

**QUARTERLY STATEMENT**

**OF THE**

**MML Bay State Life Insurance Company**

**TO THE**

**Insurance Department**

**OF THE**

**STATE OF**

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

**LIFE AND ACCIDENT AND HEALTH**

**2014**



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

# QUARTERLY STATEMENT

AS OF SEPTEMBER 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 SEPTEMBER 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 .....	143,001,331		143,001,331	145,576,989
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....				
3. Mortgage loans on real estate:				
3.1 First liens .....	4,265,557		4,265,557	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 (\$ .....(711,144) ), cash equivalents (\$ .....114,720,537 ) and short-term investments (\$ .....4,989,628 ) .....	118,999,021		118,999,021	91,158,048
6. Contract loans (including \$ ..... premium notes) .....	92,943,025		92,943,025	94,901,162
7. Derivatives .....				
8. Other invested assets .....				
9. Receivables for securities .....				
10. Securities lending reinvested collateral assets .....				
11. Aggregate write-ins for invested assets .....				
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	359,208,934		359,208,934	336,316,642
13. Title plants less \$ ..... charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	4,004,308	24,198	3,980,110	3,764,836
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	762		762	677
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....	(1,647,249)		(1,647,249)	(2,166,514)
15.3 Accrued retrospective premiums .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	651,247		651,247	2,686,195
16.2 Funds held by or deposited with reinsured companies .....				
16.3 Other amounts receivable under reinsurance contracts .....	28,381,469		28,381,469	21,368,753
17. Amounts receivable relating to uninsured plans .....				
18.1 Current federal and foreign income tax recoverable and interest thereon .....	1,668,065		1,668,065	6,021,096
18.2 Net deferred tax asset .....	9,124,996	4,358,641	4,766,355	4,589,258
19. Guaranty funds receivable or on deposit .....	274,345		274,345	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 .....	153,301		153,301	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) .....	401,820,178	4,382,839	397,437,339	373,003,748
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	4,284,929,689		4,284,929,689	4,214,903,673
28. Total (Lines 26 and 27) .....	4,686,749,867	4,382,839	4,682,367,028	4,587,907,421
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) .....				
2501. ....				
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....				
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....				

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

**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ 129,749,557 less \$ included in Line 6.3 (including \$ Modco Reserve)	129,749,557	129,503,950
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)		
3. Liability for deposit-type contracts (including \$ Modco Reserve)	7,634,853	6,841,263
4. Contract claims:		
4.1 Life	2,322,449	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	3,626	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	20,291,918	14,025,217
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ 4,136,757 ceded	4,136,757	738,087
9.4 Interest Maintenance Reserve	386,308	297,217
10. Commissions to agents due or accrued-life and annuity contracts \$ 65,537, accident and health \$ and deposit-type contract funds \$	65,537	66,301
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	409,184	398,718
13. Transfers to Separate Accounts due or accrued (net) (including \$ (832,078) accrued for expense allowances recognized in reserves, net of reinsured allowances)	16,919,681	13,608,167
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	240,233	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	8,367	27,088
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	767,330	(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	4,111,720	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	2,610,067	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	256,006	291,618
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	189,913,593	176,982,480
27. From Separate Accounts Statement	4,284,929,689	4,214,903,673
28. Total liabilities (Lines 26 and 27)	4,474,843,282	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)	61,286,632	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)	205,023,546	193,521,068
38. Totals of Lines 29, 30 and 37	207,523,746	196,021,268
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	4,682,367,028	4,587,907,421
<b>DETAILS OF WRITE-INS</b>		
2501. Miscellaneous liabilities	136,993	175,484
2502. Funds awaiting escheat	119,013	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)	256,006	291,618
3101. ....		
3102. ....		
3103. ....		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)		
3401. ....		
3402. ....		
3403. ....		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)		

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

**SUMMARY OF OPERATIONS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	18,470,928	20,878,737	28,520,783
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	8,533,914	8,850,469	11,832,493
4. Amortization of Interest Maintenance Reserve (IMR)	145,471	136,398	167,725
5. Separate Accounts net gain from operations excluding unrealized gains or losses		13	(3)
6. Commissions and expense allowances on reinsurance ceded	4,132,709	4,036,393	5,396,975
7. Reserve adjustments on reinsurance ceded	(10,773,442)	(11,901,102)	(10,106,625)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	60,248,812	55,586,342	68,457,233
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(978,265)	(677,333)	(329,257)
9. Totals (Lines 1 to 8.3)	79,780,127	76,909,917	103,939,324
10. Death benefits	28,538,658	28,127,994	41,795,049
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	755,830	2,133,731	2,625,581
13. Disability benefits and benefits under accident and health contracts	213,517	210,044	283,323
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	42,235,897	104,043,577	118,766,434
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	340,377	422,394	657,561
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	245,608	3,146,702	3,539,409
20. Totals (Lines 10 to 19)	72,329,887	138,084,442	167,667,357
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	2,591,810	2,564,726	3,425,523
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	7,641,318	6,901,425	9,666,883
24. Insurance taxes, licenses and fees, excluding federal income taxes	928,732	416,098	609,205
25. Increase in loading on deferred and uncollected premiums	(3,856)	(3,736)	(989)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(23,448,370)	(94,285,224)	(104,825,494)
27. Aggregate write-ins for deductions	34,210	40,406	83,644
28. Totals (Lines 20 to 27)	60,073,731	53,718,137	76,626,129
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	19,706,396	23,191,780	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)	19,706,396	23,191,780	27,313,195
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	8,414,750	3,888,064	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)	11,291,646	19,303,716	22,353,827
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (50,154) (excluding taxes of \$ 126,303 transferred to the IMR)	(159,533)	(38,515)	(57,628)
35. Net income (Line 33 plus Line 34)	11,132,113	19,265,201	22,296,199
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
36. Capital and surplus, December 31, prior year	196,021,268	196,227,501	196,227,501
37. Net income (Line 35)	11,132,113	19,265,201	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	3,385,078	(1,138,818)	(1,409,457)
41. Change in nonadmitted assets	(3,229,914)	1,127,212	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		(3,000,000)	(1,678,969)
44. Change in asset valuation reserve	215,201	(361,171)	(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		(18)	(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	17,999
54. Net change in capital and surplus for the year (Lines 37 through 53)	11,502,478	15,910,405	(206,233)
55. Capital and surplus, as of statement date (Lines 36 + 54)	207,523,746	212,137,906	196,021,268
<b>DETAILS OF WRITE-INS</b>			
08.301. Sub advisory fees	(1,284,795)	(1,227,340)	(1,821,924)
08.302. Other miscellaneous income	306,530	550,007	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)	(978,265)	(677,333)	(329,257)
2701. Miscellaneous charges to operations	34,210	40,406	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)	34,210	40,406	83,644
5301. Other changes in surplus		17,999	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	17,999

