245		Oppenheimer Global High Yield Fund	DE	NIA	OppenheimerFunds, Inc.	Ownership	98.400	MMLIC	
.....0000			13-3867060		0001005728		Oppenheimer International Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership		MMLIC	
.....0000			84-1073463		0001116894		Oppenheimer Main Street Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.200	MMLIC	
.....0000			30-0774195		0001086165		Oppenheimer Main Street Small Cap Fund	DE	NIA	OppenheimerFunds, Inc.	Ownership	63.700	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	57.000	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	DE	NIA	C.M. Life Insurance Company	Ownership	4.700	MMLIC	
.....0000			22-3849391		0001163166		Oppenheimer Real Estate Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.600	MMLIC	
.....0000			36-4762883		0001577111		Oppenheimer Senior Floating Rate Plus Fund	DE	NIA	OppenheimerFunds, Inc.	Ownership	70.900	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 3.41% of the affiliated debt of Jefferies Finance LLC
2	Babson Loan Strategies owns 100% of the debt
3	Debt investors own 25% 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 49% of the Fugu CLO B.V. assets

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

Asterisk	Explanation
1	Massachusetts Mutual Life Insurance Company owns 3.41% of the affiliated debt of Jefferies Finance LLC
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 9% and include Connecticut Valley Structured Credit CDO III, Ltd. I and Babson Capital Loan Strategies Fund, L.P.
9	Debt investors own 25% 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 63% 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 18% 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.

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
65935	04-1590850	Massachusetts Mutual Life Insurance Company (MMLIC)	(303,976,843)	(371,751,605)	(216,848,334)						(892,576,782)	(23,883,739)
93432	06-1041383	C.M. Life Insurance Company	(20,000,000)	(4,938,649)	(24,094,259)						(49,032,908)	16,336,388
70416	43-0581430	MML Bay State Life Insurance Company	20,000,000								20,000,000	7,547,351
	26-0073611	MassMutual Asset Finance LLC			200,782,000						200,782,000	
	27-0105644	Jefferies Finance LLC			40,160,593						40,160,593	
	04-1590850	Berkshire Way LLC		250,500,000							250,500,000	
	04-3341767	MassMutual Holding MSC, Inc.		175,000,000							175,000,000	
	46-1586427	Gracechurch London Holdings LLC		145,382,364							145,382,364	
	45-4000072	MM Asset Management Holding LLC	(7,251,148)	119,000,000							111,748,852	
	46-3880526	Farringdon London Holdings LLC		110,668,140							110,668,140	
	55-0886109	Babson Capital High Yield LLC		85,000,000							85,000,000	
	04-1590850	MM Rothesay Holdco US LLC		80,430,674							80,430,674	
	37-1732913	Fern Street LLC		75,100,000							75,100,000	
	04-3548444	MassMutual International Holding MSC, Inc.		70,000,000							70,000,000	
	04-2854319	MassMutual Holding LLC	339,200,000	(275,430,674)							63,769,326	
	45-4606547	UK LIW Member LLC		45,368,608							45,368,608	
	46-4077059	MM Woodfield Martingale LLC		32,100,000							32,100,000	
	26-1816861	CREA/Legacy Federal Way LLC		27,628,406							27,628,406	
	04-1590850	Great Lakes III GP, LLC		27,371,881							27,371,881	
	46-3122029	WeHo Domain LLC		16,761,619							16,761,619	
	45-3751572	Cornerstone Enhanced Mortgage Fund I LP		16,682,114							16,682,114	
	56-2639862	Cornerstone Austin Industrial LP		15,357,944							15,357,944	
	74-3182902	SDCOS L.P.		15,225,368							15,225,368	
	45-5257904	21 West 86 LLC		14,087,487							14,087,487	
	27-0547156	Cornerstone Real Estate Fund VIII LP		12,823,310							12,823,310	
	80-0691253	Gateway Mezzanine Partners I, L.P.		10,787,582							10,787,582	
	46-3317841	MM Greenhill Office LLC		10,340,000							10,340,000	
	45-5401109	Washington Gateway Apartments Venture LLC		10,291,706							10,291,706	
	90-0991195	Gateway Mezzanine Partners II LP		9,476,541							9,476,541	
	35-2484550	Twenty Two Liberty LLC		9,251,544							9,251,544	
	27-2977720	Sawgrass Village Shopping Center LLC		6,538,520							6,538,520	
	20-3347091	Fan Pier Development LLC		6,128,768							6,128,768	
	04-3313782	MassMutual International LLC		6,000,000							6,000,000	
	36-4770946	Cornerstone High Yield Venture LP		5,075,000							5,075,000	
	46-3378584	WC Aircraft Holdings US II, LLC		4,541,520							4,541,520	
		Infinity SCD Ltd		2,750,582							2,750,582	
	46-3238013	MML Strategic Distributors, LLC		1,200,000							1,200,000	
	98-0536233	Benton Street Partners I, L.P.		1,051,457							1,051,457	
	20-2548283	12-18 West 55th Street Predevelopment, LLC		764,379							764,379	
	45-4606547	UK LIW Manager LLC		458,269							458,269	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	27-4592707	Kierland AZ LLC		322,896							322,896	
	26-1611591	Fallon Cornerstone One MPD LLC		286,840							286,840	
	56-2639862	Cornerstone Austin Park Central I LP		280,766							280,766	
	56-2630592	Cornerstone Fort Pierce Development LLC		194,490							194,490	
	20-2970495	Waterford Development Associates		140,201							140,201	
	20-4834392	Flower Mound Warehouse		123,071							123,071	
	27-2934589	CREA/Nexus Anaheim Corners Holdings LLC		25,512							25,512	
	20-4087568	CREA/Windstar Dublin-Pleasanton LLC		24,400							24,400	
	90-0728785	11 Fan Pier Boulevard Member LLC		1,498							1,498	
	80-0729557	50 Northern Avenue Member LLC		1,498							1,498	
	26-1244346	Cornerstone Eldridge Park II LP		1,220							1,220	
	27-4349154	580 Walnut Cincinnati LLC		600							600	
	20-5567494	Cornerstone Non-REIT Holding LLC		(466)							(466)	
	03-0532464	MassMutual RetireSMART In Retirement Fund										
			(2,067)								(2,067)	
	45-1618222	MassMutual RetireSMART Growth Fund		(2,271)							(2,271)	
	45-3612938	MML Fundamental Growth Fund Class I		(2,767)							(2,767)	
	27-1933828	MassMutual RetireSMART 2015 Fund		(2,929)							(2,929)	
	27-2959469	MML Fundamental Value Fund Class I		(5,196)							(5,196)	
	27-1933753	MassMutual RetireSMART 2025 Fund		(5,334)							(5,334)	
	26-1345534	MassMutual Premier International Bond Fund		(6,539)							(6,539)	
	27-1933389	MassMutual RetireSMART 2035 Fund		(6,682)							(6,682)	
	27-1932769	MassMutual RetireSMART 2045 Fund		(9,254)							(9,254)	
	13-3867060	Oppenheimer International Growth Fund		(18,262)							(18,262)	
	46-0606690	Turnpike Executive Park LLC			(18,825)						(18,825)	
	01-0821120	MassMutual Select Diversified Value Fund		(24,933)							(24,933)	
	42-1710935	MassMutual Select Mid-Cap Value Fund		(36,619)							(36,619)	
	04-3539083	MassMutual Premier Enhanced Index Core Equity		(36,757)							(36,757)	
	26-3229251	MassMutual Premier Strategic Emerging Markets Fund		(47,144)							(47,144)	
	30-0607379	Baring Global Dynamic Asset Allocation Fund			(49,854)						(49,854)	
	04-3224705	MassMutual Premier Small/Mid Cap Opportunities Fund		(82,568)							(82,568)	
	22-3849391	Oppenheimer Real Estate Fund		(96,197)							(96,197)	
	11-3789446	Baring Focused EAFE Equity Fund			(96,705)						(96,705)	
	04-3277550	MassMutual Premier Value Fund		(98,937)							(98,937)	
	45-5357167	MassMutual Select MSCI EAFE International Index Fund		(135,830)							(135,830)	
	06-1041383	CML Mezzanine Investor III, LLC			(146,193)						(146,193)	
	04-3557000	MassMutual Select Overseas Fund		(159,932)							(159,932)	
	84-1073463	Oppenheimer Main Street Fund		(174,577)							(174,577)	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

