



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2014

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.....

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	140,311,110		140,311,110	145,576,989
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens	4,540,043		4,540,043	4,680,443
3.2 Other than first liens.....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$(1,469,070)), cash equivalents (\$97,238,604) and short-term investments (\$14,486,467)	110,256,002		110,256,002	91,158,048
6. Contract loans (including \$ premium notes)	94,503,702		94,503,702	94,901,162
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	349,610,857		349,610,857	336,316,642
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	3,958,930	5,209	3,953,721	3,764,836
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,319		1,319	677
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	(1,434,718)		(1,434,718)	(2,166,514)
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,691,072		3,691,072	2,686,195
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	23,663,411		23,663,411	21,368,753
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	4,637,826		4,637,826	6,021,096
18.2 Net deferred tax asset	5,163,933		5,163,933	4,589,258
19. Guaranty funds receivable or on deposit	268,930		268,930	271,890
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	151,233		151,233	150,915
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)	389,712,793	5,209	389,707,584	373,003,748
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	4,253,960,248		4,253,960,248	4,214,903,673
28. Total (Lines 26 and 27)	4,643,673,041	5,209	4,643,667,832	4,587,907,421
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)				

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$129,693,399 less \$ included in Line 6.3 (including \$ Modco Reserve)	129,693,399	129,503,950
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)		
3. Liability for deposit-type contracts (including \$ Modco Reserve)	8,358,106	6,841,263
4. Contract claims:		
4.1 Life	5,542,817	3,844,077
4.2 Accident and health		
5. Policyholders' dividends \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ accident and health premiums	1,509	1,729
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	14,763,863	14,025,217
9.3 Other amounts payable on reinsurance, including \$ assumed and \$7,345,479 ceded	7,345,479	738,087
9.4 Interest Maintenance Reserve	266,265	297,217
10. Commissions to agents due or accrued-life and annuity contracts \$61,557, accident and health \$ and deposit-type contract funds \$	61,557	66,301
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	398,718	398,718
13. Transfers to Separate Accounts due or accrued (net) (including \$(933,874) accrued for expense allowances recognized in reserves, net of reinsured allowances)	13,295,118	13,608,167
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	234,792	265,020
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	13,698	27,088
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	247,431	(197,438)
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	4,073,357	4,326,921
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	2,724,717	2,944,545
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	600,000	
24.10 Payable for securities lending		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	352,181	291,618
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	187,973,007	176,982,480
27. From Separate Accounts Statement	4,253,960,248	4,214,903,673
28. Total liabilities (Lines 26 and 27)	4,441,933,255	4,391,886,153
29. Common capital stock	2,500,200	2,500,200
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes		
33. Gross paid in and contributed surplus	143,736,914	143,736,914
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	55,497,463	49,784,154
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)	199,234,377	193,521,068
38. Totals of Lines 29, 30 and 37	201,734,577	196,021,268
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	4,643,667,832	4,587,907,421
DETAILS OF WRITE-INS		
2501. Miscellaneous liabilities	242,279	175,484
2502. Funds awaiting escheat	109,902	116,134
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	352,181	291,618
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)		
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)		

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	7,630,764	6,211,794	28,520,783
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	2,896,144	2,973,432	11,832,493
4. Amortization of Interest Maintenance Reserve (IMR)	45,072	31,736	167,725
5. Separate Accounts net gain from operations excluding unrealized gains or losses		4	(3)
6. Commissions and expense allowances on reinsurance ceded	1,371,552	1,338,507	5,396,975
7. Reserve adjustments on reinsurance ceded	(3,918,498)	(2,829,798)	(10,106,625)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	19,643,520	17,797,356	68,457,233
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(967,818)	(361,299)	(329,257)
9. Totals (Lines 1 to 8.3)	26,700,736	25,161,732	103,939,324
10. Death benefits	13,152,094	5,863,502	41,795,049
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	345,890	816,426	2,625,581
13. Disability benefits and benefits under accident and health contracts	64,340	82,383	283,323
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	11,261,147	15,898,168	118,766,434
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	321,390	628,426	657,561
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	189,450	(425,226)	3,539,409
20. Totals (Lines 10 to 19)	25,334,311	22,863,679	167,667,357
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	844,636	854,490	3,425,523
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	2,561,622	2,409,934	9,666,883
24. Insurance taxes, licenses and fees, excluding federal income taxes	358,620	4,230	609,205
25. Increase in loading on deferred and uncollected premiums	(863)	(1,410)	(989)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(8,342,657)	(9,751,479)	(104,825,494)
27. Aggregate write-ins for deductions	20,716	21,936	83,644
28. Totals (Lines 20 to 27)	20,776,385	16,401,380	76,626,129
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	5,924,351	8,760,352	27,313,195
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	5,924,351	8,760,352	27,313,195
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	990,807	2,190,052	4,959,368
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)	4,933,544	6,570,300	22,353,827
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (9,613) (excluding taxes of \$ 7,603 transferred to the IMR)	(45,529)	9,113	(57,628)
35. Net income (Line 33 plus Line 34)	4,888,015	6,579,413	22,296,199
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	196,021,268	196,227,501	196,227,501
37. Net income (Line 35)	4,888,015	6,579,413	22,296,199
38. Change in net unrealized capital gains (losses) less capital gains tax of \$			
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	(575,985)	(473,863)	(1,409,457)
41. Change in nonadmitted assets	1,147,716	1,164,031	1,064,819
42. Change in liability for reinsurance in unauthorized and certified companies			
43. Change in reserve on account of change in valuation basis, (increase) or decrease			(1,678,969)
44. Change in asset valuation reserve	253,563	34,539	(496,824)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			421
47. Other changes in surplus in Separate Accounts Statement		(4)	(421)
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
54. Net change in capital and surplus for the year (Lines 37 through 53)	5,713,309	7,304,116	(206,233)
55. Capital and surplus, as of statement date (Lines 36 + 54)	201,734,577	203,531,617	196,021,268
DETAILS OF WRITE-INS			
08.301. Sub advisory fees	(547,494)	(539,362)	(1,821,924)
08.302. Other miscellaneous income	(420,324)	178,063	1,492,667
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	(967,818)	(361,299)	(329,257)
2701. Miscellaneous charges to operations	20,716	21,936	83,644
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	20,716	21,936	83,644
5301. Other changes in surplus			17,999
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)			17,999

