

QUARTERLY STATEMENT

OF THE

MML Bay State Life Insurance Company

TO THE

Insurance Department

OF THE

STATE OF

**FOR THE QUARTER ENDED
JUNE 30, 2014**

LIFE AND ACCIDENT AND HEALTH

2014



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 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
(Name) (Area Code) (Telephone Number)
tpeatman@massmutual.com, 413-226-4086
(E-mail Address) (FAX Number)

OFFICERS

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

OTHER

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

DIRECTORS OR TRUSTEES

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

State of Massachusetts SS:
County of Hampden

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

Roger William Crandall
President and Chief Executive Officer

Christine Carole Peaslee
Secretary

Todd Garrett Picken
Treasurer

Subscribed and sworn to before me this _____ day of _____

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

STATEMENT AS OF JUNE 30, 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 | 141,623,229 | | 141,623,229 | 145,576,989 |
| 2. Stocks: | | | | |
| 2.1 Preferred stocks | | | | |
| 2.2 Common stocks | | | | |
| 3. Mortgage loans on real estate: | | | | |
| 3.1 First liens | 4,401,463 | | 4,401,463 | 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 (\$(2,378,690)), cash equivalents (\$91,035,554) and short-term investments (\$21,976,091) | 110,632,955 | | 110,632,955 | 91,158,048 |
| 6. Contract loans (including \$ premium notes) | 93,707,041 | | 93,707,041 | 94,901,162 |
| 7. Derivatives | | | | |
| 8. Other invested assets | | | | |
| 9. Receivables for securities | 125,574 | | 125,574 | |
| 10. Securities lending reinvested collateral assets | | | | |
| 11. Aggregate write-ins for invested assets | | | | |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) | 350,490,262 | | 350,490,262 | 336,316,642 |
| 13. Title plants less \$ charged off (for Title insurers only) | | | | |
| 14. Investment income due and accrued | 4,056,619 | 8,123 | 4,048,496 | 3,764,836 |
| 15. Premiums and considerations: | | | | |
| 15.1 Uncollected premiums and agents' balances in the course of collection | 537 | | 537 | 677 |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums) | (1,176,545) | | (1,176,545) | (2,166,514) |
| 15.3 Accrued retrospective premiums | | | | |
| 16. Reinsurance: | | | | |
| 16.1 Amounts recoverable from reinsurers | 4,190,535 | | 4,190,535 | 2,686,195 |
| 16.2 Funds held by or deposited with reinsured companies | | | | |
| 16.3 Other amounts receivable under reinsurance contracts | 27,044,815 | | 27,044,815 | 21,368,753 |
| 17. Amounts receivable relating to uninsured plans | | | | |
| 18.1 Current federal and foreign income tax recoverable and interest thereon | 4,045,179 | | 4,045,179 | 6,021,096 |
| 18.2 Net deferred tax asset | 6,464,591 | 1,379,873 | 5,084,718 | 4,589,258 |
| 19. Guaranty funds receivable or on deposit | 494,483 | | 494,483 | 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 | 149,284 | | 149,284 | 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) | 395,759,760 | 1,387,996 | 394,371,764 | 373,003,748 |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts | 4,305,015,334 | | 4,305,015,334 | 4,214,903,673 |
| 28. Total (Lines 26 and 27) | 4,700,775,094 | 1,387,996 | 4,699,387,098 | 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 JUNE 30, 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 \$130,183,634 less \$ included in Line 6.3 (including \$ Modco Reserve) | 130,183,634 | 129,503,950 |
| 2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve) | | |
| 3. Liability for deposit-type contracts (including \$ Modco Reserve) | 7,460,411 | 6,841,263 |
| 4. Contract claims: | | |
| 4.1 Life | 1,846,409 | 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 | 2,574 | 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 | 17,893,978 | 14,025,217 |
| 9.3 Other amounts payable on reinsurance, including \$ assumed and \$6,141,136 ceded | 6,141,136 | 738,087 |
| 9.4 Interest Maintenance Reserve | 297,270 | 297,217 |
| 10. Commissions to agents due or accrued-life and annuity contracts \$60,226, accident and health \$ and deposit-type contract funds \$ | 60,226 | 66,301 |
| 11. Commissions and expense allowances payable on reinsurance assumed | | |
| 12. General expenses due or accrued | 399,718 | 398,718 |
| 13. Transfers to Separate Accounts due or accrued (net) (including \$(893,784) accrued for expense allowances recognized in reserves, net of reinsured allowances) | 16,445,288 | 13,608,167 |
| 14. Taxes, licenses and fees due or accrued, excluding federal income taxes | 484,771 | 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 | 15,960 | 27,088 |
| 18. Amounts held for agents' account, including \$ agents' credit balances | | |
| 19. Remittances and items not allocated | (48,910) | (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 | 4,232,126 | 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 | 2,673,836 | 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 | | |
| 24.10 Payable for securities lending | | |
| 24.11 Capital notes \$ and interest thereon \$ | | |
| 25. Aggregate write-ins for liabilities | 238,510 | 291,618 |
| 26. Total liabilities excluding Separate Accounts business (Lines 1 to 25) | 188,326,937 | 176,982,480 |
| 27. From Separate Accounts Statement | 4,305,015,334 | 4,214,903,673 |
| 28. Total liabilities (Lines 26 and 27) | 4,493,342,271 | 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) | 59,807,713 | 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) | 203,544,627 | 193,521,068 |
| 38. Totals of Lines 29, 30 and 37 | 206,044,827 | 196,021,268 |
| 39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3) | 4,699,387,098 | 4,587,907,421 |
| DETAILS OF WRITE-INS | | |
| 2501. Miscellaneous liabilities | 119,634 | 175,484 |
| 2502. Funds awaiting escheat | 118,876 | 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) | 238,510 | 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) | | |