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NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	26-4142796	Baring International Small Cap Equity Fund		(263,307)							(263,307)	
	04-3212054	MassMutual Premier Balanced Fund	(282,459)								(282,459)	
	04-3512589	MassMutual Select Growth Opportunities Fund	(283,508)								(283,508)	
	03-0532475	MassMutual Premier Inflation-Protected and Income Fund	(291,261)								(291,261)	
	45-5349772	MassMutual Select S&P Mid Cap Index Fund	(298,312)								(298,312)	
	04-3277549	MassMutual Premier Core Bond Fund	(303,873)								(303,873)	
	83-0476803	Babson Credit Strategies Fund, L.P.		(358,412)							(358,412)	
	04-3584140	MassMutual Select Small Company Value Fund	(377,744)								(377,744)	
	04-3520009	MassMutual Premier High Yield Fund	(469,804)								(469,804)	
	04-3410047	MassMutual Select Indexed Equity Fund	(513,634)								(513,634)	
	04-3513019	MassMutual Select Large Cap Value Fund	(575,560)								(575,560)	
	46-0808569	PO Parsippany Office Portfolio LLC		(578,205)							(578,205)	
	46-1604428	Oppenheimer Global Real Estate Fund	(633,438)								(633,438)	
	04-1590850	MMC Equipment Finance LLC		(643,352)							(643,352)	
	04-3584138	MassMutual Select Fundamental Value Fund	(651,637)								(651,637)	
	51-0529336	MassMutual Premier Capital Appreciation Fund	(673,176)								(673,176)	
	04-3556992	MassMutual Select Blue Chip Growth Fund	(696,437)								(696,437)	
	06-1041383	CML Re Finance LLC		(811,211)							(811,211)	
	20-5984759	Metropolitan At Lorton		(860,982)							(860,982)	
	45-3168892	MassMutual Barings Dynamic Allocation Fund	(902,405)								(902,405)	
	04-3512596	MassMutual Select Mid Cap Growth Equity Fund	(1,012,236)								(1,012,236)	
	04-3512590	MassMutual Select Focused Value Fund	(1,036,493)								(1,036,493)	
	20-5481477	Ygnatio Valley Funding		(1,108,593)							(1,108,593)	
		Babson Capital Global Investment Fund 2 plc	(1,118,914)								(1,118,914)	
	20-4819358	Johnston Groves LLC		(1,174,812)							(1,174,812)	
	06-1041383	CML Mezzanine Investor L, LLC		(1,252,337)							(1,252,337)	
	06-1041383	MML Mezzanine Investor III LLC		(1,315,733)							(1,315,733)	
		Winterset Capital Partners, L.P.		(1,329,680)							(1,329,680)	
	20-5578165	Cornerstone Holding LP		(1,559,953)							(1,559,953)	
	04-3212044	MassMutual Premier International Equity Fund	(1,580,103)								(1,580,103)	
	56-2505390	Great Lakes LLC		(1,655,912)							(1,655,912)	
	04-3464205	MassMutual Select Small Cap Growth Equity Fund	(1,751,432)								(1,751,432)	
	45-2779931	AT Mid-Atlantic Office Portfolio LLC		(2,000,000)							(2,000,000)	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	45-5366542	MassMutual Select Russell 2000 Small Cap Index Fund	(2,064,789)								(2,064,789)	
	20-1217159	Winmark Limited Funding, LLC		(2,153,937)							(2,153,937)	
	20-0348173	CREA/PPC Venture LLC		(2,194,200)							(2,194,200)	
	26-2399532	CREA/LYON West Gateway, LLC		(2,558,959)							(2,558,959)	
	04-3324233	HYP Management LLC	(3,000,000)								(3,000,000)	
	30-0713071	Riva Portland LLC		(3,268,554)							(3,268,554)	
	27-1435692	Country Club Office Plaza LLC		(3,473,336)							(3,473,336)	
	26-1250183	Cornerstone Eldridge Park I LP		(4,050,000)							(4,050,000)	
	06-1041383	CML Mezzanine Investor, LLC		(4,761,990)							(4,761,990)	
	04-3722906	Tower Square Capital Partners, L.P.		(5,351,722)							(5,351,722)	
	56-2574568	Invicta Holdings LLC		(5,630,945)							(5,630,945)	
	04-1590850	MML Mezzanine Investor II, LLC		(6,360,793)							(6,360,793)	
	20-5786329	Cornerstone Apartment Venture III, LLC		(6,625,000)							(6,625,000)	
	71-1018134	Great Lakes II LLC		(6,732,098)							(6,732,098)	
	20-4570515	MassMutual Boston Capital Mezzanine Partners II LP		(8,089,844)							(8,089,844)	
	62-0951563	First Mercantile Trust Company	(8,500,000)								(8,500,000)	
	37-1506417	Babson Capital Loan Strategies Fund, L.P.										
				(9,661,499)							(9,661,499)	
	04-1590850	MML Private Equity Fund Investor LLC		(10,091,924)							(10,091,924)	
	04-1590850	MML Re Finance LLC		(10,228,261)							(10,228,261)	
	46-1500495	U.S. WIG Holding L.P.		(10,252,896)							(10,252,896)	
	90-0789078	CREA/XISC Torrance Industrial LLC		(11,091,997)							(11,091,997)	
	04-1590850	MML Mezzanine Investor I, LLC		(11,271,037)							(11,271,037)	
	74-3182902	SDCOS L.P.		(15,729,189)							(15,729,189)	
	26-1528760	Cornerstone Hotel Income & Equity Fund II LP		(15,926,985)							(15,926,985)	
	30-0336246	Tower Square Capital Partners II, L.P.		(19,468,462)							(19,468,462)	
	20-4570515	Babson Mezzanine Realty Investors I		(21,448,730)							(21,448,730)	
	41-2280127	Tower Square Capital Partners III, L.P.		(33,067,433)							(33,067,433)	
	24-1446970	Babson Mezzanine Realty Investors II		(38,000,000)							(38,000,000)	
	27-1701622	Cornerstone Core Mortgage Venture I LP		(41,490,065)							(41,490,065)	
	04-1590850	MML Mezzanine Investor, LLC		(42,857,911)							(42,857,911)	
	27-3330830	Babson Capital Floating Rate Income Fund, L.P.		(44,218,091)							(44,218,091)	
	32-0160190	Tower Square Capital Partners II-A, L.P.		(74,759,154)							(74,759,154)	
	20-8730826	Cornerstone Global Real Estate LP		(81,568,350)							(81,568,350)	
	41-2280129	Tower Square Capital Partners IIIA, L.P.		(200,817,954)							(200,817,954)	
9999999	Control Totals								XXX			