## STATEMENT AS OF SEPTEMBER 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
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	18,829,010	19,115,704	25,632,873
2. Net investment income .....	7,999,360	7,814,606	11,279,621
3. Miscellaneous income .....	54,696,889	56,650,474	70,242,334
4. Total (Lines 1 to 3) .....	81,525,259	83,580,784	107,154,828
5. Benefit and loss related payments .....	71,823,814	130,232,587	161,179,439
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	(26,759,882)	(90,276,787)	(95,294,617)
7. Commissions, expenses paid and aggregate write-ins for deductions .....	11,608,803	10,226,477	13,649,888
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$ ..... 2,192,043 tax on capital gains (losses) .....	4,137,868	2,887,484	3,731,485
10. Total (Lines 5 through 9) .....	60,810,603	53,069,761	83,266,195
11. Net cash from operations (Line 4 minus Line 10) .....	20,714,656	30,511,023	23,888,633
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	31,025,677	24,172,618	30,754,970
12.2 Stocks .....			
12.3 Mortgage loans .....	409,461	523,125	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 .....	.10	.15	(18)
12.7 Miscellaneous proceeds .....	(209,349)		(7)
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	31,225,799	24,695,758	31,408,003
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	27,778,719	33,480,392	33,481,794
13.2 Stocks .....			
13.3 Mortgage loans .....			
13.4 Real estate .....			
13.5 Other invested assets .....			
13.6 Miscellaneous applications .....		(2,465,163)	(8)
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	27,778,719	31,015,229	33,481,786
14. Net increase (or decrease) in contract loans and premium notes .....	(1,958,137)	(173,288)	(423,786)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	5,405,217	(6,146,183)	(1,649,997)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....			
16.2 Capital and paid in surplus, less treasury stock .....			
16.3 Borrowed funds .....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	899,255	(1,318,744)	311,236
16.5 Dividends to stockholders .....			
16.6 Other cash provided (applied) .....	821,845	800,719	(20,977,559)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	1,721,100	(518,025)	(20,666,323)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	27,840,973	23,846,815	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) .....	118,999,021	113,432,550	91,158,048
<b>Note: Supplemental disclosures of cash flow information for non-cash transactions:</b>			
20.0001. Bond conversions and refinancing .....	1,240,072	999,838	999,838
20.0002. Interest capitalization for long-term debt .....	1,515		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 .....	31,501,396	33,541,241	44,896,269
3. Ordinary individual annuities .....	69,432	115,174	149,552
4. Credit life (group and individual) .....			
5. Group life insurance .....	(6,235,055)	(4,388,535)	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 .....	25,335,773	29,267,880	46,065,121
12. Deposit-type contracts .....			
13. Total	25,335,773	29,267,880	46,065,121
DETAILS OF WRITE-INS			
1001. ....			
1002. ....			
1003. ....			
1098. Summary of remaining write-ins for Line 10 from overflow page .....			
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			

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



## 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 (SAP) as issued by the National Association of Insurance Commissioners (NAIC) and the accounting practices prescribed or permitted by the State of Connecticut Insurance Department (the Department).

	State of Domicile	2014	2013
(In Millions)			
<b>NET INCOME</b>			
(1) State basis (Page 4, Line 35, Columns 1 & 3)	CT	\$ 11	\$ 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	\$ 11	\$ 22
<b>SURPLUS</b>			
(5) State basis (Page 3, Line 38, Columns 1 & 2)	CT	\$ 208	\$ 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	\$ 208	\$ 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 nine months ended September 30, 2014, the Company did not record any prior year errors. For the nine months ended September 30, 2013, the Company recorded a increase to surplus of less than \$1 million related to premium income (ceded).

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 September 30, 2014 or the three months ended June 30, 2014 and recognized less than \$1 million for the three months ended March 31, 2014. All impairments were taken due to the present value of cash flows expected to be collected being less than amortized cost.

(3) Refer to Note 36. "Impairment Listing for Loan-Backed and Structured Securities" for a CUSIP detail list of impaired structured securities where the present value of cash flows expected to be collected is less than the amortized cost basis.

(4) As of September 30, 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	\$	6
2. 12 months or longer	\$	6

(5) No significant changes

e. Repurchase agreements – No significant changes

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## NOTES TO FINANCIAL STATEMENTS

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- f. The Company does not have any investments in real estate.
- g. Low income housing tax credit properties – No significant changes
- h. Restricted assets – No significant changes
- i. Working capital finance investments – The Company does not invest in working capital finance investments.

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

**Note 7 – Investment Income** – No significant changes

**Note 8 – Derivative Instruments** - No significant changes

**Note 9 – Income Taxes** – No significant changes

**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 September 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 third quarter ended September 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

	September 30, 2014			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Separate account assets <sup>(1)</sup>	\$ 950	\$ 2,261	\$ -	\$ 3,211
Total financial assets carried at fair value	\$ 950	\$ 2,261	\$ -	\$ 3,211

<sup>(1)</sup>\$1,074 million of book value separate account assets are not carried at fair value and, therefore, are not included in this table.