SUMMARY OF OPERATIONS

| | 1 Current Year To Date | 2 Prior Year To Date | 3 Prior Year Ended December 31 |
|---|------------------------------|----------------------------|--------------------------------------|
| 1. Premiums and annuity considerations for life and accident and health contracts | 13,435,723 | 14,848,382 | 28,520,783 |
| 2. Considerations for supplementary contracts with life contingencies | | | |
| 3. Net investment income | 5,836,169 | 5,884,233 | 11,832,493 |
| 4. Amortization of Interest Maintenance Reserve (IMR) | 93,047 | 64,870 | 167,725 |
| 5. Separate Accounts net gain from operations excluding unrealized gains or losses | | 11 | (3) |
| 6. Commissions and expense allowances on reinsurance ceded | 2,749,720 | 2,684,074 | 5,396,975 |
| 7. Reserve adjustments on reinsurance ceded | (6,973,053) | (6,154,942) | (10,106,625) |
| 8. Miscellaneous Income: | | | |
| 8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts | 39,982,601 | 36,443,861 | 68,457,233 |
| 8.2 Charges and fees for deposit-type contracts | | | |
| 8.3 Aggregate write-ins for miscellaneous income | (837,619) | (468,801) | (329,257) |
| 9. Totals (Lines 1 to 8.3) | 54,286,588 | 53,301,688 | 103,939,324 |
| 10. Death benefits | 21,383,414 | 20,570,234 | 41,795,049 |
| 11. Matured endowments (excluding guaranteed annual pure endowments) | | | |
| 12. Annuity benefits | 458,940 | 1,070,201 | 2,625,581 |
| 13. Disability benefits and benefits under accident and health contracts | 149,833 | 140,706 | 283,323 |
| 14. Coupons, guaranteed annual pure endowments and similar benefits | | | |
| 15. Surrender benefits and withdrawals for life contracts | 26,852,935 | 90,309,520 | 118,766,434 |
| 16. Group conversions | | | |
| 17. Interest and adjustments on contract or deposit-type contract funds | 530,164 | 299,063 | 657,561 |
| 18. Payments on supplementary contracts with life contingencies | | | |
| 19. Increase in aggregate reserves for life and accident and health contracts | 679,685 | 347,272 | 3,539,409 |
| 20. Totals (Lines 10 to 19) | 50,054,971 | 112,736,996 | 167,667,357 |
| 21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only) | 1,711,140 | 1,635,832 | 3,425,523 |
| 22. Commissions and expense allowances on reinsurance assumed | | | |
| 23. General insurance expenses | 5,107,443 | 4,732,440 | 9,666,883 |
| 24. Insurance taxes, licenses and fees, excluding federal income taxes | 684,427 | 128,801 | 609,205 |
| 25. Increase in loading on deferred and uncollected premiums | (3,268) | (4,077) | (989) |
| 26. Net transfers to or (from) Separate Accounts net of reinsurance | (16,384,004) | (81,226,890) | (104,825,494) |
| 27. Aggregate write-ins for deductions | 30,159 | 52,470 | 83,644 |
| 28. Totals (Lines 20 to 27) | 41,200,868 | 38,055,572 | 76,626,129 |
| 29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28) | 13,085,720 | 15,246,116 | 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) | 13,085,720 | 15,246,116 | 27,313,195 |
| 32. Federal and foreign income taxes incurred (excluding tax on capital gains) | 3,519,887 | 3,191,421 | 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) | 9,565,833 | 12,054,695 | 22,353,827 |
| 34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$(27,504) (excluding taxes of \$50,131 transferred to the IMR) | (126,672) | (24,127) | (57,628) |
| 35. Net income (Line 33 plus Line 34) | 9,439,161 | 12,030,568 | 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) | 9,439,161 | 12,030,568 | 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 | 724,673 | (744,788) | (1,409,457) |
| 41. Change in nonadmitted assets | (235,070) | 1,077,513 | 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 | 94,795 | (151,680) | (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 | | (17) | (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) | 10,023,559 | 12,211,596 | (206,233) |
| 55. Capital and surplus, as of statement date (Lines 36 + 54) | 206,044,827 | 208,439,097 | 196,021,268 |
| DETAILS OF WRITE-INS | | | |
| 08.301. Sub advisory fees | (882,911) | (828,803) | (1,821,924) |
| 08.302. Other miscellaneous income | 45,292 | 360,002 | 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) | (837,619) | (468,801) | (329,257) |
| 2701. Miscellaneous charges to operations | 30,159 | 52,470 | 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) | 30,159 | 52,470 | 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 JUNE 30, 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 | 12,261,733 | 11,863,715 | 25,632,873 |
| 2. Net investment income | 5,335,339 | 5,084,394 | 11,279,621 |
| 3. Miscellaneous income | 39,056,643 | 36,990,149 | 70,242,334 |
| 4. Total (Lines 1 to 3) | 56,653,715 | 53,938,258 | 107,154,828 |
| 5. Benefit and loss related payments | 52,904,454 | 106,113,923 | 161,179,439 |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts | (19,221,125) | (82,597,392) | (95,294,617) |
| 7. Commissions, expenses paid and aggregate write-ins for deductions | 7,853,545 | 6,743,400 | 13,649,888 |
| 8. Dividends paid to policyholders | | | |
| 9. Federal and foreign income taxes paid (recovered) net of \$ 2,144,453 tax on capital gains (losses) | 1,566,597 | (2,087,855) | 3,731,485 |
| 10. Total (Lines 5 through 9) | 43,103,471 | 28,172,076 | 83,266,195 |
| 11. Net cash from operations (Line 4 minus Line 10) | 13,550,244 | 25,766,182 | 23,888,633 |
| Cash from Investments | | | |
| 12. Proceeds from investments sold, matured or repaid: | | | |
| 12.1 Bonds | 16,908,836 | 13,026,472 | 30,754,970 |
| 12.2 Stocks | | | |
| 12.3 Mortgage loans | 275,184 | 357,179 | 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 | 13 | 1 | (18) |
| 12.7 Miscellaneous proceeds | (279,409) | | (7) |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7) | 16,904,624 | 13,383,652 | 31,408,003 |
| 13. Cost of investments acquired (long-term only): | | | |
| 13.1 Bonds | 12,602,195 | 24,892,518 | 33,481,794 |
| 13.2 Stocks | | | |
| 13.3 Mortgage loans | | | |
| 13.4 Real estate | | | |
| 13.5 Other invested assets | | | |
| 13.6 Miscellaneous applications | | (453,900) | (8) |
| 13.7 Total investments acquired (Lines 13.1 to 13.6) | 12,602,195 | 24,438,618 | 33,481,786 |
| 14. Net increase (or decrease) in contract loans and premium notes | (1,194,121) | 226,763 | (423,786) |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) | 5,496,550 | (11,281,729) | (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 | 489,761 | (809,828) | 311,236 |
| 16.5 Dividends to stockholders | | | |
| 16.6 Other cash provided (applied) | (61,648) | 33,766 | (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) | 428,113 | (776,062) | (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) | 19,474,907 | 13,708,391 | 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) | 110,632,955 | 103,294,126 | 91,158,048 |
| Note: Supplemental disclosures of cash flow information for non-cash transactions: | | | |
| 20.0001. Bond conversions and refinancing | 1,240,072 | 345,977 | 999,838 |
| 20.0002. Interest capitalization for long-term debt | 717 | | 1,394 |

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 | 21,316,581 | 22,500,487 | 44,896,269 |
| 3. Ordinary individual annuities | 44,967 | 112,459 | 149,552 |
| 4. Credit life (group and individual) | | | |
| 5. Group life insurance | (3,837,115) | (2,599,490) | 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 | 17,524,433 | 20,013,456 | 46,065,121 |
| 12. Deposit-type contracts | | | |
| 13. Total | 17,524,433 | 20,013,456 | 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) | | | |

NOTES TO FINANCIAL STATEMENTS

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NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

a. Accounting practices:

The accompanying financial statements of MML Bay State Life Insurance Company (the Company) have been prepared in conformity with accounting practices of the Accounting Practices and Procedures Manual as issued by the National Association of Insurance Commissioners (NAIC SAP) and the accounting practices prescribed or permitted by the State of Connecticut Insurance Department (the Department).

| | State of Domicile | 2014 | 2013 |
|--|----------------------|--------|--------|
| (In Millions) | | | |
| NET INCOME | | | |
| (1) State basis (Page 4, Line 35, Columns 1 & 3) | CT | \$ 9 | \$ 22 |
| (2) State prescribed practices that increase (decrease) NAIC SAP | - | - | - |
| (3) State permitted practices that increase (decrease) NAIC SAP | - | - | - |
| (4) NAIC SAP (1-2-3=4) | CT | \$ 9 | \$ 22 |
| SURPLUS | | | |
| (5) State basis (Page 3, Line 38, Columns 1 & 2) | CT | \$ 206 | \$ 196 |
| (6) State prescribed practices that increase (decrease) NAIC SAP | - | - | - |
| (7) State permitted practices that increase (decrease) NAIC SAP | - | - | - |
| (8) NAIC SAP (5-6-7=8) | CT | \$ 206 | \$ 196 |

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 six months ended June 30, 2014 and 2013, the Company did not record any prior year errors.

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. 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 did not 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 had no other-than-temporary impairments (OTTI) for the three months ended June 30, 2014 and recognized 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 June 30, 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 | \$ | 3 | |
| 2. 12 months or longer | \$ | 7 | |

(5) No significant changes

e. Repurchase agreements – No significant changes

f. The company does not have any investments in real estate.

NOTES TO FINANCIAL STATEMENTS

- 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

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 June 30, 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.

NOTES TO FINANCIAL STATEMENTS

(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 second quarter ended June 30, 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

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

| | June 30, 2014 | | | |
|--|---------------|----------|---------|----------|
| | Level 1 | Level 2 | Level 3 | Total |
| | (In Millions) | | | |
| Financial assets: | | | | |
| Separate account assets ⁽¹⁾ | \$ 966 | \$ 2,248 | \$ - | \$ 3,214 |
| Total financial assets carried at fair value | \$ 966 | \$ 2,248 | \$ - | \$ 3,214 |

⁽¹⁾\$1,091 million of book value separate account assets are not carried at fair value and, therefore, are not included in this table.

For the six months ended June 30, 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 | Balance as of | In | Out | (Losses) in | (Losses) in | Purchases | Issuances | Sales | Settlements |
| | 01/01/2014 | 01/01/2014 | In | Out | Net Income | Surplus | Purchases | Issuances | Sales | Settlements |
| (In Millions) | | | | | | | | | | |
| Financial assets: | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| Total financial assets | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |

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

3. Fair value hierarchy classifications – No significant changes

4. Valuation techniques and inputs – No significant changes

5. Derivative assets and liabilities fair value disclosures – No significant changes

NOTES TO FINANCIAL STATEMENTS

- b. The Company provides additional fair value information in Notes 1, 5, 21, 32 and 34 on an annual basis.
- c. The following presents a summary of the carrying values and fair values of the Company's financial

| June 30, 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 | \$ 9 | \$ 9 | \$ - | \$ 9 | \$ - | \$ - |
| Special revenue | - | - | - | - | - | - |
| Industrial and miscellaneous | 138 | 130 | - | 124 | 14 | - |
| Parent, subsidiaries and affiliates | 3 | 3 | - | 3 | - | - |
| Mortgage loans - residential | 4 | 4 | - | - | 4 | - |
| Cash, cash equivalents and short-term investments | 111 | 111 | (2) | 113 | - | - |
| Separate account assets | 4,337 | 4,305 | 970 | 3,345 | 22 | - |
| Financial liabilities: | | | | | | |
| Individual annuity contracts | 1 | 2 | - | - | 1 | - |
| Supplementary contracts | 7 | 7 | - | - | 7 | - |

| 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 six months ended June 30, 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
- f. Subprime mortgage related risk exposure:
- (1) No significant changes

NOTES TO FINANCIAL STATEMENTS

- (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:

| | June 30, 2014 | | | Six Months Ended June 30, 2014 |
|--|----------------|-------------------|---------------|-----------------------------------|
| | Actual Cost | Carrying Value | Fair Value | OTTI |
| Alt-A: | (In Millions) | | | |
| a. Residential mortgage-backed securities | \$ 5 | \$ 4 | \$ 4 | \$ - |
| b. Commercial mortgage-backed securities | - | - | - | - |
| c. Collateralized debt obligations | - | - | - | - |
| d. Structured securities | - | - | - | - |
| e. Equity investments in subsidiary and controlled affiliates | - | - | - | - |
| f. Other assets | - | - | - | - |
| g. Total | <u>\$ 5</u> | <u>\$ 4</u> | <u>\$ 4</u> | <u>\$ -</u> |

| | June 30, 2014 | | | Six Months Ended June 30, 2014 |
|--|----------------|-------------------|---------------|-----------------------------------|
| | 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 | <u>\$ 5</u> | <u>\$ 2</u> | <u>\$ 3</u> | <u>\$ -</u> |

| | December 31, 2013 | | | Year Ended December 31, 2013 |
|--|-------------------|-------------------|---------------|------------------------------------|
| | Actual Cost | Carrying Value | Fair Value | OTTI |
| 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 | <u>\$ 6</u> | <u>\$ 4</u> | <u>\$ 5</u> | <u>\$ -</u> |

| | December 31, 2013 | | | Year Ended December 31, 2013 |
|--|-------------------|-------------------|---------------|------------------------------------|
| | Actual Cost | Carrying Value | Fair Value | OTTI |
| 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 | <u>\$ 5</u> | <u>\$ 2</u> | <u>\$ 3</u> | <u>\$ -</u> |

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

- g. Retained asset accounts – No significant changes

NOTES TO FINANCIAL STATEMENTS

h. Offsetting and netting of assets and liabilities:

The company did not have any derivative instruments for the six months ended June 30, 2014 or for the year ended December 31, 2013.

Note 22 – Events Subsequent

The Company has evaluated subsequent events through August 6, 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**Note 36 – Impairment Listing for Loan-Backed and Structured Securities**

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

| Period Ended | Amortized Cost before Cumulative Adjustment | Cumulative Adjustment | Amortized Cost before OTTI | Projected Cash Flow | Recognized OTTI | Amortized Cost after OTTI | Fair Value |
|--------------------|---|-----------------------|----------------------------|---------------------|-----------------|---------------------------|------------|
| June 30, 2014 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| March 31, 2014 | 11,682 | - | 11,682 | 11,342 | (340) | 11,342 | 13,573 |
| December 31, 2013 | 8,955 | - | 8,955 | 7,967 | (989) | 7,967 | 11,477 |
| September 30, 2013 | 5,947 | - | 5,947 | 5,842 | (104) | 5,842 | 5,478 |
| June 30, 2013 | 456,120 | - | 456,120 | 445,397 | (10,723) | 445,397 | 340,977 |
| March 31, 2013 | - | - | - | - | - | - | - |
| December 31, 2012 | 1,242,596 | - | 1,242,596 | 1,144,981 | (97,615) | 1,144,981 | 1,195,405 |
| September 30, 2012 | 2,265,156 | - | 2,265,156 | 2,103,073 | (162,083) | 2,103,073 | 2,115,759 |
| June 30, 2012 | 1,884,018 | - | 1,884,018 | 1,845,692 | (38,325) | 1,845,692 | 1,521,643 |
| March 31, 2012 | 3,900,635 | - | 3,900,635 | 3,788,244 | (112,391) | 3,788,244 | 3,066,813 |
| December 31, 2011 | 3,900,658 | - | 3,900,658 | 3,740,566 | (160,092) | 3,740,566 | 3,217,415 |
| September 30, 2011 | 2,070,737 | - | 2,070,737 | 2,014,121 | (56,616) | 2,014,121 | 1,664,099 |
| June 30, 2011 | 4,933,708 | - | 4,933,708 | 4,626,546 | (307,162) | 4,626,546 | 3,860,445 |
| March 31, 2011 | 3,031,095 | - | 3,031,095 | 2,949,182 | (81,913) | 2,949,182 | 2,370,633 |
| December 31, 2010 | 2,843,613 | - | 2,843,613 | 2,795,486 | (48,127) | 2,795,486 | 2,189,661 |
| September 30, 2010 | 3,666,523 | - | 3,666,523 | 3,544,040 | (122,482) | 3,544,040 | 2,935,440 |
| June 30, 2010 | 2,331,449 | - | 2,331,449 | 2,200,016 | (131,433) | 2,200,016 | 1,658,548 |
| March 31, 2010 | 3,606,733 | - | 3,606,733 | 3,269,444 | (337,290) | 3,269,444 | 2,259,717 |
| December 31, 2009 | 4,888,306 | - | 4,888,306 | 4,101,773 | (786,533) | 4,101,773 | 2,994,613 |
| September 30, 2009 | 10,338,099 | 207,960 | 10,546,059 | 9,768,287 | (777,772) | 9,768,287 | 6,661,983 |
| Totals | | \$ 207,960 | | | \$ (3,231,989) | | |

There were no impairments on loan-backed and structured securities for the three months ended June 30, 2014.

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 |
|---|-----------------------------|----------|----------|-----------|----------|
| Babson Capital Securities, LLC | Boston, MA | | | | YES |
| Baring Asset Management (Asia) Limited | Hong Kong | | | | YES |
| Baring International Investment Limited | London, UK | | | | YES |
| MML Distributors, LLC | Springfield, MA | | | | YES |
| MML Investment Advisers | Enfield, CT | | | | YES |
| MML Investors Services, LLC | Springfield, MA | | | | YES |
| MML Strategic Distributors, LLC | Springfield, MA | | | | YES |
| MMLISI Financial Alliances, LLC | Springfield, MA | | | | YES |
| OppenheimerFunds Distributor, Inc. | New York, NY | | | | YES |
| The MassMutual Trust Company, FSB | Enfield, CT | | 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 | \$ 3,373,902 |
| 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 | \$ 3,373,902 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ | \$ |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
 If no, attach a description with this statement.

STATEMENT AS OF JUNE 30, 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 | \$ 4,401,463 |
| 1.13 | Commercial Mortgages | \$ |
| 1.14 | Total Mortgages in Good Standing | \$ 4,401,463 |
| 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) | \$ 4,401,463 |
| 1.6 | Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter | |
| 1.61 | Farm Mortgages | \$ |
| 1.62 | Residential Mortgages | \$ |
| 1.63 | Commercial Mortgages | \$ |
| 1.64 | Total Mortgages Foreclosed and Transferred to Real Estate | \$ |
| 2. | Operating Percentages: | |
| 2.1 | A&H loss percent | % |
| 2.2 | A&H cost containment percent | % |
| 2.3 | A&H expense percent excluding cost containment expenses | % |
| 3.1 | Do you act as a custodian for health savings accounts? | Yes [] No [X] |
| 3.2 | If yes, please provide the amount of custodial funds held as of the reporting date | \$ |
| 3.3 | Do you act as an administrator for health savings accounts? | Yes [] No [X] |
| 3.4 | If yes, please provide the balance of the funds administered as of the reporting date | \$ |

STATEMENT AS OF JUNE 30, 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

| 1 NAIC Company Code | 2 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 JUNE 30, 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 | | | | | | |
|--|----------------------|-----|------------|--------|---|------------|-------------------------|
| | 2 | 3 | 4 | 5 | 6 | 7 | |
| Life Contracts | | | | | | | Life Insurance Premiums |
| States, Etc. | Active Status | | | | | | |
| 1. Alabama | AL | L | 138,036 | | | 138,036 | |
| 2. Alaska | AK | L | 7,509 | | | 7,509 | |
| 3. Arizona | AZ | L | 669,596 | | | 669,596 | |
| 4. Arkansas | AR | L | 36,737 | | | 36,737 | |
| 5. California | CA | L | 2,544,160 | | | 2,544,160 | |
| 6. Colorado | CO | L | 365,247 | 630 | | 365,877 | |
| 7. Connecticut | CT | L | 369,261 | | | 369,261 | |
| 8. Delaware | DE | L | 38,459 | | | 38,459 | |
| 9. District of Columbia | DC | L | 91,807 | | | 91,807 | |
| 10. Florida | FL | L | 1,085,892 | | | 1,085,892 | |
| 11. Georgia | GA | L | 397,664 | | | 397,664 | |
| 12. Hawaii | HI | L | 121,355 | | | 121,355 | |
| 13. Idaho | ID | L | 30,552 | | | 30,552 | |
| 14. Illinois | IL | L | 821,986 | | | 821,986 | |
| 15. Indiana | IN | L | 428,535 | | | 428,535 | |
| 16. Iowa | IA | L | 350,715 | 900 | | 351,615 | |
| 17. Kansas | KS | L | 232,960 | | | 232,960 | |
| 18. Kentucky | KY | L | 184,195 | 11,000 | | 195,195 | |
| 19. Louisiana | LA | L | 192,140 | | | 192,140 | |
| 20. Maine | ME | L | 158,787 | | | 158,787 | |
| 21. Maryland | MD | L | 667,561 | | | 667,561 | |
| 22. Massachusetts | MA | L | 529,999 | | | 529,999 | |
| 23. Michigan | MI | L | 1,168,962 | 1,300 | | 1,170,262 | |
| 24. Minnesota | MN | L | 243,435 | | | 243,435 | |
| 25. Mississippi | MS | L | 145,809 | | | 145,809 | |
| 26. Missouri | MO | L | 381,223 | 1,611 | | 382,834 | |
| 27. Montana | MT | L | 164,258 | | | 164,258 | |
| 28. Nebraska | NE | L | 237,758 | 900 | | 238,658 | |
| 29. Nevada | NV | L | 159,703 | | | 159,703 | |
| 30. New Hampshire | NH | L | 88,956 | | | 88,956 | |
| 31. New Jersey | NJ | L | 950,673 | | | 950,673 | |
| 32. New Mexico | NM | L | 46,173 | | | 46,173 | |
| 33. New York | NY | N | 85,170 | | | 85,170 | |
| 34. North Carolina | NC | L | 632,851 | | | 632,851 | |
| 35. North Dakota | ND | L | 4,760 | | | 4,760 | |
| 36. Ohio | OH | L | 747,950 | | | 747,950 | |
| 37. Oklahoma | OK | L | 571,486 | | | 571,486 | |
| 38. Oregon | OR | L | 260,765 | | | 260,765 | |
| 39. Pennsylvania | PA | L | 1,057,976 | | | 1,057,976 | |
| 40. Rhode Island | RI | L | 129,750 | | | 129,750 | |
| 41. South Carolina | SC | L | 453,955 | | | 453,955 | |
| 42. South Dakota | SD | L | 24,973 | | | 24,973 | |
| 43. Tennessee | TN | L | 399,393 | | | 399,393 | |
| 44. Texas | TX | L | 1,779,609 | | | 1,779,609 | |
| 45. Utah | UT | L | 191,555 | | | 191,555 | |
| 46. Vermont | VT | L | 23,945 | 600 | | 24,545 | |
| 47. Virginia | VA | L | 954,153 | | | 954,153 | |
| 48. Washington | WA | L | 409,074 | | | 409,074 | |
| 49. West Virginia | WV | L | 107,858 | | | 107,858 | |
| 50. Wisconsin | WI | L | 219,263 | 28,026 | | 247,289 | |
| 51. Wyoming | WY | L | 15,622 | | | 15,622 | |
| 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 | 111,229 | | | 111,229 | |
| 59. Subtotal | (a) | .50 | 21,231,440 | 44,967 | | 21,276,407 | |
| 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 | 146,258 | | | 146,258 | |
| 94. Aggregate or other amounts not allocable by State | | XXX | | | | | |
| 95. Totals (Direct Business) | | XXX | 21,377,698 | 44,967 | | 21,422,665 | |
| 96. Plus Reinsurance Assumed | | XXX | | | | | |
| 97. Totals (All Business) | | XXX | 21,377,698 | 44,967 | | 21,422,665 | |
| 98. Less Reinsurance Ceded | | XXX | 9,160,932 | | | 9,160,932 | |
| 99. Totals (All Business) less Reinsurance Ceded | | XXX | 12,216,766 | 44,967 | | 12,261,733 | |
| DETAILS OF WRITE-INS | | | | | | | |
| 58001. Other foreign | | XXX | 111,229 | | | 111,229 | |
| 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 | 111,229 | | | 111,229 | |
| 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 |
| 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 |
| Haven Life Insurance Agency, Inc. | 46-2252944 | | 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 |
| MassMutual Ventures LLC | 47-1296410 | | Delaware |
| MM Caerulus Holdco US LLC | None | | 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 |

*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 Guardian Limited | None | | Hong Kong |
| MassMutual Insurance Consultants Limited | None | | Hong Kong |
| MassMutual Services Limited | None | | Hong Kong |
| MassMutual Trustees Limited | None | | Hong Kong |
| Protective Capital (International) Limited | None | | Hong Kong |
| MassMutual Life Insurance Company | None | | Japan |
| MassMutual Internacional (Chile) SpA | None | | Chile |
| MassMutual (Chile) Limitada | None | | Chile |
| Compañía de Seguros CorpVida S.A. | None | | Chile |
| MM Asset Management Holding LLC | 45-4000072 | | Delaware |
| Babson Capital Management LLC | 51-0504477 | | Delaware |
| Babson Capital Finance LLC | 80-0875475 | | Delaware |
| BCF Europe Funding Limited | None | | Ireland |
| Babson Capital Securities LLC | 04-3238351 | | Delaware |
| Babson Capital Guernsey Limited | 98-0437588 | | Guernsey |
| Babson Capital Europe Limited | 98-0432153 | | United Kingdom |
| Almack Mezzanine GP III Limited | None | | United Kingdom |
| Almack Holding Partnership GP Limited | None | | United Kingdom |
| Almack Mezzanine Fund Limited | None | | United Kingdom |
| Almack Mezzanine Fund II Limited | None | | United Kingdom |
| Babson Capital Global Advisors Limited | None | | United Kingdom |
| Babson Capital Japan KK | None | | Japan |
| Cornerstone Real Estate Advisers LLC | 55-0878489 | | Delaware |
| Cornerstone Real Estate Advisers Inc. | 04-3238351 | | California |
| Cornerstone Real Estate Advisers Japan K.K. | None | | Japan |
| Cornerstone Real Estate UK Holdings Limited | None | | Delaware |
| Cornerstone Real Estate UK (No. 2) Limited | 98-0654401 | | United Kingdom |
| Cornerstone Real Estate Advisers Europe LLP | 98-0654388 | | United Kingdom |
| Cornerstone Real Estate Advisers Europe Finance LLP | 98-0654412 | | United Kingdom |
| Babson Capital Asia Limited | None | | Hong Kong |
| Babson Capital Australia Holding Company Pty Ltd. | None | | Australia |
| Babson Capital Australia Pty Ltd. | None | | Australia |
| Babson Capital Cornerstone Asia Limited | None | | Hong Kong |
| Wood Creek Capital Management LLC | 04-1590850 | | Delaware |
| Wood Creek Index Company, LLC | 26-3115362 | | Delaware |
| Ceres Farms Holdings W, LLC | 45-4848428 | | Delaware |
| CERES WCMF Farms, LLC | 45-3914146 | | Delaware |
| Eighth Note, Inc. | 46-2198442 | | Delaware |
| GFL Holdings, LLC | 46-5205078 | | Delaware |
| U.S. WIG Holdings, LP | 46-1500495 | | 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> |
|--|-----------------------|---------------------|--------------------------|
| US Trailer Holdings LLC | 90-0841497 | | Delaware |
| WC Aircraft Holdings US II, LLC | 46-3378584 | | Delaware |
| Wood Creek Aircraft Holding I, LP | None | | Cayman Islands |
| 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 |
| 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 |
| Somerset Special Opportunities Management LLC | 04-1590850 | | Delaware |
| Winterset Management LLC | 04-1590850 | | Delaware |
| Oppenheimer Acquisition Corp. | 84-1149206 | | Delaware |
| OppenheimerFunds, Inc. | 13-2527171 | | Colorado |
| OppenheimerFunds Distributor, Inc. | 13-2953455 | | New York |
| Oppenheimer Real Asset Management, Inc. | 84-1106295 | | Delaware |
| OFI Global Institutional, Inc. | 13-4160541 | | New York |
| OFI Global Trust Company | 13-3459790 | | New York |
| HarbourView Asset Management Corporation | 22-2697140 | | New York |
| Trinity Investment Management Corporation | 25-1951632 | | Pennsylvania |
| OFI SteelPath, Inc. | 84-1128397 | | Delaware |
| Shareholder Services, Inc. | 84-1066811 | | Colorado |
| OFI Global Asset Management, Inc. | 84-0765063 | | Delaware |
| OFI Private Investments Inc. | 91-2036414 | | New York |
| Tremont Group Holdings, Inc. | 62-1210532 | | New York |
| Tremont Partners, Inc. | 06-1121864 | | Connecticut |
| Tremont Capital Management (Ireland) Limited | None | | Ireland |
| Tremont GP, Inc. | 20-8215352 | | Delaware |
| Settlement Agent LLC | 90-0874510 | | Delaware |
| Tremont (Bermuda) Limited | None | | Bermuda |
| MassMutual Baring Holding LLC | 04-1590850 | | Delaware |
| Baring North America LLC | 98-0241935 | | Massachusetts |
| MassMutual Holdings (Bermuda) Limited | None | | Bermuda |
| Baring Asset Management Limited | 98-0241935 | | United Kingdom |
| Baring International Investment Limited | 98-0457328 | | United Kingdom |

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

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

PART 1 – ORGANIZATIONAL CHART

| | <u>Federal Tax ID</u> | <u>NAIC Co Code</u> | <u>State of Domicile</u> |
|--|-----------------------|---------------------|--------------------------|
| Baring International 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 |
| 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 |
| Society of Grownups, LLC | 47-1466022 | | Massachusetts |
| MML Mezzanine Investor II, LLC | 04-1590850 | | Delaware |
| MML Mezzanine Investor III, LLC | 04-1590850 | | Delaware |
| MassMutual External Benefits Group LLC | 27-3576835 | | Delaware |
| MML Re Finance LLC | 04-1590850 | | Delaware |
| MP-Apts, LLC | 04-1590850 | | Delaware |
| Other Affiliates: | | | |
| 580 Walnut Cincinnati LLC | 27-4349154 | | Delaware |
| C A F I, Inc. | 52-2274685 | | Maryland |
| Invicta Advisors LLC | 56-2574604 | | Delaware |
| Jefferies Finance LLC* | 27-0105644 | | Delaware |
| MML Private Equity Fund Investor LLC | 04-1590850 | | Delaware |
| 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 |

*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 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 |
| 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 |
| 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 |

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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> |
|---|-----------------------|---------------------|--------------------------|
| 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 |
| 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 |
| Whately CDO, Ltd. | None | | Cayman Islands |
| Winterset Capital Partners, L.P.* | None | | Cayman Islands |
| Wood Creek Multi Asset Fund, L.P. | 20-4981369 | | Delaware |
| Wood Creek Venture Fund LLC | 04-1590850 | | Massachusetts |
| Baring Affiliates & Funds: | | | |
| Baring All Country World ex US Equity Fund | 45-4184261 | | Delaware |
| Baring Emerging Market Corp Debt Fund | None | | Ireland |
| Baring Focused EAFE Equity Fund | 11-3789446 | | Delaware |
| Baring 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: | | | |
| 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 |
| Ygnatio Valley Funding | 20-5481477 | | Delaware |
| AT Mid-Atlantic Office Portfolio LLC* | 45-2779931 | | Delaware |
| Babson Mezzanine Realty Investors I* | 20-4570515 | | 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> |
|---|-----------------------|---------------------|--------------------------|
| 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 |
| 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 |
| 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 |
| MMI/Hines Harrison LLC* | 46-5347643 | | Delaware |
| MM Woodfield Martingale LLC* | 46-4077059 | | Delaware |
| PO Parsippany Office Portfolio LLC* | 46-0808569 | | Delaware |
| Red Lake Ventures LLC | 46-5460309 | | 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 |

*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> |
|--|-----------------------|---------------------|--------------------------|
| 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 Core Bond Fund | 04-3277549 | | Massachusetts |
| MassMutual Premier Disciplined Growth Fund | 04-3539084 | | Massachusetts |
| MassMutual Premier Disciplined Value Fund | 04-3539084 | | Massachusetts |
| MassMutual Premier Diversified Bond Fund | 04-3464165 | | Massachusetts |
| MassMutual Premier Focused International Fund | 02-0754273 | | Massachusetts |
| MassMutual Premier Global Fund | 51-0529334 | | 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 Main Street Fund | 51-0529328 | | Massachusetts |
| MassMutual Premier Short-Duration Bond Fund | 04-3212057 | | 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 Blackrock Global Allocation Fund | 27-1028263 | | Massachusetts |
| MassMutual Select Blue Chip Growth Fund | 04-3556992 | | Massachusetts |
| MassMutual Select Diversified International Fund | 14-1980900 | | Massachusetts |
| MassMutual Select Diversified Value Fund | 01-0821120 | | Massachusetts |
| MassMutual Select Focused Value Fund | 04-3512590 | | Massachusetts |
| MassMutual Select Fundamental Growth Fund | 04-3512593 | | 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 MSCI EAFE International Index Fund | 45-5357167 | | Massachusetts |
| MassMutual Select Overseas Fund | 04-3557000 | | Massachusetts |
| MassMutual Select PIMCO Total Return Fund | 27-2377446 | | Massachusetts |
| MassMutual Select Russell 2000 Small Cap Index Fund | 45-5366542 | | Massachusetts |
| MassMutual Select S&P 500 Index Fund | 04-3410047 | | Massachusetts |
| MassMutual Select Small Cap Growth Equity Fund | 04-3464205 | | Massachusetts |
| MassMutual Select Small Capital Value Equity Fund | 02-0769954 | | Massachusetts |
| MassMutual Select Small Company Growth Fund | 04-3584141 | | Massachusetts |

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

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

PART 1 – ORGANIZATIONAL CHART

| | <u>Federal Tax ID</u> | <u>NAIC Co Code</u> | <u>State of Domicile</u> |
|---|-----------------------|---------------------|--------------------------|
| MassMutual Select Small Company Value Fund | 04-3584140 | | Massachusetts |
| MassMutual Select S&P Mid Cap Index Fund | 45-5349772 | | Massachusetts |
| MassMutual Select Strategic Bond Fund | 26-0099965 | | Massachusetts |
| MML Series Investment Funds: | | | |
| MML International Equity Fund | 46-4257056 | | Massachusetts |
| MassMutual RetireSMART Funds: | | | |
| MassMutual RetireSMART 2010 Fund | 03-0532456 | | Massachusetts |
| MassMutual RetireSMART 2015 Fund | 27-1933828 | | Massachusetts |
| MassMutual RetireSMART 2020 Fund | 03-0532467 | | Massachusetts |
| MassMutual RetireSMART 2025 Fund | 27-1933753 | | Massachusetts |
| MassMutual RetireSMART 2030 Fund | 03-0532468 | | Massachusetts |
| MassMutual RetireSMART 2035 Fund | 27-1933389 | | Massachusetts |
| MassMutual RetireSMART 2040 Fund | 03-0532471 | | Massachusetts |
| MassMutual RetireSMART 2045 Fund | 27-1932769 | | Massachusetts |
| MassMutual RetireSMART 2050 Fund | 26-1345332 | | Massachusetts |
| MassMutual RetireSMART 2055 Fund | 46-3289207 | | Massachusetts |
| MassMutual RetireSMART Conservative Fund | 45-1618155 | | Massachusetts |
| MassMutual RetireSMART Growth Fund | 45-1618222 | | Massachusetts |
| MassMutual RetireSMART In Retirement Fund | 03-0532464 | | Massachusetts |
| MassMutual RetireSMART Moderate Fund | 45-1618262 | | Massachusetts |
| MassMutual RetireSMART Moderate Growth Fund | 45-1618046 | | 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 |

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

STATEMENT AS OF JUNE 30, 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 | | | 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 | | | 46-2252944 | | | | Haven Life Insurance Agency, Inc | 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 JUNE 30, 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 | | | 47-1296410 | | | | MassMutual Ventures LLC | ..DE | ..NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
|0000 | | | | | | | MM Caerulus Holdco US LLC | ..DE | ..NIA | MassMutual Holding LLC | Ownership | 100.000 | MMLIC | |
|0000 | | | 04-1590850 | | | | MM Rothesay 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 | |

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|------------|------------|-------------------|-------------------|--------------|------------|--|--|----------------------|----------------------------------|---|--|--|--|----|
| Group Code | Group Name | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | * |
|0000 | | | | | | | Babson Capital Australia Pty Ltd. | ..AUS |NIA | Babson Capital Australia Holding Company Pty Ltd. | Ownership | ..100.000 | MMLIC | |
|0000 | | | 04-1590850 | | | | Babson Capital Cornerstone Asia Limited | ..HKG |NIA | Babson Capital Management LLC | Ownership | ..100.000 | MMLIC | |
|0000 | | | 26-3115362 | | | | Wood Creek Capital Management LLC | ..DE |NIA | Babson Capital Management LLC | Ownership | ..100.000 | MMLIC | |
|0000 | | | | | | | Wood Creek Index Company, LLC | ..DE |NIA | Wood Creek Capital Management LLC | Ownership | ..100.000 | MMLIC | |
|0000 | | | 45-4848428 | | | | Ceres Farms Holdings W, LLC | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..41.700 | MMLIC | |
|0000 | | | 45-4848428 | | | | Ceres Farms Holdings W, LLC | ..DE |NIA | Wood Creek Capital Management LLC | Management | | MMLIC | |
|0000 | | | 45-3914146 | | | | CERES WCMF Farms, LLC | ..DE |NIA | Wood Creek Capital Management LLC | Management | | MMLIC | |
|0000 | | | 46-2198442 | | 0001574089 | | Eighth Note, Inc. | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..15.300 | MMLIC | |
|0000 | | | 46-2198442 | | 0001574089 | | Eighth Note, Inc. | ..DE |NIA | Wood Creek Capital Management LLC | Management | | MMLIC | |
|0000 | | | 46-5205078 | | | | GFL Holdings, LLC | ..DE |NIA | Wood Creek Capital Management LLC | Management | | MMLIC | |
|0000 | | | 46-5205078 | | | | GFL Holdings, LLC | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..12.500 | MMLIC | |
|0000 | | | 46-1500495 | | | | U.S. WIG Holdings, LP | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..11.700 | MMLIC | |
|0000 | | | 46-1500495 | | | | U.S. WIG Holdings, LP | ..DE |NIA | Wood Creek Capital Management LLC | Management | | MMLIC | |
|0000 | | | 46-1500495 | | | | U.S. WIG Holdings, LP | ..DE |NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | 90-0841497 | | | | US Trailer Holdings LLC | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..19.200 | MMLIC | |
|0000 | | | 90-0841497 | | | | US Trailer Holdings LLC | ..DE |NIA | Wood Creek Capital Management LLC | Management | | MMLIC | |
|0000 | | | 46-3378584 | | | | WC Aircraft Holdings US II, LLC | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..17.900 | MMLIC | |
|0000 | | | 46-3378584 | | | | WC Aircraft Holdings US II, LLC | ..DE |NIA | Wood Creek Capital Management LLC | Management | | MMLIC | |
|0000 | | | 46-3378584 | | | | WC Aircraft Holdings US II, LLC | ..DE |NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | | | Wood Creek Aircraft Holding I, LP | ..CYM |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..12.100 | MMLIC | |
|0000 | | | | | | | Wood Creek Aircraft Holding I, LP | ..CYM |NIA | Wood Creek Capital Management LLC | Management | | 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 | | | 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 | |

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|------------|------------|-------------------|-------------------|--------------|------------|--|--|----------------------|----------------------------------|---|--|--|--|----|
| Group Code | Group Name | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | * |
| .0000 | | | 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 | |
| .0000 | | | | | | | Baring International Investment Management Holdings | .GBR | NIA | Baring Asset Management Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Asset Management UK Holdings Limited | .GBR | NIA | Baring International Investment Management Holdings | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Asset Management GmbH | .DEU | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Asset Management (Asia) Holdings Limited | .HKG | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0524271 | | | | Baring International Fund Managers (Bermuda) Limited | .BMU | NIA | Baring Asset Management (Asia) Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | 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) Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Asset Management (Japan) Limited | .JPN | NIA | Baring Asset Management (Asia) Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Asset Management (Australia) Pty Limited | .AUS | NIA | Baring Asset Management (Asia) Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 98-0457465 | | | | Baring International Fund Managers (Ireland) Limited | .JRL | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | Baring Asset Management Switzerland Sarl | .CHE | NIA | Baring Asset Management UK Holdings Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | | | | | 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 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 | |

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| Group Code | Group Name | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | * |
| .0000 | | | 98-0457578 | | | | Baring Investment Services Limited MassMutual International Holding MSC, Inc. | GBR | NIA | Baring Asset Management Limited | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3548444 | | | | MassMutual Holding LLC | 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 | | | 47-1466022 | | | | Society of Grownups, LLC | MA | NIA | MassMutual Holding LLC | 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 | | | 56-2574604 | | | | Invicta Advisors LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 89.000 | MMLIC | |
| .0000 | | | 27-0105644 | | | | Jefferies Finance LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 45.000 | MMLIC | 1 |
| .0000 | | | 27-0105644 | | | | Jefferies Finance LLC | DE | NIA | Babson Capital Management LLC | Ownership | 5.000 | MMLIC | |
| .0000 | | | 04-1590850 | | 0000067160 | | MML Private Equity Fund Investor LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 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 | 35.600 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund I LP | GBR | NIA | C.M. Life Insurance Company | Ownership | 4.000 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund I LP | GBR | NIA | Babson Capital Europe Limited | Management | | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund II Unleveraged LP | GBR | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 71.300 | 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 | 33.000 | MMLIC | |
| .0000 | | | | | | | Almack Mezzanine Fund III LP | GBR | NIA | C.M. Life Insurance Company | Ownership | 4.100 | 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 | 7.100 | 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 | 0.600 | MMLIC | |

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| .0000 | | | | | 0001582591 | | Babson Capital Global Investment Fund 2 plc | JRL | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 21.800 | 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 | 52.900 | MMLIC | |
| .0000 | | | 37-1506417 | | | | Babson Capital Loan Strategies Fund, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 78.400 | 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 | 14 |
| .0000 | | | 98-1128827 | | | | Babson CLO Ltd. 2013-II | CYM | NIA | Babson Capital Management LLC | Influence | | MMLIC | 15 |
| .0000 | | | | | | | Babson CLO Ltd. 2014-I | CYM | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Babson Euro CLO 2014-I BV | NLD | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | 46-3133952 | | | | Babson Global Floating Rate Fund | MA | NIA | Babson Capital Management LLC | Ownership | 45.400 | MMLIC | |
| .0000 | | | | | | | Babson Global Income Opportunities Credit Fund | MA | NIA | Babson Capital Management LLC | Ownership | 84.300 | MMLIC | |
| .0000 | | | 46-3119764 | | | | 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 | 95.900 | MMLIC | |
| .0000 | | | 98-0536233 | | | | Benton Street Partners I, L.P. | CYM | NIA | Babson Capital Management LLC | Management | | MMLIC | |
| .0000 | | | 98-0536233 | | | | Benton Street Partners I, L.P. | CYM | NIA | C.M. Life Insurance Company | Ownership | 0.100 | MMLIC | |
| .0000 | | | | | | | Benton Street Partners I, L.P. | CYM | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 4.000 | MMLIC | |
| .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 ODO II, Ltd. | CYM | NIA | Babson Capital Management LLC | Influence | | MMLIC | 12 |
| .0000 | | | | | | | Connecticut Valley Structured Credit ODO III, Ltd. | CYM | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Diamond Lake CLO, Ltd. | CYM | NIA | Babson Capital Management LLC | Influence | | MMLIC | 4 |
| .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 | | | | | | | Duchess VI CLO B.V. | GBR | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | 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 | 74.900 | 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 | |

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| Group Code | Group Name | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | * |
| .0000 | | | 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 | 85.500 | 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 | |
| .0000 | | | | | | | Saint James River CDO, Ltd. | CYM | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Salomon Trust 2001-IM | DE | NIA | Cornerstone Real Estate Advisers LLC | Influence | | MMLIC | |
| .0000 | | | | | | | Sapphire Valley CDO I, Ltd. | CYM | NIA | Babson Capital Management LLC | 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 | Massachusetts Mutual Life Insurance Company | Ownership | 31.600 | 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 | | | 46-3123110 | | | | Sweet Tree Holding 1 LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 74.500 | MMLIC | |
| .0000 | | | 04-3722906 | | 0001228752 | | Tower Square Capital Partners, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 41.200 | 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 | 6.100 | 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 | 6.100 | MMLIC | |
| .0000 | | | 32-0160190 | | | | Tower Square Capital Partners II-A, L.P. | DE | NIA | Massachusetts Mutual Life Insurance 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 | |

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| Group Code | Group Name | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | * |
|0000 | | | 41-2280127 | | 0001447547 | | Tower Square Capital Partners III, L.P. | DE | NIA | MassMutual Holding LLC | Ownership | 5.000 | MMLIC | |
|0000 | | | 41-2280127 | | 0001447547 | | Tower Square Capital Partners III, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 16.200 | MMLIC | |
|0000 | | | 41-2280129 | | 0001447548 | | Tower Square Capital Partners IIIA, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 86.500 | 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 | 21.300 | 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 | | | | | | | Whately CDO, Ltd. | CYM | NIA | Babson Capital Management LLC | Influence | | MMLIC | |
|0000 | | | | | 0001324680 | | Winterset Capital Partners, L.P. | CYM | NIA | Massachusetts Mutual Life Insurance 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 | | | 20-4981369 | | 0001371601 | | Wood Creek Multi Asset Fund, L.P. | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
|0000 | | | 20-4981369 | | 0001371601 | | Wood Creek Multi Asset Fund, L.P. | DE | NIA | Babson Capital Management LLC | Management | | MMLIC | |
|0000 | | | 04-1590850 | | | | Wood Creek Venture Fund LLC | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 60.000 | MMLIC | |
|0000 | | | 45-4184261 | | 0001547286 | | Baring All Country World ex US Equity Fund | DE | NIA | Baring Asset Management Limited | Influence | | MMLIC | |
|0000 | | | | | | | Baring Emerging Market Corp Debt Fund | JRL | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 65.900 | MMLIC | |
|0000 | | | | | | | Baring Emerging Market Corp Debt Fund | JRL | NIA | Baring Asset Management Limited | Management | | MMLIC | |
|0000 | | | 11-3789446 | | | | Baring Focused EAFE Equity Fund | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 14.300 | MMLIC | |
|0000 | | | 11-3789446 | | | | Baring Focused EAFE Equity Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
|0000 | | | 30-0607379 | | 0001497049 | | Baring Global Dynamic Asset Allocation Fund | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 50.300 | MMLIC | |
|0000 | | | 30-0607379 | | 0001497049 | | Baring Global Dynamic Asset Allocation Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
|0000 | | | 39-2059577 | | 0001491482 | | Baring International Equity Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
|0000 | | | | | | | Baring International Small Cap Equity Fund | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
|0000 | | | 26-4142796 | | | | Baring International Small Cap Equity Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
|0000 | | | 46-1197222 | | | | Baring World Equity Fund | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
|0000 | | | 26-1896226 | | | | Multi-Employer Global Aggregate Diversified Portfolio | DE | NIA | Baring Asset Management Limited | Management | | MMLIC | |
|0000 | | | 20-2548283 | | | | 12-18 West 55th Street Predevelopment, LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 88.200 | MMLIC | |
|0000 | | | 20-2548283 | | | | 12-18 West 55th Street Predevelopment, LLC | DE | NIA | C.M. Life Insurance Company | Ownership | 7.700 | MMLIC | |
|0000 | | | 46-4803557 | | | | 2 Harbor Shore Member LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 91.000 | MMLIC | |
|0000 | | | 46-4803557 | | | | 2 Harbor Shore Member LLC | DE | NIA | C.M. Life Insurance Company | Ownership | 9.000 | MMLIC | |
|0000 | | | 45-5257904 | | | | 21 West 86 LLC | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 91.200 | MMLIC | |
|0000 | | | 45-5257904 | | | | 21 West 86 LLC | DE | NIA | C.M. Life Insurance Company | Ownership | 4.800 | MMLIC | |

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| Group Code | Group Name | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | * |
|0000 | | | 45-2779931 | | | | AT Mid-Atlantic Office Portfolio LLC | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..90.000 | MMLIC | |
|0000 | | | 45-2779931 | | | | AT Mid-Atlantic Office Portfolio LLC | ..DE |NIA | C.M. Life Insurance Company | Ownership | ..10.000 | MMLIC | |
|0000 | | | 20-4570515 | | 0001362970 | | Babson Mezzanine Realty Investors I | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..35.800 | MMLIC | |
|0000 | | | 20-4570515 | | 0001362970 | | Babson Mezzanine Realty Investors I | ..DE |NIA | C.M. Life Insurance Company | Ownership | ..1.900 | MMLIC | |
|0000 | | | 20-4570515 | | 0001362970 | | Babson Mezzanine Realty Investors I | ..DE |NIA | Cornerstone Real Estate Advisers LLC | Management | | MMLIC | |
|0000 | | | 24-1446970 | | 0001362970 | | Babson Mezzanine Realty Investors II | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..69.800 | MMLIC | |
|0000 | | | 24-1446970 | | 0001362970 | | Babson Mezzanine Realty Investors II | ..DE |NIA | Cornerstone Real Estate Advisers LLC | Management | | MMLIC | |
|0000 | | | 04-1590850 | | | | CHC/RFP VI Core LLC | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..100.000 | MMLIC | |
|0000 | | | 06-1595820 | | | | Cornerstone Apartment Fund I, LLC | ..DE |NIA | Cornerstone Real Estate Advisers LLC | Influence | | MMLIC | |
|0000 | | | 20-5786329 | | 0001386622 | | Cornerstone Apartment Venture III, LLC | ..DE |NIA | Cornerstone Real Estate Advisers LLC | Influence | | MMLIC | |
|0000 | | | 56-2639862 | | | | Cornerstone Austin Park Central I LP | ..DE |NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..91.000 | MMLIC | |
|0000 | | | 56-2639862 | | | | Cornerstone Austin Park Central I LP | ..DE |NIA | C.M. Life Insurance Company | Ownership | ..9.000 | MMLIC | |
|0000 | | | 27-1701733 | | 0001481753 | | Cornerstone Core Mortgage Fund I LP | ..DE |NIA | Cornerstone Real Estate Advisers LLC | Management | | MMLIC | |
|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 | ..49.900 | 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 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 | |

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| Group Code | Group Name | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries Or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | * |
|0000 | | | 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 | | | 46-1586427 | | | | Gracechurch London Holdings LLC | ..DE | ..NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..96.000 | MMLIC | |
|0000 | | | 46-1586427 | | | | Gracechurch London Holdings LLC | ..DE | ..NIA | C.M. Life Insurance Company | Ownership | ..4.000 | MMLIC | |
|0000 | | | 20-8298948 | | | | Hanover Preferred Facility LLC | ..DE | ..NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..45.000 | MMLIC | |
|0000 | | | 20-8298948 | | | | Hanover Preferred Facility LLC | ..DE | ..NIA | C.M. Life Insurance Company | Ownership | ..5.000 | MMLIC | |
|0000 | | | 20-8298948 | | | | Hanover Preferred Facility LLC | ..DE | ..NIA | Cornerstone Real Estate Advisers LLC | Management | | MMLIC | |
|0000 | | | | | | | Infinity SCD Ltd | ..GBR | ..NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..4.200 | MMLIC | |
|0000 | | | 20-4819358 | | | | Johnston Groves LLC | ..DE | ..NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..57.200 | MMLIC | |
|0000 | | | 20-5984759 | | | | Metropolitan At Lorton | ..DE | ..NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..93.500 | MMLIC | |
|0000 | | | 20-5984759 | | | | Metropolitan At Lorton | ..DE | ..NIA | C.M. Life Insurance Company | Ownership | ..6.500 | MMLIC | |
|0000 | | | 46-3317841 | | | | MM Greenhill Office LLC | ..DE | ..NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..81.000 | MMLIC | |
|0000 | | | 46-3317841 | | | | MM Greenhill Office LLC | ..DE | ..NIA | C.M. Life Insurance Company | Ownership | ..19.000 | MMLIC | |
|0000 | | | 46-5347643 | | | | MMI/Hines Harrison LLC | ..DE | ..NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..92.000 | MMLIC | |
|0000 | | | 46-5347643 | | | | MMI/Hines Harrison LLC | ..DE | ..NIA | C.M. Life Insurance Company | Ownership | ..8.000 | 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 | | | 46-5460309 | | | | Red Lake Ventures LLC | ..DE | ..NIA | Massachusetts Mutual Life Insurance Company | Ownership | ..31.500 | 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 | |

STATEMENT AS OF JUNE 30, 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 | | | 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 | 4.200 | MMLIC | |
| .0000 | | | 04-3277549 | | 0000927972 | 00 | MassMutual Premier Core Bond Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.000 | MMLIC | |
| .0000 | | | 04-3539083 | | 0000927972 | 00 | MassMutual Premier Disciplined Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.200 | MMLIC | |
| .0000 | | | 04-3539084 | | 0000927972 | 00 | MassMutual Premier Disciplined Growth Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.200 | MMLIC | |
| .0000 | | | 04-3464165 | | 0000927972 | 00 | MassMutual Premier Diversified Bond Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 02-0754273 | | 0000927972 | 00 | MassMutual Premier Focused International Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 51-0529334 | | 0000927972 | 00 | MassMutual Premier Global Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3520009 | | 0000927972 | 00 | MassMutual Premier High Yield Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 15.500 | MMLIC | |
| .0000 | | | 03-0532475 | | 0000927972 | 00 | MassMutual Premier Inflation-Protected and Income Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 9.900 | MMLIC | |
| .0000 | | | 04-3212044 | | 0000927972 | 00 | MassMutual Premier International Equity Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 3.400 | MMLIC | |
| .0000 | | | 51-0529328 | | 0000927972 | 00 | MassMutual Premier Main Street Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 73.700 | MMLIC | |
| .0000 | | | 04-3212057 | | 0000927972 | 00 | MassMutual Premier Short-Duration Bond Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
| .0000 | | | 04-3224705 | | 0000927972 | 00 | MassMutual Premier Small/Mid Cap Opportunities Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 10.400 | MMLIC | |
| .0000 | | | 26-3229251 | | 0000927972 | 00 | MassMutual Premier Strategic Emerging Markets Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 61.400 | MMLIC | |
| .0000 | | | 04-3277550 | | 0000927972 | 00 | MassMutual Premier Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 98.200 | MMLIC | |
| .0000 | | | 27-1028263 | | 0000916053 | 00 | MassMutual Select Blackrock Global Allocation Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.100 | MMLIC | |
| .0000 | | | 04-3556992 | | 0000916053 | 00 | MassMutual Select Blue Chip Growth Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 3.900 | MMLIC | |
| .0000 | | | 14-1980900 | | 0000916053 | 00 | MassMutual Select Diversified International Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.700 | MMLIC | |

STATEMENT AS OF JUNE 30, 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 | | | 01-0821120 | | 0000916053 | QQ | MassMutual Select Diversified Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.200 | MMLIC | |
| ...0000 | | | 04-3512590 | | 0000916053 | QQ | MassMutual Select Focused Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 3.400 | MMLIC | |
| ...0000 | | | 04-3512593 | | 0000916053 | QQ | MassMutual Select Fundamental Growth Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.300 | MMLIC | |
| ...0000 | | | 04-3584138 | | 0000916053 | QQ | MassMutual Select Fundamental Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 3.300 | MMLIC | |
| ...0000 | | | 04-3512589 | | 0000916053 | QQ | MassMutual Select Growth Opportunities Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.900 | MMLIC | |
| ...0000 | | | 04-3513019 | | 0000916053 | QQ | MassMutual Select Large Cap Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.400 | 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 | 100.000 | MMLIC | |
| ...0000 | | | 45-5357167 | | 0000916053 | QQ | MassMutual Select MSCI EAFE International Index Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.000 | MMLIC | |
| ...0000 | | | 04-3557000 | | 0000916053 | QQ | MassMutual Select Overseas Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 4.700 | MMLIC | |
| ...0000 | | | 27-2377446 | | 0000916053 | QQ | MassMutual Select PIMCO Total Return Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 99.900 | MMLIC | |
| ...0000 | | | 45-5366542 | | 0000916053 | QQ | MassMutual Select Russell 2000 Small Cap Index Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.800 | MMLIC | |
| ...0000 | | | 04-3410047 | | 0000916053 | QQ | MassMutual Select S&P 500 Index Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.400 | MMLIC | |
| ...0000 | | | 04-3464205 | | 0000916053 | QQ | MassMutual Select Small Cap Growth Equity Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 5.000 | MMLIC | |
| ...0000 | | | 02-0769954 | | 0000916053 | QQ | MassMutual Select Small Capital Value Equity Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.600 | MMLIC | |
| ...0000 | | | 04-3584141 | | 0000916053 | QQ | MassMutual Select Small Company Growth Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.900 | MMLIC | |
| ...0000 | | | 04-3584140 | | 0000916053 | QQ | MassMutual Select Small Company Value Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.600 | MMLIC | |
| ...0000 | | | 45-5349772 | | 0000916053 | QQ | MassMutual Select S&P Mid Cap Index Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 4.100 | MMLIC | |
| ...0000 | | | 26-0099965 | | 0000916053 | QQ | MassMutual Select Strategic Bond Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.500 | MMLIC | |
| ...0000 | | | 46-4257056 | | 0000067160 | | MML International Equity Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 0.100 | MMLIC | |
| ...0000 | | | 03-0532456 | | 0000916053 | | MassMutual RetireSMART 2010 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 14.400 | MMLIC | |
| ...0000 | | | 27-1933828 | | 0000916053 | | MassMutual RetireSMART 2015 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.200 | MMLIC | |
| ...0000 | | | 03-0532467 | | 0000916053 | | MassMutual RetireSMART 2020 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.300 | MMLIC | |
| ...0000 | | | 27-1933753 | | 0000916053 | | MassMutual RetireSMART 2025 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.300 | MMLIC | |
| ...0000 | | | 03-0532468 | | 0000916053 | | MassMutual RetireSMART 2030 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.100 | MMLIC | |

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STATEMENT AS OF JUNE 30, 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 | | | 27-1933389 | | 0000916053 | | MassMutual RetireSMART 2035 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.300 | MMLIC | |
|0000 | | | 03-0532471 | | 0000916053 | | MassMutual RetireSMART 2040 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 2.900 | MMLIC | |
|0000 | | | 27-1932769 | | 0000916053 | | MassMutual RetireSMART 2045 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 7.600 | MMLIC | |
|0000 | | | 26-1345332 | | 0000916053 | | MassMutual RetireSMART 2050 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 4.800 | MMLIC | |
|0000 | | | 46-3289207 | | 0000916053 | | MassMutual RetireSMART 2055 Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 61.900 | MMLIC | |
|0000 | | | 45-1618155 | | 0000916053 | | MassMutual RetireSMART Conservative Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
|0000 | | | 45-1618222 | | 0000916053 | | MassMutual RetireSMART Growth Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
|0000 | | | 03-0532464 | | 0000916053 | | MassMutual RetireSMART In Retirement Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 9.800 | MMLIC | |
|0000 | | | 45-1618262 | | 0000916053 | | MassMutual RetireSMART Moderate Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
|0000 | | | 45-1618046 | | 0000916053 | | MassMutual RetireSMART Moderate Growth Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 100.000 | MMLIC | |
|0000 | | | 45-3417590 | | 0001530245 | | HarbourView CLO 2006-1 Limited | CYM | NIA | OppenheimerFunds, Inc. | Influence | | MMLIC | |
|0000 | | | 45-3417590 | | 0001530245 | | Oppenheimer Global High Yield Fund | DE | NIA | OppenheimerFunds, Inc. | Ownership | 74.700 | MMLIC | |
|0000 | | | 46-1604428 | | 0001562689 | | Oppenheimer Global Real Estate Fund | DE | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 50.200 | MMLIC | |
|0000 | | | 46-1604428 | | 0001562689 | | Oppenheimer Global Real Estate Fund | DE | NIA | C.M. Life Insurance Company | Ownership | 4.100 | MMLIC | |
|0000 | | | 13-3867060 | | 0001005728 | | Oppenheimer International Growth Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | | MMLIC | |
|0000 | | | 84-1073463 | | 0001116894 | | Oppenheimer Main Street Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.700 | MMLIC | |
|0000 | | | 22-3849391 | | 0001163166 | | Oppenheimer Real Estate Fund | MA | NIA | Massachusetts Mutual Life Insurance Company | Ownership | 1.800 | MMLIC | |

| Asterisk | Explanation |
|----------|--|
| 1 | Massachusetts Mutual Life Insurance Company owns 3.70% of the affiliated debt of Jefferies Finance LLC |
| 2 | Debt investors own 18% and include Connecticut Valley Structured Credit CDO IV, Ltd., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, Babson Capital Loan Strategies Fund, L.P., and Sapphire Valley CDO I, Ltd. |
| 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 | Debt investors own 1% and include Sapphire Valley CDO I, Ltd. |
| 5 | Partnership investors own 99% and include Babson Credit Strategies Fund, L.P. and Babson Credit Strategies. |
| 6 | Fugu Credit Plc owns 100% of the Fugu CLO B.V. assets |
| 7 | Massachusetts Mutual Life Insurance Company owns 3.70% of the affiliated debt of Jefferies Finance LLC |
| 8 | Debt investors own 12% and include Connecticut Valley Structured Credit CDO III, Ltd.I and Babson Capital Loan Strategies Fund, L.P. |
| 9 | Debt investors own 36% 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 9% 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 65% and include Connecticut Valley Structured Credit CDO III, Ltd. and Connecticut Valley CLO Fund IV, Ltd. |
| 13 | Debt investors own 51% and includes only Babson Capital Loan Strategies Fund, L.P. |
| 14 | Debt investors own 6% and include Great Lakes III, L.P. and Babson Capital Loan Strategies Fund, L.P. |
| 15 | Debt investors own 6% and include Great Lakes III, L.P. |

13.12

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.

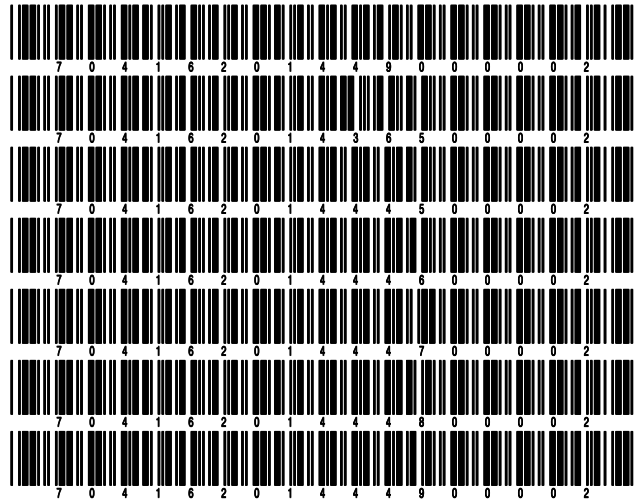
| | Response |
|--|----------|
| 1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? | NO |
| 2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? | NO |
| 3. Will the Reasonableness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



NONE

STATEMENT AS OF JUNE 30, 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 | 621 | 1,733 |
| 5. Unrealized valuation increase (decrease) | | |
| 6. Total gain (loss) on disposals | | |
| 7. Deduct amounts received on disposals | 275,184 | 653,058 |
| 8. Deduct amortization of premium and mortgage interest points and commitment fees | 4,417 | 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) | 4,401,463 | 4,680,443 |
| 12. Total valuation allowance | | |
| 13. Subtotal (Line 11 plus Line 12) | 4,401,463 | 4,680,443 |
| 14. Deduct total nonadmitted amounts | | |
| 15. Statement value at end of current period (Line 13 minus Line 14) | 4,401,463 | 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 | 12,602,195 | 33,481,794 |
| 3. Accrual of discount | 489,803 | 1,101,399 |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | 143,218 | 251,822 |
| 6. Deduct consideration for bonds and stocks disposed of | 16,908,836 | 30,754,970 |
| 7. Deduct amortization of premium | 279,800 | 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) | 141,623,229 | 145,576,989 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 141,623,229 | 145,576,989 |

STATEMENT AS OF JUNE 30, 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) | 75,251,055 | 4,299,199 | 3,504,099 | (110,322) | 75,251,055 | 75,935,833 | | 77,305,975 |
| 2. NAIC 2 (a) | 174,027,776 | 433,457,487 | 431,964,433 | 431,719 | 174,027,776 | 175,952,549 | | 155,407,976 |
| 3. NAIC 3 (a) | 1,933,138 | | 357 | (152) | 1,933,138 | 1,932,629 | | 2,273,544 |
| 4. NAIC 4 (a) | | | | | | | | 549,962 |
| 5. NAIC 5 (a) | 824,212 | | 10,328 | (21) | 824,212 | 813,863 | | 835,251 |
| 6. NAIC 6 (a) | | | | | | | | |
| 7. Total Bonds | 252,036,181 | 437,756,686 | 435,479,217 | 321,224 | 252,036,181 | 254,634,874 | | 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 | 252,036,181 | 437,756,686 | 435,479,217 | 321,224 | 252,036,181 | 254,634,874 | | 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 \$113,011,644 ; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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SCHEDULE DA - PART 1

Short-Term Investments

| | 1 | 2 | 3 | 4 | 5 |
|----------------|---------------------------------|-----------|-------------|------------------------------------|--|
| | Book/Adjusted Carrying Value | Par Value | Actual Cost | Interest Collected Year-to-Date | Paid for Accrued Interest Year-to-Date |
| 9199999 Totals | 21,976,091 | xxx | 21,955,114 | | |

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 | 27,450,943 | 52,672,364 |
| 3. Accrual of discount | 35,774 | 68,761 |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | | |
| 6. Deduct consideration received on disposals | 23,000,000 | 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) | 21,976,091 | 17,489,374 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 21,976,091 | 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

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 | 794,323,628 | 1,382,412,409 |
| 3. Accrual of discount | 110,262 | 283,300 |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | 13 | (18) |
| 6. Deduct consideration received on disposals | 776,704,694 | 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) | 91,035,554 | 73,306,345 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 91,035,554 | 73,306,345 |