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	5,927,439	6,584,909	25,632,873
2. Net investment income	2,577,457	2,355,598	11,279,621
3. Miscellaneous income	22,773,300	20,670,635	70,242,334
4. Total (Lines 1 to 3)	31,278,196	29,611,142	107,154,828
5. Benefit and loss related payments	24,546,735	23,431,841	161,179,439
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(8,029,609)	(13,016,030)	(95,294,617)
7. Commissions, expenses paid and aggregate write-ins for deductions	3,987,808	2,913,127	13,649,888
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ 2,153,001 tax on capital gains (losses)	(409,679)	(2,510,137)	3,731,485
10. Total (Lines 5 through 9)	20,095,255	10,818,801	83,266,195
11. Net cash from operations (Line 4 minus Line 10)	11,182,941	18,792,341	23,888,633
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	8,311,283	5,621,155	30,754,970
12.2 Stocks			
12.3 Mortgage loans	138,110	169,807	653,058
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(5)	1	(18)
12.7 Miscellaneous proceeds	(70,011)	(1)	(7)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	8,379,377	5,790,962	31,408,003
13. Cost of investments acquired (long-term only):			
13.1 Bonds	2,923,759	12,780,041	33,481,794
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	(600,000)	(436,904)	(8)
13.7 Total investments acquired (Lines 13.1 to 13.6)	2,323,759	12,343,137	33,481,786
14. Net increase (or decrease) in contract loans and premium notes	(397,460)	169,249	(423,786)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	6,453,078	(6,721,424)	(1,649,997)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities	1,508,696	(774,152)	311,236
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	(46,761)	(1,002,814)	(20,977,559)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	1,461,935	(1,776,966)	(20,666,323)
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)	19,097,954	10,293,951	1,572,313
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	91,158,048	89,585,735	89,585,735
19.2 End of period (Line 18 plus Line 19.1)	110,256,002	99,879,686	91,158,048

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

20.0001. Interest capitalization for long-term debt	7		1,394
20.0002. Bond conversions and refinancing			999,838

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life			
2. Ordinary life insurance	10,466,095	11,272,011	44,896,269
3. Ordinary individual annuities	29,241	104,344	149,552
4. Credit life (group and individual)			
5. Group life insurance	(707,000)	(2,903,449)	1,019,300
6. Group annuities			
7. A & H - group			
8. A & H - credit (group and individual)			
9. A & H - other			
10. Aggregate of all other lines of business			
11. Subtotal	9,788,336	8,472,906	46,065,121
12. Deposit-type contracts			
13. Total	9,788,336	8,472,906	46,065,121
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			

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NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

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

Note 2 – Accounting Changes and Corrections of Errors

- a. Under statutory accounting principles, corrections of prior year errors are recorded in current year surplus on a pretax basis with any associated tax impact reported through earnings. For the three months ended March 31, 2014 and 2013, the Company did not record any prior year error. Certain prior year amounts within these financial statements have been reclassified to conform to the current year presentation.
- b. Adoption of new accounting standards:
In December 2013, the NAIC issued Statement of Statutory Accounting Principles (SSAP) No. 105, "Working Capital Finance Investments," which establishes statutory accounting principles for working capital finance investments held by reporting entities. This statement also amends SSAP No. 20, "Nonadmitted Assets," to allow working capital finance investments as admitted assets to the extent they conform to the requirements of SSAP No. 105. This new guidance was effective January 1, 2014, and did not have an impact on the Company's financial statements.

