



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2014
OF THE CONDITION AND AFFAIRS OF THE

MML Bay State Life Insurance Company

NAIC Group Code 0435 0435 NAIC Company Code 70416 Employer's ID Number 43-0581430
(Current) (Prior)

Organized under the Laws of Connecticut, State of Domicile or Port of Entry Connecticut

Country of Domicile United States of America

Incorporated/Organized 04/01/1935 Commenced Business 07/01/1894

Statutory Home Office 100 Bright Meadow Boulevard, Enfield, CT, US 06082
(Street and Number) (City or Town, State, Country and Zip Code)

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

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

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

Internet Website Address www.massmutual.com

Statutory Statement Contact Tammy A. Peatman, 413-744-6327
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OFFICERS

President and Chief Executive Officer Roger William Crandall Treasurer Todd Garrett Picken
Secretary Pia Denise Flanagan # 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

Pia Denise Flanagan
Secretary

Todd Garrett Picken
Treasurer

Subscribed and sworn to before me this _____ day of _____

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D)	144,280,400		144,280,400	145,576,989
2. Stocks (Schedule D):				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens	4,170,281		4,170,281	4,680,443
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$				
encumbrances)				
4.2 Properties held for the production of income (less				
\$				
encumbrances)				
4.3 Properties held for sale (less \$				
encumbrances)				
5. Cash (\$				
(1,901,158) , Schedule E - Part 1), cash equivalents				
(\$				
96,153,220 , Schedule E - Part 2) and short-term				
investments (\$	110,736,395		110,736,395	91,158,048
16,484,333 , Schedule DA)				
6. Contract loans (including \$	94,020,256		94,020,256	94,901,162
premium notes)				
7. Derivatives (Schedule DB)				
8. Other invested assets (Schedule BA)				
9. Receivables for securities				
10. Securities lending reinvested collateral assets (Schedule DL)				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	353,207,332		353,207,332	336,316,642
13. Title plants less \$				
charged off (for Title insurers				
only)				
14. Investment income due and accrued	3,621,133		3,621,133	3,764,836
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,079		1,079	677
15.2 Deferred premiums and agents' balances and installments booked but				
deferred and not yet due (including \$				
earned but unbilled premiums)	(2,114,733)		(2,114,733)	(2,166,514)
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	7,224,626		7,224,626	2,686,195
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	23,273,515		23,273,515	21,368,753
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	5,513,685		5,513,685	6,021,096
18.2 Net deferred tax asset	8,903,619	4,449,066	4,454,553	4,589,258
19. Guaranty funds receivable or on deposit	281,185		281,185	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	150,163		150,163	150,915
24. Health care (\$				
) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	509,448		509,448	
26. Total assets excluding Separate Accounts, Segregated Accounts and				
Protected Cell Accounts (Lines 12 to 25)	400,571,052	4,449,066	396,121,986	373,003,748
27. From Separate Accounts, Segregated Accounts and Protected Cell				
Accounts	4,274,843,259		4,274,843,259	4,214,903,673
28. Total (Lines 26 and 27)	4,675,414,311	4,449,066	4,670,965,245	4,587,907,421
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above)				
2501. Miscellaneous other assets	509,448		509,448	
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	509,448		509,448	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Year	2 Prior Year
1. Aggregate reserve for life contracts \$ 131,672,365 (Exh. 5, Line 9999999) less \$ included in Line 6.3 (including \$ Modco Reserve)	131,672,365	129,503,950
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)	6,325,705	6,841,263
3. Liability for deposit-type contracts (Exhibit 7, Line 14, Col. 1) (including \$ Modco Reserve)		
4. Contract claims:		
4.1 Life (Exhibit 8, Part 1, Line 4.4, Col. 1 less sum of Cols. 9, 10 and 11)	3,388,551	3,844,077
4.2 Accident and health (Exhibit 8, Part 1, Line 4.4, sum of Cols. 9, 10 and 11)		
5. Policyholders' dividends \$ and coupons \$ due and unpaid (Exhibit 4, Line 10)		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ accident and health premiums (Exhibit 1, Part 1, Col. 1, sum of lines 4 and 14)	1,391	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	13,885,522	14,025,217
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ 3,952,504 ceded	3,952,504	738,087
9.4 Interest maintenance reserve (IMR, Line 6)	367,545	297,217
10. Commissions to agents due or accrued-life and annuity contracts \$ 65,303 accident and health \$ and deposit-type contract funds \$	65,303	66,301
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued (Exhibit 2, Line 12, Col. 6)	398,476	398,718
13. Transfers to Separate Accounts due or accrued (net) (including \$ (786,830) accrued for expense allowances recognized in reserves, net of reinsured allowances)	16,563,643	13,608,167
14. Taxes, licenses and fees due or accrued, excluding federal income taxes (Exhibit 3, Line 9, Col. 5)	294,793	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	7,475	27,088
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	68,774	(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 (AVR, Line 16, Col. 7)	4,323,715	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	2,823,732	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	288,794	291,618
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	184,428,288	176,982,480
27. From Separate Accounts Statement	4,274,843,259	4,214,903,673
28. Total liabilities (Lines 26 and 27)	4,459,271,547	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 (Page 3, Line 33, Col. 2 plus Page 4, Line 51.1, Col. 1)	143,736,914	143,736,914
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	65,456,584	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)	209,193,498	193,521,068
38. Totals of Lines 29, 30 and 37 (Page 4, Line 55)	211,693,698	196,021,268
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	4,670,965,245	4,587,907,421
DETAILS OF WRITE-INS		
2501. Miscellaneous liabilities	182,782	175,484
2502. Funds awaiting escheat	106,012	116,134
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	288,794	291,618
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 thru 3103 plus 3198)(Line 31 above)		
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 thru 3403 plus 3498)(Line 34 above)		

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SUMMARY OF OPERATIONS

	1 Current Year	2 Prior Year
1. Premiums and annuity considerations for life and accident and health contracts (Exhibit 1, Part 1, Line 20.4, Col. 1, less Col. 11)	24,111,798	28,520,783
2. Considerations for supplementary contracts with life contingencies		
3. Net investment income (Exhibit of Net Investment Income, Line 17)	11,616,274	11,832,493
4. Amortization of Interest Maintenance Reserve (IMR, Line 5)	178,480	167,725
5. Separate Accounts net gain from operations excluding unrealized gains or losses		(3)
6. Commissions and expense allowances on reinsurance ceded (Exhibit 1, Part 2, Line 26.1, Col. 1)	5,522,840	5,396,975
7. Reserve adjustments on reinsurance ceded	(12,814,717)	(10,106,625)
8. Miscellaneous Income:		
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	72,029,070	68,457,233
8.2 Charges and fees for deposit-type contracts		
8.3 Aggregate write-ins for miscellaneous income	(856,658)	(329,257)
9. Total (Lines 1 to 8.3)	99,787,087	103,939,324
10. Death benefits	38,026,639	41,795,049
11. Matured endowments (excluding guaranteed annual pure endowments)		
12. Annuity benefits (Exhibit 8, Part 2, Line 6.4, Cols. 4 + 8)	885,089	2,625,581
13. Disability benefits and benefits under accident and health contracts	242,492	283,323
14. Coupons, guaranteed annual pure endowments and similar benefits		
15. Surrender benefits and withdrawals for life contracts	56,099,072	118,766,434
16. Group conversions		
17. Interest and adjustments on contract or deposit-type contract funds	726,967	657,561
18. Payments on supplementary contracts with life contingencies		
19. Increase in aggregate reserves for life and accident and health contracts	2,168,416	3,539,409
20. Totals (Lines 10 to 19)	98,148,675	167,667,357
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only) (Exhibit 1, Part 2, Line 31, Col. 1)	3,468,861	3,425,523
22. Commissions and expense allowances on reinsurance assumed (Exhibit 1, Part 2, Line 26.2, Col. 1)		
23. General insurance expenses (Exhibit 2, Line 10, Cols. 1, 2, 3 and 4)	10,318,025	9,666,883
24. Insurance taxes, licenses and fees, excluding federal income taxes (Exhibit 3, Line 7, Cols. 1 + 2 + 3)	1,207,597	609,205
25. Increase in loading on deferred and uncollected premiums	(824)	(989)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(38,746,685)	(104,825,494)
27. Aggregate write-ins for deductions	172,908	83,644
28. Totals (Lines 20 to 27)	74,568,557	76,626,129
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	25,218,530	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)	25,218,530	27,313,195
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	9,577,811	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)	15,640,719	22,353,827
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$162,603 (excluding taxes of \$133,973 transferred to the IMR)	160,945	(57,628)
35. Net income (Line 33 plus Line 34)	15,801,664	22,296,199
CAPITAL AND SURPLUS ACCOUNT		
36. Capital and surplus, December 31, prior year (Page 3, Line 38, Col. 2)	196,021,268	196,227,501
37. Net income (Line 35)	15,801,664	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	3,163,701	(1,409,457)
41. Change in nonadmitted assets	(3,296,141)	1,064,819
42. Change in liability for reinsurance in unauthorized and certified companies		
43. Change in reserve on account of change in valuation basis, (increase) or decrease		(1,678,969)
44. Change in asset valuation reserve	3,206	(496,824)
45. Change in treasury stock (Page 3, Lines 36.1 and 36.2, Col. 2 minus Col. 1)		
46. Surplus (contributed to) withdrawn from Separate Accounts during period		421
47. Other changes in surplus in Separate Accounts Statement		(421)
48. Change in surplus notes		
49. Cumulative effect of changes in accounting principles		
50. Capital changes:		
50.1 Paid in		
50.2 Transferred from surplus (Stock Dividend)		
50.3 Transferred to surplus		
51. Surplus adjustment:		
51.1 Paid in		
51.2 Transferred to capital (Stock Dividend)		
51.3 Transferred from capital		
51.4 Change in surplus as a result of reinsurance		
52. Dividends to stockholders		(20,000,000)
53. Aggregate write-ins for gains and losses in surplus		17,999
54. Net change in capital and surplus for the year (Lines 37 through 53)	15,672,430	(206,233)
55. Capital and surplus, December 31, current year (Lines 36 + 54) (Page 3, Line 38)	211,693,698	196,021,268
DETAILS OF WRITE-INS		
08.301. Sub advisory fees	(1,689,464)	(1,821,924)
08.302. Other miscellaneous income	832,806	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 thru 08.303 plus 08.398)(Line 8.3 above)	(856,658)	(329,257)
2701. Miscellaneous charges to operations	172,908	83,644
2702.		
2703.		
2798. Summary of remaining write-ins for Line 27 from overflow page		
2799. Totals (Lines 2701 thru 2703 plus 2798)(Line 27 above)	172,908	83,644
5301. Other changes in surplus		17,999
5302.		
5303.		
5398. Summary of remaining write-ins for Line 53 from overflow page		
5399. Totals (Lines 5301 thru 5303 plus 5398)(Line 53 above)		17,999

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

CASH FLOW

	1	2
	Current Year	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	24,648,662	25,632,873
2. Net investment income	11,252,715	11,279,621
3. Miscellaneous income	67,620,228	70,242,334
4. Total (Lines 1 through 3)	103,521,605	107,154,828
5. Benefit and loss related payments	100,943,536	161,179,439
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(38,528,921)	(95,294,617)
7. Commissions, expenses paid and aggregate write-ins for deductions	15,276,052	13,649,888
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ (2,083,418) tax on capital gains (losses)	9,366,977	3,731,485
10. Total (Lines 5 through 9)	87,057,644	83,266,195
11. Net cash from operations (Line 4 minus Line 10)	16,463,961	23,888,633
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	38,473,422	30,754,970
12.2 Stocks		
12.3 Mortgage loans	504,026	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	54	(18)
12.7 Miscellaneous proceeds	(183,945)	(7)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	38,793,557	31,408,003
13. Cost of investments acquired (long-term only):		
13.1 Bonds	36,258,812	33,481,794
13.2 Stocks		
13.3 Mortgage loans	312	
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications	(3)	(8)
13.7 Total investments acquired (Lines 13.1 to 13.6)	36,259,121	33,481,786
14. Net increase (decrease) in contract loans and premium notes	(880,906)	(423,786)
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	3,415,342	(1,649,997)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities	(684,637)	311,236
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	383,681	(20,977,559)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(300,956)	(20,666,323)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	19,578,347	1,572,313
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	91,158,048	89,585,735
19.2 End of year (Line 18 plus Line 19.1)	110,736,395	91,158,048
Note: Supplemental disclosures of cash flow information for non-cash transactions:		
20.0001. Bond conversions and refinancing	844,753	999,838
20.0002. Interest capitalization for long-term debt	1,580	1,394

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health			12 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance (a)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other	
1. Premiums and annuity considerations for life and accident and health contracts	24,111,798		24,768,332	72,897			(729,431)					
2. Considerations for supplementary contracts with life contingencies												
3. Net investment income	11,616,274		10,901,353	(388,373)	356,854		746,440					
4. Amortization of Interest Maintenance Reserve (IMR)	178,480		159,129	(10,512)	9,659		20,204					
5. Separate Accounts net gain from operations excluding unrealized gains or losses												
6. Commissions and expense allowances on reinsurance ceded	5,522,840		600				5,522,239					
7. Reserve adjustments on reinsurance ceded	(12,814,717)						(12,814,717)					
8. Miscellaneous Income:												
8.1 Fees associated with income from investment management, administration and contract guarantees from Separate Accounts	72,029,070		42,541,587	751,588			28,735,895					
8.2 Charges and fees for deposit-type contracts												
8.3 Aggregate write-ins for miscellaneous income	(856,658)		708,207	124,672	(24)		(1,689,513)					
9. Totals (Lines 1 to 8.3)	99,787,087		79,079,209	550,272	366,489		19,791,117					
10. Death benefits	38,026,639		12,803,485				25,223,154					
11. Matured endowments (excluding guaranteed annual pure endowments)												
12. Annuity benefits	885,089			885,089								
13. Disability benefits and benefits under accident and health contracts	242,492		242,492									
14. Coupons, guaranteed annual pure endowments and similar benefits												
15. Surrender benefits and withdrawals for life contracts	56,099,072		46,664,004	8,235,068			1,200,000					
16. Group conversions												
17. Interest and adjustments on contract or deposit-type contract funds	726,967		68,210	6,666	169,079		483,012					
18. Payments on supplementary contracts with life contingencies												
19. Increase in aggregate reserves for life and accident and health contracts	2,168,416		1,799,063	100,496			268,857					
20. Totals (Lines 10 to 19)	98,148,675		61,577,254	9,227,319	169,079		27,175,023					
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only)	3,468,861		2,196,255	54,174			1,218,432					
22. Commissions and expense allowances on reinsurance assumed												
23. General insurance expenses	10,318,025		5,042,380	331,941	731		4,942,973					
24. Insurance taxes, licenses and fees, excluding federal income taxes	1,207,597		1,132,062	6,715	45		68,775					
25. Increase in loading on deferred and uncollected premiums	(824)		(824)									
26. Net transfers to or (from) Separate Accounts net of reinsurance	(38,746,685)		(10,597,808)	(9,022,753)			(19,126,124)					
27. Aggregate write-ins for deductions	172,908		160,652				12,256					
28. Totals (Lines 20 to 27)	74,568,557		59,509,971	597,396	169,855		14,291,335					
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	25,218,530		19,569,237	(47,124)	196,634		5,499,782					
30. Dividends to policyholders												
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	25,218,530		19,569,237	(47,124)	196,634		5,499,782					
32. Federal income taxes incurred (excluding tax on capital gains)	9,577,811		6,893,525	(96,138)	62,396		2,718,028					
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)	15,640,719		12,675,712	49,014	134,238		2,781,754					
DETAILS OF WRITE-INS												
08.301. Sub advisory fees	(1,689,464)						(1,689,464)					
08.302. Other miscellaneous income	832,806		708,207	124,672	(24)		(49)					
08.303.												
08.398. Summary of remaining write-ins for Line 8.3 from overflow page												
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above)	(856,658)		708,207	124,672	(24)		(1,689,513)					
2701. Miscellaneous charges to operations	172,908		160,652				12,256					
2702.												
2703.												
2798. Summary of remaining write-ins for Line 27 from overflow page												
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	172,908		160,652				12,256					

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
ANALYSIS OF INCREASE IN RESERVES DURING THE YEAR

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group	
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance	8 Annuities
Involving Life or Disability Contingencies (Reserves)								
(Net of Reinsurance Ceded)								
1. Reserve December 31, prior year	129,503,950		125,505,880	2,825,597			1,172,473	
2. Tabular net premiums or considerations	24,110,341		24,768,332	72,896			(730,887)	
3. Present value of disability claims incurred					XXX			
4. Tabular interest	4,957,602		4,897,888	59,714				
5. Tabular less actual reserve released	(37,743)			(37,743)				
6. Increase in reserve on account of change in valuation basis								
7. Other increases (net)	2,809,125		1,294,955	(64,039)			1,578,209	
8. Totals (Lines 1 to 7)	161,343,275		156,467,055	2,856,425			2,019,795	
9. Tabular cost	42,273,320		23,331,587		XXX		18,941,733	
10. Reserves released by death	24,218,617		4,820,407	XXX	XXX		19,398,210	XXX
11. Reserves released by other terminations (net)	53,536,175		44,097,270	8,238,905			1,200,000	
12. Annuity, supplementary contract and disability payments involving life contingencies	963,936		242,492	721,444				
13. Net transfers to or (from) Separate Accounts	(91,321,138)		(43,329,644)	(9,030,016)			(38,961,478)	
14. Total Deductions (Lines 9 to 13)	29,670,910		29,162,112	(69,667)			578,465	
15. Reserve December 31, current year	131,672,365		127,304,943	2,926,092			1,441,330	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) 27,117	.....16,074
1.1 Bonds exempt from U.S. tax	(a) .....	.....
1.2 Other bonds (unaffiliated)	(a) 6,588,845	..... 6,526,317
1.3 Bonds of affiliates	(a) 24,608	..... 24,330
2.1 Preferred stocks (unaffiliated)	(b) .....	.....
2.11 Preferred stocks of affiliates	(b) .....	.....
2.2 Common stocks (unaffiliated) .....	.....	.....
2.21 Common stocks of affiliates .....	.....	.....
3. Mortgage loans	(c) 250,112	..... 247,081
4. Real estate	(d) .....	.....
5. Contract loans .....	..... 5,091,249	..... 5,022,160
6. Cash, cash equivalents and short-term investments	(e) 341,211	..... 341,211
7. Derivative instruments	(f) .....	.....
8. Other invested assets .....	.....	.....
9. Aggregate write-ins for investment income .....	..... 61	..... 61
10. Total gross investment income .....	..... 12,323,203	..... 12,177,234
11. Investment expenses .....	.....	(g) 559,065
12. Investment taxes, licenses and fees, excluding federal income taxes .....	.....	(g) 1,895
13. Interest expense .....	.....	(h)
14. Depreciation on real estate and other invested assets .....	.....	(i)
15. Aggregate write-ins for deductions from investment income .....	.....	.....
16. Total deductions (Lines 11 through 15) .....	.....	.....560,960
17. Net investment income (Line 10 minus Line 16) .....	.....	..... 11,616,274
DETAILS OF WRITE-INS		
0901. Miscellaneous income .....	..... 61	..... 61
0902. ....	.....	.....
0903. ....	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above) .....	..... 61	..... 61
1501. ....	.....	.....
1502. ....	.....	.....
1503. ....	.....	.....
1598. Summary of remaining write-ins for Line 15 from overflow page .....	.....	.....
1599. Totals (Lines 1501 thru 1503 plus 1598) (Line 15, above) .....	.....	.....

- (a) Includes \$976,759 accrual of discount less \$439,509 amortization of premium and less \$99,791 paid for accrued interest on purchases.
- (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued dividends on purchases.
- (c) Includes \$1,054 accrual of discount less \$7,502 amortization of premium and less \$ paid for accrued interest on purchases.
- (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
- (e) Includes \$337,918 accrual of discount less \$ amortization of premium and less \$ paid for accrued interest on purchases.
- (f) Includes \$ accrual of discount less \$ amortization of premium.
- (g) Includes \$ investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ interest on surplus notes and \$ interest on capital notes.
- (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1	2	3	4	5
	Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds .....	.....	.....	.....	.....	.....
1.1 Bonds exempt from U.S. tax .....	.....	.....	.....	.....	.....
1.2 Other bonds (unaffiliated)	378,949	(1,975)	376,974	.....	.....
1.3 Bonds of affiliates	3,797	.....	3,797	.....	.....
2.1 Preferred stocks (unaffiliated) .....	.....	.....	.....	.....	.....
2.11 Preferred stocks of affiliates .....	.....	.....	.....	.....	.....
2.2 Common stocks (unaffiliated) .....	.....	.....	.....	.....	.....
2.21 Common stocks of affiliates .....	.....	.....	.....	.....	.....
3. Mortgage loans .....	.....	.....	.....	.....	.....
4. Real estate .....	.....	.....	.....	.....	.....
5. Contract loans .....	.....	.....	.....	.....	.....
6. Cash, cash equivalents and short-term investments	54	.....	54	.....	.....
7. Derivative instruments .....	.....	.....	.....	.....	.....
8. Other invested assets .....	.....	.....	.....	.....	.....
9. Aggregate write-ins for capital gains (losses)	325,503	.....	325,503	.....	.....
10. Total capital gains (losses)	708,303	(1,975)	706,328	.....	.....
DETAILS OF WRITE-INS					
0901. Miscellaneous	325,503	.....	325,503	.....	.....
0902. ....	.....	.....	.....	.....	.....
0903. ....	.....	.....	.....	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....	.....	.....	.....
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9, above)	325,503	.....	325,503	.....	.....

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

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

	1 Total	2 Industrial Life	Ordinary		5 Credit Life (Group and Individual)	Group		Accident and Health			11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group and Individual)	10 Other	
FIRST YEAR (other than single)											
1. Uncollected											
2. Deferred and accrued											
3. Deferred, accrued and uncollected:											
3.1 Direct											
3.2 Reinsurance assumed											
3.3 Reinsurance ceded											
3.4 Net (Line 1 + Line 2)											
4. Advance											
5. Line 3.4 - Line 4											
6. Collected during year:											
6.1 Direct											
6.2 Reinsurance assumed											
6.3 Reinsurance ceded	152		152								
6.4 Net	(152)		(152)								
7. Line 5 + Line 6.4	(152)		(152)								
8. Prior year (uncollected + deferred and accrued - advance)											
9. First year premiums and considerations:											
9.1 Direct											
9.2 Reinsurance assumed											
9.3 Reinsurance ceded	152		152								
9.4 Net (Line 7 - Line 8)	(152)		(152)								
SINGLE											
10. Single premiums and considerations:											
10.1 Direct											
10.2 Reinsurance assumed											
10.3 Reinsurance ceded											
10.4 Net											
RENEWAL											
11. Uncollected	1,129		1,129								
12. Deferred and accrued	(13,975,000)		(1,863,548)			(12,111,452)					
13. Deferred, accrued and uncollected:											
13.1 Direct	(13,780,276)		105,247			(13,885,522)					
13.2 Reinsurance assumed											
13.3 Reinsurance ceded	193,595		1,967,665			(1,774,070)					
13.4 Net (Line 11 + Line 12)	(13,973,871)		(1,862,419)			(12,111,452)					
14. Advance	1,391		1,391								
15. Line 13.4 - Line 14	(13,975,262)		(1,863,809)			(12,111,452)					
16. Collected during year:											
16.1 Direct	42,325,323		42,220,779	72,897		31,646					
16.2 Reinsurance assumed											
16.3 Reinsurance ceded	17,676,509		17,494,801			181,708					
16.4 Net	24,648,814		24,725,978	72,897		(150,061)					
17. Line 15 + Line 16.4	10,673,552		22,862,169	72,897		(12,261,514)					
18. Prior year (uncollected + deferred and accrued - advance)	(13,438,398)		(1,906,315)			(11,532,083)					
19. Renewal premiums and considerations:											
19.1 Direct	42,461,904		42,217,666	72,897		171,341					
19.2 Reinsurance assumed											
19.3 Reinsurance ceded	18,349,953		17,449,182			900,771					
19.4 Net (Line 17 - Line 18)	24,111,950		24,768,484	72,897		(729,431)					
TOTAL											
20. Total premiums and annuity considerations:											
20.1 Direct	42,461,904		42,217,666	72,897		171,341					
20.2 Reinsurance assumed											
20.3 Reinsurance ceded	18,350,105		17,449,334			900,771					
20.4 Net (Lines 9.4 + 10.4 + 19.4)	24,111,798		24,768,332	72,897		(729,431)					

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

	1 Total	2 Industrial Life	Ordinary		5 Credit Life (Group and Individual)	Group		Accident and Health			11 Aggregate of All Other Lines of Business
			3 Life Insurance	4 Individual Annuities		6 Life Insurance	7 Annuities	8 Group	9 Credit (Group and Individual)	10 Other	
DIVIDENDS AND COUPONS APPLIED (included in Part 1)											
21. To pay renewal premiums											
22. All other											
REINSURANCE COMMISSIONS AND EXPENSE ALLOWANCES INCURRED											
23. First year (other than single):											
23.1 Reinsurance ceded											
23.2 Reinsurance assumed											
23.3 Net ceded less assumed											
24. Single:											
24.1 Reinsurance ceded											
24.2 Reinsurance assumed											
24.3 Net ceded less assumed											
25. Renewal:											
25.1 Reinsurance ceded	5,522,840		600			5,522,239					
25.2 Reinsurance assumed											
25.3 Net ceded less assumed	5,522,840		600			5,522,239					
26. Totals:											
26.1 Reinsurance ceded (Page 6, Line 6)	5,522,840		600			5,522,239					
26.2 Reinsurance assumed (Page 6, Line 22)											
26.3 Net ceded less assumed	5,522,840		600			5,522,239					
COMMISSIONS INCURRED (direct business only)											
27. First year (other than single)	20,383		20,383								
28. Single											
29. Renewal	3,448,478		2,175,872	54,174		1,218,432					
30. Deposit-type contract funds											
31. Totals (to agree with Page 6, Line 21)	3,468,861		2,196,255	54,174		1,218,432					

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

EXHIBIT 2 - GENERAL EXPENSES

	Insurance				5 Investment	6 Total
	1 Life	2 Accident and Health		4 All Other Lines of Business		
		2 Cost Containment	3 All Other			
1. Rent	329,191				2,982	332,172
2. Salaries and wages	4,416,830				40,008	4,456,837
3.11 Contributions for benefit plans for employees	591,695				5,360	597,055
3.12 Contributions for benefit plans for agents	400,661				3,629	404,290
3.21 Payments to employees under non-funded benefit plans						
3.22 Payments to agents under non-funded benefit plans						
3.31 Other employee welfare	46,871				425	47,296
3.32 Other agent welfare						
4.1 Legal fees and expenses	57,831				524	58,355
4.2 Medical examination fees	64,477				584	65,061
4.3 Inspection report fees	(263)				(2)	(265)
4.4 Fees of public accountants and consulting actuaries	13,905				126	14,031
4.5 Expense of investigation and settlement of policy claims	25,054				227	25,281
5.1 Traveling expenses	153,930				1,394	155,325
5.2 Advertising	229,788				2,081	231,869
5.3 Postage, express, telegraph and telephone	187,063				1,694	188,757
5.4 Printing and stationery	146,862				1,330	148,192
5.5 Cost or depreciation of furniture and equipment	135,219				1,225	136,444
5.6 Rental of equipment	276,186				2,502	278,688
5.7 Cost or depreciation of EDP equipment and software	49,588				449	50,037
6.1 Books and periodicals	12,444				113	12,556
6.2 Bureau and association fees	28,195				255	28,450
6.3 Insurance, except on real estate	34,250				310	34,560
6.4 Miscellaneous losses	45,987				417	46,404
6.5 Collection and bank service charges	33,283				301	33,585
6.6 Sundry general expenses	(12,377)				(112)	(12,489)
6.7 Group service and administration fees	842,409				7,631	850,040
6.8 Reimbursements by uninsured plans						
7.1 Agency expense allowance	1,166,458				10,566	1,177,024
7.2 Agents' balances charged off (less \$ recovered)						
7.3 Agency conferences other than local meetings	126,350				1,144	127,495
9.1 Real estate expenses						
9.2 Investment expenses not included elsewhere					473,372	473,372
9.3 Aggregate write-ins for expenses	916,137				531	916,668
10. General expenses incurred	10,318,025				559,065 (a)	10,877,090
11. General expenses unpaid December 31, prior year	3,088,537				254,726	3,343,263
12. General expenses unpaid December 31, current year	3,056,592				165,616	3,222,208
13. Amounts receivable relating to uninsured plans, prior year						
14. Amounts receivable relating to uninsured plans, current year						
15. General expenses paid during year (Lines 10+11-12-13+14)	10,349,971				648,175	10,998,145
DETAILS OF WRITE-INS						
09.301. Miscellaneous	58,574				531	59,104
09.302. Management Services Income	857,563					857,563
09.303.						
09.398. Summary of remaining write-ins for Line 9.3 from overflow page						
09.399. Totals (Lines 09.301 thru 09.303 plus 09.398) (Line 9.3 above)	916,137				531	916,668

(a) Includes management fees of \$ 10,019,526 to affiliates and \$ to non-affiliates.