533

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

	<u>Responses</u>
MARCH FILING	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	YES
3. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required, by March 1?	YES
4. Will an actuarial opinion be filed by March 1?	YES
APRIL FILING	
5. Will Management's Discussion and Analysis be filed by April 1?	YES
6. Will the Life, Health & Annuity Guaranty Association Model Act Assessment Base Reconciliation Exhibit be filed with the state of domicile and the NAIC by April 1?	YES
7. Will the Adjustment Form (if required) be filed with the state of domicile and the NAIC by April 1?	YES
8. Will the Supplemental Investment Risks Interrogatories be filed by April 1?	YES
JUNE FILING	
9. Will an audited financial report be filed by June 1?	YES
10. Will Accountant's Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
AUGUST FILING	
11. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

The following supplemental reports are required to be filed as part of your annual 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.

MARCH FILING	
12. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
13. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
14. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC by March 1?	NO
15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 to Exhibit 5 be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16. Will the actuarial opinion on non-guaranteed elements as required in interrogatory #3 to Exhibit 5 be filed with the state of domicile and electronically with the NAIC by March 1?	YES
17. Will the actuarial opinion on X-Factors be filed with the state of domicile and electronically with the NAIC by March 1?	YES
18. Will the actuarial opinion on Separate Accounts Funding Guaranteed Minimum Benefit be filed with the state of domicile and electronically with the NAIC by March 1?	NO
19. Will the actuarial opinion on Synthetic Guaranteed Investment Contracts be filed with the state of domicile and electronically with the NAIC by March 1?	NO
20. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC by March 1?	NO
21. 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 by March 1?	NO
22. 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 by March 1?	NO
23. 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 by March 1?	NO
24. 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 by March 1?	NO
25. Will the C-3 RBC Certifications required under C-3 Phase I be filed with the state of domicile and electronically with the NAIC by March 1?	YES
26. Will the C-3 RBC Certifications required under C-3 Phase II be filed with the state of domicile and electronically with the NAIC by March 1?	YES

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

- 27. Will the Actuarial Certifications Related to Annuity Nonforfeiture Ongoing Compliance for Equity Indexed Annuities be filed with the state of domicile and electronically with the NAIC by March 1? NO
- 28. Will the actuarial opinion required by the Modified Guaranteed Annuity Model Regulation be filed with the state of domicile and electronically with the NAIC by March 1? NO
- 29. Will the Actuarial Certifications Related to Hedging required by Actuarial Guideline XLIII be filed with the state of domicile and electronically with the NAIC by March 1? YES
- 30. Will the Financial Officer Certification Related to Clearly Defined Hedging Strategy required by Actuarial Guideline XLIII be filed with the state of domicile and electronically with the NAIC by March 1? YES
- 31. Will the Management Certification That the Valuation Reflects Management's Intent required by Actuarial Guideline XLIII be filed with the state of domicile and electronically with the NAIC by March 1? YES
- 32. Will the Actuarial Certification Related to the Reserves required by Actuarial Guideline XLIII be filed with the state of domicile and electronically with the NAIC by March 1? YES
- 33. Will the Actuarial Certification regarding the use of 2001 Preferred Class Tables required by the Model Regulation Permitting the Recognition of Preferred Mortality Tables for Use in Determining Minimum Reserve Liabilities be filed with the state of domicile and electronically with the NAIC by March 1? YES
- 34. Will the Worker's Compensation Carve-Out Supplement be filed by March 1? NO
- 35. Will Supplemental Schedule O be filed with the state of domicile and the NAIC by March 1? NO
- 36. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? NO
- 37. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1? NO
- 38. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? NO
- 39. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1? NO