For the nine months ended September 30, 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 <sup>(1)</sup>	\$ 959	\$ 2,219	\$ -	\$ 3,178
Total financial assets carried at fair value	\$ 959	\$ 2,219	\$ -	\$ 3,178

<sup>(1)</sup>\$1,037 million of book value separate account assets are not carried at fair value and, therefore, are not included in this table.

For the year ended December 31, 2013 there were no significant transfers between Level 1 and Level 2.

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

	Beginning		Transfers		Gains		Gains		Ending	
	Balance as of	In		(Losses) in		(Losses) in		Balance as of		
	01/01/2014	In	Out	Net Income	Surplus	Purchases	Issuances	Sales	Settlements	09/30/2014
	(In Millions)									
Financial assets:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total financial assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

	Beginning		Transfers		Gains		Gains		Ending	
	Balance as of	In		(Losses) in		(Losses) in		Balance as of		
	01/01/2013	In	Out	Net Income	Surplus	Purchases	Issuances	Sales	Settlements	12/31/2013
	(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

September 30, 2014						
	Aggregate	Admitted	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
	Fair Value	Assets	Level 1	Level 2	Level 3	Value)
(In Millions)						
Financial assets:						
Bonds:						
U. S. government and agencies	\$ 4	\$ 4	\$ -	\$ 4	\$ -	\$ -
Special revenue	-	-	-	-	-	-
Industrial and miscellaneous	143	136	-	130	13	-
Parent, subsidiaries and affiliates	3	3	-	3	-	-
Mortgage loans - residential	4	4	-	-	4	-
Cash, cash equivalents and short-term investments	119	119	(1)	120	-	-
Separate account assets	4,310	4,285	953	3,336	21	-
Financial liabilities:						
Individual annuity contracts	1	2	-	-	1	-
Supplementary contracts	8	8	-	-	8	-

December 31, 2013						
	Aggregate	Admitted	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
	Fair Value	Assets	Level 1	Level 2	Level 3	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 nine months ended September 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

## NOTES TO FINANCIAL STATEMENTS

## f. Subprime mortgage related risk exposure:

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

Alt-A:	September 30, 2014			Nine Months Ended September 30, 2014
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
a. Residential mortgage-backed securities	\$ 5	\$ 3	\$ 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	\$ 5	\$ 3	\$ 4	\$ -

Subprime:	September 30, 2014			Nine Months Ended September 30, 2014
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
a. Residential mortgage-backed securities	\$ 5	\$ 2	\$ 3	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 5	\$ 2	\$ 3	\$ -

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

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

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## NOTES TO FINANCIAL STATEMENTS

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

g. Retained asset accounts – No significant changes

h. Offsetting and netting of assets and liabilities:

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

**Note 22 – Events Subsequent**

The Company has evaluated subsequent events through November 5, 2014, the date the financial statements were available to be issued, and no events have occurred subsequent to the balance sheet date and before the date of evaluation that would require disclosure.

**Note 23 – Reinsurance** - No significant changes

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

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

**Note 26 – Intercompany Pooling Arrangements** – No significant changes

**Note 27 – Structured Settlements** – No significant changes

**Note 28 – Health Care Receivables** – No significant changes

**Note 29 – Participating Policies** – No significant changes

**Note 30 – Premium Deficiency Reserves** – No significant changes

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

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

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

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

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

## NOTES TO FINANCIAL STATEMENTS

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

The following are the total cumulative adjustments and impairments for loan-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
September 30, 2014	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
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 September 30, 2014.

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	Enfield, CT				YES
MML Investment Advisers, LLC	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	\$ 3,003,763
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	\$ 3,003,763
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....	\$ .....

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

STATEMENT AS OF SEPTEMBER 30, 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 .....	\$ 4,265,557
1.13	Commercial Mortgages .....	\$ .....
1.14	Total Mortgages in Good Standing .....	\$ 4,265,557
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) .....	\$ 4,265,557
1.6	Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61	Farm Mortgages .....	\$ .....
1.62	Residential Mortgages .....	\$ .....
1.63	Commercial Mortgages .....	\$ .....
1.64	Total Mortgages Foreclosed and Transferred to Real Estate .....	\$ .....
2.	Operating Percentages:	
2.1	A&H loss percent .....	%
2.2	A&H cost containment percent .....	%
2.3	A&H expense percent excluding cost containment expenses .....	%
3.1	Do you act as a custodian for health savings accounts? .....	Yes [ ] No [ X ]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date .....	\$ .....
3.3	Do you act as an administrator for health savings accounts? .....	Yes [ ] No [ X ]
3.4	If yes, please provide the balance of the funds administered as of the reporting date .....	\$ .....