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

	Insurance			4 Investment	5 Total
	1 Life	2 Accident and Health	3 All Other Lines of Business		
1. Real estate taxes					
2. State insurance department licenses and fees	90,577				90,577
3. State taxes on premiums	668,867				668,867
4. Other state taxes, including \$ for employee benefits	126,742				126,742
5. U.S. Social Security taxes	321,411			1,895	323,305
6. All other taxes					
7. Taxes, licenses and fees incurred	1,207,597			1,895	1,209,491
8. Taxes, licenses and fees unpaid December 31, prior year	264,307			711	265,018
9. Taxes, licenses and fees unpaid December 31, current year	294,331			462	294,793
10. Taxes, licenses and fees paid during year (Lines 7 + 8 - 9)	1,177,573			2,144	1,179,716

EXHIBIT 4 - DIVIDENDS OR REFUNDS

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

NONE

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
EXHIBIT 5 - AGGREGATE RESERVE FOR LIFE CONTRACTS

1	2	3	4	5	6
Valuation Standard	Total	Industrial	Ordinary	Credit (Group and Individual)	Group
0100001. 58 CET 4.00% NLP	586,736		586,736		
0100002. 58 CSO 4.00% MOD CRVM	45,664		45,664		
0100003. 58 CSO 4.50% CRVM	8,406		8,406		
0100004. 80 CSO 3.00%	1,310,000				1,310,000
0100005. 80 CSO 4.00%	164,174				164,174
0100006. 80 CSO 4.50% CRVM	78,551,700		78,551,700		
0100007. 80 CSO 5.50% CRVM	61,638,850		61,638,850		
0199997. Totals (Gross)	142,305,530		140,831,356		1,474,174
0199998. Reinsurance ceded	23,425,644		23,392,800		32,844
0199999. Life Insurance: Totals (Net)	118,879,886		117,438,556		1,441,330
0200001. 1994 MGDB Table 1Y/FIG	1,641,996	XXX	1,641,996	XXX	
0200002. a-2000 4.00%	35,277	XXX	35,277	XXX	
0200003. a-2000 4.25%	54,470	XXX	54,470	XXX	
0200004. a-2000 4.50%	4,655	XXX	4,655	XXX	
0200005. a-2000 5.00%	10,247	XXX	10,247	XXX	
0200006. a-2000 5.25%	18,688	XXX	18,688	XXX	
0200007. a-2000 5.50%	118,430	XXX	118,430	XXX	
0299997. Totals (Gross)	1,883,763	XXX	1,883,763	XXX	
0299998. Reinsurance ceded		XXX		XXX	
0299999. Annuities: Totals (Net)	1,883,763	XXX	1,883,763	XXX	
0399998. Reinsurance ceded					
0399999. SCWLC: Totals (Net)					
0400001. 59 ADB + 58 CSO 4.50%	1,698		1,698		
0400002. 59 ADB + 58 CSO 5.50%	377		377		
0499997. Totals (Gross)	2,075		2,075		
0499998. Reinsurance ceded					
0499999. Accidental Death Benefits: Totals (Net)	2,075		2,075		
0500001. 120% 52 INTERCO DISA 4.50%	48,694		48,694		
0500002. 120% 52 INTERCO DISA 5.50%	13,035		13,035		
0500003. 35-39 INTERCO + 58 CSO 3.50%	15,447		15,447		
0599997. Totals (Gross)	77,176		77,176		
0599998. Reinsurance ceded					
0599999. Disability-Active Lives: Totals (Net)	77,176		77,176		
0600001. 52 DISAB TABLE BEN 5 3.50%	28,972		28,972		
0600002. 52 DISAB TABLE BEN 5 4.00%	329,340		329,340		
0600003. 52 DISAB TABLE BEN 5 4.50%	4,625,288		4,625,288		
0600004. 52 DISAB TABLE BEN 5 5.50%	2,449,477		2,449,477		
0699997. Totals (Gross)	7,433,077		7,433,077		
0699998. Reinsurance ceded					
0699999. Disability-Disabled Lives: Totals (Net)	7,433,077		7,433,077		
0700001. AG43 Reserve	1,042,330		1,042,330		
0700002. Minimum Death Benefit	66,946		66,946		
0700003. Policy Loans	2,286,759		2,286,759		
0700004. Term Cost Reserve	95		95		
0700005. Term Conversions	258		258		
0799997. Totals (Gross)	3,396,388		3,396,388		
0799998. Reinsurance ceded					
0799999. Miscellaneous Reserves: Totals (Net)	3,396,388		3,396,388		
9999999. Totals (Net) - Page 3, Line 1	131,672,365		130,231,035		1,441,330

EXHIBIT 5 - INTERROGATORIES

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

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

1 Description of Valuation Class	Valuation Basis		4 Increase in Actuarial Reserve Due to Change
	2 Changed from	3 Changed To	
NONE			
9999999 - Total (Column 4, only)			

Exhibit 6 - Aggregate Reserves for Accident and Health Contracts

N O N E

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

EXHIBIT 7 - DEPOSIT TYPE CONTRACTS

	1	2	3	4	5	6
	Total	Guaranteed Interest Contracts	Annuities Certain	Supplemental Contracts	Dividend Accumulations or Refunds	Premium and Other Deposit Funds
1. Balance at the beginning of the year before reinsurance	6,841,263		14,137	6,827,126		
2. Deposits received during the year	5,504,659			5,504,659		
3. Investment earnings credited to the account	169,079			169,079		
4. Other net change in reserves			54,563	(54,563)		
5. Fees and other charges assessed						
6. Surrender charges						
7. Net surrender or withdrawal payments	6,189,295			6,189,295		
8. Other net transfers to or (from) Separate Accounts						
9. Balance at the end of current year before reinsurance (Lines 1+2+3+4-5-6-7-8)	6,325,705		68,700	6,257,005		
10. Reinsurance balance at the beginning of the year						
11. Net change in reinsurance assumed						
12. Net change in reinsurance ceded						
13. Reinsurance balance at the end of the year (Lines 10+11-12)						
14. Net balance at the end of current year after reinsurance (Lines 9 + 13)	6,325,705		68,700	6,257,005		

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 1 - Liability End of Current Year

	1 Total	2 Industrial Life	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health		
			3 Life Insurance	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other
1. Due and unpaid:											
1.1 Direct											
1.2 Reinsurance assumed											
1.3 Reinsurance ceded											
1.4 Net											
2. In course of settlement:											
2.1 Resisted											
2.11 Direct											
2.12 Reinsurance assumed											
2.13 Reinsurance ceded											
2.14 Net			(b)	(b)		(b)	(b)				
2.2 Other											
2.21 Direct	7,099,666		4,070,828				3,028,838				
2.22 Reinsurance assumed											
2.23 Reinsurance ceded	4,504,035		2,164,990				2,339,045				
2.24 Net	2,595,631		(b) 1,905,838	(b)		(b)	(b) 689,793	(b)	(b)	(b)	(b)
3. Incurred but unreported:											
3.1 Direct	1,189,820		1,135,320				54,500				
3.2 Reinsurance assumed											
3.3 Reinsurance ceded	396,900		396,900								
3.4 Net	792,920		(b) 738,420	(b)		(b)	(b) 54,500	(b)	(b)	(b)	(b)
4. TOTALS											
4.1 Direct	8,289,486		5,206,148				3,083,338				
4.2 Reinsurance assumed											
4.3 Reinsurance ceded	4,900,935		2,561,890				2,339,045				
4.4 Net	3,388,551	(a)	(a) 2,644,258				(a) 744,293				

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

(b) Include only portion of disability and accident and health claim liabilities applicable to assumed "accrued" benefits. Reserves (including reinsurance assumed and net of reinsurance ceded) for unaccrued benefits for Ordinary Life Insurance \$329,340
 Individual Annuities \$, Credit Life (Group and Individual) \$, and Group Life \$, are included in Page 3, Line 1, (See Exhibit 5, Section on Disability Disabled Lives); and for Group Accident and Health \$
 Credit (Group and Individual) Accident and Health \$, and Other Accident and Health \$ are included in Page 3, Line 2 (See Exhibit 6, Claim Reserve).

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
EXHIBIT 8 - CLAIMS FOR LIFE AND ACCIDENT AND HEALTH CONTRACTS

PART 2 - Incurred During the Year

	1 Total	2 Industrial Life (a)	Ordinary			6 Credit Life (Group and Individual)	Group		Accident and Health		
			3 Life Insurance (b)	4 Individual Annuities	5 Supplementary Contracts		7 Life Insurance (c)	8 Annuities	9 Group	10 Credit (Group and Individual)	11 Other
1. Settlements During the Year:											
1.1 Direct	68,507,169		27,842,487	885,089			39,779,593				
1.2 Reinsurance assumed											
1.3 Reinsurance ceded	24,358,992		15,766,128				8,592,864				
1.4 Net (d)	44,148,177		12,076,359	885,089			31,186,729				
2. Liability December 31, current year from Part 1:											
2.1 Direct	8,289,486		5,206,148				3,083,338				
2.2 Reinsurance assumed											
2.3 Reinsurance ceded	4,900,935		2,561,890				2,339,045				
2.4 Net	3,388,551		2,644,258				744,293				
3. Amounts recoverable from reinsurers December 31, current year	7,224,626		213,578				7,011,048				
4. Liability December 31, prior year:											
4.1 Direct	11,222,757		4,454,777				6,767,980				
4.2 Reinsurance assumed											
4.3 Reinsurance ceded	7,378,680		2,228,880				5,149,800				
4.4 Net	3,844,077		2,225,897				1,618,180				
5. Amounts recoverable from reinsurers December 31, prior year	2,686,195		764,835				1,921,360				
6. Incurred Benefits											
6.1 Direct	65,573,899		28,593,858	885,089			36,094,951				
6.2 Reinsurance assumed											
6.3 Reinsurance ceded	26,419,678		15,547,881				10,871,797				
6.4 Net	39,154,220		13,045,977	885,089			25,223,154				

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

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

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

(d) Includes \$244,293 premiums waived under total and permanent disability benefits.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

EXHIBIT OF NON-ADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)			
2. Stocks (Schedule D):			
2.1 Preferred stocks			
2.2 Common stocks			
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens			
3.2 Other than first liens.....			
4. Real estate (Schedule A):			
4.1 Properties occupied by the company			
4.2 Properties held for the production of income.....			
4.3 Properties held for sale			
5. Cash (Schedule E - Part 1), cash equivalents (Schedule E - Part 2) and short-term investments (Schedule DA)			
6. Contract loans			
7. Derivatives (Schedule DB)			
8. Other invested assets (Schedule BA)			
9. Receivables for securities			
10. Securities lending reinvested collateral assets (Schedule DL)			
11. Aggregate write-ins for invested assets			
12. Subtotals, cash and invested assets (Lines 1 to 11)			
13. Title plants (for Title insurers only)			
14. Investment income due and accrued		2,265	2,265
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection			
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			
15.3 Accrued retrospective premiums			
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers			
16.2 Funds held by or deposited with reinsured companies			
16.3 Other amounts receivable under reinsurance contracts			
17. Amounts receivable relating to uninsured plans			
18.1 Current federal and foreign income tax recoverable and interest thereon			
18.2 Net deferred tax asset	4,449,066	1,150,660	(3,298,406)
19. Guaranty funds receivable or on deposit			
20. Electronic data processing equipment and software			
21. Furniture and equipment, including health care delivery assets			
22. Net adjustment in assets and liabilities due to foreign exchange rates			
23. Receivables from parent, subsidiaries and affiliates			
24. Health care and other amounts receivable			
25. Aggregate write-ins for other than invested assets			
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	4,449,066	1,152,925	(3,296,141)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
28. Total (Lines 26 and 27)	4,449,066	1,152,925	(3,296,141)
DETAILS OF WRITE-INS			
1101.			
1102.			
1103.			
1198. Summary of remaining write-ins for Line 11 from overflow page			
1199. Totals (Lines 1101 thru 1103 plus 1198)(Line 11 above)			
2501.			
2502.			
2503.			
2598. Summary of remaining write-ins for Line 25 from overflow page			
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)			

NOTES TO FINANCIAL STATEMENTS

TABLE OF CONTENTS

Note 1 – Summary of Significant Accounting Policies
Note 2 – Accounting Changes and Corrections of Errors
Note 3 – Business Combinations and Goodwill
Note 4 – Discontinued Operations
Note 5 – Investments
Note 6 – Joint Ventures, Partnerships and LLCs
Note 7 – Investment Income
Note 8 – Derivative Instruments
Note 9 – Income Taxes
Note 10 – Information Concerning Parent, Subsidiaries and Affiliates
Note 11 – Debt
Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans
Note 13 – Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
Note 14 – Liabilities, Contingencies and Assessments
Note 15 – Leases
Note 16 – Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
Note 17 – Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
Note 18 – Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
Note 19 – Direct Premium Written/Produced By Managing General Agents/Third Party Administrators
Note 20 – Fair Value Measurements
Note 21 – Other Items
Note 22 – Events Subsequent
Note 23 – Reinsurance
Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination
Note 25 – Change in Incurred Losses and Loss Adjustment Expenses
Note 26 – Intercompany Pooling Arrangements
Note 27 – Structured Settlements
Note 28 – Health Care Receivables
Note 29 – Participating Policies
Note 30 – Premium Deficiency Reserves
Note 31 – Reserves for Life Contracts and Annuity Contracts
Note 32 – Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics
Note 33 – Premium and Annuity Considerations Deferred and Uncollected
Note 34 – Separate Accounts
Note 35 – Loss/Claim Adjustment Expenses
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 statutory accounting practices of the National Association of Insurance Commissioners (NAIC) and the accounting practices prescribed or permitted by the State of Connecticut Insurance Department (the Department).
- b. Use of estimates in the preparation of the financial statements:
The preparation of financial statements requires management to make estimates and assumptions that impact the reported amounts of assets and liabilities, the disclosure of assets and liabilities as of the date of the statutory financial statements and the reported amounts of revenues and expenses during the reporting periods. The most significant estimates include those used in determining the carrying values of investments including the amount of mortgage loan investment valuation reserves, other-than-temporary impairment(s) (OTTI), the liabilities for policyholders' reserves, the determination of admissible deferred tax assets (DTAs), the liability for taxes and litigation contingencies. Future events including, but not limited to, changes in the level of mortality, morbidity, interest rates, persistency, asset valuations and defaults could cause results to differ from the estimates used in the statutory financial statements. Although some variability is inherent in these estimates, management believes the amounts presented are appropriate.
- c. Accounting policy:
Life insurance premium revenue is generally recognized annually on the anniversary date of the policy. However, premium for flexible products, primarily universal life and variable universal life contracts, is recognized as revenue when received. Annuity premium is recognized as revenue when received. Expenses incurred in connection with acquiring new insurance business, including certain acquisition costs, such as commissions, are charged to current operations as incurred. Policy loans are carried at the outstanding loan balance less amounts unsecured by the cash surrender value of the policy. Unsecured amounts can occur when subsequent charges are incurred on the underlying policy without the receipt of additional premium. Where applicable, the values of invested assets have been adjusted for impairments considered OTTI.

In addition, the Company uses the following accounting policies:

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

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

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

- (3) As of December 31, 2014 and 2013, the Company did not hold any common stocks.
- (4) As of December 31, 2014 and 2013, the Company did not hold any preferred stocks.
- (5) Mortgage loans are valued at the unpaid principal balance of the loan, net of unamortized premium, discount, mortgage origination fees and valuation allowances. Mortgage loans are comprised of primarily seasoned pools of homogeneous residential mortgage loans substantially backed by Federal Housing Administration (FHA) and Veterans Administration (VA) guarantees.
- (6) For fixed income securities that do not have a fixed schedule of payments, such as asset-backed securities (ABS), mortgage-backed securities (MBS), including RMBS and CMBS, and structured securities, including collateralized debt obligations (CDOs), amortization or accretion is revalued quarterly based on the current estimated cash flows, using either the prospective or retrospective adjustment methodologies for each type of security.

Certain fixed income securities with the highest ratings from a rating agency follow the retrospective method of accounting. Under the retrospective method, the recalculated effective yield equates the present value of the actual and anticipated cash flows, including new prepayment assumptions, to the original cost of the investment. Prepayment assumptions are based on borrower constraints and economic incentives such as the original term, age and coupon of the loan as affected by the interest rate environment. The current carrying value is then increased or decreased to the amount that would have resulted had the revised yield been applied since inception, and investment income is correspondingly decreased or increased.

All other fixed income securities, such as floating rate bonds and interest only securities, including those that have been impaired, follow the prospective method of accounting. Under the prospective method, the recalculated future effective yield equates the carrying value of the investment to the present value of the anticipated future cash flows.

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

NOTES TO FINANCIAL STATEMENTS

- (7) The Company did not own any subsidiaries and did not hold any investments in controlled or affiliated companies.
- (8) The Company did not have any investments in joint ventures, partnerships or limited liability companies (LLCs).
- (9) The Company did not have any derivative financial instruments.
- (10) The Company does not utilize anticipated investment income as a factor in the premium deficiency calculation in accordance with Statement of Statutory Accounting Principles (SSAP) No. 54 "Individual and Group Accident and Health Contracts."
- (11) The Company does not have disability or long-term care contracts therefore it does not have any unpaid claim or claim expense reserves related to these products.
- (12) Beginning January 1, 2014, the Company changed its capitalization threshold policy on fixed assets from \$2,000 to \$5,000. This change was made in conjunction with changes in tax regulation.
- (13) The Company did not issue any business that would give rise to pharmaceutical rebates or risk sharing receivables.
- (14) The book values of investments are written down when declines in values are considered to be other than temporary.

Bonds - general

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

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

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

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

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

Bonds – structured and loan-backed securities

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

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

NOTES TO FINANCIAL STATEMENTS

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

Note 2 – Accounting Changes and Corrections of Errors

- a. For the year ended December 31, 2014, the Company did not record any prior year errors. For the year ended December 31, 2013, the Company recorded an 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

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

Note 4 – Discontinued Operations

The Company did not have any discontinued operations.

Note 5 – Investments

- a. Mortgage loans:
 - (1) During 2014 and 2013, the Company did not purchase residential mortgage loans.
 - (2) During 2014 and 2013, the Company did not own any commercial mortgage loans or mezzanine real estate loans.

	December 31,	
	2014	2013
	(In Millions)	
(3) Taxes, assessments and any amounts advanced and not included in the mortgage loan total	\$	-
	-	-

NOTES TO FINANCIAL STATEMENTS

(4) Age analysis of mortgage loans:

	Farm	Residential		Commercial		Mezzanine	Total
		Insured	All Other	Insured	All Other		
(\$ In Millions)							
a. 2014							
1. Recorded investment (all)							
(a) Current	\$ -	\$ 4	\$ -	\$ -	\$ -	\$ -	\$ 4
(b) 30-59 days past due	-	-	-	-	-	-	-
(c) 60-89 days past due	-	-	-	-	-	-	-
(d) 90-179 days past due	-	-	-	-	-	-	-
(e) 180+ days past due	-	-	-	-	-	-	-
2. Accruing interest 90-179 days past due							
(a) Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b) Interest accrued	-	-	-	-	-	-	-
3. Accruing interest 180+ days past due							
(a) Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b) Interest accrued	-	-	-	-	-	-	-
4. Interest reduced							
(a) Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b) Number of loans	-	-	-	-	-	-	-
(c) Percent reduced	-	-	-	-	-	-	-
b. 2013							
1. Recorded investment (all)							
(a) Current	\$ -	\$ 5	\$ -	\$ -	\$ -	\$ -	\$ 5
(b) 30-59 days past due	-	-	-	-	-	-	-
(c) 60-89 days past due	-	-	-	-	-	-	-
(d) 90-179 days past due	-	-	-	-	-	-	-
(e) 180+ days past due	-	-	-	-	-	-	-
2. Accruing interest 90-179 days past due							
(a) Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b) Interest accrued	-	-	-	-	-	-	-
3. Accruing interest 180+ days past due							
(a) Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b) Interest accrued	-	-	-	-	-	-	-
4. Interest reduced							
(a) Recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(b) Number of loans	-	-	-	-	-	-	-
(c) Percent reduced	-	-	-	-	-	-	-

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

	Farm	Residential		Commercial		Mezzanine	Total
		Insured	All Other	Insured	All Other		
(In Millions)							
a. 2014							
1. With allowance for credit losses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2. No allowance for credit losses	-	-	-	-	-	-	-
b. 2013							
1. With allowance for credit losses	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2. No allowance for credit losses	-	-	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

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

	Residential		Commercial			Total
	Farm	Insured	All Other	Insured	All Other Mezzanine	
(In Millions)						
a. 2014						
1. Average recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2. Interest income recognized	-	-	-	-	-	-
3. Recorded investment on nonaccrual status	-	-	-	-	-	-
4. Amount of interest income recognized using a cash-basis method of accounting	-	-	-	-	-	-
b. 2013						
1. Average recorded investment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2. Interest income recognized	-	-	-	-	-	-
3. Recorded investment on nonaccrual status	-	-	-	-	-	-
4. Amount of interest income recognized using a cash-basis method of accounting	-	-	-	-	-	-

	Years Ended December 31,	
	2014	2013
(In Millions)		
(7) Allowance for credit losses:		
a. Balance at beginning of period	\$ -	\$ -
b. Additions charged to operations	-	-
c. Direct write-downs charged against the allowances	-	-
d. Recoveries of amounts previously charged off	-	-
e. Balance at end of period	<u>\$ -</u>	<u>\$ -</u>

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

b. Debt restructuring:

	Years Ended December 31,	
	2014	2013
(In Millions)		
(1) The total recorded investment in restructured loans, as of year end	\$ -	\$ -
(2) The realized capital losses related to these loans	\$ -	\$ -
(3) Total contractual commitments to extend credit to debtors owing receivables whose terms have been modified in troubled debt restructurings	\$ -	\$ -
(4) Interest income earned on impaired loans is accrued on the outstanding principal balance of the loan based on the loan's contractual coupon rate. Interest is not accrued for impaired loans more than 60 days past due, for loans delinquent more than 90 days, or when collection of interest is improbable.		

c. Reverse mortgages:

As of December 31, 2014 and 2013, the Company did not have any reverse mortgages.

d. Loan-backed and structured securities:

- (1) Prepayment assumptions for loan-backed and structured securities are based on various assumptions and inputs obtained from external industry sources along with internal analysis and actual experience.
- (2) Loan-backed and structured securities recognized less than \$1 million of other-than-temporary impairments (OTTI) for the three months ended December 31, 2014, no OTTI for the three months ended September 30, 2014 or the three months ended June 30, 2014 and 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.

NOTES TO FINANCIAL STATEMENTS

(4) As of December 31, 2014, the gross unrealized losses and fair values for investments in structured and loan-backed securities for which an OTTI has not been recognized in earnings follow (in millions):

a. The aggregate amount of unrealized losses:		
1. Less than 12 months	\$	-
2. 12 months or longer	\$	-
b. The aggregate related fair value of securities with unrealized losses:		
1. Less than 12 months	\$	7
2. 12 months or longer	\$	5

(5) No additional information.

e. Repurchase agreements:

(1) The Company did not have any repurchase agreements for the years ended December 31, 2014 or 2013.

f. Real estate:

(1) The Company did not have any investments in real estate for the years ended December 31, 2014 and 2013.

g. Low income housing tax credit properties:

(1) The Company did not have any these properties for the years ended December 31, 2014 or 2013.

NOTES TO FINANCIAL STATEMENTS

h. Restricted assets:

(1) Restricted assets (including pledged):

Restricted Asset Category	Gross Restricted					6	7	8	Percentage	
	Current Year								9	10
	1	2	3	4	5	Total from Prior Year	Increase/ (Decrease) (5 minus 6)	Total Current Year Admitted Restricted			Gross Restricted to Total Assets	Admitted Restricted to Total Admitted Assets
Total General Account (G/A)	G/A Supporting S/A Activity (a)	Total Separate Account (S/A) Restricted Assets	S/A Assets Supporting G/A Activity (b)	Total (1 plus 3)	Total from Prior Year	Increase/ (Decrease) (5 minus 6)	Total Current Year Admitted Restricted	Gross Restricted to Total Assets	Admitted Restricted to Total Admitted Assets	
(\$ In millions)										
a. Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
b. Collateral held under security lending agreements	-	-	-	-	-	-	-	-		
c. Subject to repurchase agreements	-	-	-	-	-	-	-	-		
d. Subject to reverse repurchase agreements	-	-	-	-	-	-	-	-		
e. Subject to dollar repurchase agreements	-	-	-	-	-	-	-	-		
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-	-	-		
g. Placed under option contracts	-	-	-	-	-	-	-	-		
h. Letter stock or securities restricted as to sale - excluding FHLB capital stock	-	-	-	-	-	-	-	-		
i. FHLB capital stock	-	-	-	-	-	-	-	-		
j. On deposit with states	4	-	-	-	4	4	-	4	0.086%	0.086%
k. On deposit with other regulatory bodies	-	-	-	-	-	-	-	-		
l. Pledged collateral to FHLB (including assets backing funding agreements)	-	-	-	-	-	-	-	-		
m. Pledged as collateral not captured in other categories	-	-	-	-	-	-	-	-		
n. Other restricted assets	-	-	-	-	-	-	-	-		
o. Total restricted assets	\$ 4	\$ -	\$ -	\$ -	\$ 4	\$ 4	\$ -	\$ 4	0.086%	0.086%

(a) Subset of column 1

(b) Subset of column 3

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

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

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

The Company did not hold any other restricted assets.

i. Working capital finance investments – The Company does not invest in working capital finance investments.

NOTES TO FINANCIAL STATEMENTS

- j. Offsetting and netting of assets and liabilities:
The company did not have any derivative instruments for the years ended December 31, 2014 or 2013.
- k. Structured notes:
The Company did not have any investments in structured notes.

Note 6 – Joint Ventures, Partnerships and LLCs

- a. The Company did not have any individual investment in joint ventures, partnerships or LLCs exceeding 10% of admitted assets for the years ended December 31, 2014 and 2013.
- b. The Company did not have any investment in joint ventures, partnerships and LLCs, therefore, no impairment write-downs were recognized for the years ended December 31, 2014 or 2013.

Note 7 – Investment Income

- a. Accrued investment income consists primarily of interest and dividends. Interest is recognized on an accrual basis and dividends are recorded as earned on the ex-dividend date.
- b. The total amount of due and accrued investment income excluded from surplus was less than \$1 million for the years ended December 31, 2014 and 2013.

Note 8 – Derivative Instruments

The company did not have any derivative instruments for the years ended December 31, 2014 or 2013.