APRIL FILING

- 40. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? NO
- 41. Will the Interest-Sensitive Life Insurance Products Report Forms be filed with the state of domicile and the NAIC by April 1? YES
- 42. Will the Credit Insurance Experience Exhibit be filed with the state of domicile and the NAIC by April 1? NO
- 43. Will the Accident and Health Policy Experience Exhibit be filed by April 1? NO
- 44. Will the Analysis of Annuity Operations by Lines of Business be filed with the state of domicile and the NAIC by April 1? YES
- 45. Will the Analysis of Increase in Annuity Reserves During the Year be filed with the state of domicile and the NAIC by April 1? YES
- 46. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? NO
- 47. Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1? NO












AUGUST FILING

- 48. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? SEE EXPLANATION

Explanations:

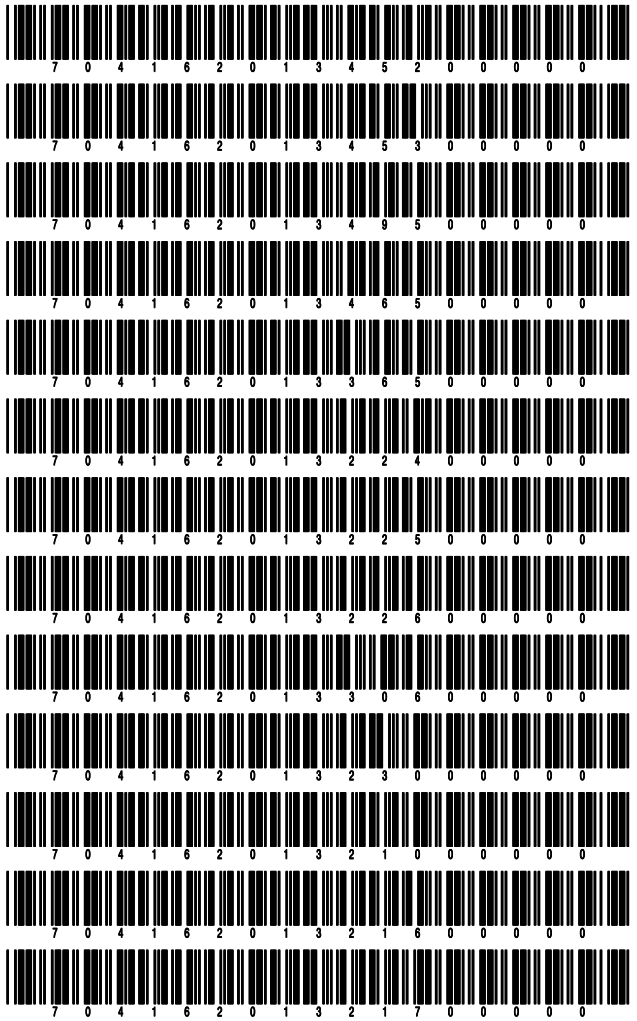
- 12. Not required.
- 13. This line of business is not written by the company.
- 14. Not required.
- 15. Not required.
- 18. Not required.
- 19. Not required.
- 20. Not required.
- 21. Not required.
- 22. Not required.
- 23. Not required.
- 24. Not required.
- 27. This line of business is not written by the company.
- 28. This line of business is not written by the company.
- 34. This line of business is not written by the company.
- 35. This line of business is not written by the company.
- 36. This line of business is not written by the company.
- 37. Not required.
- 38. Not required.
- 39. Not required.
- 40. This line of business is not written by the company.
- 42. This line of business is not written by the company.
- 43. This line of business is not written by the company.
- 46. This line of business is not written by the company.
- 47. This line of business is not written by the company.
- 48. Does not meet the threshold of \$500 million premium test.

Bar Codes:

- 12. SIS Stockholder Information Supplement [Document Identifier 420] 
- 13. Medicare Supplement Insurance Experience Exhibit [Document Identifier 360] 
- 14. Trusteed Surplus Statement [Document Identifier 490] 
- 15. Participating Opinion for Exhibit 5 [Document Identifier 371] 
- 18. Actuarial Opinion on Separate Accounts Funding Guaranteed Minimum Benefit [Document Identifier 443] 
- 19. Actuarial Opinion on Synthetic Guaranteed Investment Contracts [Document Identifier 444] 
- 20. Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 445] 
- 21. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 446] 
- 22. Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI [Document Identifier 447] 
- 23. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI [Document Identifier 448] 
- 24. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) [Document Identifier 449] 

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

- 27. Actuarial Certifications Related to Annuity Nonforfeiture Ongoing Compliance for Equity Indexed Annuities [Document Identifier 452]
- 28. Modified Guaranteed Annuity Model Regulation [Document Identifier 453]
- 34. Workers' Compensation Carve-Out Supplement [Document Identifier 495]
- 35. Supplemental Schedule O [Document Identifier 465]
- 36. Medicare Part D Coverage Supplement [Document Identifier 365]
- 37. Relief from the five-year rotation requirement for lead audit partner [Document Identifier 224]
- 38. Relief from the one-year cooling off period for independent CPA [Document Identifier 225]
- 39. Relief from the Requirements for Audit Committees [Document Identifier 226]
- 40. Long-Term Care Experience Reporting Forms [Document Identifier 306]
- 42. Credit Insurance Experience Exhibit [Document Identifier 230]
- 43. Accident and Health Policy Experience Exhibit [Document Identifier 210]
- 46. Supplemental Health Care Exhibit (Parts 1, 2 and 3) [Document Identifier 216]
- 47. Supplemental Health Care Exhibit's Expense Allocation Report [Document Identifier 217]