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

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

STATEMENT AS OF SEPTEMBER 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	204,459			204,459	
2. Alaska	AK	L	10,668			10,668	
3. Arizona	AZ	L	939,266			939,266	
4. Arkansas	AR	L	61,568			61,568	
5. California	CA	L	3,795,333			3,795,333	
6. Colorado	CO	L	621,657	735		622,392	
7. Connecticut	CT	L	539,941			539,941	
8. Delaware	DE	L	57,309			57,309	
9. District of Columbia	DC	L	204,952			204,952	
10. Florida	FL	L	1,657,950			1,657,950	
11. Georgia	GA	L	570,407	10,000		580,407	
12. Hawaii	HI	L	172,766			172,766	
13. Idaho	ID	L	48,659			48,659	
14. Illinois	IL	L	1,180,229			1,180,229	
15. Indiana	IN	L	540,297			540,297	
16. Iowa	IA	L	499,283	1,350		500,633	
17. Kansas	KS	L	356,326			356,326	
18. Kentucky	KY	L	271,704	22,000		293,704	
19. Louisiana	LA	L	283,716			283,716	
20. Maine	ME	L	208,124			208,124	
21. Maryland	MD	L	1,021,257	210		1,021,467	
22. Massachusetts	MA	L	789,704			789,704	
23. Michigan	MI	L	1,567,864	2,350		1,570,214	
24. Minnesota	MN	L	365,723			365,723	
25. Mississippi	MS	L	219,332			219,332	
26. Missouri	MO	L	562,493	1,611		564,104	
27. Montana	MT	L	253,973			253,973	
28. Nebraska	NE	L	338,645	1,350		339,995	
29. Nevada	NV	L	232,031			232,031	
30. New Hampshire	NH	L	133,617			133,617	
31. New Jersey	NJ	L	1,416,119			1,416,119	
32. New Mexico	NM	L	66,028			66,028	
33. New York	NY	N	143,931			143,931	
34. North Carolina	NC	L	923,856			923,856	
35. North Dakota	ND	L	6,559			6,559	
36. Ohio	OH	L	1,085,418			1,085,418	
37. Oklahoma	OK	L	792,989			792,989	
38. Oregon	OR	L	383,334			383,334	
39. Pennsylvania	PA	L	1,707,032			1,707,032	
40. Rhode Island	RI	L	185,295			185,295	
41. South Carolina	SC	L	631,281			631,281	
42. South Dakota	SD	L	37,365			37,365	
43. Tennessee	TN	L	577,683			577,683	
44. Texas	TX	L	2,573,066			2,573,066	
45. Utah	UT	L	281,357			281,357	
46. Vermont	VT	L	88,293	900		89,193	
47. Virginia	VA	L	1,398,797			1,398,797	
48. Washington	WA	L	672,949			672,949	
49. West Virginia	WV	L	158,062			158,062	
50. Wisconsin	WI	L	356,786	28,926		385,712	
51. Wyoming	WY	L	22,294			22,294	
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	131,551			131,551	
59. Subtotal	(a)	50	31,349,298	69,432		31,418,730	
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	215,114			215,114	
94. Aggregate or other amounts not allocable by State		XXX					
95. Totals (Direct Business)		XXX	31,564,412	69,432		31,633,844	
96. Plus Reinsurance Assumed		XXX					
97. Totals (All Business)		XXX	31,564,412	69,432		31,633,844	
98. Less Reinsurance Ceded		XXX	12,804,834			12,804,834	
99. Totals (All Business) less Reinsurance Ceded		XXX	18,759,578	69,432		18,829,010	
DETAILS OF WRITE-INS							
58001. Other foreign		XXX	131,551			131,551	
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	131,551			131,551	
9401.		XXX					
9402.		XXX					
9403.		XXX					
9498. Summary of remaining write-ins for Line 94 from overflow page		XXX					
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)		XXX					

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

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

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

### PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
<b>MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY</b>	04-1590850	65935	Massachusetts
<b>Direct &amp; Indirect Owned Subsidiaries:</b>			
C.M. Life Insurance Company	06-1041383	93432	Connecticut
MML Bay State Life Insurance Company	43-0581430	70416	Connecticut
CML Mezzanine Investor, LLC	06-1041383		Delaware
CML Mezzanine Investor L, LLC	06-1041383		Delaware
CML Mezzanine Investor III, LLC	06-1041383		Delaware
CML Re Finance LLC	06-1041383		Delaware
MML Mezzanine Investor L, LLC	04-1590850		Delaware
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
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	98-0610331		Hong Kong
MassMutual Life Insurance Company	None		Japan
MassMutual Internacional (Chile) SpA	98-1033127		Chile
MassMutual (Chile) Limitada	98-1198629		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	98-1012393		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
PAMERA Cornerstone Real Estate Advisers GmbH	98-1194368		Germany
Babson Capital Asia Limited	98-1056489		Hong Kong
Babson Capital Australia Holding Company Pty Ltd.	None		Australia
Babson Capital Australia Pty Ltd.	98-0457456		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
Eighth Note, Inc.	46-2198442		Delaware
Red Lake Ventures, LLC	46-5460309		Delaware
Teak Tree Acquisition, LLC	None		Delaware
Sweet Tree Holdings 1, LLC	46-3123110		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

\*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 Holdings (Bermuda) Limited	None		Bermuda
Baring Asset Management Limited	98-0241935		United Kingdom
Baring International Investment Limited	98-0457328		United Kingdom
Baring International Investment Management Holdings	98-0457587		United Kingdom
Baring Asset Management UK Holdings Limited	98-0457576		United Kingdom
Baring Asset Management GmbH	98-0465031		Germany
Baring Asset Management (Asia) Holdings Limited	98-0524271		Hong Kong
Baring International Fund Managers (Bermuda) Limited	98-0457465		Bermuda
Baring Asset Management (Asia) Limited	98-0457463		Hong Kong
Baring Asset Management Korea Limited	None		Korea
Baring Asset Management (Japan) Limited	98-0236449		Japan
Baring Asset Management (Australia) Pty Limited	98-0457456		Australia
Baring International Fund Managers (Ireland) Limited	98-0524272		Ireland
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
Baring Investments (UK) Limited	None		United Kingdom
MassMutual International Holding MSC, Inc.	04-3548444		Massachusetts
First Mercantile Trust Company	62-0951563		Tennessee
Haven Life Insurance Agency, Inc.	46-2252944		Delaware
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
<b>Other Affiliates:</b>			
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
<b>Babson Affiliates &amp; Funds:</b>			
Almack Mezzanine Fund I LP*	None		United Kingdom
Almack Mezzanine Fund II Unleveraged LP	None		United Kingdom
Almack Mezzanine Fund III LP*	None		United Kingdom
Babson Capital High Yield LLC*	55-0886109		Delaware

\*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 Floating Rate Income Fund, L.P.	27-3330830		Delaware
Babson Capital Global Investment Funds plc	None		United Kingdom
Babson Capital Global Umbrella Fund plc	None		United Kingdom
Babson Capital Global Investment Fund 2 plc	None		Ireland
Babson Capital Loan Strategies Fund, L.P.*	37-1506417		Delaware
Babson CLO Ltd. 2005-I	None		Cayman Islands
Babson CLO Ltd. 2005-II	None		Cayman Islands
Babson CLO Ltd. 2005-III	None		Cayman Islands
Babson CLO Ltd. 2006-I	None		Cayman Islands
Babson CLO Ltd. 2006-II	None		Cayman Islands
Babson CLO Ltd. 2007-I	None		Cayman Islands
Babson CLO Ltd. 2011-I	None		Cayman Islands
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 Euro CLO 2014-II 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