Note 9 - Income Taxes

- A. The Company provides for deferred income taxes based on an admissibility limitation of 15% of surplus and a three year reversal/realization period.
1. The net DTA or net deferred tax liability (DTL) recognized in the Company's assets, liabilities and surplus is as follows:

	December 31, 2014		
	Ordinary	Capital	Total
	(In Millions)		
(a) Gross DTAs	\$ 9	\$ 1	\$ 10
(b) Statutory valuation allowance adjustment	-	-	-
(c) Adjusted gross DTAs	9	1	10
(d) DTAs nonadmitted	4	-	4
(e) Subtotal net admitted DTA	5	1	6
(f) Total gross DTLs	1	-	1
(g) Net admitted DTA(L)	\$ 4	\$ 1	\$ 5

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

	Change		
	Ordinary	Capital	Total
	(In Millions)		
(a) Gross DTAs	\$ -	\$ 1	\$ 1
(b) Statutory valuation allowance adjustment	-	-	-
(c) Adjusted gross DTAs	-	1	1
(d) DTAs nonadmitted	3	-	3
(e) Subtotal net admitted DTA	(3)	1	(2)
(f) Total gross DTLs	1	(3)	(2)
(g) Net admitted DTA(L)	\$ (4)	\$ 4	\$ -

NOTES TO FINANCIAL STATEMENTS

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

	December 31, 2014		
	Ordinary	Capital	Total
	(In Millions)		
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 4	\$ -	\$ 4
(b) Adjusted gross DTAs expected to be realized (excluding the amount of DTAs from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	-	-	-
1. Adjusted gross DTAs expected to be realized following the balance sheet date	-	-	-
2. Adjusted gross DTAs allowed per limitation threshold	30	-	30
(c) Adjusted gross DTAs (excluding the amount of DTAs from 2(a) and 2(b) above) offset by gross DTLs	1	-	1
(d) DTAs admitted as the result of application of SSAP no. 101			
Total (2(a) + 2(b) + 2(c))	\$ 5	\$ -	\$ 5
	December 31, 2013		
	Ordinary	Capital	Total
	(In Millions)		
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 5	\$ -	\$ 5
(b) Adjusted gross DTAs expected to be realized (excluding the amount of DTAs from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	-	-	-
1. Adjusted gross DTAs expected to be realized following the balance sheet date	-	-	-
2. Adjusted gross DTAs allowed per limitation threshold	31	-	31
(c) Adjusted gross DTAs (excluding the amount of DTAs from 2(a) and 2(b) above) offset by gross DTLs	3	-	3
(d) DTAs admitted as the result of application of SSAP no. 101			
Total (2(a) + 2(b) + 2(c))	\$ 8	\$ -	\$ 8
	Change		
	Ordinary	Capital	Total
	(In Millions)		
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ (1)	\$ -	\$ (1)
(b) Adjusted gross DTAs expected to be realized (excluding the amount of DTAs from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	-	-	-
1. Adjusted gross DTAs expected to be realized following the balance sheet date	-	-	-
2. Adjusted gross DTAs allowed per limitation threshold	(1)	-	(1)
(c) Adjusted gross DTAs (excluding the amount of DTAs from 2(a) and 2(b) above) offset by gross DTLs	(2)	-	(2)
(d) DTAs admitted as the result of application of SSAP no. 101			
Total (2(a) + 2(b) + 2(c))	\$ (3)	\$ -	\$ (3)

NOTES TO FINANCIAL STATEMENTS

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

	Years Ended December 31,	
	2014	2013
	(\$ In Millions)	
(a) Ratio percentage used to determine recovery period and threshold limitation amount	8,062%	7,570%
(b) Amount of adjusted capital and surplus used to determine recovery period and threshold limitation in 2(b)2 above.	\$ 200	\$ 205

- 4.

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

	December 31, 2014	
	Ordinary	Capital
	(\$ In Millions)	
(a) Determination of adjusted gross DTAs and net admitted DTAs, by tax character as a percentage.		
1. Adjusted Gross DTAs amount from Note 9A1(c)	\$ 9	\$ 1
2. Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	-%	-%
3. Net admitted DTAs amount from Note 9A1(g)	\$ 4	\$ -
4. Percentage of net admitted DTAs by tax character attributable to the impact of tax planning strategies	-%	-%

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

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

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

NOTES TO FINANCIAL STATEMENTS

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

	Years Ended December 31,		
	2014	2013	Change
	(In Millions)		
1.			
(a) Federal	\$ 10	\$ 5	\$ 5
(b) Foreign	-	-	-
(c) Subtotal	10	5	5
(d) Federal income tax on net capital gains	-	-	-
(e) Utilization of capital loss carry-forwards	-	-	-
(f) Other	-	-	-
(g) Federal and foreign income taxes incurred	<u>\$ 10</u>	<u>\$ 5</u>	<u>\$ 5</u>

NOTES TO FINANCIAL STATEMENTS

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

	2014	December 31, 2013 (In Millions)	Change
2. Deferred Tax Assets:			
(a) Ordinary			
(1) Discounting of unpaid losses	\$ -	\$ -	\$ -
(2) Unearned premium reserve	-	-	-
(3) Policyholder reserves	2	1	1
(4) Investments	-	-	-
(5) Deferred acquisition costs	7	8	(1)
(6) Policyholder dividends accrual	-	-	-
(7) Fixed assets	-	-	-
(8) Compensation and benefits accrual	-	-	-
(9) Pension accrual	-	-	-
(10) Receivables - nonadmitted	-	-	-
(11) Net operating loss carry-forward	-	-	-
(12) Tax credit carry-forward	-	-	-
(13) Other	-	-	-
(14) Subtotal	<u>9</u>	<u>9</u>	<u>-</u>
(b) Statutory valuation allowance adjustment	<u>-</u>	<u>-</u>	<u>-</u>
(c) Nonadmitted	<u>4</u>	<u>1</u>	<u>3</u>
(d) Admitted ordinary DTAs (2a14 - 2b - 2c)	<u>5</u>	<u>8</u>	<u>(3)</u>
(e) Capital			
(1) Investments	1	-	1
(2) Net capital loss carry-forward	-	-	-
(3) Real estate	-	-	-
(4) Other	-	-	-
(5) Subtotal	<u>1</u>	<u>-</u>	<u>1</u>
(f) Statutory valuation allowance adjustment	<u>-</u>	<u>-</u>	<u>-</u>
(g) Nonadmitted	<u>-</u>	<u>-</u>	<u>-</u>
(h) Admitted capital DTAs (2e5 - 2f - 2g)	<u>1</u>	<u>-</u>	<u>1</u>
(i) Admitted DTAs (2d + 2h)	<u>6</u>	<u>8</u>	<u>(2)</u>
3. Deferred Tax Liabilities:			
(a) Ordinary			
(1) Investments	-	-	-
(2) Fixed Assets	-	-	-
(3) Deferred and uncollected premium	-	-	-
(4) Policyholder reserves	-	-	-
(5) Other	1	-	1
(6) Subtotal	<u>1</u>	<u>-</u>	<u>1</u>
(b) Capital			
(1) Investments	-	3	(3)
(2) Real estate	-	-	-
(3) Other	-	-	-
(4) Subtotal	<u>-</u>	<u>3</u>	<u>(3)</u>
(c) Total DTLs (3a6 + 3b4)	<u>1</u>	<u>3</u>	<u>(2)</u>
4. Net DTA(L) (2i - 3c)	<u>\$ 5</u>	<u>\$ 5</u>	<u>\$ -</u>

NOTES TO FINANCIAL STATEMENTS

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

	Years Ended December 31,	
	2014	2013
	(In Millions)	
(1) Net DTA(L)	\$ 3	\$ (1)
Less: Items not recorded in the change in net deferred income taxes:		
(2) Tax-effect of unrealized gains/(losses)	-	-
(3) Tax-effect of change in accounting method for pensions	-	-
(4) Change in net deferred income taxes	\$ 3	\$ (1)

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

	Years Ended December 31,	
	2014	2013
	(In Millions)	
(1) Provision computed at statutory rate	\$ 9	\$ 9
(2) Nonadmitted assets	-	-
(3) Foreign governmental income taxes	-	-
(4) Expense items	-	-
(5) Investment items	(2)	(3)
(6) Tax credits	-	-
(7) Change in reserve valuation basis	-	-
(8) Other	-	-
Total statutory income tax expense (benefit)	\$ 7	\$ 6
(9) Federal and foreign income tax benefit	\$ 10	\$ 5
(10) Change in net deferred income taxes	(3)	1
Total statutory income tax expense (benefit)	\$ 7	\$ 6

- E.
- (1) As of December 31, 2014, the Company had no net operating or capital loss carryforwards to include in deferred income taxes. The Company has no total tax credit carryforwards.
 - (2) During the years ended December 31, 2014, 2013 and 2012, the Company paid federal income taxes in the amounts of \$9 million, \$4 million and \$1 million, respectively.
 - (3) As of December 31, 2014 and 2013, the Company had no protective deposits recognized as admitted assets.

- F.
- (1) The Company is included in a consolidated U.S. federal income tax return with its parent, Massachusetts Mutual Life Insurance Company (MassMutual), a mutual life insurance company domiciled in the Commonwealth of Massachusetts, and MassMutual's eligible subsidiaries. The Company also files income tax returns in various states and foreign jurisdictions.
 - (2) The Company, MassMutual, and MassMutual's eligible subsidiaries and certain affiliates (the Parties) have executed and are subject to a written tax allocation agreement (the Agreement). The Agreement sets forth the manner in which the total combined federal income tax is allocated among the Parties. The Agreement provides the Company with the enforceable right to recoup federal income taxes paid in prior years in the event of future net losses, which it may incur. Further, the Agreement provides the Company with the enforceable right to utilize its net losses carried forward as an offset to future net income subject to federal income taxes.

- G.
- (1) Companies are required to disclose unrecognized tax benefits, which are the tax effect of positions taken on their tax returns, which may be challenged by the various taxing authorities, in order to provide users of financial statements more information regarding potential liabilities. The Company recognizes tax benefits and related reserves in accordance with existing statutory accounting guidance for liabilities, contingencies and impairments of assets.
 - (2) The American Taxpayer Relief Act of 2012, signed into law on January 2, 2013, extended the 50% first year bonus depreciation to qualified property acquired and placed in service before January 1, 2014. On December 19, 2014, the Tax Increase Prevention Act of 2014 was enacted, and provided a one year extension through 2014. The extension of these tax provisions did not, nor are they expected to have a material effect on the Company's financial position or liquidity.
 - (3) The Internal Revenue Service (IRS) has completed its examination of the years 2010 and prior. The IRS is currently auditing the years 2011 through 2013. The Company does not expect a material change in its financial position or liquidity as a result of these audits.

NOTES TO FINANCIAL STATEMENTS

Note 10 – Information Concerning Parent, Subsidiaries and Affiliates

- a. The Company is a wholly owned subsidiary of C.M. Life Insurance Company (C.M. Life), a stock life insurance company domiciled in the state of Connecticut.
- b. The Company did not have any material non-insurance related party transactions during the years ended December 31, 2014 or 2013.
- c. See Schedule Y for subsidiaries and controlled affiliates (SCAs) activity.
- d. The Company reported less than \$1 million as amounts due from subsidiaries and affiliates as of December 31, 2014 and 2013. The Company reported \$3 million as amounts due to subsidiaries and affiliates as of December 31, 2014 and 2013. Terms require settlement of these amounts within 30 to 90 days.
- e. The Company has a modified coinsurance (Modco) quota-share reinsurance agreement with MassMutual where the Company cedes 100% of the premium on certain bank-owned life insurance policies. In return, MassMutual pays the Company a stipulated expense allowance, death and surrender benefits. The Company retains the assets and related reserves for payment of future benefits on the ceded policies. The Modco adjustment is the mechanism by which MassMutual funds the reserve on the reinsured portion of the risk. It is needed to adjust for the financial effect of the Company holding the reserves on the ceded coverage rather than MassMutual.

The Company also has a stop-loss agreement with MassMutual under which the Company cedes claims which, in aggregate, exceed 0.70% of the covered volume for any year, with maximum coverage of \$25 million above the aggregate limit. The aggregate limit was \$30 million in 2014 and \$31 million in 2013 and it was not exceeded in either year.

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

The net amounts outstanding with MassMutual for the various reinsurance agreements were \$28 million and \$27 million due from MassMutual as of December 31, 2014 and 2013, respectively. These outstanding balances are due and payable with terms ranging from monthly to annually, depending on the agreement in effect.

The following summarizes reinsurance transactions between the Company and MassMutual:

	Years Ended December 31,	
	2014	2013
	(In Millions)	
Premium expense ceded, related to:		
Quota-share reimbursement agreements	\$ (7)	\$ (7)
Modified coinsurance adjustments ceded, included in fee and other income	(13)	(10)
Expense allowances on reinsurance ceded, included in fees and other expense, related to:		
Modified coinsurance agreements	6	5
Policyholders' benefits ceded, related to:		
Modified coinsurance agreements	11	8
Quota-share reimbursement agreements	7	7
Experience refunds (paid) received, related to:		
Modified coinsurance agreements	(1)	-

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

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

	Years Ended December 31,	
	2014	2013
	(In Millions)	
Fee income:		
Recordkeeping and other services	\$ 1	\$ 1
Investment advisory income	2	2
Fee expense:		
Management and service contracts and cost-sharing arrangements	11	11

The Company participates in variable annuity exchange programs with MassMutual, where certain variable annuity contract holders can make a nontaxable exchange of their contracts for enhanced MassMutual variable annuity contracts. The Company did not record any surrender benefits in 2014 or 2013 related to these exchange programs.

- g. All outstanding shares of the Company were owned by its parent.
- h. The Company does not have an investment in its parent.

NOTES TO FINANCIAL STATEMENTS

- i. As of December 31, 2014, the Company did not have an investment in subsidiary, controlled and affiliate (SCA) companies exceeding 10% of admitted assets.
- j. The Company does not have an impairment write-down of any SCA entities during the statement period.
- k. The Company has no foreign insurance subsidiary whose value is calculated by adjusting annuity generally accepted accounting principles (GAAP) account value reserves using the Commissioners' Annuity Reserve Valuation Method and the related Actuarial Guidelines.
- l. The Company does not hold an investment in a downstream noninsurance holding company.

Note 11 – Debt

- a. The Company did not have any capital notes or liability for borrowed money as of December 31, 2014 or 2013.
The Company did not have any debt that was considered to be extinguished by in-substance defeasance.
The Company did not set aside assets after the effective date of this statement solely for satisfying debt obligations.
- b. The Company is not a member of the Federal Home Loan Bank (FHLB) therefore it has no FHLB funding agreements.

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

- a. The Company did not have any defined benefit pension plans for which the reporting entity is directly liable.
- b. The Company did not have any pension plans for which the reporting entity is directly liable.
- c. The Company did not have any pension plans for which the reporting entity is directly liable.
- d. The Company did not have any pension plans for which the reporting entity is directly liable.
- e. The Company did not have any defined contribution plans.
- f. The Company did not have multi-employer plans.
- g. Consolidated/Holding Company Plans:
MassMutual charges allocated expenses to the Company based on relative weighted commissions for agents and time studies of its employees. The Company recorded an expense of \$1 million for the years ended December 31, 2014 and 2013 for these plans.
- h. The Company does not accrue for postemployment benefits and compensated absences since it does not have any employees.
- i. The Company did not have any plans under the Medicare Modernization Act.

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

- (1) The Company had 50,000 shares of common stock authorized, 12,501 shares issued and outstanding as of December 31, 2014. The par value of the common stock is \$200 per share.
- (2) The Company did not have any preferred stock outstanding.
- (3) Without the prior approval of the Insurance Commissioner of the State of Connecticut (the Commissioner), total dividends paid to the Company's shareholder in a twelve month period are limited to the greater of (i) 10% of the Company's surplus as of December 31 of the preceding year or (ii) the net gain from operations for the twelve month period ending on December 31 of the preceding year; each case is determined using statutory accounting policies. In addition, the prior approval of the Commissioner is required if any dividend or distribution exceeds the Company's earned surplus. Under these regulations, \$2 million of shareholder's equity is available for distribution to the shareholder in 2015 without prior regulatory approval.
- (4) The Company did not pay a dividend to C.M. Life in 2014. The Company paid a dividend of \$20 million to C.M. Life in 2013.
- (5) Within the limits of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to the stockholder.
- (6) There are no restrictions on unassigned surplus funds.
- (7) The Company did not make any advances to surplus.
- (8) The Company did not have any stock held for special purposes.
- (9) The Company does not have any special surplus funds.
- (10) The Company did not have unassigned funds (surplus) represented by net unrealized gains and losses (cumulative, net of deferred tax) as of December 31, 2014 and 2013.
- (11) The Company did not have any surplus debentures or similar obligations.
- (12) There were no restatements due to prior quasi-reorganizations.
- (13) There were no quasi-reorganizations in the prior ten years.

NOTES TO FINANCIAL STATEMENTS

Note 14 – Liabilities, Contingencies and Assessments

- a. Contingent commitments:
In the normal course of business, the Company enters into commitments to purchase certain investments. The majority of these commitments have funding periods that extend between one and five years. The Company is not required to fund commitments once the commitment period expires. As of December 31, 2014 or 2013, the Company had no commitments.
- b. Assessments:
The Company is subject to insurance guaranty fund laws in the states in which it does business. These laws assess insurance companies amounts to be used to pay benefits to policyholders and policy claimants of insolvent insurance companies. Many states allow these assessments to be credited against future premium taxes. The Company believes such assessments in excess of amounts accrued will not materially impact its financial position, results of operations or liquidity.
- c. Gain contingencies:
No material gain contingencies were realized subsequent to December 31, 2014 through the filing date.
- d. The Company did not have any claims related to extra contractual obligations in 2014.
- e. All other contingencies:
The Company is involved in litigation arising in and out of the normal course of business, which seeks both compensatory and punitive damages and equitable remedies. Although the Company is not aware of any actions or allegations that reasonably should give rise to a material adverse impact to the Company's financial position or liquidity, the outcome of litigation cannot be foreseen with certainty. It is the opinion of management that the ultimate resolution of these matters will not materially impact the Company's financial position or liquidity. However, the outcome of a particular proceeding may be material to the Company's income for a particular period depending upon, among other factors, the size of the loss and the level of the Company's income for the period.
- f. Regulatory matters:
The Company is subject to governmental and administrative proceedings and regulatory inquiries, examinations and investigations in the ordinary course of its business. In connection with regulatory inquiries, examinations and investigations, the Company has been contacted by various regulatory agencies including, among others, the Securities and Exchange Commission, the U.S. Department of Labor and various state insurance departments and state attorneys general. The Company has cooperated fully with these regulatory agencies with regard to their inquiries, examinations and investigations and has responded to information requests and comments.

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

Note 15 – Leases

The Company did not have any lease obligations.

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

There were no contracts for the years ended December 31, 2014 or 2013.

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

- a. During 2014 and 2013, the Company did not transfer any receivables that were reported as sales.
- b. Transfer and Servicing of Financial Assets:
 - (1) The Company did not participate in securities lending as of December 31, 2014 or 2013.
 - (2) The Company did not have any servicing assets or liabilities in 2014 or 2013.
 - (3) The Company did not have any servicing assets or liabilities in 2014 or 2013.
 - (4) The Company did not have interests that continue to be held by a transferor in securitized financial assets in 2014 or 2013.
 - (5) The Company did not have any transfers of financial assets accounted for as secured borrowing in 2014 or 2013.
 - (6) The Company did not have any transfers of receivables with recourse in 2014 or 2013.
 - (7) See Note 5e2 "Repurchase agreements".
- c. Wash sales:
 - (1) In the course of the Company's investment management activities, securities may be sold and reacquired within 30 days of the sale date to enhance the Company's yield on its investment portfolio.
 - (2) The Company did not sell any securities with the NAIC Designation 3 or below for the years ended December 31, 2014 or 2013 that were reacquired within 30 days of the sale date.

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

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

NOTES TO FINANCIAL STATEMENTS

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

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

Note 20 – Fair Value Measurements

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

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

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

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

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

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

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

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

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

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Separate account assets ⁽¹⁾	\$ 971	\$ 2,246	\$ -	\$ 3,217
Total financial assets carried at fair value	\$ 971	\$ 2,246	\$ -	\$ 3,217

⁽¹⁾\$1,058 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, 2014 there were no significant transfers between Level 1 and Level 2.

NOTES TO FINANCIAL STATEMENTS

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

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

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

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

	Beginning		Transfers		Gains		Gains		Ending	
	Balance as of	In		Out		(Losses) in	(Losses) in	Balance as of		
	01/01/2014	In	Out	Net Income	Surplus	Purchases	Issuances	Sales	Settlements	12/31/2014
Financial assets:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total financial assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

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

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

4. Valuation Techniques and Inputs

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

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

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

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

5. Derivative assets and liabilities fair value disclosures on a gross basis are included in paragraph 1 above. Since there are no derivative assets or liabilities classified in Level 3, the reconciliation disclosures required under paragraphs 2 through 4 are not applicable.
- b. The Company provides additional fair value information in Notes 1, 5, 21, 32 and 34.
- c. The following presents a summary of the carrying values and fair values of the Company's financial

		December 31, 2014					Not Practicable (Carrying Value)
		Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	
		(In Millions)					
Financial assets:							
Bonds:							
U. S. government and agencies	\$	4	\$ 4	\$ -	\$ 4	\$ -	\$ -
Special revenue		-	-	-	-	-	-
Industrial and miscellaneous		145	138	-	132	13	-
Parent, subsidiaries and affiliates		2	2	-	2	-	-
Mortgage loans - residential		4	4	-	-	4	-
Cash, cash equivalents and short-term investments		111	111	(2)	113	-	-
Separate account assets		4,305	4,275	971	3,313	21	-
Financial liabilities:							
Individual annuity contracts		2	3	-	-	2	-
Supplementary contracts		6	6	-	-	6	-
		December 31, 2013					Not Practicable (Carrying Value)
		Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	
		(In Millions)					
Financial assets:							
Bonds:							
U. S. government and agencies	\$	4	\$ 4	\$ -	\$ 4	\$ -	\$ -
Industrial and miscellaneous		144	138	-	126	18	-
Parent, subsidiaries and affiliates		4	4	-	4	-	-
Mortgage loans - residential		5	5	-	-	5	-
Cash, cash equivalents and short-term investments		91	91	-	91	-	-
Separate account assets		4,230	4,215	969	3,237	24	-
Financial liabilities:							
Individual annuity contracts		1	3	-	-	1	-
Supplementary contracts		7	7	-	-	7	-

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

Note 21 – Other Items

- a. There were no extraordinary items requiring disclosure.
- b. There were no troubled debt restructurings that occurred during the period for which the financial statements are presented.

NOTES TO FINANCIAL STATEMENTS

c. Other disclosures and unusual items:

The Company had assets, which were on deposit with government authorities or trustees as required by law in the amount of \$4 million as of December 31, 2014 and 2013.

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 mitigates its exposure to this risk by, among other things, asset/liability management techniques that account for the cash flow characteristics of the assets and liabilities.

Investment and interest rate risks

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

The levels of U.S. interest rates are influenced by U.S. monetary policies and by the relative attractiveness of U.S. markets to investors versus other global markets. 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 what was assumed at purchase. During such periods, the Company is at risk of lower net investment income as it may not be able to reinvest the proceeds at comparable yields. Declining interest rates may also increase the fair value of the investment portfolio.

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

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

Credit and other market risks

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

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

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

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

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

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

d. The Company did not receive any business interruption recoveries in 2014.

e. The Company did not have any unused state transferable tax credits in 2014.

NOTES TO FINANCIAL STATEMENTS

f. Subprime mortgage related risk exposure:

(1) The Company does not have any direct exposure through investments in subprime mortgage loans.

(2) Direct exposure through investments in subprime mortgage loans:

	Year Ended December 31, 2014				
	Book/Adjusted Carrying Value (excluding interest)	Fair Value	Value of Land and Buildings	OTTI Losses Recognized	Default Rate
	(\$ In Millions)				
a. Mortgages in the process of foreclosure	\$ -	\$ -	\$ -	\$ -	\$ -
b. Mortgages in good standing	-	-	-	-	-
c. Mortgages with restructure terms	-	-	-	-	-
d. Total	\$ -	\$ -	\$ -	\$ -	\$ -

(3) Direct exposure through other investments:

Residential mortgage-backed securities risk exposure:

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

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

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

Residential mortgage loan pools are homogeneous residential mortgage loans substantially backed by FHA and VA guarantees. The Company purchases seasoned loan pools, most of which are FHA insured or VA guaranteed. The Company does not originate any residential mortgages but invests in residential mortgage loan pools which may contain mortgages of subprime credit quality. As of December 31, 2014 and 2013, the Company did not have any direct subprime exposure through purchases of unsecuritized whole-loan pools.

The actual cost reduced by paydowns, carrying value, fair value and related gross realized losses from OTTI of the Company's investments with significant Alt-A and subprime exposure were as follows:

	December 31, 2014			Year Ended December 31, 2014
	Actual Cost	Carrying Value	Fair Value	OTTI
	(In Millions)			
a. Residential mortgage-backed securities	\$ 4	\$ 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	\$ 4	\$ 3	\$ 4	\$ -

NOTES TO FINANCIAL STATEMENTS

	December 31, 2014			Year Ended December 31, 2014
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Subprime:	(In Millions)			
a. Residential mortgage-backed securities	\$ 4	\$ 2	\$ 3	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investments in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	<u>\$ 4</u>	<u>\$ 2</u>	<u>\$ 3</u>	<u>\$ -</u>

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

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

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

g. Retained asset accounts:

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

NOTES TO FINANCIAL STATEMENTS

	Retained Asset Accounts In Force December 31,			
	2014		2013	
	Number	Balance	Number	Balance
	(\$ In Thousands)			
<u>Account aging categories:</u>				
a. Up to and including 12 months	11	\$ 987	7	\$ 498
b. 13 to 24 months	4	117	8	569
c. 25 to 36 months	7	418	1	-
d. 37 to 48 months	1	-	-	-
e. 49 to 60 months	-	-	-	-
f. Over 60 months	-	-	-	-
g. Total	<u>23</u>	<u>\$ 1,522</u>	<u>16</u>	<u>\$ 1,067</u>

	Individual		Group	
	Number	Balance	Number	Balance
	(\$ In Thousands)			
a. Retained asset accounts as of January 1, 2014	16	\$ 1,066	-	\$ -
b. Retained asset accounts issued	18	4,492	-	-
c. Investment earnings credited to retained asset accounts	N/A	5	N/A	-
d. Fees and other charges assessed to retained asset accounts	N/A	-	N/A	-
e. Retained asset accounts transferred to state unclaimed property funds	-	-	-	-
f. Retained asset accounts closed/withdrawn	<u>(11)</u>	<u>(4,041)</u>	<u>-</u>	<u>-</u>
g. Retained asset accounts as of December 31, 2014	<u>23</u>	<u>\$ 1,522</u>	<u>-</u>	<u>\$ -</u>

Note 22 – Events Subsequent

The Company has evaluated subsequent events through February 20, 2015, the date the financial statements were available to be issued. No events have occurred subsequent to the balance sheet date and before the date of evaluation that would require disclosure.

Note 23 – Reinsurance

a. Ceded Reinsurance Report:

Section 1 - General Interrogatories:

- (1) The Company and its officers and directors do not own any portion of a nonaffiliated reinsurer.
- (2) The Company did not reinsure any policies with a company chartered in a country other than the U.S., excluding U.S. branches of these companies, which was owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or any other person not primarily engaged in the insurance business.

Section 2 - Ceded Reinsurance Report - Part A:

- (1) There are no reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits.
- (2) The Company has no reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts which, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies.

Section 3 - Ceded Reinsurance Report - Part B:

- (1) If all reinsurance agreements were terminated by either party as of December 31, 2014, the resulting reduction in surplus due to loss of reinsurance reserve credits net of unearned premium would be approximately \$12 million, assuming no return of the assets backing these reserves from the reinsurer to the Company.
- (2) No new agreements have been executed or existing agreements amended, since January 1, 2014, to include policies or contracts that were in force or had existing reserves established by the Company as of the effective date of the agreement.

b. The Company did not write off any reinsurance balances.

c. The Company did not commute any ceded reinsurance.

d. The Company did not reinsure any policies with a certified reinsurer whose rating was downgraded or status subject to revocation.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

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

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

There was no increase to reserves in 2014 for incurred losses and loss adjustment expenses attributable to insured events of prior years, which were considered corrections of prior year errors.

Note 26 – Intercompany Pooling Arrangements

The Company did not have any intercompany pooling arrangements.

NOTES TO FINANCIAL STATEMENTS

Note 27 – Structured Settlements

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

Note 28 – Health Care Receivables

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

Note 29 – Participating Policies

The Company did not issue participating policies.