OVERFLOW PAGE FOR WRITE-INS

NONE

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	4,308,250	1.281	4,308,250		4,308,250	1.281
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies		0.000				0.000
1.22 Issued by U.S. government sponsored agencies		0.000				0.000
1.3 Non-U.S. government (including Canada, excluding mortgaged-backed securities)		0.000				0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S. :						
1.41 States, territories and possessions general obligations		0.000				0.000
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations		0.000				0.000
1.43 Revenue and assessment obligations		0.000				0.000
1.44 Industrial development and similar obligations		0.000				0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	10,363	0.003	10,363		10,363	0.003
1.512 Issued or guaranteed by FNMA and FHLMC		0.000				0.000
1.513 All other	28,792,027	8.561	28,792,027		28,792,027	8.561
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	127,192	0.038	127,192		127,192	0.038
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521		0.000				0.000
1.523 All other	4,567,372	1.358	4,567,372		4,567,372	1.358
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	62,297,304	18.523	62,297,304		62,297,304	18.523
2.2 Unaffiliated non-U.S. securities (including Canada)	41,645,318	12.383	41,645,318		41,645,318	12.383
2.3 Affiliated securities	3,829,163	1.139	3,829,163		3,829,163	1.139
3. Equity interests:						
3.1 Investments in mutual funds		0.000				0.000
3.2 Preferred stocks:						
3.21 Affiliated		0.000				0.000
3.22 Unaffiliated		0.000				0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated		0.000				0.000
3.32 Unaffiliated		0.000				0.000
3.4 Other equity securities:						
3.41 Affiliated		0.000				0.000
3.42 Unaffiliated		0.000				0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated		0.000				0.000
3.52 Unaffiliated		0.000				0.000
4. Mortgage loans:						
4.1 Construction and land development		0.000				0.000
4.2 Agricultural		0.000				0.000
4.3 Single family residential properties	4,680,443	1.392	4,680,443		4,680,443	1.392
4.4 Multifamily residential properties		0.000				0.000
4.5 Commercial loans		0.000				0.000
4.6 Mezzanine real estate loans		0.000				0.000
5. Real estate investments:						
5.1 Property occupied by company		0.000				0.000
5.2 Property held for production of income (including \$ of property acquired in satisfaction of debt)		0.000				0.000
5.3 Property held for sale (including \$ property acquired in satisfaction of debt)		0.000				0.000
6. Contract loans	94,901,162	28.218	94,901,162		94,901,162	28.218
7. Derivatives		0.000				0.000
8. Receivables for securities		0.000				0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral)		0.000		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	91,158,048	27.105	91,158,048		91,158,048	27.105
11. Other invested assets		0.000				0.000
12. Total invested assets	336,316,642	100.000	336,316,642		336,316,642	100.000

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31 of prior year	
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 6)	
2.2	Additional investment made after acquisition (Part 2, Column 9)	
3.	Current year change in encumbrances:	
3.1	Totals, Part 1, Column 13	
3.2	Totals, Part 3, Column 11	
4.	Total gain (loss) on disposals, Part 3, Column 18	
5.	Deduct amounts received on disposals, Part 3, Column 15	
6.	Total foreign exchange change in book/adjusted carrying value:	
6.1	Totals, Part 1, Column 15	
6.2	Totals, Part 3, Column 13	
7.	Deduct current year's other than temporary impairment recognized:	
7.1	Totals, Part 1, Column 12	
7.2	Totals, Part 3, Column 10	
8.	Deduct current year's depreciation:	
8.1	Totals, Part 1, Column 11	
8.2	Totals, Part 3, Column 9	
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 BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year	5,344,751
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 7)	
2.2	Additional investment made after acquisition (Part 2, Column 8)	
3.	Capitalized deferred interest and other:	
3.1	Totals, Part 1, Column 12	
3.2	Totals, Part 3, Column 11	
4.	Accrual of discount	1,733
5.	Unrealized valuation increase (decrease):	
5.1	Totals, Part 1, Column 9	
5.2	Totals, Part 3, Column 8	
6.	Total gain (loss) on disposals, Part 3, Column 18	
7.	Deduct amounts received on disposals, Part 3, Column 15	653,058
8.	Deduct amortization of premium and mortgage interest points and commitment fees	12,983
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest:	
9.1	Totals, Part 1, Column 13	
9.2	Totals, Part 3, Column 13	
10.	Deduct current year's other than temporary impairment recognized:	
10.1	Totals, Part 1, Column 11	
10.2	Totals, Part 3, Column 10	
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	4,680,443
12.	Total valuation allowance	
13.	Subtotal (Line 11 plus 12)	4,680,443
14.	Deduct total nonadmitted amounts	
15.	Statement value of mortgages owned at end of current period (Line 13 minus Line 14)	4,680,443

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year	
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 8)	
2.2	Additional investment made after acquisition (Part 2, Column 9)	
3.	Capitalized deferred interest and other:	
3.1	Totals, Part 1, Column 16	
3.2	Totals, Part 3, Column 12	
4.	Accrual of discount	
5.	Unrealized valuation increase (decrease):	
5.1	Totals, Part 1, Column 13	
5.2	Totals, Part 3, Column 9	
6.	Total gain (loss) on disposals, Part 3, Column 19	
7.	Deduct amounts received on disposals, Part 3, Column 10	
8.	Deduct amortization of premium and depreciation	
9.	Total foreign exchange change in book/adjusted carrying value:	
9.1	Totals, Part 1, Column 17	
9.2	Totals, Part 3, Column 14	
10.	Deduct current year's other than temporary impairment recognized:	
10.1	Totals, Part 1, Column 15	
10.2	Totals, Part 3, Column 11	
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 BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year	142,017,087
2.	Cost of bonds and stocks acquired, Part 3, Column 7	33,481,794
3.	Accrual of discount	1,101,399
4.	Unrealized valuation increase (decrease):	
4.1	Part 1, Column 12	
4.2	Part 2, Section 1, Column 15	
4.3	Part 2, Section 2, Column 13	
4.4	Part 4, Column 11	
5.	Total gain (loss) on disposals, Part 4, Column 19	251,822
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7	30,754,970
7.	Deduct amortization of premium	508,327
8.	Total foreign exchange change in book/adjusted carrying value:	
8.1	Part 1, Column 15	
8.2	Part 2, Section 1, Column 19	
8.3	Part 2, Section 2, Column 16	
8.4	Part 4, Column 15	
9.	Deduct current year's other than temporary impairment recognized:	
9.1	Part 1, Column 14	10,909
9.2	Part 2, Section 1, Column 17	
9.3	Part 2, Section 2, Column 14	
9.4	Part 4, Column 13	907
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	145,576,989
11.	Deduct total nonadmitted amounts	
12.	Statement value at end of current period (Line 10 minus Line 11)	145,576,989