\*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>
Great Lakes LLC*	56-2505390		Delaware
Intermodal Holding II LLC	46-2344300		Delaware
Invicta Holdings LLC	56-2574568		Massachusetts
Malin CLO B.V.	None		United Kingdom
Newton CDO Ltd	None		Cayman Islands
Rockall CLO B.V.	None		United Kingdom
Saint James River CDO, Ltd.	None		Cayman Islands
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
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
<b>Baring Affiliates &amp; Funds:</b>			
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
<b>Cornerstone Affiliates &amp; Funds:</b>			
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 and Equity Fund II (PF) LP	26-1528817		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/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
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
Riva Portland LLC	30-0713071		Delaware
Salomon Brothers Commercial Mortgage Trust 2001-MM	None		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

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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>
Waterford Development Associates	20-2970495		Delaware
WeHo Domain LLC*	46-3122029		Delaware
Wesley Chapel Theaters LLC*	26-2384708		Delaware
<b>MassMutual Premier Funds:</b>			
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	04-3539083		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	04-3424705		Massachusetts
MassMutual Premier Strategic Emerging Markets Fund	26-3229251		Massachusetts
MassMutual Premier Value Fund	04-3277550		Massachusetts
<b>MassMutual Select Funds:</b>			
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
<b>MML Series Investment Funds:</b>			
MML International Equity Fund	46-4257056		Massachusetts
<b>MassMutual RetireSMART Funds:</b>			
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
<b>Oppenheimer Funds:</b>			
HarbourView CLO 2006-1 Limited	None		Cayman Islands
Oppenheimer Global High Yield Fund	45-3417590		Delaware
Oppenheimer Global Real Estate Fund*	46-1604428		Delaware
Oppenheimer International Growth Fund	13-3867060		Massachusetts
Oppenheimer Main Street Fund	84-1073463		Massachusetts
Oppenheimer Real Estate Fund	22-3849391		Massachusetts

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STATEMENT AS OF SEPTEMBER 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			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	
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	

STATEMENT AS OF SEPTEMBER 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			04-1590850		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			98-0610331				MassMutual Life Insurance Company	.JPN	IA	MassMutual International LLC	Ownership	100.000	MMLIC	
.....0000			98-1033127				MassMutual Internacional (Chile) SpA	.CHL	NIA	MassMutual International LLC	Ownership	100.000	MMLIC	
.....0000			98-1198629				MassMutual (Chile) Limitada	.CHL	NIA	MassMutual International LLC	Ownership	100.000	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			98-1012393				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				PAMERA Cornerstone Real Estate Advisers GmbH	.DEU	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	
.....0000			98-1194368				Babson Capital Asia Limited	.HKG	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000			98-1056489				Babson Capital Australia Holding Company Pty Ltd.	.AUS	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000							Babson Capital Australia Holding Company Pty Ltd.	.AUS	NIA	Babson Capital Australia Holding Company Pty Ltd.	Ownership	100.000	MMLIC	
.....0000			98-0457456				Babson Capital Australia Pty Ltd.	.AUS	NIA	Babson Capital Australia Holding Company Pty Ltd.	Ownership	100.000	MMLIC	



STATEMENT AS OF SEPTEMBER 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							Babson Capital Cornerstone Asia Limited	HKG	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Wood Creek Capital Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			26-3115362				Wood Creek Index Company, LLC	DE	NIA	Wood Creek Capital Management LLC	Ownership	100.000	MMLIC	
.0000			46-2198442		0001574089		Massachusetts Mutual Life Insurance Company	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	15.300	MMLIC	
.0000			46-2198442		0001574089		Wood Creek Capital Management LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.0000			46-5460309				Massachusetts Mutual Life Insurance Company	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	36.300	MMLIC	
.0000			46-5460309				Wood Creek Capital Management LLC	DE	NIA	Wood Creek Capital Management LLC	Influence		MMLIC	
.0000			46-3123110				Massachusetts Mutual Life Insurance Company	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	33.900	MMLIC	
.0000			46-3123110				Wood Creek Capital Management LLC	DE	NIA	Wood Creek Capital Management LLC	Ownership		MMLIC	
.0000							Massachusetts Mutual Life Insurance Company	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	14.700	MMLIC	
.0000							Wood Creek Capital Management LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.0000			46-1500495				U.S. WIG Holdings, LP	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.0000							Massachusetts Mutual Life Insurance Company	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	19.200	MMLIC	
.0000			90-0841497				US Trailer Holdings LLC	DE	NIA	US Trailer Holdings LLC	Management		MMLIC	
.0000			90-0841497				Wood Creek Capital Management LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.0000							Massachusetts Mutual Life Insurance Company	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	17.900	MMLIC	
.0000			46-3378584				WC Aircraft Holdings US II, LLC	DE	NIA	WC Aircraft Holdings US II, LLC	Management		MMLIC	
.0000			46-3378584				Wood Creek Capital Management LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.0000							Massachusetts Mutual Life Insurance Company	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	12.100	MMLIC	
.0000							Wood Creek Aircraft Holding I, LP	CYM	NIA	Wood Creek Aircraft Holding I, LP	Management		MMLIC	
.0000							Wood Creek Capital Management LLC	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							Babson Capital Core Fixed Income Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			27-3523916		0001503878		Babson Capital Total Return Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			27-3524203		0001503879			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							Somerset Special Opportunities Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Winterset Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			84-1149206	2897101			Oppenheimer Acquisition Corp.	DE	NIA	MassMutual Asset Management Holding LLC	Ownership	96.600	MMLIC	
.0000			13-2527171	2679183	0000820031		OppenheimerFunds, Inc.	CO	NIA	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	
.0000			13-2953455		0000276541		OppenheimerFunds Distributor, Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-1106295				Oppenheimer Real Asset Management, Inc.	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-4160541	3458125	0001179479		OFI Global Institutional, Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-3459790	2914875			OFI Global Trust Company	NY	NIA	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	