Note 30 – Premium Deficiency Reserves

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

Note 31 – Reserves for Life Contracts and Annuity Contracts

- (1) The Company waives deduction of deferred fractional premium at death and returns any portion of the final premium beyond the date of death. Reserves are computed using continuous functions to reflect these practices. Surrender values were not promised in excess of the legally computed reserves.
- (2) The Company charges a higher premium on certain contracts that cover substandard mortality risk. For these policies, the reserve calculations are based on a substandard mortality rate, which is a multiple of the standard mortality tables.
- (3) The Company did not have any insurance in force as of December 31, 2014, for which the gross premium was less than the net premium according to the standard valuation set by the Department.
- (4) Tabular interest was determined as follows:
Variable life general account reserves use a formula that applies a weighted average credited rate to the mean account value.
- (5) Liabilities for investment-type contracts such as supplementary contracts not involving life contingencies are based on account value or accepted actuarial methods using applicable interest rates. Refer to Note 20 a. "Fair Value Measurements" for information on the Company's policy for determining fair value.
- (6) The details for other changes in reserves (in millions):

ITEM	Total	Industrial Life	Ordinary			Credit Life Group and Individual	Group	
			Life Ins.	Individual Annuities	Supplementary Contracts		Life Ins.	Annuities
None	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

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

	December 31, 2014					% of Total
	General Account	Separate Account w/ Guarantees	Separate Account Nonguaranteed	Total		
	(\$ In Millions)					
a. Subject to discretionary withdrawal:						
(1) With fair value adjustment	\$ 2	\$ -	\$ -	\$ 2		4 %
(2) At book value less current surrender charge of 5% or more	-	-	-	-		-
(3) At fair value	-	-	50	50		86
(4) Total with adjustment or at fair value	2	-	50	52		90
(5) At book value without adjustment	6	-	-	6		10
b. Not subject to discretionary withdrawal provision	-	-	-	-		-
c. Total (gross)	8	-	50	58		100
d. Reinsurance ceded	-	-	-	-		-
e. Total (net)* (gross less reinsurance ceded)	\$ 8	\$ -	\$ 50	\$ 58		100 %

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

NOTES TO FINANCIAL STATEMENTS

f. Life and Accident and Health Annual Statement (in millions):	
(1) Exhibit 5, annuities section, total (net)	\$ 2
(2) Exhibit 5, supplementary contracts with life contingencies section, total (net)	-
(3) Exhibit 7, deposit-type contracts Column 1, Line 14	6
(4) Subtotal	8
Separate Accounts Annual Statement:	
(5) Exhibit 3, annuities section, total (net)	50
(6) Exhibit 3, supplementary contracts section, total (net)	-
(7) Policyholders dividend and coupon accumulations	-
(8) Policyholder premiums	-
(9) Guaranteed interest contracts	-
(10) Other contract deposit funds	-
(11) Subtotal	50
(12) Combined total	\$ 58
g. The Company is not a member of the FHLB therefore it has no FHLB funding agreements.	

Note 33 – Premium and Annuity Considerations Deferred and Uncollected

- a. Deferred and uncollected life insurance premiums and annuity considerations as of December 31, 2014, were as follows:

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

Note 34 – Separate Accounts

- a. Separate account activity:

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

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

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

As of December 31, 2014 and 2013, the Company's NAIC Separate Account Annual Statement included Separate Accounts with legally insulated products of \$4,256 million and \$4,199 million, respectively. Assets backing products which are not legally insulated are available to satisfy general obligations of the Company. The assets backing legally insulated products from the general account as of December 31, 2014 are attributed to the following:

Product/Transaction:	Separate Account Assets	
	Legally Insulated	Not Legally Insulated
	(In Millions)	
Stable Value Bank-owned Life Insurance	\$ 2,203	\$ -
Bank-owned Life Insurance - Guaranteed	1,039	19
Individual Variable Universal Life	740	-
Corporate-owned Life Insurance	225	-
Individual Variable Annuity	50	-
Total	\$ 4,256	\$ 19

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

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2014, the general account of the Company had a maximum guarantee for separate account liabilities of \$9 million. There were no risk charges paid to compensate the general account for the risk taken for the years ended December 31, 2014, 2013, 2012, 2011 and 2010.

As of December 31 2014, 2013, 2012, 2011 and 2010, amounts the separate accounts collected from the general account related to separate account guarantees were less than \$1 million each year.

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

Condition That Requires GAAP General Account Reporting

Product Identifier:

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

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

b. General nature and characteristics of separate account business:

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

Information regarding the separate accounts of the Company as of and for the year ended December 31, 2014 is as follows:

	Index	Nonindexed Guarantee Less than/ Equal to 4%	Nonindexed Guarantee More than 4%	Nonguaranteed Separate Accounts	Total
(In Millions)					
(1) Premiums, considerations or deposits for the year ended December 31, 2014	\$ -	\$ -	\$ -	\$ 39	\$ 39
Reserves at December 31, 2014:					
(2) For account with assets at:					
a. Fair value	\$ -	\$ -	\$ -	\$ 3,209	\$ 3,209
b. Amortized cost/book value	-	1,053	-	-	1,053
c. Total Reserves*	\$ -	\$ 1,053	\$ -	\$ 3,209	\$ 4,262
(3) By withdrawal characteristics:					
a. Subject to discretionary withdrawal:	\$ -	\$ -	\$ -	\$ -	-
b. With FV adjustment	-	-	-	-	-
c. At book value without FV adjustment and with current surrender charge of 5% or more	-	-	-	-	-
d. At fair value	-	-	-	3,209	3,209
e. At book value, without FV adjustment and with current surrender charge of less than 5%	-	1,053	-	-	1,053
f. Subtotal	\$ -	\$ 1,053	\$ -	\$ 3,209	\$ 4,262
g. Not subject to discretionary withdrawal	-	-	-	-	-
h. Total	\$ -	\$ 1,053	\$ -	\$ 3,209	\$ 4,262
(4) Reserves for Assets Default Risk in Lieu of AVR	\$ -	\$ -	\$ -	\$ -	-

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

NOTES TO FINANCIAL STATEMENTS

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

	Year Ended December 31, 2014
(1) Transfers as reported in the Summary of Operations of the Separate Account Statement:	
(a) Transfers to separate accounts (Page 4, Line 1.4 and 2)	\$ 39
(b) Transfers from separate accounts (Page 4, Line 10)	<u>(78)</u>
(c) Net transfers to (from) separate accounts (a) - (b)	(39)
(2) Reconciling adjustments:	
(a) Net deposits on deposit-type liabilities	<u>-</u>
(3) Transfers as reported in the Summary of Operations of the Life, Accident & Health Annual Statement	<u>\$ (39)</u>
(1c) + (2) = (Page 4, Line 26)	

Note 35 – Loss/Claim Adjustment Expenses

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

NOTES TO FINANCIAL STATEMENTS

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

The following are the total cumulative adjustments and impairments for loan-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
December 31, 2014	\$ 7,387	\$ -	\$ 7,387	\$ 5,752	\$ (1,635)	\$ 5,752	\$ 24,010
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			\$ (3,233,623)		

The following is the impairment listing for loan-backed and structured securities for the three months ended December 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
05948XR52	\$ 7,387.14	\$ -	\$ 7,387.14	\$ 5,752.25	\$ (1,634.89)	\$ 5,752.25	\$ 24,010.12

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 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1, 1A and 2
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent, or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [] N/A []
- 1.3 State Regulating? Connecticut
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 12/20/2010
- 3.4 By what department or departments?
State of Connecticut Insurance Department
- 3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] N/A []
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity), receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes [] No [X]
4.12 renewals? Yes [] No [X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes [] No [X]
4.22 renewals? Yes [] No [X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 5.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

1 Nationality	2 Type of Entity

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

GENERAL INTERROGATORIES

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
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
Society of Grownups	Springfield, MA				YES
The MassMutual Trust Company, FSB	Enfield, CT		YES		

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
KPMG, LLP, One Financial Plaza, Hartford, CT 06103
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]
- 10.2 If the response to 10.1 is yes, provide information related to this exemption:
.....
- 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]
- 10.4 If the response to 10.3 is yes, provide information related to this exemption:
.....
- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] N/A []
- 10.6 If the response to 10.5 is no or n/a, please explain
.....
11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Isadore Jermyn, FIA, MAAA, Senior Vice President and Actuary, 1295 State Street, Springfield, MA 01111
- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [X] No []
- 12.11 Name of real estate holding company See 12.2
- 12.12 Number of parcels involved 15
- 12.13 Total book/adjusted carrying value \$ 7,120,564
- 12.2 If, yes provide explanation:
The company has investments in debt securities in 15 parcels which own or hold real estate indirectly. The statement value at December 31, 2014 of debt is \$7,120,564.
13. **FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:**
- 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
.....
- 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []
- 13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []
- 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A []
- 14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] 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.
- 14.11 If the response to 14.1 is No, please explain:
.....
- 14.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 14.21 If the response to 14.2 is yes, provide information related to amendment(s).
.....
- 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).
.....

GENERAL INTERROGATORIES

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

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

BOARD OF DIRECTORS

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

FINANCIAL

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

INVESTMENT

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
GENERAL INTERROGATORIES

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

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

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

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

25.21 Subject to repurchase agreements\$
 25.22 Subject to reverse repurchase agreements\$
 25.23 Subject to dollar repurchase agreements\$
 25.24 Subject to reverse dollar repurchase agreements\$
 25.25 Placed under option agreements\$
 25.26 Letter stock or securities restricted as to sale - excluding FHLB Capital Stock\$
 25.27 FHLB Capital Stock\$
 25.28 On deposit with states\$ 4,233,926
 25.29 On deposit with other regulatory bodies\$
 25.30 Pledged as collateral - excluding collateral pledged to an FHLB\$
 25.31 Pledged as collateral to FHLB - including assets backing funding agreements\$
 25.32 Other\$

25.3 For category (25.26) provide the following:

1 Nature of Restriction	2 Description	3 Amount

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
GENERAL INTERROGATORIES

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

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

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

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

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

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	256,917,953	264,186,383	7,268,430
30.2 Preferred stocks			
30.3 Totals	256,917,953	264,186,383	7,268,430

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

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

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

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

GENERAL INTERROGATORIES

OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any?\$24,830

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

1 Name	2 Amount Paid
American Council of Life Insurers	7,650
.....

34.1 Amount of payments for legal expenses, if any?\$38,227

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

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

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any?\$20,219

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

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

GENERAL INTERROGATORIES

PART 2 - LIFE INTERROGATORIES

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

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

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

1.31 Reason for excluding:
.....

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

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

1.6 Individual policies:

Most current three years:

1.61 Total premium earned \$

1.62 Total incurred claims \$

1.63 Number of covered lives

All years prior to most current three years

1.64 Total premium earned \$

1.65 Total incurred claims \$

1.66 Number of covered lives

1.7 Group policies:

Most current three years:

1.71 Total premium earned \$

1.72 Total incurred claims \$

1.73 Number of covered lives

All years prior to most current three years

1.74 Total premium earned \$

1.75 Total incurred claims \$

1.76 Number of covered lives

2. Health Test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator		
2.2 Premium Denominator	24,111,798	28,520,783
2.3 Premium Ratio (2.1/2.2)	0.000	0.000
2.4 Reserve Numerator		
2.5 Reserve Denominator	131,664,528	129,753,398
2.6 Reserve Ratio (2.4/2.5)	0.000	0.000

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

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

3.3 What portion of capital and surplus funds of the reporting entity covered by assets in the Separate Accounts statement, is not currently distributable from the Separate Accounts to the general account for use by the general account? \$ 786,830

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

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

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

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

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

4.2 Net reimbursement of such expenses between reporting entities:

4.21 Paid \$ 10,517,837

4.22 Received \$

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

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

5.21 Page 3, Line 1 \$

5.22 Page 4, Line 1 \$

6. FOR STOCK REPORTING ENTITIES ONLY:

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

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

7.11 Cash \$ 287,566,415

7.12 Stock \$ 180,000

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

GENERAL INTERROGATORIES

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

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

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

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

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

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

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

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

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

Type		3	4	5	6	7	8	9
1	2	Waiting Period Remaining	Account Value Related to Col. 3	Total Related Account Values	Gross Amount of Reserve	Location of Reserve	Portion Reinsured	Reinsurance Reserve Credit
Guaranteed Death Benefit	Guaranteed Living Benefit							
5% ROLL UP	NONE	N/A	N/A	51,105,325	1,042,330	Exhibit 5	N/A .....	.....

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

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

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

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

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

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

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

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

GENERAL INTERROGATORIES

12.1 Are any of the captive affiliates reported on Schedule S, Part 3, authorized reinsurers? Yes [] No [] N/A []

12.2 If the answer to 12.1 is yes, please provide the following:

1 Company Name	2 NAIC Company Code	3 Domiciliary Jurisdiction	4 Reserve Credit	Assets Supporting Reserve Credit		
				5 Letters of Credit	6 Trust Agreements	7 Other

13. Provide the following for individual ordinary life insurance* policies (U.S. business only) for the current year (prior to reinsurance assumed or ceded):

13.1 Direct Premium Written\$41,822,807
 13.2 Total Incurred Claims\$27,764,100
 13.3 Number of Covered Lives120

*Ordinary Life Insurance Includes
Term (whether full underwriting,limited underwriting,jet issue,"short form app")
Whole Life (whether full underwriting,limited underwriting,jet issue,"short form app")
Variable Life (with or without secondary gurarantee)
Universal Life (with or without secondary gurarantee)
Variable Universal Life (with or without secondary gurarantee)

FIVE-YEAR HISTORICAL DATA

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

	1 2014	2 2013	3 2012	4 2011	5 2010
Life Insurance in Force (Exhibit of Life Insurance)					
1. Ordinary - whole life and endowment (Line 34, Col. 4)	6,050,202	6,484,724	7,022,075	7,675,301	8,372,287
2. Ordinary - term (Line 21, Col. 4, less Line 34, Col. 4)	4,429	4,214	4,764	5,255	5,410
3. Credit life (Line 21, Col. 6)					
4. Group, excluding FEGLI/SGLI (Line 21, Col. 9 less Lines 43 & 44, Col. 4)	7,197,793	7,235,356	7,336,331	7,925,756	7,957,777
5. Industrial (Line 21, Col. 2)					
6. FEGLI/SGLI (Lines 43 & 44, Col. 4)					
7. Total (Line 21, Col. 10)	13,252,424	13,724,293	14,363,170	15,606,311	16,335,474
New Business Issued (Exhibit of Life Insurance)					
8. Ordinary - whole life and endowment (Line 34, Col. 2)	3,239	4,157	1,601	2,958	3,036
9. Ordinary - term (Line 2, Col. 4, less Line 34, Col. 2)					
10. Credit life (Line 2, Col. 6)					
11. Group (Line 2, Col. 9)					
12. Industrial (Line 2, Col. 2)					
13. Total (Line 2, Col. 10)	3,239	4,157	1,601	2,958	3,036
Premium Income - Lines of Business (Exhibit 1 - Part 1)					
14. Industrial life (Line 20.4, Col. 2)					
15.1 Ordinary-life insurance (Line 20.4, Col. 3)	24,768,332	27,379,187	29,580,569	28,896,965	33,253,900
15.2 Ordinary-individual annuities (Line 20.4, Col. 4)	72,897	149,552	27,642	31,048	87,032
16. Credit life (group and individual) (Line 20.4, Col. 5)					
17.1 Group life insurance (Line 20.4, Col. 6)	(729,431)	1,085,832	(1,270,471)	91,143	(1,966,551)
17.2 Group annuities (Line 20.4, Col. 7)					
18.1 A & H-group (Line 20.4, Col. 8)					
18.2 A & H-credit (group and individual) (Line 20.4, Col. 9)					
18.3 A & H-other (Line 20.4, Col. 10)					
19. Aggregate of all other lines of business (Line 20.4, Col. 11)					
20. Total	24,111,798	28,614,570	28,337,739	29,019,156	31,374,380
Balance Sheet (Pages 2 & 3)					
21. Total admitted assets excluding Separate Accounts business (Page 2, Line 26, Col. 3)	396,121,986	373,003,748	378,166,063	334,490,121	313,738,670
22. Total liabilities excluding Separate Accounts business (Page 3, Line 26)	184,428,288	176,982,480	181,938,986	158,033,275	161,771,978
23. Aggregate life reserves (Page 3, Line 1)	131,672,365	129,503,950	124,285,572	112,119,806	111,548,366
24. Aggregate A & H reserves (Page 3, Line 2)					
25. Deposit-type contract funds (Page 3, Line 3)	6,325,705	6,841,263	6,397,225	3,559,246	3,249,068
26. Asset valuation reserve (Page 3, Line 24.01)	4,323,715	4,326,921	3,830,096	3,089,467	548,956
27. Capital (Page 3, Lines 29 and 30)	2,500,200	2,500,200	2,500,200	2,500,200	2,500,200
28. Surplus (Page 3, Line 37)	209,193,498	193,521,068	193,727,301	173,957,055	149,466,883
Cash Flow (Page 5)					
29. Net Cash from Operations (Line 11)	16,463,961	23,888,633	34,752,059	16,087,319	45,904,369
Risk-Based Capital Analysis					
30. Total adjusted capital	216,017,413	200,348,189	200,057,597	179,546,722	152,516,039
31. Authorized control level risk - based capital	2,641,360	2,597,505	2,658,823	2,657,198	2,968,032
Percentage Distribution of Cash, Cash Equivalents and Invested Assets (Page 2, Col. 3) (Line No. /Page 2, Line 12, Col. 3) x 100.0					
32. Bonds (Line 1)	40.8	43.3	42.7	61.7	51.8
33. Stocks (Lines 2.1 and 2.2)					
34. Mortgage loans on real estate(Lines 3.1 and 3.2)	1.2	1.4	1.6	2.1	2.5
35. Real estate (Lines 4.1, 4.2 and 4.3)					
36. Cash, cash equivalents and short-term investments (Line 5)	31.4	27.1	27.0	4.2	11.7
37. Contract loans (Line 6)	26.6	28.2	28.7	32.0	34.1
38. Derivatives (Page 2, Line 7)					
39. Other invested assets (Line 8)					
40. Receivables for securities (Line 9)					
41. Securities lending reinvested collateral assets (Line 10)					
42. Aggregate write-ins for invested assets (Line 11)					
43. Cash, cash equivalents and invested assets (Line 12)	100.0	100.0	100.0	100.0	100.0

FIVE-YEAR HISTORICAL DATA

(Continued)

	1 2014	2 2013	3 2012	4 2011	5 2010
Investments in Parent, Subsidiaries and Affiliates					
44. Affiliated bonds (Schedule D Summary, Line 12, Col. 1)	2,287,569	3,829,163	5,800,979	7,393,802	3,850,782
45. Affiliated preferred stocks (Schedule D Summary, Line 18, Col. 1)					
46. Affiliated common stocks (Schedule D Summary Line 24, Col. 1),					
47. Affiliated short-term investments (subtotal included in Schedule DA Verification, Col. 5, Line 10)					
48. Affiliated mortgage loans on real estate					
49. All other affiliated					
50. Total of above Lines 44 to 49	2,287,569	3,829,163	5,800,979	7,393,802	3,850,782
51. Total Investment in Parent included in Lines 44 to 49 above					
Total Nonadmitted and Admitted Assets					
52. Total nonadmitted assets (Page 2, Line 28, Col. 2)	4,449,066	1,152,925	2,217,744	6,223,405	11,513,977
53. Total admitted assets (Page 2, Line 28, Col. 3)	4,670,965,245	4,587,907,421	4,489,157,158	4,411,372,242	4,413,236,997
Investment Data					
54. Net investment income (Exhibit of Net Investment Income)	11,616,274	11,832,493	13,066,812	13,362,287	13,885,995
55. Realized capital gains (losses) (Page 4, Line 34, Column 1)	160,945	(57,628)	1,940,308	(429,541)	(545,707)
56. Unrealized capital gains (losses) (Page 4, Line 38, Column 1)			13,889	(49)	(10,290)
57. Total of above Lines 54, 55 and 56	11,777,219	11,774,865	15,021,009	12,932,697	13,329,998
Benefits and Reserve Increases (Page 6)					
58. Total contract benefits - life (Lines 10, 11, 12, 13, 14 and 15 Col. 1, minus Lines 10, 11, 12, 13, 14 and 15 Cols. 9, 10 and 11)	95,253,292	163,470,387	194,338,771	97,417,312	89,181,168
59. Total contract benefits - A & H (Lines 13 & 14, Cols. 9, 10 & 11)					
60. Increase in life reserves - other than group and annuities (Line 19, Cols. 2 and 3)	1,799,063	4,430,583	12,589,804	(216,822)	1,093,520
61. Increase in A & H reserves (Line 19, Cols. 9, 10 & 11)					
62. Dividends to policyholders (Line 30, Col. 1)					
Operating Percentages					
63. Insurance expense percent (Page 6, Col. 1, Lines 21, 22 & 23, less Line 6)/(Page 6, Col. 1, Line 1 plus Exhibit 7, Col. 2, Line 2) x 100.0	34.3	27.0	26.7	31.1	31.0
64. Lapse percent (ordinary only) [(Exhibit of Life Insurance, Col. 4, Lines 14 & 15) / 1/2 (Exhibit of Life Insurance, Col. 4, Lines 1 & 21)] x 100.0	6.5	7.8	8.6	8.1	8.0
65. A & H loss percent (Schedule H, Part 1, Lines 5 and 6, Col. 2)					
66. A & H cost containment percent (Schedule H, Pt. 1, Line 4, Col. 2)					
67. A & H expense percent excluding cost containment expenses (Schedule H, Pt. 1, Line 10, Col. 2)					
A & H Claim Reserve Adequacy					
68. Incurred losses on prior years' claims - group health (Schedule H, Part 3, Line 3.1 Col. 2)					
69. Prior years' claim liability and reserve - group health (Schedule H, Part 3, Line 3.2 Col. 2)					
70. Incurred losses on prior years' claims-health other than group (Schedule H, Part 3, Line 3.1 Col. 1 less Col. 2)					
71. Prior years' claim liability and reserve-health other than group (Schedule H, Part 3, Line 3.2 Col. 1 less Col. 2)					
Net Gains From Operations After Federal Income Taxes by Lines of Business (Page 6, Line 33)					
72. Industrial life (Col. 2)					
73. Ordinary - life (Col. 3)	12,675,712	16,302,921	12,583,672	19,475,052	21,365,228
74. Ordinary - individual annuities (Col. 4)	49,014	88,620	86,355	(377,947)	491,353
75. Ordinary-supplementary contracts (Col. 5)	134,238	77,240	201,875	229,930	253,263
76. Credit life (Col. 6)					
77. Group life (Col. 7)	2,781,754	5,885,046	7,437,336	10,315,531	14,406,258
78. Group annuities (Col. 8)					
79. A & H-group (Col. 9)					
80. A & H-credit (Col. 10)					
81. A & H-other (Col. 11)					
82. Aggregate of all other lines of business (Col. 12)					
83. Total (Col. 1)	15,640,719	22,353,827	20,309,238	29,642,566	36,516,102

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



ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

DIRECT BUSINESS IN THE STATE OF Grand Total

DURING THE YEAR 2014

NAIC Group Code 0435

LIFE INSURANCE

NAIC Company Code 70416

Table with 5 columns: 1 Ordinary, 2 Credit Life (Group and Individual), 3 Group, 4 Industrial, 5 Total. Rows include Direct Premiums and Annuity Considerations, Direct Dividends to Policyholders, and Direct Claims and Benefits Paid.

Table with 10 columns: 1 No., 2 Amount, 3 No. of Ind. Pols. & Gr. Certifs., 4 Amount, 5 No. of Certifs., 6 Amount, 7 No., 8 Amount, 9 No., 10 Amount. Rows include Direct Death Benefits and Matured Endowments Incurred and Policy Exhibit.

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

ACCIDENT AND HEALTH INSURANCE

Table with 5 columns: 1 Direct Premiums, 2 Direct Premiums Earned, 3 Dividends Paid Or Credited On Direct Business, 4 Direct Losses Paid, 5 Direct Losses Incurred. Rows include Group Policies (b) and various policy types. A large 'NONE' watermark is present across the table.

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

EXHIBIT OF LIFE INSURANCE

	Industrial		Ordinary		Credit Life (Group and Individual)		Group			10 Total Amount of Insurance (a)
	1	2	3	4	5	6	Number of		9	
	Number of Policies	Amount of Insurance (a)	Number of Policies	Amount of Insurance (a)	Number of Individual Policies and Group Certificates	Amount of Insurance (a)	7 Policies	8 Certificates	Amount of Insurance (a)	
1. In force end of prior year			33,320	6,488,938			22	9,159	7,235,356	13,724,293
2. Issued during year				3,239						3,239
3. Reinsurance assumed										
4. Revived during year			12	2,081						2,081
5. Increased during year (net)			2	1,503					26,411	27,914
6. Subtotals, Lines 2 to 5			14	6,823					26,411	33,234
7. Additions by dividends during year	XXX		XXX		XXX		XXX	XXX		
8. Aggregate write-ins for increases										
9. Totals (Lines 1 and 6 to 8)			33,334	6,495,760			22	9,159	7,261,767	13,757,527
Deductions during year:										
10. Death			163	27,092			XXX	43	36,109	63,200
11. Maturity							XXX			
12. Disability							XXX			
13. Expiry										
14. Surrender			1,287	295,936					1,065	297,001
15. Lapse			465	111,224				67	26,800	138,024
16. Conversion							XXX	XXX	XXX	
17. Decreased (net)			1	6,877						6,877
18. Reinsurance										
19. Aggregate write-ins for decreases										
20. Totals (Lines 10 to 19)			1,916	441,129				110	63,974	505,103
21. In force end of year (Line 9 minus Line 20)			31,418	6,054,631			22	9,049	7,197,793	13,252,424
22. Reinsurance ceded end of year	XXX		XXX	3,387,346	XXX		XXX	XXX	2,292,330	5,679,676
23. Line 21 minus Line 22	XXX		XXX	2,667,285	XXX	(b)	XXX	XXX	4,905,463	7,572,748
DETAILS OF WRITE-INS										
0801.										
0802.										
0803.										
0898. Summary of remaining write-ins for Line 8 from overflow page										
0899. TOTALS (Lines 0801 thru 0803 plus 0898) (Line 8 above)										
1901.										
1902.										
1903.										
1998. Summary of remaining write-ins for Line 19 from overflow page										
1999. TOTALS (Lines 1901 thru 1903 plus 1998) (Line 19 above)										

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

(b) Group \$; Individual \$

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

EXHIBIT OF LIFE INSURANCE (Continued)

ADDITIONAL INFORMATION ON INSURANCE IN FORCE END OF YEAR

	Industrial		Ordinary	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
24. Additions by dividends	XXX		XXX	
25. Other paid-up insurance			7	8,679
26. Debit ordinary insurance	XXX	XXX		

ADDITIONAL INFORMATION ON ORDINARY INSURANCE

Term Insurance Excluding Extended Term Insurance	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)
27. Term policies - decreasing				
28. Term policies - other				
29. Other term insurance - decreasing	XXX		XXX	
30. Other term insurance	XXX		XXX	771
31. Totals (Lines 27 to 30)				771
Reconciliation to Lines 2 and 21:				
32. Term additions	XXX		XXX	
33. Totals, extended term insurance	XXX	XXX	69	3,659
34. Totals, whole life and endowment		3,239	31,349	6,050,202
35. Totals (Lines 31 to 34)		3,239	31,418	6,054,631

CLASSIFICATION OF AMOUNT OF INSURANCE (a) BY PARTICIPATING STATUS

	Issued During Year (Included in Line 2)		In Force End of Year (Included in Line 21)	
	1	2	3	4
	Non-Participating	Participating	Non-Participating	Participating
36. Industrial				
37. Ordinary	3,239		6,054,631	
38. Credit Life (Group and Individual)				
39. Group			7,197,793	
40. Totals (Lines 36 to 39)	3,239		13,252,424	

ADDITIONAL INFORMATION ON CREDIT LIFE AND GROUP INSURANCE

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

ADDITIONAL ACCIDENTAL DEATH BENEFITS

46. Amount of additional accidental death benefits in force end of year under ordinary policies (a)	53,057
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BASIS OF CALCULATION OF ORDINARY TERM INSURANCE

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

POLICIES WITH DISABILITY PROVISIONS

Disability Provisions	Industrial		Ordinary		Credit		Group	
	1 Number of Policies	2 Amount of Insurance (a)	3 Number of Policies	4 Amount of Insurance (a)	5 Number of Policies	6 Amount of Insurance (a)	7 Number of Certificates	8 Amount of Insurance (a)
48. Waiver of Premium			14,231	2,455,146				
49. Disability Income								
50. Extended Benefits			XXX	XXX				
51. Other								
52. Total		(b)	14,231	(b) 2,455,146		(b)		(b)

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

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
EXHIBIT OF NUMBER OF POLICIES, CONTRACTS, CERTIFICATES, INCOME PAYABLE AND ACCOUNT VALUES IN FORCE FOR SUPPLEMENTARY CONTRACTS, ANNUITIES, ACCIDENT & HEALTH AND OTHER POLICIES

SUPPLEMENTARY CONTRACTS

	Ordinary		Group	
	1 Involving Life Contingencies	2 Not Involving Life Contingencies	3 Involving Life Contingencies	4 Not Involving Life Contingencies
1. In force end of prior year	10	50		
2. Issued during year	1	26		
3. Reinsurance assumed				
4. Increased during year (net)				
5. Total (Lines 1 to 4)	11	76		
Deductions during year:				
6. Decreased (net)		15		
7. Reinsurance ceded				
8. Totals (Lines 6 and 7)		15		
9. In force end of year	11	61		
10. Amount on deposit	255,161	(a) 6,325,705		(a)
11. Income now payable	11	10		
12. Amount of income payable	(a) 90,989	(a) 117,621	(a)	(a)

ANNUITIES

	Ordinary		Group	
	1 Immediate	2 Deferred	3 Contracts	4 Certificates
1. In force end of prior year		1,129		
2. Issued during year				
3. Reinsurance assumed				
4. Increased during year (net)				
5. Totals (Lines 1 to 4)		1,129		
Deductions during year:				
6. Decreased (net)		108		
7. Reinsurance ceded				
8. Totals (Lines 6 and 7)		108		
9. In force end of year		1,021		
Income now payable:				
10. Amount of income payable	(a)	XXX	XXX	(a)
Deferred fully paid:				
11. Account balance	XXX	(a)	XXX	(a)
Deferred not fully paid:				
12. Account balance	XXX	(a) 51,105,325	XXX	(a)

ACCIDENT AND HEALTH INSURANCE

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

DEPOSIT FUNDS AND DIVIDEND ACCUMULATIONS

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

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
FORM FOR CALCULATING THE INTEREST MAINTENANCE RESERVE

INTEREST MAINTENANCE RESERVE

	1 Amount
1. Reserve as of December 31, Prior Year	297,217
2. Current year's realized pre-tax capital gains/(losses) of \$382,781 transferred into the reserve net of taxes of \$133,973	248,807
3. Adjustment for current year's liability gains/(losses) released from the reserve	
4. Balance before reduction for amount transferred to Summary of Operations (Line 1 + Line 2 + Line 3)	546,024
5. Current year's amortization released to Summary of Operations (Amortization, Line 1, Column 4)	178,480
6. Reserve as of December 31, current year (Line 4 minus Line 5)	367,545

AMORTIZATION

	1	2	3	4
Year of Amortization	Reserve as of December 31, Prior Year	Current Year's Realized Capital Gains/(Losses) Transferred into the Reserve Net of Taxes	Adjustment for Current Year's Liability Gains/(Losses) Released From the Reserve	Balance Before Reduction for Current Year's Amortization (Cols. 1 + 2 + 3)
1. 2014	124,472	54,008		178,480
2. 2015	82,712	68,220		150,931
3. 2016	57,235	48,396		105,632
4. 2017	33,922	35,037		68,959
5. 2018	16,115	21,238		37,354
6. 2019	7,930	6,922		14,853
7. 2020	5,579	(500)		5,079
8. 2021	3,224	(236)		2,988
9. 2022	1,019	68		1,087
10. 2023	422	351		773
11. 2024		696		696
12. 2025	(1,758)	863		(895)
13. 2026	(3,101)	906		(2,195)
14. 2027	(4,063)	971		(3,091)
15. 2028	(4,978)	1,014		(3,964)
16. 2029	(5,605)	1,057		(4,547)
17. 2030	(5,518)	1,122		(4,397)
18. 2031	(4,491)	1,165		(3,326)
19. 2032	(3,310)	1,230		(2,081)
20. 2033	(2,045)	1,295		(750)
21. 2034	(688)	1,359		672
22. 2035	37	1,273		1,310
23. 2036	40	1,014		1,054
24. 2037	37	734		771
25. 2038	27	453		481
26. 2039	13	151		164
27. 2040	5			5
28. 2041	(1)			(1)
29. 2042	(11)			(11)
30. 2043	(6)			(6)
31. 2044 and Later				
32. Total (Lines 1 to 31)	297,217	248,807		546,024

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

ASSET VALUATION RESERVE

	Default Component			Equity Component			7 Total Amount (Cols. 3 + 6)
	1 Other Than Mortgage Loans	2 Mortgage Loans	3 Total (Cols. 1 + 2)	4 Common Stock	5 Real Estate and Other Invested Assets	6 Total (Cols. 4 + 5)	
1. Reserve as of December 31, prior year	4,297,253	29,667	4,326,921				4,326,921
2. Realized capital gains/(losses) net of taxes - General Account	(1,271)		(1,271)				(1,271)
3. Realized capital gains/(losses) net of taxes - Separate Accounts	126,279		126,279				126,279
4. Unrealized capital gains/(losses) net of deferred taxes - General Account							
5. Unrealized capital gains/(losses) net of deferred taxes - Separate Accounts							
6. Capital gains credited/(losses charged) to contract benefits, payments or reserves							
7. Basic contribution	793,453	7,839	801,292				801,292
8. Accumulated balances (Lines 1 through 5 - 6 + 7)	5,215,714	37,505	5,253,221				5,253,221
9. Maximum reserve	4,297,657	26,058	4,323,715				4,323,715
10. Reserve objective	2,989,695	15,763	3,005,457				3,005,457
11. 20% of (Line 10 - Line 8)	(445,204)	(4,349)	(449,553)				(449,553)
12. Balance before transfers (Lines 8 + 11)	4,770,510	33,157	4,803,668				4,803,668
13. Transfers							
14. Voluntary contribution							
15. Adjustment down to maximum/up to zero	(472,854)	(7,099)	(479,953)				(479,953)
16. Reserve as of December 31, current year (Lines 12 + 13 + 14 + 15)	4,297,656	26,058	4,323,715				4,323,715

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

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols. 4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
LONG-TERM BONDS												
1.		Exempt Obligations	4,308,060	XXX	XXX	4,308,060	0.0000		0.0000		0.0000	
2.	1	Highest Quality	68,035,101	XXX	XXX	68,035,101	0.0004	27,214	0.0023	156,481	0.0030	204,105
3.	2	High Quality	69,244,196	XXX	XXX	69,244,196	0.0019	131,564	0.0058	401,616	0.0090	623,198
4.	3	Medium Quality	896,982	XXX	XXX	896,982	0.0093	8,342	0.0230	20,631	0.0340	30,497
5.	4	Low Quality	1,000,000	XXX	XXX	1,000,000	0.0213	21,300	0.0530	53,000	0.0750	75,000
6.	5	Lower Quality	796,061	XXX	XXX	796,061	0.0432	34,390	0.1100	87,567	0.1700	135,330
7.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
8.		Total Unrated Multi-class Securities Acquired by Conversion		XXX	XXX		XXX		XXX		XXX	
9.		Total Bonds (Sum of Lines 1 through 8)	144,280,400	XXX	XXX	144,280,400	XXX	222,810	XXX	719,294	XXX	1,068,131
PREFERRED STOCK												
10.	1	Highest Quality		XXX	XXX		0.0004		0.0023		0.0030	
11.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
12.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
13.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
14.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
15.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
16.		Affiliated Life with AVR		XXX	XXX		0.0000		0.0000		0.0000	
17.		Total Preferred Stocks (Sum of Lines 10 through 16)		XXX	XXX		XXX		XXX		XXX	
SHORT - TERM BONDS												
18.		Exempt Obligations		XXX	XXX		0.0000		0.0000		0.0000	
19.	1	Highest Quality		XXX	XXX		0.0004		0.0023		0.0030	
20.	2	High Quality	16,484,333	XXX	XXX	16,484,333	0.0019	31,320	0.0058	95,609	0.0090	148,359
21.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
22.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
23.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
24.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
25.		Total Short - Term Bonds (Sum of Lines 18 through 24)	16,484,333	XXX	XXX	16,484,333	XXX	31,320	XXX	95,609	XXX	148,359
DERIVATIVE INSTRUMENTS												
26.		Exchange Traded		XXX	XXX		0.0004		0.0023		0.0030	
27.	1	Highest Quality		XXX	XXX		0.0004		0.0023		0.0030	
28.	2	High Quality		XXX	XXX		0.0019		0.0058		0.0090	
29.	3	Medium Quality		XXX	XXX		0.0093		0.0230		0.0340	
30.	4	Low Quality		XXX	XXX		0.0213		0.0530		0.0750	
31.	5	Lower Quality		XXX	XXX		0.0432		0.1100		0.1700	
32.	6	In or Near Default		XXX	XXX		0.0000		0.2000		0.2000	
33.		Total Derivative Instruments		XXX	XXX		XXX		XXX		XXX	
34.		Total (Lines 9 + 17 + 25 + 33)	160,764,733	XXX	XXX	160,764,733	XXX	254,130	XXX	814,903	XXX	1,216,490

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

Line Number	NAIC Designation	Description	1 Book/Adjusted Carrying Value	2 Reclassify Related Party Encumbrances	3 Add Third Party Encumbrances	4 Balance for AVR Reserve Calculations (Cols. 1 + 2 + 3)	Basic Contribution		Reserve Objective		Maximum Reserve	
							5 Factor	6 Amount (Cols. 4 x 5)	7 Factor	8 Amount (Cols. 4 x 7)	9 Factor	10 Amount (Cols. 4 x 9)
MORTGAGE LOANS												
In Good Standing:												
35.		Farm Mortgages - CM1 - Highest Quality			XXX		0.0010		0.0050		0.0065	
36.		Farm Mortgages - CM2 - High Quality			XXX		0.0035		0.0100		0.0130	
37.		Farm Mortgages - CM3 - Medium Quality			XXX		0.0060		0.0175		0.0225	
38.		Farm Mortgages - CM4 - Low Medium Quality			XXX		0.0105		0.0300		0.0375	
39.		Farm Mortgages - CM5 - Low Quality			XXX		0.0160		0.0425		0.0550	
40.		Residential Mortgages - Insured or Guaranteed	3,957,618		XXX	3,957,618	0.0003	1,187	0.0006	2,375	0.0010	3,958
41.		Residential Mortgages - All Other	212,663		XXX	212,663	0.0013	276	0.0030	638	0.0040	851
42.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0003		0.0006		0.0010	
43.		Commercial Mortgages - All Other - CM1 - Highest Quality			XXX		0.0010		0.0050		0.0065	
44.		Commercial Mortgages - All Other - CM2 - High Quality			XXX		0.0035		0.0100		0.0130	
45.		Commercial Mortgages - All Other - CM3 - Medium Quality			XXX		0.0060		0.0175		0.0225	
46.		Commercial Mortgages - All Other - CM4 - Low Medium Quality			XXX		0.0105		0.0300		0.0375	
47.		Commercial Mortgages - All Other - CM5 - Low Quality			XXX		0.0160		0.0425		0.0550	
Overdue, Not in Process:												
48.		Farm Mortgages			XXX		0.0420		0.0760		0.1200	
49.		Residential Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
50.		Residential Mortgages - All Other			XXX		0.0025		0.0058		0.0090	
51.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0005		0.0012		0.0020	
52.		Commercial Mortgages - All Other			XXX		0.0420		0.0760		0.1200	
In Process of Foreclosure:												
53.		Farm Mortgages			XXX		0.0000		0.1700		0.1700	
54.		Residential Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
55.		Residential Mortgages - All Other			XXX		0.0000		0.0130		0.0130	
56.		Commercial Mortgages - Insured or Guaranteed			XXX		0.0000		0.0040		0.0040	
57.		Commercial Mortgages - All Other			XXX		0.0000		0.1700		0.1700	
58.		Total Schedule B Mortgages (Sum of Lines 35 through 57)	4,170,281		XXX	4,170,281	XXX	1,464	XXX	3,013	XXX	4,808
59.		Schedule DA Mortgages			XXX		0.0030		0.0100		0.0130	
60.		Total Mortgage Loans on Real Estate (Lines 58 + 59)	4,170,281		XXX	4,170,281	XXX	1,464	XXX	3,013	XXX	4,808

Asset Valuation Reserve - Equity Component

N O N E

Asset Valuation Reserve Replications (Synthetic) Assets

N O N E

Schedule F - Claims

N O N E

Schedule H - Part 1 - Analysis of Underwriting Operations

N O N E

Schedule H - Part 2 - Reserves and Liabilities

N O N E

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

N O N E

Schedule H - Part 4 - Reinsurance

N O N E

Schedule H - Part 5 - Health Claims

N O N E

Schedule S - Part 1 - Section 1

N O N E

Schedule S - Part 1 - Section 2

N O N E

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 2

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

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Paid Losses	7 Unpaid Losses
65935	04-1590850	09/07/1983	Massachusetts Mutual Life Insurance Company	MA		569,252
65935	04-1590850	01/01/2000	Massachusetts Mutual Life Insurance Company	MA	7,011,048	2,339,045
0299999. Life and Annuity - U.S. Affiliates - Other					7,011,048	2,908,297
0399999. Total Life and Annuity - U.S. Affiliates					7,011,048	2,908,297
0699999. Total Life and Annuity - Non-U.S. Affiliates						
0799999. Total Life and Annuity - Affiliates					7,011,048	2,908,297
86258	13-2572994	02/08/1999	General Re Life Corp. (C081)	CT	21,559	208,044
65676	35-0472300	02/08/1999	Lincoln National Life Ins. Co. (LN81)	IN	16,287	289,084
66346	58-0828824	02/08/1999	Munich American Reassurance (MU81)	GA	21,155	446,903
66346	58-0828824	01/01/1999	Munich American Reassurance (MU82)	GA	49,468	349,739
93572	43-1235868	01/01/1999	RGA Reinsurance Co. (A282)	MO	72,378	409,784
93572	43-1235868	02/08/1999	RGA Reinsurance Co. (GA81)	MO	32,731	289,084
0899999. Life and Annuity - U.S. Non-Affiliates					213,578	1,992,638
1099999. Total Life and Annuity - Non-Affiliates					213,578	1,992,638
1199999. Total Life and Annuity					7,224,626	4,900,935
1499999. Total Accident and Health - U.S. Affiliates						
1799999. Total Accident and Health - Non-U.S. Affiliates						
1899999. Total Accident and Health - Affiliates						
2199999. Total Accident and Health - Non-Affiliates						
2299999. Total Accident and Health						
2399999. Total U.S. (Sum of 0399999, 0899999, 1499999 and 1999999)					7,224,626	4,900,935
2499999. Total Non-U.S. (Sum of 0699999, 0999999, 1799999 and 2099999)						
9999999 Totals - Life, Annuity and Accident and Health					7,224,626	4,900,935

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 3 - SECTION 1

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

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domi- ciliary Juris- diction	6 Type of Reinsurance Ceded	7 Type of Business Ceded	8 Amount in Force at End of Year	Reserve Credit Taken		11 Premiums	Outstanding Surplus Relief		14 Modified Coinsurance Reserve	15 Funds Withheld Under Coinsurance
								9 Current Year	10 Prior Year		12 Current Year	13 Prior Year		
65935	04-1590850	09/07/1983	Massachusetts Mutual Life Insurance Co	MA	YRT/I	QL	707,697,773	6,294,938	6,563,149	7,314,128				
65935	04-1590850	01/01/1997	Massachusetts Mutual Life Insurance Co	MA	OTH/I	QL				261,776				
0299999. General Account - Authorized U.S. Affiliates - Other							707,697,773	6,294,938	6,563,149	7,575,904				
0399999. Total General Account - Authorized U.S. Affiliates							707,697,773	6,294,938	6,563,149	7,575,904				
0699999. Total General Account - Authorized Non-U.S. Affiliates														
0799999. Total General Account - Authorized Affiliates							707,697,773	6,294,938	6,563,149	7,575,904				
60895	35-0145825	02/08/1999	American United Life (AU81)	IN	YRT/I	QL				(112)				
80659	38-0397420	03/01/1996	Canada Life Assurance Co. (CR57)	MI	YRT/G	QL	741,806	2,070	1,961	1,558				
68276	48-1024691	01/01/1999	Employers Reassurance Corp. (ER82)	KS	YRT/I	QL				(42)				
86258	13-2572994	02/08/1999	General Re Life Corp. (C081)	CT	YRT/I	QL	320,543,707	1,966,445	1,993,011	1,122,687				
65676	35-0472300	01/05/1983	Lincoln National Life Ins. Co. (LN16)	IN	YRT/G	QL	3,165,739	8,832	8,367	7,232				
65676	35-0472300	02/08/1999	Lincoln National Life Ins. Co. (LN81)	IN	YRT/I	QL	487,508,446	2,995,790	3,025,551	1,718,378				
66346	58-0828824	05/01/1994	Munich American Reassurance (CA48)	GA	YRT/G	QL	212,458	593	562	407				
66346	58-0828824	02/08/1999	Munich American Reassurance (MU81)	GA	YRT/I	QL	810,037,744	4,969,546	5,036,411	2,610,352				
66346	58-0828824	01/01/1999	Munich American Reassurance (MU82)	GA	YRT/I	QL	260,762,070	1,894,315	1,950,710	1,138,600				
93572	43-1235868	05/01/1994	RGA Reinsurance Co. (AZ51)	MO	YRT/G	QL	827,736	2,309	2,188	1,555				
93572	43-1235868	01/01/1999	RGA Reinsurance Co. (AZ82)	MO	YRT/I	QL	313,288,263	2,275,976	2,343,454	1,741,041				
93572	43-1235868	09/14/1981	RGA Reinsurance Co. (GA11)	MO	YRT/G	QL	60,612	2,144	2,138	1,979				
93572	43-1235868	02/08/1999	RGA Reinsurance Co. (GA81)	MO	YRT/I	QL	487,508,446	2,995,790	3,025,551	1,693,210				
68713	84-0499703	03/01/1996	Security Life of Denver Ins. Co. (SD46)	CO	YRT/G	QL	1,921,417	5,361	5,078	3,540				
82627	06-0839705	03/01/1996	Swiss Re Life & Health America (SR59)	CT	YRT/G	QL	4,134,295	11,535	10,927	10,664				
0899999. General Account - Authorized U.S. Non-Affiliates							2,690,712,739	17,130,706	17,405,909	10,051,049				
1099999. Total General Account - Authorized Non-Affiliates							2,690,712,739	17,130,706	17,405,909	10,051,049				
1199999. Total General Account Authorized							3,398,410,512	23,425,644	23,969,058	17,626,953				
1499999. Total General Account - Unauthorized U.S. Affiliates														
1799999. Total General Account - Unauthorized Non-U.S. Affiliates														
1899999. Total General Account - Unauthorized Affiliates														
2199999. Total General Account - Unauthorized Non-Affiliates														
2299999. Total General Account Unauthorized														
2599999. Total General Account - Certified U.S. Affiliates														
2899999. Total General Account - Certified Non-U.S. Affiliates														
2999999. Total General Account - Certified Affiliates														
3299999. Total General Account - Certified Non-Affiliates														
3399999. Total General Account Certified														
3499999. Total General Account Authorized, Unauthorized and Certified							3,398,410,512	23,425,644	23,969,058	17,626,953				
65935	04-1590850	01/01/2000	Massachusetts Mutual Life Insurance Co	MA	MCO/G	QL	2,281,265,733			723,152			1,031,219,048	
3699999. Separate Accounts - Authorized U.S. Affiliates - Other							2,281,265,733			723,152			1,031,219,048	
3799999. Total Separate Accounts - Authorized U.S. Affiliates							2,281,265,733			723,152			1,031,219,048	
4099999. Total Separate Accounts - Authorized Non-U.S. Affiliates														
4199999. Total Separate Accounts - Authorized Affiliates							2,281,265,733			723,152			1,031,219,048	
4499999. Total Separate Accounts - Authorized Non-Affiliates														
4599999. Total Separate Accounts Authorized							2,281,265,733			723,152			1,031,219,048	
4899999. Total Separate Accounts - Unauthorized U.S. Affiliates														
5199999. Total Separate Accounts - Unauthorized Non-U.S. Affiliates														
5299999. Total Separate Accounts - Unauthorized Affiliates														
5599999. Total Separate Accounts - Unauthorized Non-Affiliates														
5699999. Total Separate Accounts Unauthorized														
5999999. Total Separate Accounts - Certified U.S. Affiliates														
6299999. Total Separate Accounts - Certified Non-U.S. Affiliates														
6399999. Total Separate Accounts - Certified Affiliates														
6699999. Total Separate Accounts - Certified Non-Affiliates														
6799999. Total Separate Accounts Certified														
6899999. Total Separate Accounts Authorized, Unauthorized and Certified							2,281,265,733			723,152			1,031,219,048	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 3 - SECTION 1

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

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domi- ciliary Juris- diction	6 Type of Reinsurance Ceded	7 Type of Business Ceded	8 Amount in Force at End of Year	Reserve Credit Taken		11 Premiums	Outstanding Surplus Relief		14 Modified Coinsurance Reserve	15 Funds Withheld Under Coinsurance
								9 Current Year	10 Prior Year		12 Current Year	13 Prior Year		
6999999	Total U.S. (Sum of 0399999, 0899999, 1499999, 1999999, 2599999, 3099999, 3799999, 4299999, 4899999, 5399999, 5999999 and 6499999)						5,679,676,245	23,425,644	23,969,058	18,350,105			1,031,219,048	
7099999	Total Non-U.S. (Sum of 0699999, 0999999, 1799999, 2099999, 2899999, 3199999, 4099999, 4399999, 5199999, 5499999, 6299999 and 6599999)													
9999999	- Totals						5,679,676,245	23,425,644	23,969,058	18,350,105			1,031,219,048	

Schedule S - Part 3 - Section 2

NONE

Schedule S - Part 4

NONE

Schedule S - Part 4 - Bank Footnote

NONE

Schedule S - Part 5

NONE

Schedule S - Part 5 - Bank Footnote

NONE

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 6

Five Year Exhibit of Reinsurance Ceded Business
(000 OMITTED)

	1 2014	2 2013	3 2012	4 2011	5 2010
A. OPERATIONS ITEMS					
1. Premiums and annuity considerations for life and accident and health contracts	18,350	17,451	19,228	22,930	23,698
2. Commissions and reinsurance expense allowances	5,523	5,397	5,254	5,095	4,956
3. Contract claims	26,420	25,158	23,503	20,964	28,108
4. Surrender benefits and withdrawals for life contracts					
5. Dividends to policyholders					
6. Reserve adjustments on reinsurance ceded	(12,815)	(10,107)	(8,328)	(6,726)	(11,943)
7. Increase in aggregate reserve for life and accident and health contracts	(543)	(1,317)	(9,171)	(1,053)	(1,329)
B. BALANCE SHEET ITEMS					
8. Premiums and annuity considerations for life and accident and health contracts deferred and uncollected	194	(480)	1,520	(1,118)	(252)
9. Aggregate reserves for life and accident and health contracts	23,426	23,969	25,286	34,457	35,511
10. Liability for deposit-type contracts					
11. Contract claims unpaid	4,901	7,379	5,060	2,389	3,895
12. Amounts recoverable on reinsurance	7,225	2,686	5,259	581	1,855
13. Experience rating refunds due or unpaid	2,028	2,757	2,516	4,030	3,072
14. Policyholders' dividends (not included in Line 10)					
15. Commissions and reinsurance expense allowances due	21,245	18,612	25,205	22,653	17,851
16. Unauthorized reinsurance offset					
17. Offset for reinsurance with Certified Reinsurers				XXX	XXX
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
18. Funds deposited by and withheld from (F)					
19. Letters of credit (L)					
20. Trust agreements (T)					
21. Other (O)					
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
22. Multiple Beneficiary Trust				XXX	XXX
23. Funds deposited by and withheld from (F)				XXX	XXX
24. Letters of credit (L)				XXX	XXX
25. Trust agreements (T)				XXX	XXX
26. Other (O)				XXX	XXX

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	353,207,332		353,207,332
2. Reinsurance (Line 16)	30,498,141	(30,498,141)	
3. Premiums and considerations (Line 15)	(2,113,654)	193,595	(1,920,059)
4. Net credit for ceded reinsurance	XXX	54,690,535	54,690,535
5. All other admitted assets (balance)	14,530,167		14,530,167
6. Total assets excluding Separate Accounts (Line 26)	396,121,986	24,385,989	420,507,975
7. Separate Account assets (Line 27)	4,274,843,259		4,274,843,259
8. Total assets (Line 28)	4,670,965,245	24,385,989	4,695,351,234
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
9. Contract reserves (Lines 1 and 2)	131,672,365	23,425,644	155,098,009
10. Liability for deposit-type contracts (Line 3)	6,325,705		6,325,705
11. Claim reserves (Line 4)	3,388,551	4,900,935	8,289,486
12. Policyholder dividends/reserves (Lines 5 through 7)			
13. Premium & annuity considerations received in advance (Line 8)	1,391		1,391
14. Other contract liabilities (Line 9)	18,205,571	(3,952,504)	14,253,067
15. Reinsurance in unauthorized companies (Line 24.02 minus inset amount)			
16. Funds held under reinsurance treaties with unauthorized reinsurers (Line 24.03 minus inset amount)			
17. Reinsurance with Certified Reinsurers (Line 24.02 inset amount)			
18. Funds held under reinsurance treaties with Certified Reinsurers (Line 24.03 inset amount)			
19. All other liabilities (balance)	24,834,705	11,914	24,846,619
20. Total liabilities excluding Separate Accounts (Line 26)	184,428,288	24,385,989	208,814,277
21. Separate Account liabilities (Line 27)	4,274,843,259		4,274,843,259
22. Total liabilities (Line 28)	4,459,271,547	24,385,989	4,483,657,536
23. Capital & surplus (Line 38)	211,693,698	XXX	211,693,698
24. Total liabilities, capital & surplus (Line 39)	4,670,965,245	24,385,989	4,695,351,234
NET CREDIT FOR CEDED REINSURANCE			
25. Contract reserves	23,425,644		
26. Claim reserves	4,900,935		
27. Policyholder dividends/reserves			
28. Premium & annuity considerations received in advance			
29. Liability for deposit-type contracts			
30. Other contract liabilities	(3,952,504)		
31. Reinsurance ceded assets	30,498,141		
32. Other ceded reinsurance recoverables			
33. Total ceded reinsurance recoverables	54,872,216		
34. Premiums and considerations	193,595		
35. Reinsurance in unauthorized companies			
36. Funds held under reinsurance treaties with unauthorized reinsurers			
37. Reinsurance with Certified Reinsurers			
38. Funds held under reinsurance treaties with Certified Reinsurers			
39. Other ceded reinsurance payables/offsets	(11,914)		
40. Total ceded reinsurance payable/offsets	181,681		
41. Total net credit for ceded reinsurance	54,690,535		

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Allocated by States and Territories

States, Etc.	1	Life Contracts		Direct Business Only			7
		2	3	4	5	6	
	Active Status	Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 through 5	Deposit-Type Contracts
1. Alabama	AL	L	272,478			272,478	
2. Alaska	AK	L	18,095			18,095	
3. Arizona	AZ	L	1,187,836			1,187,836	
4. Arkansas	AR	L	78,644			78,644	
5. California	CA	L	5,006,456			5,006,456	
6. Colorado	CO	L	809,581	735		810,316	
7. Connecticut	CT	L	732,511			732,511	
8. Delaware	DE	L	80,240			80,240	
9. District of Columbia	DC	L	272,378			272,378	
10. Florida	FL	L	2,217,639			2,217,639	
11. Georgia	GA	L	755,025	10,000		765,025	
12. Hawaii	HI	L	222,881			222,881	
13. Idaho	ID	L	69,391			69,391	
14. Illinois	IL	L	1,544,763			1,544,763	
15. Indiana	IN	L	713,186			713,186	
16. Iowa	IA	L	641,281	1,800		643,081	
17. Kansas	KS	L	470,866			470,866	
18. Kentucky	KY	L	363,609	22,000		385,609	
19. Louisiana	LA	L	466,431			466,431	
20. Maine	ME	L	260,983			260,983	
21. Maryland	MD	L	1,321,599	525		1,322,124	
22. Massachusetts	MA	L	1,061,150			1,061,150	
23. Michigan	MI	L	1,952,400	3,400		1,955,800	
24. Minnesota	MN	L	509,770			509,770	
25. Mississippi	MS	L	303,785			303,785	
26. Missouri	MO	L	752,073	1,611		753,684	
27. Montana	MT	L	332,594			332,594	
28. Nebraska	NE	L	477,229	1,800		479,029	
29. Nevada	NV	L	303,494			303,494	
30. New Hampshire	NH	L	197,454			197,454	
31. New Jersey	NJ	L	1,879,434			1,879,434	
32. New Mexico	NM	L	107,609			107,609	
33. New York	NY	N	194,451			194,451	
34. North Carolina	NC	L	1,575,022			1,575,022	
35. North Dakota	ND	L	8,514			8,514	
36. Ohio	OH	L	1,484,293			1,484,293	
37. Oklahoma	OK	L	1,146,172			1,146,172	
38. Oregon	OR	L	487,891			487,891	
39. Pennsylvania	PA	L	2,342,973			2,342,973	
40. Rhode Island	RI	L	259,141			259,141	
41. South Carolina	SC	L	839,821			839,821	
42. South Dakota	SD	L	51,067			51,067	
43. Tennessee	TN	L	737,306			737,306	
44. Texas	TX	L	3,368,208			3,368,208	
45. Utah	UT	L	393,870			393,870	
46. Vermont	VT	L	136,714	1,200		137,914	
47. Virginia	VA	L	1,886,436			1,886,436	
48. Washington	WA	L	867,276			867,276	
49. West Virginia	WV	L	204,919			204,919	
50. Wisconsin	WI	L	460,608	29,826		490,434	
51. Wyoming	WY	L	26,904			26,904	
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N					
55. U.S. Virgin Islands	VI	N					
56. Northern Mariana Islands	MP	N					
57. Canada	CAN	N					
58. Aggregate Other Alien	OT	XXX	153,681			153,681	
59. Subtotal	(a)	50	42,008,132	72,897		42,081,029	
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	244,293			244,293	
94. Aggregate or other amounts not allocable by State		XXX					
95. Totals (Direct Business)		XXX	42,252,425	72,897		42,325,322	
96. Plus reinsurance assumed		XXX					
97. Totals (All Business)		XXX	42,252,425	72,897		42,325,322	
98. Less reinsurance ceded		XXX	17,676,660			17,676,660	
99. Totals (All Business) less Reinsurance Ceded		XXX	24,575,765	72,897	(b)	24,648,662	
DETAILS OF WRITE-INS							
58001. Other foreign		XXX	153,681			153,681	
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	153,681			153,681	
9401.		XXX					
9402.		XXX					
9403.		XXX					
9498. Summary of remaining write-ins for Line 94 from overflow page		XXX					
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)		XXX					

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

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

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

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

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

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

Allocated by States and Territories

States, Etc.		Direct Business Only					Totals
		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	
1. Alabama	AL	272,478					272,478
2. Alaska	AK	18,095					18,095
3. Arizona	AZ	1,187,836					1,187,836
4. Arkansas	AR	78,644					78,644
5. California	CA	5,006,456					5,006,456
6. Colorado	CO	809,581	735				810,316
7. Connecticut	CT	732,511					732,511
8. Delaware	DE	80,240					80,240
9. District of Columbia	DC	272,378					272,378
10. Florida	FL	2,217,639					2,217,639
11. Georgia	GA	755,025	10,000				765,025
12. Hawaii	HI	222,881					222,881
13. Idaho	ID	69,391					69,391
14. Illinois	IL	1,544,763					1,544,763
15. Indiana	IN	713,186					713,186
16. Iowa	IA	641,281	1,800				643,081
17. Kansas	KS	470,866					470,866
18. Kentucky	KY	363,609	22,000				385,609
19. Louisiana	LA	466,431					466,431
20. Maine	ME	260,983					260,983
21. Maryland	MD	1,321,599	525				1,322,124
22. Massachusetts	MA	1,061,150					1,061,150
23. Michigan	MI	1,952,400	3,400				1,955,800
24. Minnesota	MN	509,770					509,770
25. Mississippi	MS	303,785					303,785
26. Missouri	MO	752,073	1,611				753,684
27. Montana	MT	332,594					332,594
28. Nebraska	NE	477,229	1,800				479,029
29. Nevada	NV	303,494					303,494
30. New Hampshire	NH	197,454					197,454
31. New Jersey	NJ	1,879,434					1,879,434
32. New Mexico	NM	107,609					107,609
33. New York	NY	194,451					194,451
34. North Carolina	NC	1,575,022					1,575,022
35. North Dakota	ND	8,514					8,514
36. Ohio	OH	1,484,293					1,484,293
37. Oklahoma	OK	1,146,172					1,146,172
38. Oregon	OR	487,891					487,891
39. Pennsylvania	PA	2,342,973					2,342,973
40. Rhode Island	RI	259,141					259,141
41. South Carolina	SC	839,821					839,821
42. South Dakota	SD	51,067					51,067
43. Tennessee	TN	737,306					737,306
44. Texas	TX	3,368,208					3,368,208
45. Utah	UT	393,870					393,870
46. Vermont	VT	136,714	1,200				137,914
47. Virginia	VA	1,886,436					1,886,436
48. Washington	WA	867,276					867,276
49. West Virginia	WV	204,919					204,919
50. Wisconsin	WI	460,608	29,826				490,434
51. Wyoming	WY	26,904					26,904
52. American Samoa	AS						
53. Guam	GU						
54. Puerto Rico	PR						
55. U.S. Virgin Islands	VI						
56. Northern Mariana Islands	MP						
57. Canada	CAN						
58. Aggregate Other Alien	OT	153,681					153,681
59. Total		42,008,132	72,897				42,081,029

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

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY	04-1590850	65935	Massachusetts
Direct & Indirect Owned Subsidiaries:			
C.M. Life Insurance Company	06-1041383	93432	Connecticut
MML Bay State Life Insurance Company	43-0581430	70416	Connecticut
CML Mezzanine Investor, LLC	06-1041383		Delaware
CML Mezzanine Investor L, LLC	06-1041383		Delaware
CML Mezzanine Investor III, LLC	06-1041383		Delaware
CML Re Finance LLC	06-1041383		Delaware
CML Special Situations Investor LLC	None		Delaware
MML Mezzanine Investor L, LLC	04-1590850		Delaware
Berkshire Way LLC	04-1590850		Delaware
MML Special Situations Investor LLC	None		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
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
Pioneers Gate LLC	None		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

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

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MassMutual Asia Limited	None		Hong Kong, Special Administrative Region of China
MassMutual Asia Investors Ltd.	None		Hong Kong, Special Administrative Region of China
MassMutual Guardian Limited	None		Hong Kong, Special Administrative Region of China
MassMutual Insurance Consultants Limited	None		Hong Kong, Special Administrative Region of China
MassMutual Services Limited	None		Hong Kong, Special Administrative Region of China
MassMutual Trustees Limited	None		Hong Kong, Special Administrative Region of China
Protective Capital (International) Limited	98-0610331		Hong Kong, Special Administrative Region of China
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, Special Administrative Region of China
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, Special Administrative Region of China
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
Teaktree Acquisition, LLC	None		Delaware
Sweet Tree Holdings 1, LLC	46-3123110		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>
U.S. WIG Holdings, LP	46-1500495		Delaware
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

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

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MassMutual 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, Special Administrative Region of China
Baring International Fund Managers (Bermuda) Limited	98-0457465		Bermuda
Baring Asset Management (Asia) Limited	98-0457463		Hong Kong, Special Administrative Region of China
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
First Mercantile Trust Company	62-0951563		Tennessee
Haven Life Insurance Agency, Inc.	46-2252944		Delaware
MML Management Corporation	04-2443240		Massachusetts
MassMutual International Holding MSC, Inc.	04-3548444		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
Other Affiliates:			
C A F I, Inc.	52-2274685		Maryland
Invicta Advisors LLC	56-2574604		Delaware
Jefferies Finance LLC*	27-0105644		Delaware
MML Private Equity Fund Investor LLC	04-1590850		Delaware
MM Private Equity Intercontinental LLC	04-1590850		Delaware
Babson Affiliates & Funds:			
Almack Mezzanine Fund I LP*	None		United Kingdom
Almack Mezzanine Fund II Unleveraged LP	None		United Kingdom
Almack Mezzanine Fund III LP*	None		United Kingdom
Babson Capital High Yield LLC*	55-0886109		Delaware

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Babson Capital Floating Rate Income Fund, L.P.	27-3330830		Delaware
Babson Capital Global Special Situation Credit Fund 2*	98-1206017		Delaware
Babson Capital Global Investment Funds plc	None		United Kingdom
Babson Capital Global Investment Fund 2 plc	None		Ireland
Babson Capital Global Umbrella Fund plc	None		United Kingdom
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 CLO Ltd. 2014-II	None		Cayman Islands
Babson CLO Ltd. 2014-III	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

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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>
Gateway Mezzanine Partners I Trust	None		Cayman Islands
Gateway Mezzanine Partners II LP*	90-0991195		Delaware
Great Lakes II LLC*	71-1018134		Delaware
Great Lakes III, L.P.	37-1708623		Delaware
Great Lakes LLC*	56-2505390		Delaware
Intermodal Holding II LLC	46-2344300		Delaware
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
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
Vinacasa CLO, Ltd.	None		Cayman Islands
Whately CDO, Ltd.	None		Cayman Islands
Wood Creek Multi Asset Fund, L.P.	20-4981369		Delaware
Wood Creek Venture Fund LLC	04-1590850		Massachusetts
Baring Affiliates & Funds:			
Baring ACWI ex US (SRI) Equity Fund	27-3234744		Delaware
Baring All Country World ex US Equity Fund	45-4184261		Delaware
Baring Emerging Market Corp Debt Fund	None		Ireland
Baring Focused EAFE Equity Fund	11-3789446		Delaware
Baring Focused International Equity Fund	01-0850479		Delaware
Baring Global Dynamic Asset Allocation Fund	30-0607379		Delaware
Baring International Equity Fund	39-2059577		Delaware
Baring International Small Cap Equity Fund	26-4142796		Delaware
Baring World Equity Fund	46-1197222		Delaware
Multi-Employer Global Aggregate Diversified Portfolio	26-1896226		Delaware
Cornerstone Affiliates & Funds:			
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

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Babson Mezzanine Realty Investors I*	20-4570515		Delaware
Babson Mezzanine Realty Investors II	24-1446970		Delaware
CHC/RFP VI Core LLC	04-1590850		Delaware
Cornerstone 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*	20-8730751		Delaware
Cornerstone High Yield Venture LP	36-4770946		Delaware
Cornerstone Hotel Income and Equity Fund II LP	26-1828760		Delaware
Cornerstone Hotel Income and Equity Fund II (PF) LP	26-1528817		Delaware
Cornerstone Patriot Fund LP	20-5578089		Delaware
Cornerstone Real Estate Fund VIII LP	27-0547156		Delaware
CREA 330 Third LLC*	46-5001122		Delaware
CREA FMF Nashville LLC	46-4367364		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
SBNP SIA LLC	46-3465271		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
Waterloo London Holdings LLC	47-1993493		Delaware
WeHo Domain LLC*	46-3122029		Delaware
Wesley Chapel Theaters LLC*	26-2384708		Delaware
MassMutual Premier Funds:			
MassMutual Barings Dynamic Allocation Fund	45-3168892		Massachusetts
MassMutual Premier Balanced Fund	04-3212054		Massachusetts
MassMutual Premier Core Bond Fund	04-3277549		Massachusetts
MassMutual Premier Disciplined Growth Fund	04-3539084		Massachusetts
MassMutual Premier Disciplined Value Fund	04-3539083		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	04-3224705		Massachusetts
MassMutual Premier Strategic Emerging Markets Fund	26-3229251		Massachusetts
MassMutual Premier Value Fund	04-3277550		Massachusetts
MassMutual Select Funds:			
MassMutual Select Blackrock Global Allocation Fund	27-1028263		Massachusetts
MassMutual Select Blue Chip Growth Fund	04-3556992		Massachusetts
MassMutual Select Diversified International Fund	14-1980900		Massachusetts
MassMutual Select Diversified Value Fund	01-0821120		Massachusetts
MassMutual Select Focused Value Fund	04-3512590		Massachusetts
MassMutual Select Fundamental Growth Fund	04-3512593		Massachusetts
MassMutual Select Fundamental Value Fund	04-3584138		Massachusetts
MassMutual Select Growth Opportunities Fund	04-3512589		Massachusetts
MassMutual Select Large Cap Value Fund	04-3513019		Massachusetts
MassMutual Select Mid Cap Growth Equity II Fund	04-3512596		Massachusetts
MassMutual Select Mid-Cap Value Fund	42-1710935		Massachusetts
MassMutual Select MSCI EAFE International Index Fund	45-5357167		Massachusetts
MassMutual Select Overseas Fund	04-3557000		Massachusetts
MassMutual Select PIMCO Total Return Fund	27-2377446		Massachusetts
MassMutual Select Russell 2000 Small Cap Index Fund	45-5366542		Massachusetts
MassMutual Select S&P 500 Index Fund	04-3410047		Massachusetts

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
MassMutual 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
MassMutual Select Small Company Value Fund	04-3584140		Massachusetts
MassMutual Select S&P Mid Cap Index Fund	45-5349772		Massachusetts
MassMutual Select Strategic Bond Fund	26-0099965		Massachusetts
MML Series Investment Funds:			
MML International Equity Fund	46-4257056		Massachusetts
MassMutual RetireSMART Funds:			
MassMutual RetireSMART 2010 Fund	03-0532456		Massachusetts
MassMutual RetireSMART 2015 Fund	27-1933828		Massachusetts
MassMutual RetireSMART 2020 Fund	03-0532467		Massachusetts
MassMutual RetireSMART 2025 Fund	27-1933753		Massachusetts
MassMutual RetireSMART 2035 Fund	27-1933389		Massachusetts
MassMutual RetireSMART 2040 Fund	03-0532471		Massachusetts
MassMutual RetireSMART 2045 Fund	27-1932769		Massachusetts
MassMutual RetireSMART 2050 Fund	26-1345332		Massachusetts
MassMutual RetireSMART 2055 Fund	46-3289207		Massachusetts
MassMutual RetireSMART Conservative Fund	45-1618155		Massachusetts
MassMutual RetireSMART Growth Fund	45-1618222		Massachusetts
MassMutual RetireSMART In Retirement Fund	03-0532464		Massachusetts
MassMutual RetireSMART Moderate Fund	45-1618262		Massachusetts
MassMutual RetireSMART Moderate Growth Fund	45-1618046		Massachusetts
Oppenheimer Funds:			
HarbourView CLO 2006-1 Limited	None		Cayman Islands
HarbourView CLO VII, Ltd.	None		Cayman Islands
Oppenheimer Global High Yield Fund	45-3417590		Delaware
Oppenheimer Global Multi-Asset Income Fund	47-1714929		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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ANNUAL STATEMENT FOR THE YEAR 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	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							CML Special Situations Investor 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							MML Special Situations Investor 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			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							Pioneers Gate 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	

ANNUAL STATEMENT FOR THE YEAR 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	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			04-3341767				MassMutual Holding MSC, Inc.	MA	NIA	MSC Holding Company, LLC Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			04-2854319	2392316			MassMutual Holding LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000			06-1597528				MassMutual Assignment Company	NC	NIA		Ownership	100.000	MMLIC	
.0000			04-1590850		0001399869		MassMutual Capital Partners LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000			47-1296410				MassMutual Ventures LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000			04-1590850				MM Caerulus Holdco US LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000			04-1590850				MM Rothesay Holdco US LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000			04-1590850		0000701059		MML Investors Services, LLC	MA	NIA		Ownership	100.000	MMLIC	
.0000			04-1590850				MML Insurance Agency, LLC	MA	NIA		Ownership	100.000	MMLIC	
.0000			41-2011634		0001456663		MMLISI Financial Alliances, LLC	DE	NIA		Ownership	51.000	MMLIC	
.0000			04-3313782				MassMutual International LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000							MassMutual Asia Limited	HKG	IA		Ownership	100.000	MMLIC	
.0000							MassMutual Asia Investors Ltd.	HKG	NIA		Ownership	100.000	MMLIC	
.0000							MassMutual Guardian Limited	HKG	NIA		Ownership	100.000	MMLIC	
.0000							MassMutual Insurance Consultants Limited	HKG	NIA		Ownership	100.000	MMLIC	
.0000							MassMutual Services Limited	HKG	NIA		Ownership	100.000	MMLIC	
.0000							MassMutual Trustees Limited	HKG	NIA		Ownership	80.000	MMLIC	
.0000			98-0610331				Protective Capital -International) Limited	HKG	NIA		Ownership	100.000	MMLIC	
.0000							MassMutual Life Insurance Company	JPN	IA		Ownership	100.000	MMLIC	
.0000			98-1033127				MassMutual Internacional -Chile) SpA	CHL	NIA		Ownership	100.000	MMLIC	
.0000			98-1198629				MassMutual -Chile) Limitada	CHL	NIA		Ownership	100.000	MMLIC	
.0000			45-4000072				MM Asset Management Holding LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000			51-0504477		0000009015		Babson Capital Management LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000			80-0875475				Babson Capital Finance LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000							BCF Europe Funding Limited	JRL	NIA		Ownership	100.000	MMLIC	
.0000			04-3238351		0000930012		Babson Capital Securities LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000			98-0437588				Babson Capital Guernsey Limited	GGY	NIA		Ownership	100.000	MMLIC	
.0000			98-0432153				Babson Capital Europe Limited	GBR	NIA		Ownership	100.000	MMLIC	
.0000							Almack Mezzanine GP III Limited	GBR	NIA		Ownership	100.000	MMLIC	
.0000							Almack Holding Partnership GP Limited	GBR	NIA		Ownership	100.000	MMLIC	
.0000							Almack Mezzanine Fund Limited	GBR	NIA		Ownership	100.000	MMLIC	
.0000							Almack Mezzanine Fund II Limited	GBR	NIA		Ownership	100.000	MMLIC	
.0000			98-1012393				Babson Capital Global Advisors Limited	GBR	NIA		Ownership	100.000	MMLIC	
.0000							Babson Capital Japan KK	JPN	NIA		Ownership	100.000	MMLIC	
.0000			55-0878489	3456895	0001379495		Cornerstone Real Estate Advisers LLC	DE	NIA		Ownership	100.000	MMLIC	
.0000			04-3238351	3456895	0001011148		Cornerstone Real Estate Advisers Inc.	CA	NIA		Ownership	100.000	MMLIC	
.0000							Cornerstone Real Estate Advisers Japan K.K.	JPN	NIA		Ownership	100.000	MMLIC	
.0000							Cornerstone Real Estate UK Holdings Limited	DE	NIA		Ownership	100.000	MMLIC	
.0000			98-0654401				Cornerstone Real Estate UK (No. 2) Limited	GBR	NIA		Ownership	100.000	MMLIC	
.0000							Cornerstone Real Estate Advisers Europe LLP	GBR	NIA		Ownership	100.000	MMLIC	
.0000			98-0654388				Cornerstone Real Estate Advisers Europe Finance LLP	GBR	NIA		Ownership	100.000	MMLIC	
.0000			98-0654412				PAMERA Cornerstone Real Estate Advisers GmbH	DEU	NIA		Ownership	100.000	MMLIC	
.0000			98-1194368				Cornerstone Real Estate UK Holdings Limited	DEU	NIA		Ownership	100.000	MMLIC	
.0000			98-1056489				Babson Capital Asia Limited	HKG	NIA		Ownership	100.000	MMLIC	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.0000							Babson Capital Australia Holding Company Pty Ltd.	AUS	NIA	Babson Capital Management LLC	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	
.0000			04-1590850				Babson Capital Cornerstone Asia Limited	HKG	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			26-3115362				Wood Creek Capital Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			46-2198442		0001574089		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	Wood Creek Capital Management LLC	Management	15.300	MMLIC	
.0000			46-5460309				Red Lake Ventures, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	27.900	MMLIC	
.0000			46-5460309				Red Lake Ventures, LLC	DE	NIA	Wood Creek Capital Management LLC	Influence		MMLIC	
.0000			46-3123110				Sweet Tree Holdings 1, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	21.100	MMLIC	
.0000			46-3123110				Sweet Tree Holdings 1, LLC	DE	NIA	Wood Creek Capital Management LLC	Influence		MMLIC	
.0000							Teaktree Acquisition, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	14.700	MMLIC	
.0000							Teaktree Acquisition, LLC	DE	NIA	Wood Creek Capital Management LLC	Influence		MMLIC	
.0000			46-1500495				U.S. WIG Holdings, LP	DE	NIA	Wood Creek Capital Management LLC	Ownership	11.700	MMLIC	
.0000			90-0841497				US Trailer Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	19.200	MMLIC	
.0000			90-0841497				US Trailer Holdings LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.0000			46-3378584				WC Aircraft Holdings US II, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	14.800	MMLIC	
.0000			46-3378584				WC Aircraft Holdings US II, LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.0000							Wood Creek Aircraft Holding I, LP	CYM	NIA	Massachusetts Mutual Life Insurance Company	Ownership	12.100	MMLIC	
.0000							Wood Creek Aircraft Holding I, LP	CYM	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.0000			04-1590850		0001501011		Babson Capital Floating Rate Income Fund Management, LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			27-3523916		0001503878		Babson Capital Core Fixed Income Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			27-3524203		0001503879		Babson Capital Total Return Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			98-0536233				Benton Street Advisors, Inc.	CYM	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				SDCOS Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Credit Strategies Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Great Lakes III GP, LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Loan Strategies Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Mezzco LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			02-0767001				Mezzco II LLC	DE	NIA	Babson Capital Management LLC	Ownership	98.400	MMLIC	
.0000			41-2280126				Mezzco III LLC	DE	NIA	Babson Capital Management LLC	Ownership	99.300	MMLIC	
.0000			80-0920285				Mezzco IV LLC	DE	NIA	Babson Capital Management LLC	Ownership	99.300	MMLIC	
.0000			90-0666326				Mezzco Australia LLC	DE	NIA	Babson Capital Management LLC	Ownership	72.000	MMLIC	
.0000			04-1590850				Somerset Special Opportunities Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				Winterset Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			84-1149206	2897101			Oppenheimer Acquisition Corp.	DE	NIA	MassMutual Asset Management Holding LLC	Ownership	96.400	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	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.0000			84-1106295				Oppenheimer Real Asset Management, Inc.	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-4160541	3458125	0001179479		OFI Global Institutional, Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-3459790	2914875			OFI Global Trust Company	NY	NIA	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			22-2697140				HarbourView Asset Management Corporation	NY	NIA	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			25-1951632		0000099782		Trinity Investment Management Corporation	PA	NIA	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			84-1128397		0000857468		OFI SteelPath, Inc.	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-1066811		0000276398		Shareholder Services, Inc.	CO	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-0765063		0001041674		OFI Global Asset Management, Inc.	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			91-2036414		0001179480		OFI Private Investments Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			62-1210532				Tremont Group Holdings, Inc.	NY	NIA	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	
.0000			06-1121864		0000764139		Tremont Partners, Inc.	CT	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000							Tremont Capital Management (Ireland) Limited	JRL	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			20-8215352				Tremont GP, Inc.	DE	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			90-0874510				Settlement Agent LLC	DE	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000							Tremont (Bermuda) Limited	BMJ	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	BMJ	NIA	MassMutual Baring Holding LLC	Ownership	100.000	MMLIC	
.0000			98-0241935				Baring Asset Management Limited	GBR	NIA	MassMutual Holdings -Bermuda) Limited	Ownership	100.000	MMLIC	
.0000			98-0457328		0001568131		Baring International Investment Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000							Baring International Investment Management Holdings	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000							Baring Asset Management UK Holdings Limited	GBR	NIA	Baring International Investment Management Holdings	Ownership	100.000	MMLIC	
.0000							Baring Asset Management GmbH	DEU	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000							Baring Asset Management (Asia) Holdings Limited	HKG	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0524271				Baring International Fund Managers - Bermuda) Limited	BMJ	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	HKG	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			98-0457707				Baring SICE (Taiwan) Limited	TWN	NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000							Baring France SAS	FRA	NIA	Limited	Ownership	100.000	MMLIC	
.0000			98-0457586				Baring Fund Managers Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000			98-0457574				Baring Pension Trustees Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.0000			98-0457578				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			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			04-2443240				MML Management Corporation	MA	NIA	MassMutual Holding LLC	Ownership	.100.000	MMLIC	
.0000							MassMutual International Holding MSC, Inc.							
.0000			04-3548444				Society of Grownups, LLC	MA	NIA	MML Management Corporation	Ownership	.100.000	MMLIC	
.0000			47-1466022					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				MML Private Equity Intercontinental LLC	DE	NIA	MML Private Equity Fund Investor LLC	Ownership	.100.000	MMLIC	
.0000							Almack Mezzanine Fund I LP	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.37.100	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	.73.800	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	.34.600	MMLIC	
.0000							Almack Mezzanine Fund III LP	GBR	NIA	C.M. Life Insurance Company	Ownership	.3.800	MMLIC	
.0000							Almack Mezzanine Fund III LP	GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.88.200	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.11.800	MMLIC	
.0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	.10.600	MMLIC	
.0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Babson Capital Global Special Situation Credit Fund 2	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.92.800	MMLIC	
.0000			98-1206017				Babson Capital Global Special Situation Credit Fund 2	DE	NIA	C.M. Life Insurance Company	Ownership	.5.900	MMLIC	
.0000			98-1206017				Babson Capital Global Special Situation Credit Fund 2	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			98-1206017				Babson Capital Global Special Situation Credit Fund 2	DE	NIA	Babson Capital Management LLC	Management		MMLIC	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

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.0000					0001502146		Babson Capital Global Investment Funds plc	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.0.500	MMLIC	
.0000					0001582591		Babson Capital Global Investment Fund 2 plc	.JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.16.400	MMLIC	
.0000					0001582591		Babson Capital Global Investment Fund 2 plc	.JRL	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000					0001515694		Babson Capital Global Umbrella Fund plc	.GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.50.700	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.77.900	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	
.0000							Babson CLO Ltd. 2005-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.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	
.0000							Babson CLO Ltd. 2006-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	7
.0000							Babson CLO Ltd. 2007-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	8
.0000							Babson CLO Ltd. 2011-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2012-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			98-1128827				Babson CLO Ltd. 2013-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	11
.0000							Babson CLO Ltd. 2013-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	12
.0000							Babson CLO Ltd. 2014-I	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2014-II	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Babson CLO Ltd. 2014-III	.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							Babson Global Floating Rate Fund	.MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.48.700	MMLIC	
.0000			46-3119764				Babson Global Income Opportunities Credit Fund	.MA	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Babson Global Income Opportunities Credit Fund	.MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.71.600	MMLIC	
.0000							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	.97.700	MMLIC	
.0000							Benton Street Partners I, L.P.	.CYM	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			98-0536233				Benton Street Partners I, L.P.	.CYM	NIA	C.M. Life Insurance Company	Ownership	.0.100	MMLIC	
.0000							Benton Street Partners I, L.P.	.CYM	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.2.200	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	9
.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	

525

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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.0000							Duchess V CDO S.A.	.GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000				3981641			Duchess VI CLO B.V.	.GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000				4007502			Duchess VII CLO B.V.	.GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Fugu CLO B.V.	.GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	6
.0000							Fugu Credit Plc	.GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	6
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	72.700	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	MassMutual Holding LLC	Ownership	13.900	MMLIC	
.0000							Gateway Mezzanine Partners I Trust	.CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	85.000	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	Management		MMLIC	
.0000			71-1018134				Great Lakes II LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	11.200	MMLIC	
.0000			71-1018134				Great Lakes II LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	1.000	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	37.700	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			56-2505390				Great Lakes LLC	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.400	MMLIC	
.0000			56-2505390				Great Lakes LLC	.DE	NIA	C.M. Life Insurance Company	Ownership	0.500	MMLIC	
.0000			46-2344300				Intermodal Holdings II LLC	.DE	NIA	Wood Creek Capital Management LLC	Influence		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	Influence		MMLIC	10
.0000			74-3182902				SDCOS L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			74-3182902				SDCOS L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	39.400	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	1.800	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	42.500	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	0.700	MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	2.600	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	25.800	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	2.200	MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	.DE	NIA	MassMutual Holding LLC	Ownership	4.500	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	.DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	76.800	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	.DE	NIA	C.M. Life Insurance Company	Ownership	13.600	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	.DE	NIA	Babson Capital Management LLC	Management		MMLIC	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

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.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	3.000	MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	18.900	MMLIC	
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	86.200	MMLIC	
.0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			80-0920340		0001597019		Tower Square Capital Partners IV, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			80-0920367		0001598727		Tower Square Capital Partners IV-A, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	22.100	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							Vinacasa QLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Whately CDO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000			20-4981369		0001371601		Wood Creek Multi Asset Fund, L.P.	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			20-4981369		0001371601		Wood Creek Multi Asset Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			04-1590850				Wood Creek Venture Fund LLC	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	40.000	MMLIC	
.0000			27-3234744				Baring ACWI ex US (SRI) Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			45-4184261		0001547286		Baring All Country World ex US Equity Fund	DE	NIA	Baring Asset Management Limited	Influence		MMLIC	
.0000							Baring Emerging Market Corp Debt Fund	JRL	NIA	Massachusetts Mutual Life Insurance Company	Ownership	78.500	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	43.600	MMLIC	
.0000			11-3789446				Baring Focused EAFE Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			01-0850479				Baring Focused International Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			30-0607379		0001497049		Baring Global Dynamic Asset Allocation Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	89.900	MMLIC	
.0000			30-0607379		0001497049		Baring Global Dynamic Asset Allocation Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			39-2059577		0001491482		Baring International Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			26-4142796				Baring International Small Cap Equity Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			26-4142796				Baring International Small Cap Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
.0000			46-1197222				Baring World Equity Fund	DE	NIA	Baring Asset Management Limited	Influence		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	C.M. Life Insurance Company	Ownership	7.700	MMLIC	
.0000			46-4803557				2 Harbor Shore Member LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.000	MMLIC	
.0000			46-4803557				2 Harbor Shore Member LLC	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
.0000			45-5257904				21 West 86 LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	91.300	MMLIC	
.0000			45-5257904				21 West 86 LLC	DE	NIA	C.M. Life Insurance Company	Ownership	4.800	MMLIC	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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.0000			45-2779931				AT Mid-Atlantic Office Portfolio LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.90.000	MMLIC	
.0000			45-2779931				AT Mid-Atlantic Office Portfolio LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.10.000	MMLIC	
.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.35.900	MMLIC	
.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	C.M. Life Insurance Company	Ownership	.1.900	MMLIC	
.0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.60.100	MMLIC	
.0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			04-1590850				CHC/RFP VI Core LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000			27-1701733		0001481753		Cornerstone Core Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			27-1701622		0001481752		Cornerstone Core Mortgage Venture I LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.50.000	MMLIC	
.0000			27-1701622		0001481752		Cornerstone Core Mortgage Venture I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			45-3751572		0001534877		Cornerstone Enhanced Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	.15.900	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.84.400	MMLIC	
.0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.5.600	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.92.300	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	C.M. Life Insurance Company	Ownership	.7.600	MMLIC	
.0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.50.000	MMLIC	
.0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
.0000			26-1828760		0001423638		Cornerstone Hotel Income and Equity Fund II LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.16.900	MMLIC	
.0000			26-1528817				Cornerstone Hotel Income and Equity Fund II (PF) LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			20-5578089				Cornerstone Patriot Fund LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000			27-0547156				Cornerstone Real Estate Fund VIII LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	.12.700	MMLIC	
.0000			46-5001122				CREA 330 Third LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.92.000	MMLIC	
.0000			46-5001122				CREA 330 Third LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.8.000	MMLIC	
.0000			46-4367364				CREA FIF Nashville LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.54.000	MMLIC	
.0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.6.000	MMLIC	
.0000			20-0348173	3956836			CREA/PPC Venture LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.93.400	MMLIC	
.0000			20-0348173	3956836			CREA/PPC Venture LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.6.600	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.61.400	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.6.100	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.88.800	MMLIC	
.0000			20-3347091				Fan Pier Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.8.800	MMLIC	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

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.....0000			46-3880526				Farrington London Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.94.500	MMLIC	
.....0000			46-3880526				Farrington London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.5.500	MMLIC	
.....0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.96.000	MMLIC	
.....0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership	.4.000	MMLIC	
.....0000							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			46-3465271				SBNP SIA LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		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			47-1993493				Waterloo London Holdings LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	.100.000	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	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

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.....0000			20-5481477				Ygnatio Valley Funding	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	90.000	MMLIC	
.....0000			45-3168892				MassMutual Barings Dynamic Allocation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-3212054		0000927972	QQ	MassMutual Premier Balanced Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	6.700	MMLIC	
.....0000			04-3277549		0000927972	QQ	MassMutual Premier Core Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.000	MMLIC	
.....0000			04-3539083		0000927972	QQ	MassMutual Premier Disciplined Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	88.500	MMLIC	
.....0000			04-3539084		0000927972	QQ	MassMutual Premier Disciplined Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-3464165		0000927972	QQ	MassMutual Premier Diversified Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			02-0754273		0000927972	QQ	MassMutual Premier Focused International Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			51-0529334		0000927972	QQ	MassMutual Premier Global Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.900	MMLIC	
.....0000			04-3520009		0000927972	QQ	MassMutual Premier High Yield Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	18.100	MMLIC	
.....0000			03-0532475		0000927972	QQ	MassMutual Premier Inflation-Protected and Income Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	9.900	MMLIC	
.....0000			04-3212044		0000927972	QQ	MassMutual Premier International Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.400	MMLIC	
.....0000			51-0529328		0000927972	QQ	MassMutual Premier Main Street Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	61.100	MMLIC	
.....0000			04-3212057		0000927972	QQ	MassMutual Premier Short-Duration Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.900	MMLIC	
.....0000			04-3424705		0000927972	QQ	MassMutual Premier Small/Mid Cap Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	11.700	MMLIC	
.....0000			26-3229251		0000927972	QQ	MassMutual Premier Strategic Emerging Markets Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	34.500	MMLIC	
.....0000			04-3277550		0000927972	QQ	MassMutual Premier Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	98.100	MMLIC	
.....0000			27-1028263		0000916053	QQ	MassMutual Select Blackrock Global Allocation Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.900	MMLIC	
.....0000			04-3556992		0000916053	QQ	MassMutual Select Blue Chip Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	5.300	MMLIC	
.....0000			14-1980900		0000916053	QQ	MassMutual Select Diversified International Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	96.700	MMLIC	
.....0000			01-0821120		0000916053	QQ	MassMutual Select Diversified Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.900	MMLIC	
.....0000			04-3512590		0000916053	QQ	MassMutual Select Focused Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.500	MMLIC	
.....0000			04-3512593		0000916053	QQ	MassMutual Select Fundamental Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.900	MMLIC	
.....0000			04-3584138		0000916053	QQ	MassMutual Select Fundamental Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.500	MMLIC	
.....0000			04-3512589		0000916053	QQ	MassMutual Select Growth Opportunities Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.900	MMLIC	

ANNUAL STATEMENT FOR THE YEAR 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	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			04-3513019		0000916053	.....	MassMutual Select Large Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.500	MMLIC	
.....0000			04-3512596		0000916053	.....	MassMutual Select Mid Cap Growth Equity II Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.700	MMLIC	
.....0000			42-1710935		0000916053	.....	MassMutual Select Mid-Cap Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.900	MMLIC	
.....0000			45-5357167		0000916053	.....	MassMutual Select MSCI EAFE International Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.000	MMLIC	
.....0000			04-3557000		0000916053	.....	MassMutual Select Overseas Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.500	MMLIC	
.....0000			27-2377446		0000916053	.....	MassMutual Select PIMCO Total Return Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	86.500	MMLIC	
.....0000			45-5366542		0000916053	.....	MassMutual Select Russell 2000 Small Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.000	MMLIC	
.....0000			04-3410047		0000916053	.....	MassMutual Select S&P 500 Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.600	MMLIC	
.....0000			04-3464205		0000916053	.....	MassMutual Select Small Cap Growth Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	5.700	MMLIC	
.....0000			02-0769954		0000916053	.....	MassMutual Select Small Capital Value Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-3584141		0000916053	.....	MassMutual Select Small Company Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-3584140		0000916053	.....	MassMutual Select Small Company Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.000	MMLIC	
.....0000			45-5349772		0000916053	.....	MassMutual Select S&P Mid Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.000	MMLIC	
.....0000			26-0099965		0000916053	.....	MassMutual Select Strategic Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.900	MMLIC	
.....0000			46-4257056		000067160	.....	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	6.600	MMLIC	
.....0000			27-1933828		0000916053	.....	MassMutual RetireSMART 2015 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	8.700	MMLIC	
.....0000			03-0532467		0000916053	.....	MassMutual RetireSMART 2020 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.000	MMLIC	
.....0000			27-1933753		0000916053	.....	MassMutual RetireSMART 2025 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.300	MMLIC	
.....0000			27-1933389		0000916053	.....	MassMutual RetireSMART 2035 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.600	MMLIC	
.....0000			03-0532471		0000916053	.....	MassMutual RetireSMART 2040 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	5.800	MMLIC	
.....0000			27-1932769		0000916053	.....	MassMutual RetireSMART 2045 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	17.400	MMLIC	
.....0000			26-1345332		0000916053	.....	MassMutual RetireSMART 2050 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	13.000	MMLIC	
.....0000			46-3289207		0000916053	.....	MassMutual RetireSMART 2055 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	39.800	MMLIC	
.....0000			45-1618155		0000916053	.....	MassMutual RetireSMART Conservative Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	75.200	MMLIC	

ANNUAL STATEMENT FOR THE YEAR 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	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			45-1618222		0000916053		MassMutual RetireSMART Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	59.800	MMLIC	
.....0000			03-0532464		0000916053		MassMutual RetireSMART In Retirement Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.000	MMLIC	
.....0000			45-1618262		0000916053		MassMutual RetireSMART Moderate Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	33.000	MMLIC	
.....0000			45-1618046		0000916053		MassMutual RetireSMART Moderate Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	58.700	MMLIC	
.....0000							HarbourView CLO 2006-1 Limited	CYM	NIA	OppenheimerFunds, Inc.	Influence		MMLIC	
.....0000							HarbourView CLO VII, Ltd.	CYM	NIA	OppenheimerFunds, Inc.	Influence		MMLIC	
.....0000			45-3417590		0001530245		Oppenheimer Global High Yield Fund	DE	NIA	OppenheimerFunds, Inc.	Ownership	82.100	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	45.700	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	DE	NIA	C.M. Life Insurance Company	Ownership	3.800	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	1.600	MMLIC	
.....0000			47-1714929				Oppenheimer Global Multi-Asset Income Fund	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.700	MMLIC	
.....0000			22-3849391		0001163166		Oppenheimer Real Estate Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.000	MMLIC	

Asterisk	Explanation
1	Massachusetts Mutual Life Insurance Company owns 8.82% of the affiliated debt of Jefferies Finance LLC
2	Debt investors own 18.4% 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 20.5% 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 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.
6	Fugu Credit Plc owns 100% of the Fugu CLO B.V. assets
7	Debt investors own 11.6% and include Sapphire Valley, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
8	Debt investors own 10.3% and include Connecticut Valley CLO Fund IV, Ltd. and Babson Capital Loan Strategies Fund, L.P.
9	Debt investors own 90.2% and include Connecticut Valley Structured Credit CDO III, Ltd. and Connecticut Valley CLO Fund IV, Ltd.
10	Debt investors own 49.5% and includes only Babson Capital Loan Strategies Fund, L.P.
11	Debt investors own 5.1% and include Great Lakes III, L.P. and Babson Capital Loan Strategies Fund, L.P.
12	Debt investors own 6.5% and include Great Lakes III, L.P.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

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

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
65935	04-1590850	Massachusetts Mutual Life Insurance Company (MMLIC)	89,369,322	313,474,479	(244,342,841)						158,500,960	(19,694,386)
93432	06-1041383	C.M. Life Insurance Company	285,511	8,424,250	23,988,629						32,698,390	9,775,040
70416	43-0581430	MML Bay State Life Insurance Company										9,919,346
	26-0073611	MassMutual Asset Finance LLC			621,031,329						621,031,329	
	27-0105644	Jefferies Finance LLC		92,994,200	(400,677,117)						(307,682,917)	
	04-2854319	MassMutual Holding LLC	503,000,000	64,886,727							567,886,727	
	36-4770946	Cornerstone High Yield Venture LP		73,451,585							73,451,585	
	46-4803557	2 Harbor Shore Member LLC		66,515,461							66,515,461	
	35-2484550	Twenty Two Liberty LLC		61,563,106							61,563,106	
	47-1993493	Waterloo London Holdings LLC		56,913,696							56,913,696	
	45-4606547	UK LIW Member LLC		46,126,155							46,126,155	
	45-5257904	21 West 86 LLC		25,020,000							25,020,000	
	90-0991195	Gateway Mezzanine Partners II LP		21,176,222							21,176,222	
	04-1590850	MML Special Situations Investor LLC		20,489,536							20,489,536	
	26-1611591	Fallon Cornerstone One MPD LLC		17,285,908							17,285,908	
	37-1708623	Great Lakes III, L.P.		15,919,410							15,919,410	
	47-1145195	Teaktree Acquisition, LLC		14,421,566							14,421,566	
	46-5460309	Red Lake Ventures, LLC		10,685,870							10,685,870	
	20-2548283	12-18 West 55th Street Predevelopment, LLC		9,859,126							9,859,126	
	47-1296410	MassMutual Ventures LLC		8,502,506							8,502,506	
	04-3313782	MassMutual International LLC		8,000,000							8,000,000	
	46-3122029	WeHo Domain LLC		6,612,164							6,612,164	
	46-2344300	Intermodal Holdings II LLC		3,697,020							3,697,020	
	27-2977720	Sawgrass Village Shopping Center LLC		3,239,602							3,239,602	
	46-3123110	Sweet Tree Holdings 1, LLC		3,155,014							3,155,014	
	98-0536199	Benton Street Partners II, L.P.		2,465,306							2,465,306	
	20-2970495	Waterford Development Associates		2,293,475							2,293,475	
	46-2252944	Haven Life Insurance Agency, Inc.		2,250,000							2,250,000	
	46-5347643	MMI/Hines Harrison LLC		2,131,137							2,131,137	
	46-3317841	MM Greenhill Office LLC		1,813,693							1,813,693	
	45-4000072	MM Asset Management Holding LLC	1,507,199								1,507,199	
	04-1590850	CML Special Situations Investor LLC		1,307,843							1,307,843	
	37-1482657	Winterset Capital Partners, L.P.		1,088,618							1,088,618	
	47-1466022	Society of Grownups, LLC		1,000,000							1,000,000	
	46-4077059	MM Woodfield Martingale LLC		969,747							969,747	
	04-1590850	Wood Creek Venture Fund LLC		931,350							931,350	
	45-2779931	AT Mid-Atlantic Office Portfolio LLC		571,057							571,057	
	56-2639862	Cornerstone Austin Park Central I LP		553,417							553,417	
	45-4606547	UK LIW Manager LLC		465,921							465,921	
	04-1590850	MM Rothesay Holdco US LLC		360,773							360,773	
	37-1732913	Fern Street LLC		320,000							320,000	
		Infinity SCD Ltd		126,408							126,408	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

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

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	56-2630592	Cornerstone Fort Pierce Development LLC		39,525							39,525	
	98-0536233	Benton Street Partners I, L.P.		10,297							10,297	
	27-2934589	CREA Nexus Anaheim Corners Holdings LLC		2,400							2,400	
	26-4441097	WP-SC, LLC		648							648	
	45-3612938	MML FUNDAMENTAL GROWTH FUND	(96)								(96)	
	02-0769954	MassMutual Select Small Capital Value Equity Fund	(561)								(561)	
	20-5567494	Cornerstone Non-REIT Holding LLC		(1,729)							(1,729)	
	45-3612851	MML FOCUSED EQUITY FUND	(1,774)								(1,774)	
	04-3212057	MassMutual Premier Short-Duration Bond Fund	(2,023)								(2,023)	
	01-0821120	MassMutual Select Diversified Value Fund	(2,092)								(2,092)	
	42-1710935	MassMutual Select Mid-Cap Value Fund	(2,350)								(2,350)	
	46-4257056	MML International Equity Fund	(2,453)								(2,453)	
	04-3539083	MassMutual Premier Disciplined Value Fund										
	26-0099965	MassMutual Select Strategic Bond Fund	(3,166)								(3,166)	
	51-0529328	MassMutual Premier Main Street Fund	(3,693)								(3,693)	
	04-3464165	MassMutual Premier Diversified Bond Fund	(3,939)								(3,939)	
	27-2377446	MassMutual Select PIMCO Total Return Fund										
	04-3277550	MassMutual Premier Value Fund	(4,119)								(4,119)	
	03-0532468	MassMutual RetireSMART 2030 Fund	(4,888)								(4,888)	
	20-4087568	CREA/Windstar Dublin-Pleasanton LLC		(5,172)							(5,172)	
	27-2959469	MML FUNDAMENTAL VALUE FUND		(5,960)							(5,960)	
	03-0532467	MassMutual RetireSMART 2020 Fund	(6,357)								(6,357)	
	14-1980900	MassMutual Select Diversified International Fund	(7,619)								(7,619)	
	03-0532456	MassMutual RetireSMART 2010 Fund	(8,910)								(8,910)	
	03-0532471	MassMutual RetireSMART 2040 Fund	(9,125)								(9,125)	
	03-0532464	MassMutual RetireSMART In Retirement Fund	(9,655)								(9,655)	
	51-0529334	MassMutual Premier Global Fund	(10,515)								(10,515)	
	04-3512593	MassMutual Select Fundamental Growth Fund	(11,655)								(11,655)	
	27-1933753	MassMutual RetireSMART 2025 Fund	(14,482)								(14,482)	
	27-1933828	MassMutual RetireSMART 2015 Fund	(18,346)								(18,346)	
	26-1345332	MassMutual RetireSMART 2050 Fund	(18,827)								(18,827)	
	04-3584141	MassMutual Select Small Company Growth Fund	(19,407)								(19,407)	
	45-1618155	MassMutual RetireSMART Conservative Fund	(20,663)								(20,663)	
	27-1028263	MassMutual Select Blackrock Global Allocation Fund	(20,831)								(20,831)	
			(26,075)								(26,075)	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

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

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	04-3539084	MassMutual Premier Disciplined Growth Fund										
			(27,195)								(27,195)	
	45-1618262	MassMutual RetireSMART Moderate Fund	(35,115)								(35,115)	
	13-3867060	Oppenheimer International Growth Fund	(41,216)								(41,216)	
	30-0607379	Baring Global Dynamic Asset Allocation Fund		(42,723)							(42,723)	
	45-1618222	MassMutual RetireSMART Growth Fund	(44,190)								(44,190)	
	45-1618046	MassMutual RetireSMART Moderate Growth Fund	(45,305)								(45,305)	
	26-3229251	MassMutual Premier Strategic Emerging Markets Fund	(61,863)								(61,863)	
	27-1933389	MassMutual RetireSMART 2035 Fund	(63,457)								(63,457)	
	45-5357167	MassMutual Select MSCI EAFE International Index Fund	(76,981)								(76,981)	
	46-3289207	MassMutual RetireSMART 2055 Fund	(88,825)								(88,825)	
	11-3789446	Baring Focused EAFE Equity Fund		(89,325)							(89,325)	
	04-1590850	CHC/RFP VI Core LLC		(90,935)							(90,935)	
	27-1932769	MassMutual RetireSMART 2045 Fund	(134,166)								(134,166)	
	03-0532475	MassMutual Premier Inflation-Protected and Income Fund	(135,851)								(135,851)	
	04-3557000	MassMutual Select Overseas Fund	(152,571)								(152,571)	
	45-5366542	MassMutual Select Russell 2000 Small Cap Index Fund	(200,793)								(200,793)	
	45-5349772	MassMutual Select S&P Mid Cap Index Fund	(219,238)								(219,238)	
	45-3751572	Cornerstone Enhanced Mortgage Fund I LP		(220,488)							(220,488)	
	26-4142796	Baring International Small Cap Equity Fund		(273,864)							(273,864)	
	04-3277549	MassMutual Premier Core Bond Fund	(294,523)								(294,523)	
	04-3512589	MassMutual Select Growth Opportunities Fund	(314,694)								(314,694)	
	22-3849391	Oppenheimer Real Estate Fund	(467,515)								(467,515)	
	04-3212054	MassMutual Premier Balanced Fund	(476,176)								(476,176)	
	46-0606690	Turnpike Executive Park LLC		(533,937)							(533,937)	
	04-3584140	MassMutual Select Small Company Value Fund	(608,057)								(608,057)	
	04-3520009	MassMutual Premier High Yield Fund	(639,007)								(639,007)	
	06-1041383	CML Mezzanine Investor III, LLC		(683,355)							(683,355)	
	04-3410047	MassMutual Select S&P 500 Index Fund	(941,572)								(941,572)	
	11-3677334	Gallery Place Equity Fund LLC		(947,310)							(947,310)	
	46-0808569	PO Parsippany Office Portfolio LLC		(977,680)							(977,680)	
	56-2505390	Great Lakes LLC		(1,008,620)							(1,008,620)	
	20-5984759	Metropolitan At Lorton		(1,059,792)							(1,059,792)	
	20-4819358	Johnston Groves LLC		(1,081,836)							(1,081,836)	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

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

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	04-3512596	MassMutual Select Mid Cap Growth Equity II Fund	(1,163,363)								(1,163,363)	
	84-1073463	Oppenheimer Main Street Fund	(1,227,417)								(1,227,417)	
	04-3513019	MassMutual Select Large Cap Value Fund	(1,241,903)								(1,241,903)	
	26-2399532	CREA/LYON West Gateway, LLC		(1,250,822)							(1,250,822)	
	06-1041383	CML Mezzanine Investor L, LLC		(1,321,702)							(1,321,702)	
	04-3224705	MassMutual Premier Small/Mid Cap Opportunities Fund	(1,323,658)								(1,323,658)	
	04-3584138	MassMutual Select Fundamental Value Fund	(1,458,206)								(1,458,206)	
	30-0713071	Riva Portland LLC		(1,496,984)							(1,496,984)	
	45-5401109	Washington Gateway Apartments Venture LLC		(1,537,423)							(1,537,423)	
	04-3512590	MassMutual Select Focused Value Fund	(1,549,242)								(1,549,242)	
	20-5578165	Cornerstone Holding LP		(1,549,428)							(1,549,428)	
	46-1586427	Gracechurch London Holdings LLC		(1,934,350)							(1,934,350)	
	04-3556992	MassMutual Select Blue Chip Growth Fund	(2,017,279)								(2,017,279)	
	45-3168892	MassMutual Barings Dynamic Allocation Fund	(2,244,306)								(2,244,306)	
	46-3378584	WC Aircraft Holdings US II, LLC		(2,261,820)							(2,261,820)	
	04-3464205	MassMutual Select Small Cap Growth Equity Fund	(2,261,892)								(2,261,892)	
	20-0348173	CREA/PPC Venture LLC		(2,340,000)							(2,340,000)	
	04-3212044	MassMutual Premier International Equity Fund	(2,419,477)								(2,419,477)	
	26-2997893	MML China Fund	(2,470,829)								(2,470,829)	
	06-1041383	CML Mezzanine Investor, LLC		(3,157,178)							(3,157,178)	
	46-1604428	Oppenheimer Global Real Estate Fund	(3,756,727)								(3,756,727)	
	20-1217159	Winmark Limited Funding, LLC		(3,855,830)							(3,855,830)	
	20-5481477	Ygnatio Valley Funding		(4,025,632)							(4,025,632)	
	27-1435692	Country Club Office Plaza LLC		(4,070,500)							(4,070,500)	
	90-0841497	US Trailer Holdings LLC		(4,267,766)							(4,267,766)	
	71-1018134	Great Lakes II LLC		(4,486,648)							(4,486,648)	
	04-1590850	MML Mezzanine Investor III, LLC		(6,150,194)							(6,150,194)	
	20-4570515	Babson Mezzanine Realty Investors I		(7,599,490)							(7,599,490)	
	46-3880526	Farrington London Holdings LLC		(9,164,250)							(9,164,250)	
	30-0336246	Tower Square Capital Partners II, L.P.		(9,207,288)							(9,207,288)	
	27-0547156	Cornerstone Real Estate Fund VIII LP		(9,866,558)							(9,866,558)	
	04-3722906	Tower Square Capital Partners, L.P.		(10,471,787)							(10,471,787)	
	51-0529336	MassMutual Premier Capital Appreciation Fund	(11,210,057)								(11,210,057)	
	04-1590850	MML Private Equity Fund Investor LLC		(11,598,585)							(11,598,585)	
	04-1590850	MML Mezzanine Investor L, LLC		(11,895,320)							(11,895,320)	
	37-1506417	Babson Capital Loan Strategies Fund, L.P.		(11,900,794)							(11,900,794)	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE Y

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

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	20-5786329	Cornerstone Apartment Venture III, LLC		(16,861,112)							(16,861,112)	
	24-1446970	Babson Mezzanine Realty Investors II		(21,047,414)							(21,047,414)	
	26-1528817	Cornerstone Hotel Income & Equity Fund II LP		(22,351,143)							(22,351,143)	
	80-0691253	Gateway Mezzanine Partners I, L.P.		(22,457,186)							(22,457,186)	
	46-4170927	MML Investment Advisers, LLC		(25,540,486)							(25,540,486)	
	04-1590850	MML Mezzanine Investor, LLC		(28,414,599)							(28,414,599)	
	41-2280127	Tower Square Capital Partners III, L.P.		(32,096,408)							(32,096,408)	
	32-0160190	Tower Square Capital Partners II-A, L.P.		(35,562,526)							(35,562,526)	
	27-1701622	Cornerstone Core Mortgage Venture I LP		(36,302,408)							(36,302,408)	
	51-0504477	Babson Capital Management LLC	(54,000,000)								(54,000,000)	
	04-1590850	MML Mezzanine Investor II, LLC		(118,032,338)							(118,032,338)	
	56-2574568	Invicta Holdings LLC		(122,772,110)							(122,772,110)	
	20-3347091	Fan Pier Development LLC		(138,797,173)							(138,797,173)	
	41-2280129	Tower Square Capital Partners IIIA, L.P.		(218,452,413)							(218,452,413)	
	84-1149206	Oppenheimer Acquisition Corp.	(500,507,194)								(500,507,194)	
9999999	Control Totals								XXX			

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

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

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

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

- 27. Will the Actuarial Certifications Related to Annuity Nonforfeiture Ongoing Compliance for Equity Indexed Annuities be filed with the state of domicile and electronically with the NAIC by March 1? NO
- 28. Will the actuarial opinion required by the Modified Guaranteed Annuity Model Regulation be filed with the state of domicile and electronically with the NAIC by March 1? NO
- 29. Will the Actuarial Certifications Related to Hedging required by Actuarial Guideline XLIII be filed with the state of domicile and electronically with the NAIC by March 1? NO
- 30. Will the Financial Officer Certification Related to Clearly Defined Hedging Strategy required by Actuarial Guideline XLIII be filed with the state of domicile and electronically with the NAIC by March 1? NO
- 31. Will the Management Certification That the Valuation Reflects Management's Intent required by Actuarial Guideline XLIII be filed with the state of domicile and electronically with the NAIC by March 1? YES
- 32. Will the Actuarial Certification Related to the Reserves required by Actuarial Guideline XLIII be filed with the state of domicile and electronically with the NAIC by March 1? YES
- 33. Will the Actuarial Certification regarding the use of 2001 Preferred Class Tables required by the Model Regulation Permitting the Recognition of Preferred Mortality Tables for Use in Determining Minimum Reserve Liabilities be filed with the state of domicile and electronically with the NAIC by March 1? YES
- 34. Will the Worker's Compensation Carve-Out Supplement be filed by March 1? NO
- 35. Will Supplemental Schedule O be filed with the state of domicile and the NAIC by March 1? NO
- 36. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? NO
- 37. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1? NO
- 38. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? NO
- 39. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1? NO
- 40. Will the confidential Regulatory Asset Adequacy Issues Summary (RAAIS) required by Actuarial Opinion and Memorandum Regulation (Model 822), Section 7A(5) be filed with the state of domicile by March 15? YES