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	4,318,613	4,323,351	4,337,756	4,311,021
	2. Canada				
	3. Other Countries				
	4. Totals	4,318,613	4,323,351	4,337,756	4,311,021
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals				
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals				
U.S. Special revenue and special assessment obligations and all non- guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	127,192	140,827	130,628	123,619
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	95,656,690	100,230,285	96,221,156	98,122,261
	9. Canada	4,991,384	5,394,685	5,010,577	4,900,000
	10. Other Countries	36,653,947	37,538,336	35,543,609	37,050,919
	11. Totals	137,302,021	143,163,306	136,775,342	140,073,180
Parent, Subsidiaries and Affiliates	12. Totals	3,829,163	3,891,912	3,634,271	3,950,068
	13. Total Bonds	145,576,989	151,519,396	144,877,997	148,457,888
PREFERRED STOCKS					
Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals				
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks				
COMMON STOCKS					
Industrial and Miscellaneous (unaffiliated)	20. United States				
	21. Canada				
	22. Other Countries				
	23. Totals				
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks				
	26. Total Stocks				
	27. Total Bonds and Stocks	145,576,989	151,519,396	144,877,997	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 NAIC 1	4,310,346	5,254	2,595	419		4,318,614	1.8	4,334,967	1.8	4,318,614	
1.2 NAIC 2											
1.3 NAIC 3											
1.4 NAIC 4											
1.5 NAIC 5											
1.6 NAIC 6											
1.7 Totals	4,310,346	5,254	2,595	419		4,318,614	1.8	4,334,967	1.8	4,318,614	
2. All Other Governments											
2.1 NAIC 1											
2.2 NAIC 2											
2.3 NAIC 3											
2.4 NAIC 4											
2.5 NAIC 5											
2.6 NAIC 6											
2.7 Totals											
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 NAIC 1											
3.2 NAIC 2											
3.3 NAIC 3											
3.4 NAIC 4											
3.5 NAIC 5											
3.6 NAIC 6											
3.7 Totals											
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 NAIC 1											
4.2 NAIC 2											
4.3 NAIC 3											
4.4 NAIC 4											
4.5 NAIC 5											
4.6 NAIC 6											
4.7 Totals											
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 NAIC 1	32,634	65,570	23,187	5,801		127,192	0.1	177,597	0.1	127,192	
5.2 NAIC 2											
5.3 NAIC 3											
5.4 NAIC 4											
5.5 NAIC 5											
5.6 NAIC 6											
5.7 Totals	32,634	65,570	23,187	5,801		127,192	0.1	177,597	0.1	127,192	

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial & Miscellaneous (Unaffiliated)											
6.1 NAIC 1	5,796,137	33,450,436	26,881,044	1,469,292	1,434,098	69,031,007	29.2	89,705,599	37.5	23,275,977	45,755,030
6.2 NAIC 2	98,893,609	20,370,398	32,417,675	2,379,402	996,892	155,057,976	65.6	134,617,064	56.3	47,953,947	107,104,029
6.3 NAIC 3	401,196	1,742,429			129,919	2,273,544	1.0	2,405,433	1.0	133,104	2,140,440
6.4 NAIC 4	549,962					549,962	0.2	1,108,288	0.5	549,962	
6.5 NAIC 5	48,817	669,160	67,561	46,384	3,329	835,251	0.4	550,779	0.2	537,073	298,178
6.6 NAIC 6						1,191		1,191	0.0		
6.7 Totals	105,689,721	56,232,423	59,366,280	3,895,078	2,564,238	227,747,740	96.4	228,388,354	95.5	72,450,063	155,297,677
7. Hybrid Securities											
7.1 NAIC 1											
7.2 NAIC 2					350,000	350,000	0.1	350,000	0.1	350,000	
7.3 NAIC 3											
7.4 NAIC 4											
7.5 NAIC 5											
7.6 NAIC 6											
7.7 Totals					350,000	350,000	0.1	350,000	0.1	350,000	
8. Parent, Subsidiaries and Affiliates											
8.1 NAIC 1	371,424	2,706,794	750,944			3,829,162	1.6	5,800,978	2.4		3,829,162
8.2 NAIC 2											
8.3 NAIC 3											
8.4 NAIC 4											
8.5 NAIC 5											
8.6 NAIC 6											
8.7 Totals	371,424	2,706,794	750,944			3,829,162	1.6	5,800,978	2.4		3,829,162