STATEMENT AS OF SEPTEMBER 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			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							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							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							Baring France SAS	..FRA..	..NIA..	Baring Asset Management UK Holdings Limited	Ownership.....	..100.000	..MMLIC	
.....0000							Baring Fund Managers Limited	..GBR..	..NIA..	Baring Asset Management Limited	Ownership.....	..100.000	..MMLIC	
.....0000							Baring Pension Trustees Limited	..GBR..	..NIA..	Baring Asset Management Limited	Ownership.....	..100.000	..MMLIC	
.....0000							Baring Investment Services Limited	..GBR..	..NIA..	Baring Asset Management Limited	Ownership.....	..100.000	..MMLIC	
.....0000							Baring Investments (UK) Limited	..GBR..	..NIA..	Baring Asset Management Limited	Ownership.....	..100.000	..MMLIC	
.....0000							MassMutual International Holding MSC, Inc.	..MA..	..NIA..	MassMutual Holding LLC	Ownership.....	..100.000	..MMLIC	

STATEMENT AS OF SEPTEMBER 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			62-0951563	1160004	0001259664		First Mercantile Trust Company	TN	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			46-2252944				Haven Life Insurance Agency, Inc.	DE	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			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	100.000	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	36.500	MMLIC	
.0000							Almack Mezzanine Fund I LP	GBR	NIA	C.M. Life Insurance Company	Ownership	4.100	MMLIC	
.0000							Almack Mezzanine Fund I LP	GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000							Almack Mezzanine Fund II Unleveraged LP	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	72.800	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	33.700	MMLIC	
.0000							Almack Mezzanine Fund III LP	GBR	NIA	C.M. Life Insurance Company	Ownership	4.200	MMLIC	
.0000							Almack Mezzanine Fund III LP	GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	88.200	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	C.M. Life Insurance Company	Ownership	11.800	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	6.600	MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000					0001502146		Babson Capital Global Investment Funds plc	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.600	MMLIC	
.0000					0001582591		Babson Capital Global Investment Fund 2 plc	JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	18.200	MMLIC	
.0000					0001582591		Babson Capital Global Investment Fund 2 plc	JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership		MMLIC	
.0000					0001515694		Babson Capital Global Umbrella Fund plc	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	52.600	MMLIC	

STATEMENT AS OF SEPTEMBER 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			37-1506417				Babson Capital Loan Strategies Fund, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.78.200	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							Babson Euro CLO 2014-II BV	.NLD	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			46-3133952				Babson Global Floating Rate Fund	.MA	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000										Massachusetts Mutual Life Insurance Company	Ownership	.44.800	MMLIC	
.0000			46-3133952				Babson Global Floating Rate Fund	.MA	NIA				MMLIC	
.0000			46-3119764				Babson Global Income Opportunities Credit Fund	.MA	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000										Massachusetts Mutual Life Insurance Company	Ownership	.64.100	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	.97.800	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										Massachusetts Mutual Life Insurance Company	Ownership	.2.100	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 CDO II, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	12
.0000							Connecticut Valley Structured Credit CDO III, Ltd.	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							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				3981641			Duchess VI CLO B.V.	.GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000				4007502			Duchess VII CLO B.V.	.GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Fugu CLO B.V.	.GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	6
.0000							Fugu Credit Plc	.GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	6
.0000										Massachusetts Mutual Life Insurance Company	Ownership	.72.600	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	.9.000	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	.12.600	MMLIC	

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STATEMENT AS OF SEPTEMBER 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							Gateway Mezzanine Partners I Trust	CYM	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	Company	Ownership	85.000	MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	C.M. Life Insurance Company	Ownership	12.700	MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			71-1018134				Great Lakes II LLC	DE	NIA	Company	Ownership	11.200	MMLIC	
.0000			71-1018134				Great Lakes II LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	1.000	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	DE	NIA	Company	Ownership	35.700	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	DE	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			56-2505390				Great Lakes LLC	DE	NIA	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	Wood Creek Capital Management LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			56-2574568				Invicta Holdings LLC	MA	NIA	Company	Ownership	82.300	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							Sapphire Valley CDO I, Ltd.	CYM	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	13
.0000			74-3182902				SDCOS L.P.	DE	NIA	Company	Ownership	100.000	MMLIC	
.0000			74-3182902				SDCOS L.P.	DE	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	Company	Ownership	31.900	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	1.400	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Suffield CLO, Limited	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Summit Lake CLO, Ltd.	CYM	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	Company	Ownership	40.600	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	1.100	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	MassMutual Holding LLC Massachusetts Mutual Life Insurance Company	Ownership	5.700	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	Company	Ownership	25.800	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	2.300	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	MassMutual Holding LLC Massachusetts Mutual Life Insurance Company	Ownership	4.500	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	DE	NIA	Company	Ownership	76.900	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	13.600	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	MassMutual Holding LLC Massachusetts Mutual Life Insurance Company	Ownership	3.400	MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	Company	Ownership	18.600	MMLIC	
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	86.800	MMLIC	