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

Note 3 – Business Combinations and Goodwill - No significant changes

Note 4 – Discontinued Operations - No significant changes

Note 5 – Investments

- a. Mortgage loans – No significant changes
- b. Debt restructuring – No significant changes
- c. Reverse mortgages – No significant changes
- d. Loan-backed and structured securities:
 - (1) No significant changes
 - (2) Loan-backed and structured securities recognized other-than-temporary impairments (OTTI) totaling less than \$1 million for the three months ended March 31, 2014, all of which were classified as present value of cash flows expected to be collected is less than amortized cost.
 - (3) Refer to Note 36. "Impairment Listing for Loan-Backed and Structured Securities" for a CUSIP detail list of impaired structured securities where the present value of cash flows expected to be collected is less than the amortized cost basis.
 - (4) As of March 31, 2014, the gross unrealized losses and fair values for investments in structured and loan-backed securities for which an OTTI has not been recognized in earnings follow (in millions):

a. The aggregate amount of unrealized losses:		
1. Less than 12 months	\$	-
2. 12 months or longer	\$	-
b. The aggregate related fair value of securities with unrealized losses:		
1. Less than 12 months	\$	10
2. 12 months or longer	\$	3
 - (5) No significant changes
- e. Repurchase agreements – No significant changes
- f. The company does not have any investments in real estate.
- g. Low income housing tax credit properties – No significant changes
- h. Restricted assets – No significant changes
- i. Working capital finance investments – The Company does not invest in working capital finance investments.

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

Note 7 – Investment Income – No significant changes

Note 8 – Derivative Instruments - No significant changes

Note 9 – Income Taxes – No significant changes

NOTES TO FINANCIAL STATEMENTS

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

Note 11 – Debt

- A. No significant changes
- 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 - No significant changes

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

Note 14 – Contingencies

- a. Contingent commitments - No significant changes
- b. Assessments - No significant changes
- c. Gain contingencies - No significant changes
- d. Claims related to extra contractual obligations - No significant changes
- e. All other contingencies:
The Company is involved from time to time in litigation arising in and out of the normal course of business, which seeks both compensatory and punitive damages. While the Company is not aware of any actions or allegations that should reasonably give rise to a material adverse impact to the Company's financial position or liquidity, the outcome of litigation cannot be foreseen with certainty. It is the opinion of management that the ultimate resolution of these matters will not materially impact the Company's financial position or liquidity. However, the outcome of a particular proceeding may be material to the Company's operating results for a particular period depending upon, among other factors, the size of the loss or liability and the level of the Company's income for the period.
- f. Regulatory matters:
The Company is subject to governmental and administrative proceedings and regulatory inquiries, examinations and investigations in the ordinary course of its business. In connection with regulatory inquiries, examinations and investigations, the Company has been contacted by various regulatory agencies including, among others, the Securities and Exchange Commission and various state insurance departments and state attorneys general. The Company has cooperated fully with these regulatory agencies with regard to their inquiries, examinations and investigations and has responded to information requests and comments.

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

Note 15 – Leases - No significant changes

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

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

Note 20 – Fair Value Measurements

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

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

	March 31, 2014			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Separate account assets ⁽¹⁾	\$ 945	\$ 2,239	\$ -	\$ 3,184
Total financial assets carried at fair value	\$ 945	\$ 2,239	\$ -	\$ 3,184

⁽¹⁾\$1,070 million of book value separate account assets are not carried at fair value and, therefore, are not included in this table.

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

	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.

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	In	Out	(Losses) in	(Losses) in	Purchases	Issuances	Sales	Settlements	Balance as of
	01/01/2014			Net Income	Surplus					03/31/2014
	(In Millions)									
Financial assets:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total financial assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

	Beginning		Transfers		Gains		Gains		Ending	
	Balance as of	In	Out	(Losses) in	(Losses) in	Purchases	Issuances	Sales	Settlements	Balance as of
	01/01/2013			Net Income	Surplus					12/31/2013
	(In Millions)									
Financial assets:										
Separate account assets	\$ -	\$ (0)	\$ -	\$ -	\$ -	\$ -	\$ (0)	\$ -	\$ -	\$ (0)
Total financial assets	\$ -	\$ (0)	\$ -	\$ -	\$ -	\$ -	\$ (0)	\$ -	\$ -	\$ (0)

3. Fair value hierarchy classifications – No significant changes
4. Valuation techniques and inputs – No significant changes
5. Derivative assets and liabilities fair value disclosures – No significant changes

b. The Company provides additional fair value information in Notes 1, 5, 21, 32 and 34 on an annual basis.

NOTES TO FINANCIAL STATEMENTS

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

March 31, 2014						
	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
(In Millions)						
Financial assets:						
Bonds:						
U. S. government and agencies	\$ 4	\$ 4	\$ -	\$ 4	\$ -	\$ -
Special revenue	-	-	-	-	-	-
Industrial and miscellaneous	139	132	-	124	15	-
Parent, subsidiaries and affiliates	4	4	-	4	-	-
Mortgage loans - residential	4	5	-	-	4	-
Cash, cash equivalents and short-term investments	110	110	(1)	111	-	-
Separate account assets	4,278	4,254	947	3,308	23	-
Financial liabilities:						
Individual annuity contracts	1	3	-	-	1	-
Supplementary contracts	8	8	-	-	8	-

December 31, 2013						
	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
(In Millions)						
Financial assets:						
Bonds:						
U. S. government and agencies	\$ 4	\$ 4	\$ -	\$ 4	\$ -	\$ -
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	-

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

Note 21 – Other Items

- a. Extraordinary items – No significant changes
- b. Troubled debt restructuring – No significant changes
- c. Other disclosures and unusual items - No significant changes

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 manages its exposure to this risk by, among other things, asset/liability management techniques that account for the cash flow characteristics of the assets and liabilities. This quarterly risks and uncertainties disclosure should be read in conjunction with the statutory disclosure in the Company's 2013 year end annual financial statements.

Investment and interest rate risks

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

- d. Business interruption insurance recoveries - No significant changes
- e. State transferrable tax credits – No significant changes

NOTES TO FINANCIAL STATEMENTS

f. Subprime mortgage related risk exposure:

- (1) No significant changes
- (2) No significant changes
- (3) The actual cost reduced by paydowns, carrying value, fair value and related gross realized losses from OTTI of the Company's investments with significant Alt-A and subprime exposure were as follows:

	March 31, 2014			Three Months Ended March 31, 2014
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Alt-A:	(In Millions)			
a. Residential mortgage-backed securities	\$ 6	\$ 4	\$ 5	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 6	\$ 4	\$ 5	\$ -

	March 31, 2014			Three Months Ended March 31, 2014
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Subprime:	(In Millions)			
a. Residential mortgage-backed securities	\$ 5	\$ 2	\$ 3	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 5	\$ 2	\$ 3	\$ -

	December 31, 2013			Year Ended December 31, 2013
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Alt-A:	(In Millions)			
a. Residential mortgage-backed securities	\$ 6	\$ 4	\$ 5	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 6	\$ 4	\$ 5	\$ -

NOTES TO FINANCIAL STATEMENTS

	December 31, 2013			Year Ended December 31, 2013
	Actual Cost	Carrying Value	Fair Value	OTTI
Subprime:	(In Millions)			
a. Residential mortgage-backed securities	\$ 5	\$ 2	\$ 3	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 5	\$ 2	\$ 3	\$ -

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

g. Retained asset accounts – No significant changes

h. Offsetting and netting of assets and liabilities:

The company did not have any derivative instruments for the three months ended March 31, 2014 and for the year ended December 31, 2013.

Note 22 – Events Subsequent

The Company has evaluated subsequent events through May 7, 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.

Note 23 – Reinsurance - No significant changes

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

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

Note 26 – Intercompany Pooling Arrangements - No significant changes

Note 27 – Structured Settlements - No significant changes

Note 28 – Health Care Receivables - No significant changes

Note 29 – Participating Policies - No significant changes

Note 30 – Premium Deficiency Reserves - No significant changes

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

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

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

Note 34 – Separate Accounts - No significant changes

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

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

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

Period Ended	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
March 31, 2014	\$ 11,681.75	\$ -	\$ 11,681.75	\$ 11,342.00	\$ (339.75)	\$ 11,342.00	\$ 13,573.02
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			\$ (3,231,988.58)		

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

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948JAA0	\$ 4,682.44	\$ -	\$ 4,682.44	\$ 4,502.72	\$ (179.72)	\$ 4,502.72	\$ 4,444.02
65106FAG7	6,999.31	-	6,999.31	6,839.28	(160.03)	6,839.28	9,129.00
Totals	\$ 11,681.75	\$ -	\$ 11,681.75	\$ 11,342.00	\$ (339.75)	\$ 11,342.00	\$ 13,573.02

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 12/20/2010
- 6.4 By what department or departments?
State of Connecticut Insurance Department
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

GENERAL INTERROGATORIES

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

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$ 3,829,163	\$ 3,624,795
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 3,829,163	\$ 3,624,795
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
 If no, attach a description with this statement.
 Not Applicable

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company
GENERAL INTERROGATORIES

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

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

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

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

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

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

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

17.4 If yes, give full information relating thereto:

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

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

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

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

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - LIFE & HEALTH

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	1 Amount
1.1	Long-Term Mortgages In Good Standing	
1.11	Farm Mortgages	\$
1.12	Residential Mortgages	\$ 4,540,043
1.13	Commercial Mortgages	\$
1.14	Total Mortgages in Good Standing	\$ 4,540,043
1.2	Long-Term Mortgages In Good Standing with Restructured Terms	
1.21	Total Mortgages in Good Standing with Restructured Terms	\$
1.3	Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months	
1.31	Farm Mortgages	\$
1.32	Residential Mortgages	\$
1.33	Commercial Mortgages	\$
1.34	Total Mortgages with Interest Overdue more than Three Months	\$
1.4	Long-Term Mortgage Loans in Process of Foreclosure	
1.41	Farm Mortgages	\$
1.42	Residential Mortgages	\$
1.43	Commercial Mortgages	\$
1.44	Total Mortgages in Process of Foreclosure	\$
1.5	Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$ 4,540,043
1.6	Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61	Farm Mortgages	\$
1.62	Residential Mortgages	\$
1.63	Commercial Mortgages	\$
1.64	Total Mortgages Foreclosed and Transferred to Real Estate	\$
2.	Operating Percentages:	
2.1	A&H loss percent	%
2.2	A&H cost containment percent	%
2.3	A&H expense percent excluding cost containment expenses	%
3.1	Do you act as a custodian for health savings accounts?	Yes [] No [X]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date	\$
3.3	Do you act as an administrator for health savings accounts?	Yes [] No [X]
3.4	If yes, please provide the balance of the funds administered as of the reporting date	\$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Rein- ced	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
NONE								

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

1	Direct Business Only					6	7	
	2	3	4	5	Total Columns 2 Through 5			
States, Etc.						Active Status	Life Insurance Premiums	Annuity Considerations
1.	Alabama	AL	L	68,184			68,184	
2.	Alaska	AK	L	3,930			3,930	
3.	Arizona	AZ	L	265,143			265,143	
4.	Arkansas	AR	L	15,434			15,434	
5.	California	CA	L	1,302,665			1,302,665	
6.	Colorado	CO	L	165,855	315		166,170	
7.	Connecticut	CT	L	189,104			189,104	
8.	Delaware	DE	L	16,598			16,598	
9.	District of Columbia	DC	L	49,155			49,155	
10.	Florida	FL	L	557,958			557,958	
11.	Georgia	GA	L	196,947			196,947	
12.	Hawaii	HI	L	63,072			63,072	
13.	Idaho	ID	L	14,590			14,590	
14.	Illinois	IL	L	401,870			401,870	
15.	Indiana	IN	L	265,473			265,473	
16.	Iowa	IA	L	164,581	450		165,031	
17.	Kansas	KS	L	109,877			109,877	
18.	Kentucky	KY	L	88,056			88,056	
19.	Louisiana	LA	L	96,624			96,624	
20.	Maine	ME	L	55,383			55,383	
21.	Maryland	MD	L	299,191			299,191	
22.	Massachusetts	MA	L	279,953			279,953	
23.	Michigan	MI	L	401,521	600		402,121	
24.	Minnesota	MN	L	127,778			127,778	
25.	Mississippi	MS	L	76,809			76,809	
26.	Missouri	MO	L	194,577			194,577	
27.	Montana	MT	L	88,730			88,730	
28.	Nebraska	NE	L	111,137	450		111,587	
29.	Nevada	NV	L	83,194			83,194	
30.	New Hampshire	NH	L	42,263			42,263	
31.	New Jersey	NJ	L	512,350			512,350	
32.	New Mexico	NM	L	23,842			23,842	
33.	New York	NY	N	45,328			45,328	
34.	North Carolina	NC	L	366,831			366,831	
35.	North Dakota	ND	L	1,634			1,634	
36.	Ohio	OH	L	364,630			364,630	
37.	Oklahoma	OK	L	217,634			217,634	
38.	Oregon	OR	L	120,268			120,268	
39.	Pennsylvania	PA	L	543,978			543,978	
40.	Rhode Island	RI	L	57,862			57,862	
41.	South Carolina	SC	L	237,735			237,735	
42.	South Dakota	SD	L	13,610			13,610	
43.	Tennessee	TN	L	189,628			189,628	
44.	Texas	TX	L	913,471			913,471	
45.	Utah	UT	L	99,666			99,666	
46.	Vermont	VT	L	22,799	300		23,099	
47.	Virginia	VA	L	502,438			502,438	
48.	Washington	WA	L	213,815			213,815	
49.	West Virginia	WV	L	48,746			48,746	
50.	Wisconsin	WI	L	108,457	27,126		135,583	
51.	Wyoming	WY	L	3,808			3,808	
52.	American Samoa	AS	N					
53.	Guam	GU	N					
54.	Puerto Rico	PR	N					
55.	U.S. Virgin Islands	VI	N					
56.	Northern Mariana Islands	MP	N					
57.	Canada	CAN	N					
58.	Aggregate Other Aliens	OT	XXX	31,825			31,825	
59.	Subtotal	(a)	.50	10,436,007	29,241		10,465,248	
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	66,050			66,050	
94.	Aggregate or other amounts not allocable by State		XXX					
95.	Totals (Direct Business)		XXX	10,502,057	29,241		10,531,298	
96.	Plus Reinsurance Assumed		XXX					
97.	Totals (All Business)		XXX	10,502,057	29,241		10,531,298	
98.	Less Reinsurance Ceded		XXX	4,603,859			4,603,859	
99.	Totals (All Business) less Reinsurance Ceded		XXX	5,898,198	29,241		5,927,439	
DETAILS OF WRITE-INS								
58001.	Other foreign		XXX	31,825			31,825	
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	31,825			31,825	
9401.			XXX					
9402.			XXX					
9403.			XXX					
9498.	Summary of remaining write-ins for Line 94 from overflow page		XXX					
9499.	Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)		XXX					

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

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

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

PART 1 – ORGANIZATIONAL CHART

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

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

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

PART 1 – ORGANIZATIONAL CHART

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

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

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

PART 1 – ORGANIZATIONAL CHART

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

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

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

PART 1 – ORGANIZATIONAL CHART

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

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

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

PART 1 – ORGANIZATIONAL CHART

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

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

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

PART 1 – ORGANIZATIONAL CHART

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

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

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

PART 1 – ORGANIZATIONAL CHART

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

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

PART 1 – ORGANIZATIONAL CHART

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

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STATEMENT AS OF MARCH 31, 2014 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				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	
0000			04-1590850				MML Private Placement Investment Company I, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			45-4376777				MSC Holding Company, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-3341767				MassMutual Holding MSC, Inc.	MA	NIA	MSC Holding Company, LLC	Ownership	100.000	MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.0000							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			80-0920285				Mezzco IV 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				Winterset Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			84-1149206	2897101			Oppenheimer Acquisition Corp.	DE	NIA	MassMutual Asset Management Holding LLC	Ownership	96.600	MMLIC	
.0000			13-2527171	2679183	0000820031		OppenheimerFunds, Inc.	CO	NIA	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	
.0000			13-2953455		0000276541		OppenheimerFunds Distributor, Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-1106295				Oppenheimer Real Asset Management, Inc.	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-4160541	3458125	0001179479		OFI Global Institutional, Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-3459790	2914875			OFI Global Trust Company	NY	NIA	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			22-2697140				HarbourView Asset Management Corporation	NY	NIA	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			25-1951632		0000099782		Trinity Investment Management Corporation	PA	NIA	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	JRL	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			20-8215352				Tremont GP, Inc.	DE	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			90-0874510				Settlement Agent LLC	DE	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000							Tremont (Bermuda) Limited	BMU	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			04-1590850				MassMutual Baring Holding LLC	DE	NIA	MassMutual Asset Management Holding LLC	Ownership	100.000	MMLIC	
.0000			98-0241935	2363071	0000932463		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		0001568131		Baring International Investment Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.....0000			98-0457587				Baring International Investment Management Holdings	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.....0000			98-0457576				Baring Asset Management UK Holdings Limited	GBR	NIA	Baring International Investment Management Holdings	Ownership	100.000	MMLIC	
.....0000			98-0465031				Baring Asset Management GmbH	DEU	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0524271				Baring Asset Management (Asia) Holdings Limited	HKG	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0457465				Baring International Fund Managers (Bermuda) Limited	BMU	NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0457463				Baring Asset Management (Asia) Limited	HKG	NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.....0000							Baring Asset Management Korea Limited	KOR	NIA	Baring Asset Management (Asia) Holdings 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 (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-0524272				Baring International Fund Managers (Ireland) Limited	IRL	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			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	
.....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					0001574089		Eighth Note, Inc.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	15.800	MMLIC	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.0000			56-2574604				Invicta Advisors LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.89.000	MMLIC	
.0000			27-0105644				Jefferies Finance LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.45.000	MMLIC	1
.0000			27-0105644				Jefferies Finance LLC	.DE	NIA	Babson Capital Management LLC	Ownership	.5.000	MMLIC	
.0000			04-1590850		000067160		MML Private Equity Fund Investor LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000			04-1590850				MM Private Equity Intercontinental LLC	.DE	NIA	MML Private Equity Fund Investor LLC	Ownership	.100.000	MMLIC	
.0000							Almack Mezzanine Fund I LP	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.36.500	MMLIC	
.0000							Almack Mezzanine Fund I LP	.GBR	NIA	C.M. Life Insurance Company	Ownership	.4.100	MMLIC	
.0000							Almack Mezzanine Fund I LP	.GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000							Almack Mezzanine Fund II Unleveraged LP	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.72.900	MMLIC	
.0000							Almack Mezzanine Fund II Unleveraged LP	.GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000							Almack Mezzanine Fund III LP	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.33.800	MMLIC	
.0000							Almack Mezzanine Fund III LP	.GBR	NIA	C.M. Life Insurance Company	Ownership	.4.200	MMLIC	
.0000							Almack Mezzanine Fund III LP	.GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.88.200	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	.11.800	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	.9.500	MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000					0001502146		Babson Capital Global Investment Funds plc	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.0.900	MMLIC	
.0000					0001582591		Babson Capital Global Investment Fund 2 plc	.JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000					0001582591		Babson Capital Global Investment Fund 2 plc	.JRL	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000					0001515694		Babson Capital Global Umbrella Fund plc	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.17.800	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.78.500	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	.3.900	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Babson CLO Ltd. 2005-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	7
.0000							Babson CLO Ltd. 2005-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	8
.0000							Babson CLO Ltd. 2005-III	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	3
.0000							Babson CLO Ltd. 2006-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	9
.0000							Babson CLO Ltd. 2006-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	10
.0000							Babson CLO Ltd. 2007-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	11
.0000							Babson CLO Ltd. 2011-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2013-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			98-1128827				Babson CLO Ltd. 2013-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2014-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.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	59.900	MMLIC	
.0000			46-3119764				Babson Global Income Opportunities Credit Fund	MA	NIA	Babson Capital Management LLC	Ownership	98.200	MMLIC	
.0000			98-0536233				Babson Mid-Market CLO Ltd. 2007-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	2
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	MassMutual Capital Partners LLC	Ownership	98.700	MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	Babson Capital Management LLC	Management		MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	C.M. Life Insurance Company	Ownership	0.100	MMLIC	4
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.200	MMLIC	4
.0000			98-0536199				Benton Street Partners II, L.P.	CYM	NIA	Babson Capital Management LLC	Ownership	98.800	MMLIC	5
.0000							Clear Lake CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		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			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	75.400	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	9.300	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	10.900	MMLIC	
.0000							Gateway Mezzanine Partners I Trust	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	85.300	MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	C.M. Life Insurance Company	Ownership	12.800	MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			71-1018134				Great Lakes II LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	11.200	MMLIC	
.0000			71-1018134				Great Lakes II LLC	DE	NIA	C.M. Life Insurance Company	Ownership	1.000	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	35.700	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			56-2505390				Great Lakes LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.400	MMLIC	
.0000			56-2505390				Great Lakes LLC	DE	NIA	C.M. Life Insurance Company	Ownership	0.500	MMLIC	
.0000			46-2344300				Intermodal Holdings II LLC	DE	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			56-2574568				Invicta Holdings LLC	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	85.600	MMLIC	
.0000							Malin CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Newton CDO Ltd	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Rockall CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	

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.0000							Saint James River CO, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Salomon Trust 2001-IM	.DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
.0000							Sapphire Valley CO I, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	13
.0000			74-3182902				SDCOS L.P.	.DE	NIA	Massachusetts Mutual Life Insurance 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	31.700	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	1.500	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			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	41.100	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	0.600	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	6.200	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	22.400	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	4.000	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			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	5.300	MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	16.400	MMLIC	
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	.DE	NIA	Company	Ownership	87.100	MMLIC	
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			80-0920340		0001597019		Tower Square Capital Partners IV, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			80-0920367		0001598727		Tower Square Capital Partners IV-A, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	60.700	MMLIC	
.0000			80-0920367		0001598727		Tower Square Capital Partners IV-A, 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							Vinacasa CLO, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Whately CO, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000					0001324680		Winterset Capital Partners, L.P.	.CYM	NIA	Company	Ownership	75.800	MMLIC	
.0000					0001324680		Winterset Capital Partners, L.P.	.CYM	NIA	C.M. Life Insurance Company	Ownership	2.400	MMLIC	
.0000					0001324680		Winterset Capital Partners, L.P.	.CYM	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	

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

STATEMENT AS OF MARCH 31, 2014 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			27-1701622		0001481752		Cornerstone Core Mortgage Venture I LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	50.000	MMLIC	
.0000			27-1701622		0001481752		Cornerstone Core Mortgage Venture I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			45-3751572		0001534877		Cornerstone Enhanced Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	16.000	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	83.900	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.100	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	92.300	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	C.M. Life Insurance Company	Ownership	7.600	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	49.800	MMLIC	
.0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			20-5578165				Cornerstone Holding LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	10.000	MMLIC	
.0000			26-1528817		0001423638		Cornerstone Hotel Income & Equity Fund II LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	16.900	MMLIC	
.0000			26-1528817		0001423638		Cornerstone Hotel Income and Equity Fund II (PF) LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			20-5567494				Cornerstone Non-REIT Holding LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	33.700	MMLIC	
.0000			27-5209432				Cornerstone Real Estate Fund VIII (PF) LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			27-0547156				Cornerstone Real Estate Fund VIII LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	54.000	MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.000	MMLIC	
.0000			27-2934589				CREA/Nexus Anaheim Corners Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	63.900	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	93.400	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.600	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	63.100	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.200	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
.0000			46-3880526				Farrington London Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	94.500	MMLIC	
.0000			46-3880526				Farrington London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership	5.500	MMLIC	
.0000			11-3677334				Gallery Place Equity LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	50.000	MMLIC	
.0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	96.000	MMLIC	
.0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership	4.000	MMLIC	
.0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	45.000	MMLIC	
.0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	C.M. Life Insurance Company	Ownership	5.000	MMLIC	
.0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE 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							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			46-0606690				Turnpike Executive Park LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			35-2484550				Twenty Two Liberty LLC	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.....0000			35-2484550				Twenty Two Liberty LLC	MA	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
.....0000			45-4606547				UK LIW Manager LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.000	MMLIC	
.....0000			45-4606547				UK LIW Member LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			45-5401109				Washington Gateway Apartments Venture LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	90.400	MMLIC	
.....0000			45-5401109				Washington Gateway Apartments Venture LLC	DE	NIA	C.M. Life Insurance Company	Ownership	4.800	MMLIC	
.....0000			20-2970495				Waterford Development Associates	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	90.000	MMLIC	
.....0000			46-3122029				WeHo Domain LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	86.000	MMLIC	
.....0000			46-3122029				WeHo Domain LLC	DE	NIA	C.M. Life Insurance Company	Ownership	14.000	MMLIC	
.....0000			26-2384708				Wesley Chapel Theaters LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	90.000	MMLIC	
.....0000			26-2384708				Wesley Chapel Theaters LLC	DE	NIA	C.M. Life Insurance Company	Ownership	10.000	MMLIC	
.....0000			20-5481477				Ygnatio Valley Funding	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	90.000	MMLIC	
.....0000			45-3168892		00		MassMutual Barings Dynamic Allocation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	53.700	MMLIC	
.....0000			04-3212054		0000927972	00	MassMutual Premier Balanced Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.800	MMLIC	
.....0000			51-0529336		0000927972	00	MassMutual Premier Capital Appreciation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	10.700	MMLIC	
.....0000			04-3277549		0000927972	00	MassMutual Premier Core Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.900	MMLIC	

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

13.10

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.....0000			46-3289207		0000916053		MassMutual RetireSMART 2055 Fund	..MANIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..74.500	MMLIC	
.....0000			03-0532464		0000916053		MassMutual RetireSMART In Retirement Fund	..MANIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..95.600	MMLIC	
.....0000			45-3417590		0001530245		HarbourView CLO 2006-1 Limited	..CYMNIA	OppenheimerFunds, Inc.	Influence.....		MMLIC	
.....0000							Oppenheimer Global High Yield Fund	..DENIA	OppenheimerFunds, Inc.	Ownership.....	..91.200	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	..DENIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..55.200	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	..DENIA	C.M. Life Insurance Company	Ownership.....	..4.500	MMLIC	
.....0000			13-3867060		0001005728		Oppenheimer International Growth Fund	..MANIA	Massachusetts Mutual Life Insurance Company	Ownership.....		MMLIC	
.....0000			84-1073463		0001116894		Oppenheimer Main Street Fund	..MANIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..1.700	MMLIC	
.....0000			22-3849391		0001163166		Oppenheimer Real Estate Fund	..MANIA	Massachusetts Mutual Life Insurance Company	Ownership.....	..1.900	MMLIC	

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

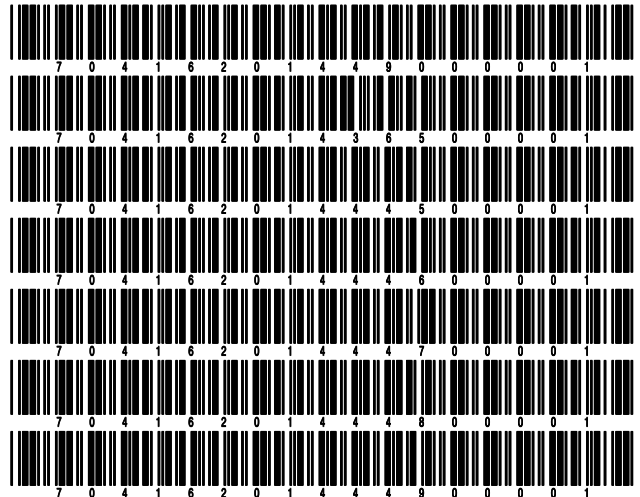
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required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

Explanation:

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

Bar Code:

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



OVERFLOW PAGE FOR WRITE-INS

NONE

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	4,680,443	5,344,751
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount	217	1,733
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	138,110	653,058
8. Deduct amortization of premium and mortgage interest points and commitment fees	2,507	12,983
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	4,540,043	4,680,443
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	4,540,043	4,680,443
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	4,540,043	4,680,443

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	145,576,989	142,017,087
2. Cost of bonds and stocks acquired	2,923,759	33,481,794
3. Accrual of discount	242,050	1,101,399
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	21,730	251,822
6. Deduct consideration for bonds and stocks disposed of	8,311,283	30,754,970
7. Deduct amortization of premium	141,795	508,327
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	340	11,816
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	140,311,110	145,576,989
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	140,311,110	145,576,989

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	77,305,975	63,547,217	66,278,581	676,444	75,251,055			77,305,975
2. NAIC 2 (a)	155,407,976	333,072,862	313,615,711	(837,351)	174,027,776			155,407,976
3. NAIC 3 (a)	2,273,544		689,976	349,570	1,933,138			2,273,544
4. NAIC 4 (a)	549,962		550,000	38				549,962
5. NAIC 5 (a)	835,251			(11,039)	824,212			835,251
6. NAIC 6 (a)								
7. Total Bonds	236,372,708	396,620,079	381,134,268	177,662	252,036,181			236,372,708
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	236,372,708	396,620,079	381,134,268	177,662	252,036,181			236,372,708

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$111,725,071 ; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	14,486,467	XXX	14,475,828		

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	17,489,374	1,998,249
2. Cost of short-term investments acquired	9,983,440	52,672,364
3. Accrual of discount	13,653	68,761
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	13,000,000	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)	14,486,467	17,489,374
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	14,486,467	17,489,374

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

STATEMENT AS OF MARCH 31, 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	73,306,345	95,036,559
2. Cost of cash equivalents acquired	383,712,881	1,382,412,409
3. Accrual of discount	53,331	283,300
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(5)	(18)
6. Deduct consideration received on disposals	359,833,948	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)	97,238,604	73,306,345
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	97,238,604	73,306,345