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 NAIC 1	(d) 10,510,541	36,228,054	27,657,770	1,475,512	1,434,098	77,305,975	32.7	XXX	XXX	27,721,783	49,584,192
9.2 NAIC 2	(d) 98,893,609	20,370,398	32,417,675	2,379,402	1,346,892	155,407,976	65.7	XXX	XXX	48,303,947	107,104,029
9.3 NAIC 3	(d) 401,196	1,742,429			129,919	2,273,544	1.0	XXX	XXX	133,104	2,140,440
9.4 NAIC 4	(d) 549,962					549,962	0.2	XXX	XXX	549,962	
9.5 NAIC 5	(d) 48,817	669,160	67,561	46,384	3,329	835,251	0.4	XXX	XXX	537,073	298,178
9.6 NAIC 6	(d)					(c) XXX		XXX	XXX		
9.7 Totals	110,404,125	59,010,041	60,143,006	3,901,298	2,914,238	(b) 236,372,708	100.0	XXX	XXX	77,245,869	159,126,839
9.8 Line 9.7 as a % of Col. 6	46.7	25.0	25.4	1.7	1.2	100.0	XXX	XXX	XXX	32.7	67.3
10. Total Bonds Prior Year											
10.1 NAIC 1	17,886,244	52,178,283	27,430,732	1,451,555	1,072,327	XXX	XXX	100,019,141	41.8	28,861,245	71,157,896
10.2 NAIC 2	87,788,450	28,463,588	15,846,642	1,649,925	1,218,459	XXX	XXX	134,967,064	56.5	39,928,580	95,038,484
10.3 NAIC 3	1,162,146	1,243,025	262			XXX	XXX	2,405,433	1.0	1,704,522	700,911
10.4 NAIC 4	40,207	932,730	81,997	53,354		XXX	XXX	1,108,288	0.5	764,988	343,300
10.5 NAIC 5	166	550,613				XXX	XXX	(c) 550,779	0.2	550,779	
10.6 NAIC 6	564	357	116	154		XXX	XXX	(c) 1,191	0.0	343	848
10.7 Totals	106,877,777	83,368,596	43,359,749	3,154,988	2,290,786	XXX	XXX	(b) 239,051,896	100.0	71,810,457	167,241,439
10.8 Line 10.7 as a % of Col. 8	44.7	34.9	18.1	1.3	1.0	XXX	XXX	100.0	XXX	30.0	70.0
11. Total Publicly Traded Bonds											
11.1 NAIC 1	6,397,079	12,038,044	7,256,735	929,525	1,100,398	27,721,781	11.7	28,861,245	12.1	27,721,781	XXX
11.2 NAIC 2	6,557,348	10,697,710	27,322,596	2,379,402	1,346,892	48,303,948	20.4	39,928,580	16.7	48,303,948	XXX
11.3 NAIC 3	756	2,429			129,919	133,104	0.1	1,704,522	0.7	133,104	XXX
11.4 NAIC 4	549,962					549,962	0.2	764,988	0.3	549,962	XXX
11.5 NAIC 5		537,073				537,073	0.2	550,779	0.2	537,073	XXX
11.6 NAIC 6								343	0.0		XXX
11.7 Totals	13,505,145	23,275,256	34,579,331	3,308,927	2,577,209	77,245,868	32.7	71,810,457	30.0	77,245,868	XXX
11.8 Line 11.7 as a % of Col. 6	17.5	30.1	44.8	4.3	3.3	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	5.7	9.8	14.6	1.4	1.1	32.7	XXX	XXX	XXX	32.7	XXX
12. Total Privately Placed Bonds											
12.1 NAIC 1	4,113,462	24,190,010	20,401,035	545,987	333,700	49,584,194	21.0	71,157,896	29.8	XXX	49,584,194
12.2 NAIC 2	92,336,261	9,672,688	5,095,079			107,104,028	45.3	95,038,484	39.8	XXX	107,104,028
12.3 NAIC 3	400,440	1,740,000				2,140,440	0.9	700,911	0.3	XXX	2,140,440
12.4 NAIC 4								343,300	0.1	XXX	
12.5 NAIC 5	48,817	132,087	67,561	46,384	3,329	298,178	0.1			XXX	298,178
12.6 NAIC 6								848	0.0	XXX	
12.7 Totals	96,898,980	35,734,785	25,563,675	592,371	337,029	159,126,840	67.3	167,241,439	70.0	XXX	159,126,840
12.8 Line 12.7 as a % of Col. 6	60.9	22.5	16.1	0.4	0.2	100.0	XXX	XXX	XXX	XXX	100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	41.0	15.1	10.8	0.3	0.1	67.3	XXX	XXX	XXX	XXX	67.3

(a) Includes \$ 139,169,565 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
 (b) Includes \$ current year, \$ prior year of bonds with Z designations and \$, current year \$ prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.
 (c) Includes \$ current year, \$ 4,254 prior year of bonds with 5* designations and \$, current year \$ 343 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
 (d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$ 90,795,719 ; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	4,308,250					4,308,250	1.8	4,323,477	1.8	4,308,250	
1.2 Residential Mortgage-Backed Securities	2,096	5,254	2,595	419		10,364	0.0			10,364	
1.3 Commercial Mortgage-Backed Securities											
1.4 Other Loan-Backed and Structured Securities								11,490	0.0		
1.5 Totals	4,310,346	5,254	2,595	419		4,318,614	1.8	4,334,967	1.8	4,318,614	
2. All Other Governments											
2.1 Issuer Obligations											
2.2 Residential Mortgage-Backed Securities											
2.3 Commercial Mortgage-Backed Securities											
2.4 Other Loan-Backed and Structured Securities											
2.5 Totals											
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations											
3.2 Residential Mortgage-Backed Securities											
3.3 Commercial Mortgage-Backed Securities											
3.4 Other Loan-Backed and Structured Securities											
3.5 Totals											
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations											
4.2 Residential Mortgage-Backed Securities											
4.3 Commercial Mortgage-Backed Securities											
4.4 Other Loan-Backed and Structured Securities											
4.5 Totals											
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 Issuer Obligations											
5.2 Residential Mortgage-Backed Securities	32,634	65,570	23,187	5,801		127,192	0.1	177,597	0.1	127,192	
5.3 Commercial Mortgage-Backed Securities											
5.4 Other Loan-Backed and Structured Securities											
5.5 Totals	32,634	65,570	23,187	5,801		127,192	0.1	177,597	0.1	127,192	
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	101,361,190	27,748,569	36,767,963	2,640,809	2,071,222	170,589,753	72.2	159,641,499	66.8	55,151,146	115,438,607
6.2 Residential Mortgage-Backed Securities	942,210	3,491,396	1,281,526	692,916	489,685	6,897,733	2.9	8,530,188	3.6	5,849,974	1,047,759
6.3 Commercial Mortgage-Backed Securities	1,347,501	5,934,090	16,133,081			23,414,672	9.9	23,433,449	9.8	10,921,145	12,493,527
6.4 Other Loan-Backed and Structured Securities	2,038,820	19,058,369	5,183,711	561,353	3,329	26,845,582	11.4	36,783,215	15.4	527,799	26,317,783
6.5 Totals	105,689,721	56,232,424	59,366,281	3,895,078	2,564,236	227,747,740	96.4	228,388,351	95.5	72,450,064	155,297,676
7. Hybrid Securities											
7.1 Issuer Obligations					350,000	350,000	0.1	350,000	0.1	350,000	
7.2 Residential Mortgage-Backed Securities											
7.3 Commercial Mortgage-Backed Securities											
7.4 Other Loan-Backed and Structured Securities											
7.5 Totals					350,000	350,000	0.1	350,000	0.1	350,000	
8. Parent, Subsidiaries and Affiliates											
8.1 Issuer Obligations											
8.2 Residential Mortgage-Backed Securities											
8.3 Commercial Mortgage-Backed Securities											
8.4 Other Loan-Backed and Structured Securities	371,424	2,706,794	750,944			3,829,162	1.6	5,800,978	2.4		3,829,162
8.5 Totals	371,424	2,706,794	750,944			3,829,162	1.6	5,800,978	2.4		3,829,162