STATEMENT AS OF SEPTEMBER 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			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	22.400	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	Management		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	75.900	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	40.000	MMLIC	
.0000			45-4184261		0001547286		Baring All Country World ex US Equity Fund	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Baring Asset Management Limited			Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000							Baring Emerging Market Corp Debt Fund	JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	78.600	MMLIC	
.0000							Baring Emerging Market Corp Debt Fund	JRL	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			11-3789446				Baring Focused EAFE Equity Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	21.000	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	54.200	MMLIC	
.0000			30-0607379		0001497049		Baring Global Dynamic Asset Allocation Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership		MMLIC	
.0000			39-2059577		0001491482		Baring International Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			26-4142796				Baring International Small Cap Equity Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			26-4142796				Baring International Small Cap Equity Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership		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	88.400	MMLIC	
.0000			20-2548283				12-18 West 55th Street Predevelopment, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	7.700	MMLIC	
.0000			46-4803557				2 Harbor Shore Member LLC	DE	NIA	C.M. Life Insurance Company	Ownership	91.000	MMLIC	
.0000			46-4803557				2 Harbor Shore Member LLC	DE	NIA	Massachusetts Mutual 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	
.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	38.900	MMLIC	
.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	C.M. Life Insurance Company	Ownership	2.000	MMLIC	

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

**SCHEDULE Y**

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

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.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	65.000	MMLIC	
.0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			04-1590850				CHC/RFP VI Core LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			06-1595820				Cornerstone Apartment Fund I, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			20-5786329		0001386622		Cornerstone Apartment Venture III, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			56-2639862				Cornerstone Austin Park Central I LP	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	91.000	MMLIC	
.0000			56-2639862				Cornerstone Austin Park Central I LP	DE	NIA	Cornerstone Real Estate Advisers LLC 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 Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			27-1701622		0001481752		Cornerstone Core Mortgage Venture I LP	DE	NIA	Cornerstone Real Estate Advisers LLC 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 Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			45-3751572		0001534877		Cornerstone Enhanced Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	15.900	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	84.400	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	5.600	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	92.300	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	7.600	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Cornerstone Real Estate Advisers LLC 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 Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			20-5578165				Cornerstone Holding LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	10.000	MMLIC	
.0000			26-1528817		0001423638		Cornerstone Hotel Income & Equity Fund II LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	16.900	MMLIC	
.0000			20-5567494				Cornerstone Non-REIT Holding LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	33.700	MMLIC	
.0000			27-0547156				Cornerstone Real Estate Fund VIII LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Influence		MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	54.000	MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	6.000	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	93.400	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	6.600	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	63.100	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	6.200	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	88.800	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	8.800	MMLIC	
.0000			46-3880526				Farrington London Holdings LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	94.500	MMLIC	
.0000			46-3880526				Farrington London Holdings LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	5.500	MMLIC	
.0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance Company	Ownership	96.000	MMLIC	
.0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	Cornerstone Real Estate Advisers LLC C.M. Life Insurance Company	Ownership	4.000	MMLIC	

STATEMENT AS OF SEPTEMBER 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							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			30-0713071				Riva Portland LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	MMLIC	
.....0000							Salomon Brothers Commercial Mortgage Trust 2001-MM	..DE	.....NIA	Cornerstone Real Estate Advisers LLC	Influence		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	..100.000	MMLIC	
.....0000			45-4606547				UK LIW Member LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	MMLIC	
.....0000			45-5401109				Washington Gateway Apartments Venture LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..91.000	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		0Q		MassMutual Barings Dynamic Allocation Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..99.900	MMLIC	
.....0000			04-3212054		0000927972	0Q	MassMutual Premier Balanced Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..4.200	MMLIC	
.....0000			04-3277549		0000927972	0Q	MassMutual Premier Core Bond Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..2.000	MMLIC	



STATEMENT AS OF SEPTEMBER 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			04-3539083		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	..16.000	MMLIC	
.....0000			03-0532475		0000927972	00	MassMutual Premier Inflation-Protected and Income Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..9.800	MMLIC	
.....0000			04-3212044		0000927972	00	MassMutual Premier International Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..3.600	MMLIC	
.....0000			51-0529328		0000927972	00	MassMutual Premier Main Street Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.500	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	..10.800	MMLIC	
.....0000			26-3229251		0000927972	00	MassMutual Premier Strategic Emerging Markets Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..63.700	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	..3.800	MMLIC	
.....0000			14-1980900		0000916053	00	MassMutual Select Diversified International Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.600	MMLIC	
.....0000			01-0821120		0000916053	00	MassMutual Select Diversified Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.200	MMLIC	
.....0000			04-3512590		0000916053	00	MassMutual Select Focused Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..3.400	MMLIC	
.....0000			04-3512593		0000916053	00	MassMutual Select Fundamental Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.300	MMLIC	
.....0000			04-3584138		0000916053	00	MassMutual Select Fundamental Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..3.200	MMLIC	
.....0000			04-3512589		0000916053	00	MassMutual Select Growth Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.900	MMLIC	
.....0000			04-3513019		0000916053	00	MassMutual Select Large Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..2.500	MMLIC	
.....0000			04-3512596		0000916053	00	MassMutual Select Mid Cap Growth Equity II Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.800	MMLIC	
.....0000			42-1710935		0000916053	00	MassMutual Select Mid-Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	MMLIC	
.....0000			45-5357167		0000916053	00	MassMutual Select MSCI EAFE International Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.000	MMLIC	

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

**SCHEDULE Y**

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

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.....0000			04-3557000		0000916053	00	MassMutual Select Overseas Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..4.500	MMLIC	
.....0000			27-2377446		0000916053	00	MassMutual Select PIMCO Total Return Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..99.900	MMLIC	
.....0000			45-5366542		0000916053	00	MassMutual Select Russell 2000 Small Cap Index Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.900	MMLIC	
.....0000			04-3410047		0000916053	00	MassMutual Select S&P 500 Index Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..2.400	MMLIC	
.....0000			04-3464205		0000916053	00	MassMutual Select Small Cap Growth Equity Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..5.400	MMLIC	
.....0000			02-0769954		0000916053	00	MassMutual Select Small Capital Value Equity Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.600	MMLIC	
.....0000			04-3584141		0000916053	00	MassMutual Select Small Company Growth Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..2.000	MMLIC	
.....0000			04-3584140		0000916053	00	MassMutual Select Small Company Value Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.800	MMLIC	
.....0000			45-5349772		0000916053	00	MassMutual Select S&P Mid Cap Index Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..3.900	MMLIC	
.....0000			26-0099965		0000916053	00	MassMutual Select Strategic Bond Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.400	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	..2.200	MMLIC	
.....0000			27-1933828		0000916053		MassMutual RetireSMART 2015 Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.500	MMLIC	
.....0000			03-0532467		0000916053		MassMutual RetireSMART 2020 Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.500	MMLIC	
.....0000			27-1933753		0000916053		MassMutual RetireSMART 2025 Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.800	MMLIC	
.....0000			03-0532468		0000916053		MassMutual RetireSMART 2030 Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.400	MMLIC	
.....0000			27-1933389		0000916053		MassMutual RetireSMART 2035 Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.300	MMLIC	
.....0000			03-0532471		0000916053		MassMutual RetireSMART 2040 Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.500	MMLIC	
.....0000			27-1932769		0000916053		MassMutual RetireSMART 2045 Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..5.900	MMLIC	
.....0000			26-1345332		0000916053		MassMutual RetireSMART 2050 Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.200	MMLIC	
.....0000			46-3289207		0000916053		MassMutual RetireSMART 2055 Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..32.200	MMLIC	
.....0000			45-1618155		0000916053		MassMutual RetireSMART Conservative Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..75.700	MMLIC	
.....0000			45-1618222		0000916053		MassMutual RetireSMART Growth Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..61.300	MMLIC	
.....0000			03-0532464		0000916053		MassMutual RetireSMART In Retirement Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..3.800	MMLIC	
.....0000			45-1618262		0000916053		MassMutual RetireSMART Moderate Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..31.800	MMLIC	

STATEMENT AS OF SEPTEMBER 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			45-1618046		0000916053		MassMutual RetireSMART Moderate Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	57.400	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	72.200	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	48.700	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	DE	NIA	C.M. Life Insurance Company	Ownership	4.000	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	2.100	MMLIC	

Asterisk	Explanation
1	Massachusetts Mutual Life Insurance Company owns 1.61% of the affiliated debt of Jefferies Finance LLC
2	Debt investors own 20% 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 28% 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 Loan Strategies Fund, L.P. and Winterset Capital Partners, L.P.
6	Fugu Credit Plc owns 100% of the Fugu CLO B.V. assets
7	Debt investors own 12% and include Connecticut Valley Structured Credit CDO III, Ltd., Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Mid-Market CLO 2007-II
8	Debt investors own 15% and include Connecticut Valley Structured Credit CDO III, Ltd.I and Babson Capital Loan Strategies Fund, L.P.
9	Debt investors own 37% 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 10% 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 74% and include Connecticut Valley Structured Credit CDO III, Ltd. and Connecticut Valley CLO Fund IV, Ltd.
13	Debt investors own 50% 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.

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

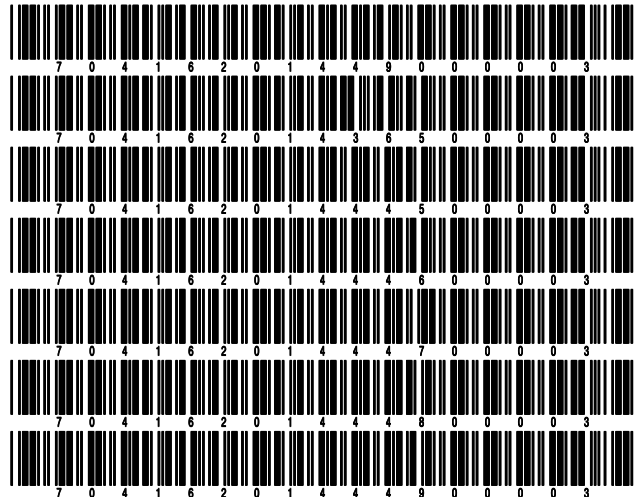
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? .....	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....	NO
3. Will the Reasonableness of Assumptions Certification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

Explanation:

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

Bar Code:

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



**OVERFLOW PAGE FOR WRITE-INS**

**NONE**

STATEMENT AS OF SEPTEMBER 30, 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 .....	901	1,733
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....	409,461	653,058
8. Deduct amortization of premium and mortgage interest points and commitment fees .....	6,326	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) .....	4,265,557	4,680,443
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....	4,265,557	4,680,443
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14)	4,265,557	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 .....	27,778,719	33,481,794
3. Accrual of discount .....	727,625	1,101,399
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	360,856	251,822
6. Deduct consideration for bonds and stocks disposed of .....	31,025,677	30,754,970
7. Deduct amortization of premium .....	416,841	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) .....	143,001,331	145,576,989
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	143,001,331	145,576,989

STATEMENT AS OF SEPTEMBER 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
<b>BONDS</b>								
1. NAIC 1 (a) .....	75,935,833	7,407,204	8,083,557	282,770	75,251,055	75,935,833	75,542,250	77,305,975
2. NAIC 2 (a) .....	175,952,549	448,423,473	440,066,345	123,373	174,027,776	175,952,549	184,433,050	155,407,976
3. NAIC 3 (a) .....	1,932,629		235	(135)	1,933,138	1,932,629	1,932,259	2,273,544
4. NAIC 4 (a) .....								549,962
5. NAIC 5 (a) .....	813,863		9,574	(352)	824,212	813,863	803,937	835,251
6. NAIC 6 (a) .....								
7. Total Bonds	254,634,874	455,830,677	448,159,711	405,656	252,036,181	254,634,874	262,711,496	236,372,708
<b>PREFERRED STOCK</b>								
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	254,634,874	455,830,677	448,159,711	405,656	252,036,181	254,634,874	262,711,496	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 \$ .....119,710,165 ; 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	4,989,628	XXX	4,976,018		

**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 .....	49,311	68,761
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	40,000,000	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) .....	4,989,628	17,489,374
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	4,989,628	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 .....	1,234,977,779	1,382,412,409
3. Accrual of discount .....	183,965	283,300
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	10	(18)
6. Deduct consideration received on disposals .....	1,193,747,562	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) .....	114,720,537	73,306,345
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	114,720,537	73,306,345