APRIL FILING

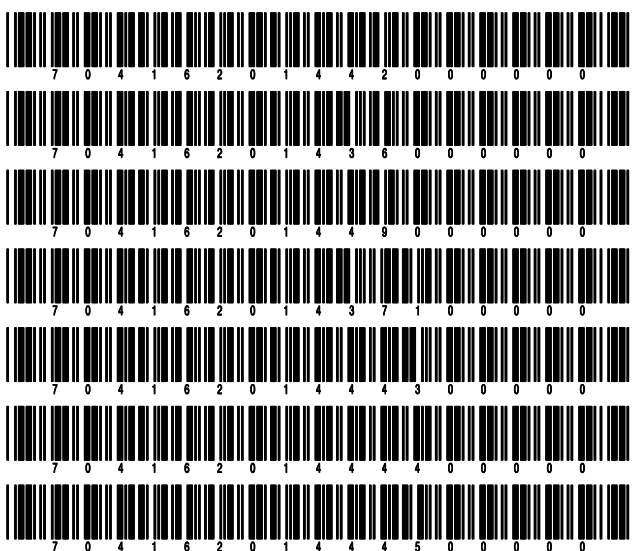
- 41. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? NO
- 42. Will the Interest-Sensitive Life Insurance Products Report Forms be filed with the state of domicile and the NAIC by April 1? YES
- 43. Will the Credit Insurance Experience Exhibit be filed with the state of domicile and the NAIC by April 1? NO
- 44. Will the Accident and Health Policy Experience Exhibit be filed by April 1? NO
- 45. Will the Analysis of Annuity Operations by Lines of Business be filed with the state of domicile and the NAIC by April 1? YES
- 46. Will the Analysis of Increase in Annuity Reserves During the Year be filed with the state of domicile and the NAIC by April 1? YES
- 47. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? NO
- 48. Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1? NO
- 49. Will the confidential Actuarial Memorandum required by Actuarial Guideline XXXVIII 8D be filed with the state of domicile by April 30? NO
- 50. Will the Supplemental XXX/AXXX Reinsurance Exhibit be filed with the state of domicile and the NAIC by April 1? NO

AUGUST FILING








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

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

- 12. SIS Stockholder Information Supplement [Document Identifier 420]
- 13. Medicare Supplement Insurance Experience Exhibit [Document Identifier 360]
- 14. Trusteed Surplus Statement [Document Identifier 490]
- 15. Participating Opinion for Exhibit 5 [Document Identifier 371]
- 18. Actuarial Opinion on Separate Accounts Funding Guaranteed Minimum Benefit [Document Identifier 443]
- 19. Actuarial Opinion on Synthetic Guaranteed Investment Contracts [Document Identifier 444]
- 20. Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 445]



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

21. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 446]	 7 0 4 1 6 2 0 1 4 4 4 6 0 0 0 0 0
22. Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI [Document Identifier 447]	 7 0 4 1 6 2 0 1 4 4 4 7 0 0 0 0 0
23. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI [Document Identifier 448]	 7 0 4 1 6 2 0 1 4 4 4 8 0 0 0 0 0
24. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) [Document Identifier 449]	 7 0 4 1 6 2 0 1 4 4 4 9 0 0 0 0 0
27. Actuarial Certifications Related to Annuity Nonforfeiture Ongoing Compliance for Equity Indexed Annuities [Document Identifier 452]	 7 0 4 1 6 2 0 1 4 4 5 2 0 0 0 0 0
28. Modified Guaranteed Annuity Model Regulation [Document Identifier 453]	 7 0 4 1 6 2 0 1 4 4 5 3 0 0 0 0 0
29. Actuarial Certifications Related to Hedging required by Actuarial Guideline XLIII [Document Identifier 436]	 7 0 4 1 6 2 0 1 4 4 3 6 0 0 0 0 0
30. Financial Officer Certification Related to Clearly Defined Hedging Strategy required by Actuarial Guideline XLIII [Document Identifier 437]	 7 0 4 1 6 2 0 1 4 4 3 7 0 0 0 0 0
34. Workers' Compensation Carve-Out Supplement [Document Identifier 495]	 7 0 4 1 6 2 0 1 4 4 9 5 0 0 0 0 0
35. Supplemental Schedule O [Document Identifier 465]	 7 0 4 1 6 2 0 1 4 4 6 5 0 0 0 0 0
36. Medicare Part D Coverage Supplement [Document Identifier 365]	 7 0 4 1 6 2 0 1 4 3 6 5 0 0 0 0 0
37. Relief from the five-year rotation requirement for lead audit partner [Document Identifier 224]	 7 0 4 1 6 2 0 1 4 2 2 4 0 0 0 0 0
38. Relief from the one-year cooling off period for independent CPA [Document Identifier 225]	 7 0 4 1 6 2 0 1 4 2 2 5 0 0 0 0 0
39. Relief from the Requirements for Audit Committees [Document Identifier 226]	 7 0 4 1 6 2 0 1 4 2 2 6 0 0 0 0 0
41. Long-Term Care Experience Reporting Forms [Document Identifier 306]	 7 0 4 1 6 2 0 1 4 3 0 6 0 0 0 0 0
43. Credit Insurance Experience Exhibit [Document Identifier 230]	 7 0 4 1 6 2 0 1 4 2 3 0 0 0 0 0 0
44. Accident and Health Policy Experience Exhibit [Document Identifier 210]	 7 0 4 1 6 2 0 1 4 2 1 0 0 0 0 0 0
47. Supplemental Health Care Exhibit (Parts 1, 2 and 3) [Document Identifier 216]	 7 0 4 1 6 2 0 1 4 2 1 6 0 0 0 0 0
48. Supplemental Health Care Exhibit's Expense Allocation Report [Document Identifier 217]	 7 0 4 1 6 2 0 1 4 2 1 7 0 0 0 0 0
49. Actuarial Memorandum Required by Actuarial Guideline XXXVIII 8D [Document Identifier 435]	 7 0 4 1 6 2 0 1 4 4 3 5 0 0 0 0 0
50. Supplemental XXX/AXXX Reinsurance Exhibit [Document Identifier 345]	 7 0 4 1 6 2 0 1 4 3 4 5 0 0 0 0 0

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NONE

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	4,298,909	1.217	4,298,909		4,298,909	1.217
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies		0.000				0.000
1.22 Issued by U.S. government sponsored agencies		0.000				0.000
1.3 Non-U.S. government (including Canada, excluding mortgaged-backed securities)		0.000				0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S. :						
1.41 States, territories and possessions general obligations		0.000				0.000
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations		0.000				0.000
1.43 Revenue and assessment obligations		0.000				0.000
1.44 Industrial development and similar obligations		0.000				0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	9,151	0.003	9,151		9,151	0.003
1.512 Issued or guaranteed by FNMA and FHLMC		0.000				0.000
1.513 All other	35,263,119	9.984	35,263,119		35,263,119	9.984
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	101,839	0.029	101,839		101,839	0.029
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521		0.000				0.000
1.523 All other	3,457,109	0.979	3,457,109		3,457,109	0.979
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	68,894,858	19.506	68,894,858		68,894,858	19.506
2.2 Unaffiliated non-U.S. securities (including Canada)	29,793,890	8.435	29,793,890		29,793,890	8.435
2.3 Affiliated securities	2,461,524	0.697	2,461,524		2,461,524	0.697
3. Equity interests:						
3.1 Investments in mutual funds		0.000				0.000
3.2 Preferred stocks:						
3.21 Affiliated		0.000				0.000
3.22 Unaffiliated		0.000				0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated		0.000				0.000
3.32 Unaffiliated		0.000				0.000
3.4 Other equity securities:						
3.41 Affiliated		0.000				0.000
3.42 Unaffiliated		0.000				0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated		0.000				0.000
3.52 Unaffiliated		0.000				0.000
4. Mortgage loans:						
4.1 Construction and land development		0.000				0.000
4.2 Agricultural		0.000				0.000
4.3 Single family residential properties	4,170,281	1.181	4,170,281		4,170,281	1.181
4.4 Multifamily residential properties		0.000				0.000
4.5 Commercial loans		0.000				0.000
4.6 Mezzanine real estate loans		0.000				0.000
5. Real estate investments:						
5.1 Property occupied by company		0.000				0.000
5.2 Property held for production of income (including \$ of property acquired in satisfaction of debt)		0.000				0.000
5.3 Property held for sale (including \$ property acquired in satisfaction of debt)		0.000				0.000
6. Contract loans	94,020,256	26.619	94,020,256		94,020,256	26.619
7. Derivatives		0.000				0.000
8. Receivables for securities		0.000				0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral)		0.000		XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	110,736,395	31.352	110,736,395		110,736,395	31.352
11. Other invested assets		0.000				0.000
12. Total invested assets	353,207,332	100.000	353,207,332		353,207,332	100.000

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

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

NONE

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest, December 31 of prior year	4,680,443
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 7)	
2.2	Additional investment made after acquisition (Part 2, Column 8)	312
3.	Capitalized deferred interest and other:	
3.1	Totals, Part 1, Column 12	
3.2	Totals, Part 3, Column 11	
4.	Accrual of discount	1,054
5.	Unrealized valuation increase (decrease):	
5.1	Totals, Part 1, Column 9	
5.2	Totals, Part 3, Column 8	
6.	Total gain (loss) on disposals, Part 3, Column 18	
7.	Deduct amounts received on disposals, Part 3, Column 15	504,026
8.	Deduct amortization of premium and mortgage interest points and commitment fees	7,502
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest:	
9.1	Totals, Part 1, Column 13	
9.2	Totals, Part 3, Column 13	
10.	Deduct current year's other than temporary impairment recognized:	
10.1	Totals, Part 1, Column 11	
10.2	Totals, Part 3, Column 10	
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	4,170,281
12.	Total valuation allowance	
13.	Subtotal (Line 11 plus 12)	4,170,281
14.	Deduct total nonadmitted amounts	
15.	Statement value of mortgages owned at end of current period (Line 13 minus Line 14)	4,170,281

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year	145,576,989
2.	Cost of bonds and stocks acquired, Part 3, Column 7	36,258,812
3.	Accrual of discount	976,759
4.	Unrealized valuation increase (decrease):	
4.1	Part 1, Column 12	
4.2	Part 2, Section 1, Column 15	
4.3	Part 2, Section 2, Column 13	
4.4	Part 4, Column 11	
5.	Total gain (loss) on disposals, Part 4, Column 19	382,746
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7	38,473,422
7.	Deduct amortization of premium	439,509
8.	Total foreign exchange change in book/adjusted carrying value:	
8.1	Part 1, Column 15	
8.2	Part 2, Section 1, Column 19	
8.3	Part 2, Section 2, Column 16	
8.4	Part 4, Column 15	
9.	Deduct current year's other than temporary impairment recognized:	
9.1	Part 1, Column 14	1,910
9.2	Part 2, Section 1, Column 17	
9.3	Part 2, Section 2, Column 14	
9.4	Part 4, Column 13	65
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	144,280,400
11.	Deduct total nonadmitted amounts	
12.	Statement value at end of current period (Line 10 minus Line 11)	144,280,400

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE D - SUMMARY BY COUNTRY

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

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	4,308,060	4,307,326	4,308,217	4,309,704
	2. Canada				
	3. Other Countries				
	4. Totals	4,308,060	4,307,326	4,308,217	4,309,704
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals				
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals				
U.S. Special revenue and special assessment obligations and all non- guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	101,839	112,930	104,773	99,148
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	107,789,039	114,049,744	108,394,932	109,273,208
	9. Canada	4,629,395	4,913,225	4,668,792	4,575,000
	10. Other Countries	25,164,498	25,862,829	24,228,539	25,371,268
	11. Totals	137,582,932	144,825,798	137,292,263	139,219,476
Parent, Subsidiaries and Affiliates	12. Totals	2,287,569	2,302,201	2,158,891	2,322,737
	13. Total Bonds	144,280,400	151,548,255	143,864,144	145,951,065
PREFERRED STOCKS					
Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals				
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks				
COMMON STOCKS					
Industrial and Miscellaneous (unaffiliated)	20. United States				
	21. Canada				
	22. Other Countries				
	23. Totals				
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks				
	26. Total Stocks				
	27. Total Bonds and Stocks	144,280,400	151,548,255	143,864,144	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 1A - SECTION 1

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

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 NAIC 1	1,920	4,303,669	2,280	191		4,308,060	1.7	4,318,614	1.8	4,308,060	
1.2 NAIC 2											
1.3 NAIC 3											
1.4 NAIC 4											
1.5 NAIC 5											
1.6 NAIC 6											
1.7 Totals	1,920	4,303,669	2,280	191		4,308,060	1.7	4,318,614	1.8	4,308,060	
2. All Other Governments											
2.1 NAIC 1											
2.2 NAIC 2											
2.3 NAIC 3											
2.4 NAIC 4											
2.5 NAIC 5											
2.6 NAIC 6											
2.7 Totals											
3. U.S. States, Territories and Possessions etc., Guaranteed											
3.1 NAIC 1											
3.2 NAIC 2											
3.3 NAIC 3											
3.4 NAIC 4											
3.5 NAIC 5											
3.6 NAIC 6											
3.7 Totals											
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 NAIC 1											
4.2 NAIC 2											
4.3 NAIC 3											
4.4 NAIC 4											
4.5 NAIC 5											
4.6 NAIC 6											
4.7 Totals											
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 NAIC 1	28,366	52,164	17,852	3,457		101,839	0.0	127,192	0.1	101,839	
5.2 NAIC 2											
5.3 NAIC 3											
5.4 NAIC 4											
5.5 NAIC 5											
5.6 NAIC 6											
5.7 Totals	28,366	52,164	17,852	3,457		101,839	0.0	127,192	0.1	101,839	

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

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

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

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial & Miscellaneous (Unaffiliated)											
6.1 NAIC 1	3,189,018	28,233,103	31,379,776	2,242,342	601,454	65,645,693	25.6	69,031,007	29.2	26,716,010	38,929,683
6.2 NAIC 2	113,031,446	28,354,353	37,225,033	1,924,758	996,159	181,531,749	70.7	155,057,976	65.6	58,982,284	122,549,465
6.3 NAIC 3	1,001	551,111	214,951		129,920	896,983	0.3	2,273,544	1.0	346,982	550,001
6.4 NAIC 4		1,000,000				1,000,000	0.4	549,962	0.2		1,000,000
6.5 NAIC 5	49,744	648,289	62,249	33,633	2,147	796,062	0.3	835,251	0.4	527,072	268,990
6.6 NAIC 6											
6.7 Totals	116,271,209	58,786,856	68,882,009	4,200,733	1,729,680	249,870,487	97.3	227,747,740	96.4	86,572,348	163,298,139
7. Hybrid Securities											
7.1 NAIC 1											
7.2 NAIC 2				350,000		350,000	0.1	350,000	0.1	350,000	
7.3 NAIC 3											
7.4 NAIC 4											
7.5 NAIC 5											
7.6 NAIC 6											
7.7 Totals				350,000		350,000	0.1	350,000	0.1	350,000	
8. Parent, Subsidiaries and Affiliates											
8.1 NAIC 1	190,738	2,096,831				2,287,569	0.9	3,829,162	1.6		2,287,569
8.2 NAIC 2											
8.3 NAIC 3											
8.4 NAIC 4											
8.5 NAIC 5											
8.6 NAIC 6											
8.7 Totals	190,738	2,096,831				2,287,569	0.9	3,829,162	1.6		2,287,569

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

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

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

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 NAIC 1	(d) 3,410,042	34,685,767	31,399,908	2,245,990	601,454	72,343,161	28.2	XXX	XXX	31,125,909	41,217,252
9.2 NAIC 2	(d) 113,031,446	28,354,353	37,225,033	2,274,758	996,159	181,881,749	70.8	XXX	XXX	59,332,284	122,549,465
9.3 NAIC 3	(d) 1,001	551,111	214,951		129,920	896,983	0.3	XXX	XXX	346,982	550,001
9.4 NAIC 4	(d) 1,000,000	1,000,000				1,000,000	0.4	XXX	XXX		1,000,000
9.5 NAIC 5	(d) 49,744	648,289	62,249	33,633	2,147	(c) 796,062	0.3	XXX	XXX	527,072	268,990
9.6 NAIC 6	(d) 116,492,233	65,239,520	68,902,141	4,554,381	1,729,680	(c) 256,917,955		XXX	XXX		
9.7 Totals	116,492,233	65,239,520	68,902,141	4,554,381	1,729,680	(b) 256,917,955	100.0	XXX	XXX	91,332,247	165,585,708
9.8 Line 9.7 as a % of Col. 6	45.3	25.4	26.8	1.8	0.7	100.0	XXX	XXX	XXX	35.5	64.5
10. Total Bonds Prior Year											
10.1 NAIC 1	10,510,541	36,228,054	27,657,770	1,475,512	1,434,098	XXX	XXX	77,305,975	32.7	27,721,781	49,584,194
10.2 NAIC 2	98,893,609	20,370,398	32,417,675	2,379,402	1,346,892	XXX	XXX	155,407,976	65.7	48,303,948	107,104,028
10.3 NAIC 3	401,196	1,742,429			129,919	XXX	XXX	2,273,544	1.0	133,104	2,140,440
10.4 NAIC 4	549,962					XXX	XXX	549,962	0.2	549,962	
10.5 NAIC 5	48,817	669,160	67,561	46,384	3,329	XXX	XXX	(c) 835,251	0.4	537,073	298,178
10.6 NAIC 6						XXX	XXX	(c)			
10.7 Totals	110,404,125	59,010,041	60,143,006	3,901,298	2,914,238	XXX	XXX	(b) 236,372,708	100.0	77,245,868	159,126,840
10.8 Line 10.7 as a % of Col. 8	46.7	25.0	25.4	1.7	1.2	XXX	XXX	100.0	XXX	32.7	67.3
11. Total Publicly Traded Bonds											
11.1 NAIC 1	1,331,326	14,132,778	13,489,194	1,850,601	322,011	31,125,910	12.1	27,721,781	11.7	31,125,910	XXX
11.2 NAIC 2	5,237,556	17,929,222	32,909,296	2,260,052	996,159	59,332,285	23.1	48,303,948	20.4	59,332,285	XXX
11.3 NAIC 3	1,001	1,111	214,951		129,920	346,983	0.1	133,104	0.1	346,983	XXX
11.4 NAIC 4								549,962	0.2	549,962	XXX
11.5 NAIC 5		527,072				527,072	0.2	537,073	0.2	527,072	XXX
11.6 NAIC 6											XXX
11.7 Totals	6,569,883	32,590,183	46,613,441	4,110,653	1,448,090	91,332,250	35.5	77,245,868	32.7	91,332,250	XXX
11.8 Line 11.7 as a % of Col. 6	7.2	35.7	51.0	4.5	1.6	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	2.6	12.7	18.1	1.6	0.6	35.5	XXX	XXX	XXX	35.5	XXX
12. Total Privately Placed Bonds											
12.1 NAIC 1	2,078,716	20,552,989	17,910,714	395,389	279,443	41,217,251	16.0	49,584,194	21.0	XXX	41,217,251
12.2 NAIC 2	107,793,890	10,425,131	4,315,737	14,706		122,549,464	47.7	107,104,028	45.3	XXX	122,549,464
12.3 NAIC 3		550,000				550,000	0.2	2,140,440	0.9	XXX	550,000
12.4 NAIC 4		1,000,000				1,000,000	0.4			XXX	1,000,000
12.5 NAIC 5	49,744	121,217	62,249	33,633	2,147	268,990	0.1	298,178	0.1	XXX	268,990
12.6 NAIC 6										XXX	
12.7 Totals	109,922,350	32,649,337	22,288,700	443,728	281,590	165,585,705	64.5	159,126,840	67.3	XXX	165,585,705
12.8 Line 12.7 as a % of Col. 6	66.4	19.7	13.5	0.3	0.2	100.0	XXX	XXX	XXX	XXX	100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	42.8	12.7	8.7	0.2	0.1	64.5	XXX	XXX	XXX	XXX	64.5

(a) Includes \$ 153,181,232 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ 1,621,429 current year, \$ prior year of bonds with Z designations and \$ prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.

(c) Includes \$ current year, \$ prior year of bonds with 5* designations and \$ current year, \$ prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$ 112,637,553 ; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company
SCHEDULE D - PART 1A - SECTION 2

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations		4,298,909				4,298,909	1.7	4,308,250	1.8	4,298,909	
1.2 Residential Mortgage-Backed Securities	1,920	4,760	2,280	191		9,151	0.0	10,364	0.0	9,151	
1.3 Commercial Mortgage-Backed Securities											
1.4 Other Loan-Backed and Structured Securities											
1.5 Totals	1,920	4,303,669	2,280	191		4,308,060	1.7	4,318,614	1.8	4,308,060	
2. All Other Governments											
2.1 Issuer Obligations											
2.2 Residential Mortgage-Backed Securities											
2.3 Commercial Mortgage-Backed Securities											
2.4 Other Loan-Backed and Structured Securities											
2.5 Totals											
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations											
3.2 Residential Mortgage-Backed Securities											
3.3 Commercial Mortgage-Backed Securities											
3.4 Other Loan-Backed and Structured Securities											
3.5 Totals											
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations											
4.2 Residential Mortgage-Backed Securities											
4.3 Commercial Mortgage-Backed Securities											
4.4 Other Loan-Backed and Structured Securities											
4.5 Totals											
5. U.S. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed											
5.1 Issuer Obligations											
5.2 Residential Mortgage-Backed Securities	28,366	52,164	17,852	3,457		101,839	0.0	127,192	0.1	101,839	
5.3 Commercial Mortgage-Backed Securities											
5.4 Other Loan-Backed and Structured Securities											
5.5 Totals	28,366	52,164	17,852	3,457		101,839	0.0	127,192	0.1	101,839	
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	113,106,380	36,712,367	41,894,460	3,193,496	1,325,749	196,232,452	76.4	170,589,753	72.2	67,356,377	128,876,075
6.2 Residential Mortgage-Backed Securities	744,785	2,884,969	1,024,257	566,382	392,976	5,613,369	2.2	6,897,733	2.9	4,695,758	917,611
6.3 Commercial Mortgage-Backed Securities	673,441	5,258,010	23,809,924			29,741,375	11.6	23,414,672	9.9	14,351,300	15,390,075
6.4 Other Loan-Backed and Structured Securities	1,746,602	13,931,510	2,153,368	440,854	10,955	18,283,289	7.1	26,845,582	11.4	168,914	18,114,375
6.5 Totals	116,271,208	58,786,856	68,882,009	4,200,732	1,729,680	249,870,485	97.3	227,747,740	96.4	86,572,349	163,298,136
7. Hybrid Securities											
7.1 Issuer Obligations				350,000		350,000	0.1	350,000	0.1	350,000	
7.2 Residential Mortgage-Backed Securities											
7.3 Commercial Mortgage-Backed Securities											
7.4 Other Loan-Backed and Structured Securities											
7.5 Totals				350,000		350,000	0.1	350,000	0.1	350,000	
8. Parent, Subsidiaries and Affiliates											
8.1 Issuer Obligations											
8.2 Residential Mortgage-Backed Securities											
8.3 Commercial Mortgage-Backed Securities											
8.4 Other Loan-Backed and Structured Securities	190,738	2,096,831				2,287,569	0.9	3,829,162	1.6		2,287,569
8.5 Totals	190,738	2,096,831				2,287,569	0.9	3,829,162	1.6		2,287,569

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

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

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

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	113,106,380	41,011,276	41,894,460	3,543,496	1,325,749	200,881,361	78.2	XXX	XXX	72,005,286	128,876,075
9.2 Residential Mortgage-Backed Securities	775,071	2,941,893	1,044,389	570,030	392,976	5,724,359	2.2	XXX	XXX	4,806,748	917,611
9.3 Commercial Mortgage-Backed Securities	673,441	5,258,010	23,809,924			29,741,375	11.6	XXX	XXX	14,351,300	15,390,075
9.4 Other Loan-Backed and Structured Securities	1,937,340	16,028,341	2,153,368	440,854	10,955	20,570,858	8.0	XXX	XXX	168,914	20,401,944
9.5 Totals	116,492,232	65,239,520	68,902,141	4,554,380	1,729,680	256,917,953	100.0	XXX	XXX	91,332,248	165,585,705
9.6 Line 9.5 as a % of Col. 6	45.3	25.4	26.8	1.8	0.7	100.0	XXX	XXX	XXX	35.5	64.5
10. Total Bonds Prior Year											
10.1 Issuer Obligations	105,669,440	27,748,569	36,767,963	2,640,809	2,421,222	XXX	XXX	175,248,003	74.1	59,809,398	115,438,605
10.2 Residential Mortgage-Backed Securities	976,940	3,562,220	1,307,308	699,136	489,685	XXX	XXX	7,035,289	3.0	5,987,528	1,047,761
10.3 Commercial Mortgage-Backed Securities	1,347,501	5,934,090	16,133,081			XXX	XXX	23,414,672	9.9	10,921,145	12,493,527
10.4 Other Loan-Backed and Structured Securities	2,410,244	21,765,163	5,934,655	561,353	3,329	XXX	XXX	30,674,744	13.0	527,798	30,146,946
10.5 Totals	110,404,125	59,010,042	60,143,007	3,901,298	2,914,236	XXX	XXX	236,372,708	100.0	77,245,869	159,126,839
10.6 Line 10.5 as a % of Col. 8	46.7	25.0	25.4	1.7	1.2	XXX	XXX	100.0	XXX	32.7	67.3
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	5,270,227	24,869,551	37,010,968	3,528,790	1,325,749	72,005,285	28.0	59,809,398	25.3	72,005,285	XXX
11.2 Residential Mortgage-Backed Securities	608,664	2,587,669	961,976	534,905	113,533	4,806,747	1.9	5,987,528	2.5	4,806,747	XXX
11.3 Commercial Mortgage-Backed Securities	673,441	5,096,637	8,581,223			14,351,301	5.6	10,921,145	4.6	14,351,301	XXX
11.4 Other Loan-Backed and Structured Securities	17,550	36,325	59,274	46,958	8,808	168,915	0.1	527,798	0.2	168,915	XXX
11.5 Totals	6,569,882	32,590,182	46,613,441	4,110,653	1,448,090	91,332,248	35.5	77,245,869	32.7	91,332,248	XXX
11.6 Line 11.5 as a % of Col. 6	7.2	35.7	51.0	4.5	1.6	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	2.6	12.7	18.1	1.6	0.6	35.5	XXX	XXX	XXX	35.5	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations	107,836,153	16,141,725	4,883,492	14,706		128,876,076	50.2	115,438,605	48.8	XXX	128,876,076
12.2 Residential Mortgage-Backed Securities	166,407	354,224	82,413	35,125	279,443	917,612	0.4	1,047,761	0.4	XXX	917,612
12.3 Commercial Mortgage-Backed Securities		161,373	15,228,701			15,390,074	6.0	12,493,527	5.3	XXX	15,390,074
12.4 Other Loan-Backed and Structured Securities	1,919,790	15,992,016	2,094,094	393,896	2,147	20,401,943	7.9	30,146,946	12.8	XXX	20,401,943
12.5 Totals	109,922,350	32,649,338	22,288,700	443,727	281,590	165,585,705	64.5	159,126,839	67.3	XXX	165,585,705
12.6 Line 12.5 as a % of Col. 6	66.4	19.7	13.5	0.3	0.2	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	42.8	12.7	8.7	0.2	0.1	64.5	XXX	XXX	XXX	XXX	64.5

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE MML Bay State Life Insurance Company

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	17,489,374	17,489,374			
2. Cost of short-term investments acquired	47,432,906	47,432,906			
3. Accrual of discount	62,053	62,053			
4. Unrealized valuation increase (decrease)					
5. Total gain (loss) on disposals					
6. Deduct consideration received on disposals	48,500,000	48,500,000			
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)	16,484,333	16,484,333			
11. Deduct total nonadmitted amounts					
12. Statement value at end of current period (Line 10 minus Line 11)	16,484,333	16,484,333			

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

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

SCHEDULE E - VERIFICATION BETWEEN YEARS

(Cash Equivalents)

	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year	73,306,345	73,306,345	
2. Cost of cash equivalents acquired	1,607,984,285	1,607,984,285	
3. Accrual of discount	275,865	275,865	
4. Unrealized valuation increase (decrease)			
5. Total gain (loss) on disposals	54	54	
6. Deduct consideration received on disposals	1,585,413,329	1,585,413,329	
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)	96,153,220	96,153,220	
11. Deduct total nonadmitted amounts			
12. Statement value at end of current period (Line 10 minus Line 11)	96,153,220	96,153,220	

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