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	105,669,440	27,748,569	36,767,963	2,640,809	2,421,222	175,248,003	74.1	XXX	XXX	59,809,396	115,438,607
9.2 Residential Mortgage-Backed Securities	976,940	3,562,220	1,307,308	699,136	489,685	7,035,289	3.0	XXX	XXX	5,987,530	1,047,759
9.3 Commercial Mortgage-Backed Securities	1,347,501	5,934,090	16,133,081			23,414,672	9.9	XXX	XXX	10,921,145	12,493,527
9.4 Other Loan-Backed and Structured Securities	2,410,244	21,765,163	5,934,655	561,353	3,329	30,674,744	13.0	XXX	XXX	527,799	30,146,945
9.5 Totals	110,404,125	59,010,042	60,143,007	3,901,298	2,914,236	236,372,708	100.0	XXX	XXX	77,245,870	159,126,838
9.6 Line 9.5 as a % of Col. 6	46.7	25.0	25.4	1.7	1.2	100.0	XXX	XXX	XXX	32.7	67.3
10. Total Bonds Prior Year											
10.1 Issuer Obligations	100,508,505	42,837,185	17,877,402	1,673,771	1,418,113	XXX	XXX	164,314,976	68.7	51,674,741	112,640,235
10.2 Residential Mortgage-Backed Securities	1,057,748	4,081,202	1,931,664	777,033	860,138	XXX	XXX	8,707,785	3.6	7,828,978	878,807
10.3 Commercial Mortgage-Backed Securities	2,350,080	9,781,708	11,301,661			XXX	XXX	23,433,449	9.8	11,742,358	11,691,091
10.4 Other Loan-Backed and Structured Securities	2,961,444	26,668,499	12,249,022	704,183	12,535	XXX	XXX	42,595,683	17.8	564,378	42,031,305
10.5 Totals	106,877,777	83,368,594	43,359,749	3,154,987	2,290,786	XXX	XXX	239,051,893	100.0	71,810,455	167,241,438
10.6 Line 10.5 as a % of Col. 8	44.7	34.9	18.1	1.3	1.0	XXX	XXX	100.0	XXX	30.0	70.0
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	11,429,518	13,759,847	29,578,589	2,620,221	2,421,223	59,809,398	25.3	51,674,741	21.6	59,809,398	XXX
11.2 Residential Mortgage-Backed Securities	872,896	3,145,892	1,145,907	666,847	155,986	5,987,528	2.5	7,828,978	3.3	5,987,528	XXX
11.3 Commercial Mortgage-Backed Securities	1,185,176	5,934,090	3,801,879			10,921,145	4.6	11,742,358	4.9	10,921,145	XXX
11.4 Other Loan-Backed and Structured Securities	17,556	435,427	52,956	21,859		527,798	0.2	564,378	0.2	527,798	XXX
11.5 Totals	13,505,146	23,275,256	34,579,331	3,308,927	2,577,209	77,245,869	32.7	71,810,455	30.0	77,245,869	XXX
11.6 Line 11.5 as a % of Col. 6	17.5	30.1	44.8	4.3	3.3	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	5.7	9.8	14.6	1.4	1.1	32.7	XXX	XXX	XXX	32.7	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations	94,239,922	13,988,722	7,189,374	20,588	(1)	115,438,605	48.8	112,640,235	47.1	XXX	115,438,605
12.2 Residential Mortgage-Backed Securities	104,044	416,328	161,401	32,289	333,699	1,047,761	0.4	878,807	0.4	XXX	1,047,761
12.3 Commercial Mortgage-Backed Securities	162,325		12,331,202			12,493,527	5.3	11,691,091	4.9	XXX	12,493,527
12.4 Other Loan-Backed and Structured Securities	2,392,688	21,329,736	5,881,699	539,494	3,329	30,146,946	12.8	42,031,305	17.6	XXX	30,146,946
12.5 Totals	96,898,979	35,734,786	25,563,676	592,371	337,027	159,126,839	67.3	167,241,438	70.0	XXX	159,126,839
12.6 Line 12.5 as a % of Col. 6	60.9	22.5	16.1	0.4	0.2	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	41.0	15.1	10.8	0.3	0.1	67.3	XXX	XXX	XXX	XXX	67.3

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE MML Bay State Life Insurance Company

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	1,998,249	1,998,249			
2. Cost of short-term investments acquired	52,672,364	52,672,364			
3. Accrual of discount	68,761	68,761			
4. Unrealized valuation increase (decrease)					
5. Total gain (loss) on disposals					
6. Deduct consideration received on disposals	37,250,000	37,250,000			
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)	17,489,374	17,489,374			
11. Deduct total nonadmitted amounts					
12. Statement value at end of current period (Line 10 minus Line 11)	17,489,374	17,489,374			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

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 BETWEEN YEARS

(Cash Equivalents)

	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year	95,036,559	95,036,559	
2. Cost of cash equivalents acquired	1,382,412,409	1,382,412,409	
3. Accrual of discount	283,300	283,300	
4. Unrealized valuation increase (decrease)			
5. Total gain (loss) on disposals	(18)	(18)	
6. Deduct consideration received on disposals	1,404,425,905	1,404,425,905	
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)	73,306,345	73,306,345	
11. Deduct total nonadmitted amounts			
12. Statement value at end of current period (Line 10 minus Line 11)	73,306,345	73,306,345	

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: