

**QUARTERLY STATEMENT**

**OF THE**

**MML Bay State Life Insurance Company**

**TO THE**

**Insurance Department**

**OF THE**

**STATE OF**

**FOR THE QUARTER ENDED  
MARCH 31, 2015**

**LIFE AND ACCIDENT AND HEALTH**

**2015**



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

# QUARTERLY STATEMENT

AS OF MARCH 31, 2015

OF THE CONDITION AND AFFAIRS OF THE

## MML Bay State Life Insurance Company

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

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

Country of Domicile United States of America

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

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

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

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

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

Internet Website Address www.massmutual.com

Statutory Statement Contact Tammy A. Peatman, 413-744-6327  
(Name) (Area Code) (Telephone Number)  
tpeatman@massmutual.com, 413-226-4086  
(E-mail Address) (FAX Number)

### OFFICERS

President and Chief Executive Officer Roger William Crandall Treasurer Todd Garrett Picken  
Secretary 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.....

## STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	160,875,599		160,875,599	144,280,400
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....				
3. Mortgage loans on real estate:				
3.1 First liens .....	4,048,491		4,048,491	4,170,281
3.2 Other than first liens.....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances) .....				
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....				
4.3 Properties held for sale (less \$ encumbrances) .....				
5. Cash (\$ .....(2,579,204) ), cash equivalents (\$ .....111,344,461 ) and short-term investments (\$ .....5,998,345 ) .....	114,763,602		114,763,602	110,736,395
6. Contract loans (including \$ ..... premium notes) .....	94,335,602		94,335,602	94,020,256
7. Derivatives .....				
8. Other invested assets .....				
9. Receivables for securities .....				
10. Securities lending reinvested collateral assets .....				
11. Aggregate write-ins for invested assets .....				
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	374,023,294		374,023,294	353,207,332
13. Title plants less \$ ..... charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	3,915,120		3,915,120	3,621,133
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	59	162	(103)	1,079
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....	(1,341,155)		(1,341,155)	(2,114,733)
15.3 Accrued retrospective premiums .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	2,975,838		2,975,838	7,224,626
16.2 Funds held by or deposited with reinsured companies .....				
16.3 Other amounts receivable under reinsurance contracts .....	25,696,471		25,696,471	23,273,515
17. Amounts receivable relating to uninsured plans .....				
18.1 Current federal and foreign income tax recoverable and interest thereon .....	898,922		898,922	5,513,685
18.2 Net deferred tax asset .....	8,560,641	3,925,791	4,634,850	4,454,553
19. Guaranty funds receivable or on deposit .....	277,242		277,242	281,185
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 .....	150,084		150,084	150,163
24. Health care (\$ ..... ) and other amounts receivable .....				
25. Aggregate write-ins for other than invested assets .....				509,448
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	415,156,516	3,925,953	411,230,563	396,121,986
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	4,317,471,834		4,317,471,834	4,274,843,259
28. Total (Lines 26 and 27) .....	4,732,628,350	3,925,953	4,728,702,397	4,670,965,245
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) .....				
2501. Miscellaneous other assets .....				509,448
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....				
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....				509,448

STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ .....133,112,331 less \$ ..... included in Line 6.3 (including \$ ..... Modco Reserve)	133,112,331	131,672,365
2. Aggregate reserve for accident and health contracts (including \$ ..... Modco Reserve)		
3. Liability for deposit-type contracts (including \$ ..... Modco Reserve)	10,369,029	6,325,705
4. Contract claims:		
4.1 Life	4,472,739	3,388,551
4.2 Accident and health		
5. Policyholders' dividends \$ ..... and coupons \$ ..... due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ ..... Modco)		
6.2 Dividends not yet apportioned (including \$ ..... Modco)		
6.3 Coupons and similar benefits (including \$ ..... Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ ..... discount; including \$ ..... accident and health premiums	2,041	1,391
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including the liability of \$ ..... accident and health experience rating refunds of which \$ ..... is for medical loss ratio rebate per the Public Health Service Act	14,758,827	13,885,522
9.3 Other amounts payable on reinsurance, including \$ ..... assumed and \$ .....5,550,187 ceded	5,550,187	3,952,504
9.4 Interest Maintenance Reserve	336,759	367,545
10. Commissions to agents due or accrued-life and annuity contracts \$ .....61,126, accident and health \$ ..... and deposit-type contract funds \$ .....	61,126	65,303
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	398,234	398,476
13. Transfers to Separate Accounts due or accrued (net) (including \$ .....(775,769) accrued for expense allowances recognized in reserves, net of reinsured allowances)	18,259,141	16,563,643
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	293,449	294,793
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	17,542	7,475
18. Amounts held for agents' account, including \$ ..... agents' credit balances		
19. Remittances and items not allocated	1,021	68,774
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ ..... and interest thereon \$ .....		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	4,252,031	4,323,715
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	2,000,118	2,823,732
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	242,659	288,794
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	194,127,234	184,428,288
27. From Separate Accounts Statement	4,317,471,834	4,274,843,259
28. Total liabilities (Lines 26 and 27)	4,511,599,068	4,459,271,547
29. Common capital stock	2,500,200	2,500,200
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes		
33. Gross paid in and contributed surplus	143,736,914	143,736,914
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	70,866,215	65,456,584
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)	214,603,129	209,193,498
38. Totals of Lines 29, 30 and 37	217,103,329	211,693,698
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	4,728,702,397	4,670,965,245
<b>DETAILS OF WRITE-INS</b>		
2501. Miscellaneous liabilities	129,124	182,782
2502. Funds awaiting escheat	113,535	106,012
2503. ....		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	242,659	288,794
3101. ....		
3102. ....		
3103. ....		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)		
3401. ....		
3402. ....		
3403. ....		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)		

## STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**SUMMARY OF OPERATIONS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	6,391,043	7,630,764	24,111,798
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	2,943,845	2,896,144	11,616,274
4. Amortization of Interest Maintenance Reserve (IMR)	38,029	45,072	178,480
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	1,399,378	1,371,552	5,522,840
7. Reserve adjustments on reinsurance ceded	(3,490,774)	(3,918,498)	(12,814,717)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	19,183,887	19,643,520	72,029,070
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(278,472)	(967,818)	(856,658)
9. Totals (Lines 1 to 8.3)	26,186,936	26,700,736	99,787,087
10. Death benefits	11,592,730	13,152,094	38,026,639
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	461,610	345,890	885,089
13. Disability benefits and benefits under accident and health contracts	96,724	64,340	242,492
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	13,828,512	11,261,147	56,099,072
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	140,459	321,390	726,967
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	1,439,965	189,450	2,168,416
20. Totals (Lines 10 to 19)	27,560,000	25,334,311	98,148,675
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	848,993	844,636	3,468,861
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	1,892,214	2,561,622	10,318,025
24. Insurance taxes, licenses and fees, excluding federal income taxes	350,984	358,620	1,207,597
25. Increase in loading on deferred and uncollected premiums	(693)	(863)	(824)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(11,098,336)	(8,342,657)	(38,746,685)
27. Aggregate write-ins for deductions	14,108	20,716	172,908
28. Totals (Lines 20 to 27)	19,567,270	20,776,385	74,568,557
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	6,619,666	5,924,351	25,218,530
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	6,619,666	5,924,351	25,218,530
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	1,457,027	990,807	9,577,811
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)	5,162,639	4,933,544	15,640,719
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ .583 (excluding taxes of \$ 3,900 transferred to the IMR)	(4,828)	(45,529)	160,945
35. Net income (Line 33 plus Line 34)	5,157,811	4,888,015	15,801,664
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
36. Capital and surplus, December 31, prior year	211,693,698	196,021,268	196,021,268
37. Net income (Line 35)	5,157,811	4,888,015	15,801,664
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	(342,977)	(575,985)	3,163,701
41. Change in nonadmitted assets	523,113	1,147,716	(3,296,141)
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			
44. Change in asset valuation reserve	71,684	253,563	3,206
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement			
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			
53. Aggregate write-ins for gains and losses in surplus			
54. Net change in capital and surplus for the year (Lines 37 through 53)	5,409,631	5,713,309	15,672,430
55. Capital and surplus, as of statement date (Lines 36 + 54)	217,103,329	201,734,577	211,693,698
<b>DETAILS OF WRITE-INS</b>			
08.301. Sub advisory fees	(407,457)	(547,494)	(1,689,464)
08.302. Other miscellaneous income	128,985	(420,324)	832,806
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	(278,472)	(967,818)	(856,658)
2701. Miscellaneous charges to operations	14,108	20,716	172,908
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	14,108	20,716	172,908
5301.			
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)			

## STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	5,091,144	5,927,439	24,648,662
2. Net investment income .....	2,613,909	2,577,457	11,252,715
3. Miscellaneous income .....	17,491,784	22,773,300	67,620,228
4. Total (Lines 1 to 3) .....	25,196,837	31,278,196	103,521,605
5. Benefit and loss related payments .....	20,914,840	24,546,735	100,943,536
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	(12,793,833)	(8,029,609)	(38,528,921)
7. Commissions, expenses paid and aggregate write-ins for deductions .....	4,010,709	3,987,808	15,276,052
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$ .....175,982 tax on capital gains (losses) .....	(3,153,253)	(409,679)	9,366,977
10. Total (Lines 5 through 9) .....	8,978,463	20,095,255	87,057,644
11. Net cash from operations (Line 4 minus Line 10) .....	16,218,374	11,182,941	16,463,961
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	1,883,511	8,311,283	38,473,422
12.2 Stocks .....			
12.3 Mortgage loans .....	121,515	138,110	504,026
12.4 Real estate .....			
12.5 Other invested assets .....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	9	(5)	54
12.7 Miscellaneous proceeds .....	505,203	(70,011)	(183,945)
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	2,510,238	8,379,377	38,793,557
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	18,447,538	2,923,759	36,258,812
13.2 Stocks .....			
13.3 Mortgage loans .....			312
13.4 Real estate .....			
13.5 Other invested assets .....			
13.6 Miscellaneous applications .....	1	(600,000)	(3)
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	18,447,539	2,323,759	36,259,121
14. Net increase (or decrease) in contract loans and premium notes .....	315,346	(397,460)	(880,906)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(16,252,647)	6,453,078	3,415,342
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....			
16.2 Capital and paid in surplus, less treasury stock .....			
16.3 Borrowed funds .....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	4,023,067	1,508,696	(684,637)
16.5 Dividends to stockholders .....			
16.6 Other cash provided (applied) .....	38,413	(46,761)	383,681
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	4,061,480	1,461,935	(300,956)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	4,027,207	19,097,954	19,578,347
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	110,736,395	91,158,048	91,158,048
19.2 End of period (Line 18 plus Line 19.1) .....	114,763,602	110,256,002	110,736,395
<b>Note: Supplemental disclosures of cash flow information for non-cash transactions:</b>			
20.0001. Interest capitalization for long-term debt .....	986	7	1,580
20.0002. Bond conversions and refinancing .....			844,753

**EXHIBIT 1**

**DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life .....			
2. Ordinary life insurance .....	9,803,742	10,466,095	42,217,666
3. Ordinary individual annuities .....	4,715	29,241	72,897
4. Credit life (group and individual) .....			
5. Group life insurance .....	(842,593)	(707,000)	171,341
6. Group annuities .....			
7. A & H - group .....			
8. A & H - credit (group and individual) .....			
9. A & H - other .....			
10. Aggregate of all other lines of business .....			
11. Subtotal .....	8,965,864	9,788,336	42,461,904
12. Deposit-type contracts .....			
13. Total	8,965,864	9,788,336	42,461,904
DETAILS OF WRITE-INS			
1001. ....			
1002. ....			
1003. ....			
1098. Summary of remaining write-ins for Line 10 from overflow page .....			
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			

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



## NOTES TO FINANCIAL STATEMENTS

### **Note 1 – Summary of Significant Accounting Policies**

- a. Accounting practices:  
The accompanying financial statements of MML Bay State Life Insurance Company (the Company) have been prepared in conformity with the 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 – No significant changes
- c. Accounting policy:

(1-5) No significant changes

- (6) For fixed income securities that do not have a fixed schedule of payments, such as asset-backed securities, mortgage-backed securities, including residential mortgage-backed securities and commercial mortgage-backed securities, and structured securities, including collateralized debt obligations, 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.

(7-14) No significant changes

### **Note 2 – Accounting Changes and Corrections of Errors**

- a. For the three months ended March 31, 2015 and 2014, the Company did not record any corrections of prior year errors.

Certain prior year amounts within these financial statements have been reclassified to conform to the current year presentation.

- b. Adoption of new accounting standards:  
In December 2014, the NAIC issued Statement of Statutory Accounting Principles (SSAP) No. 40 Revised, “Real Estate Investments” (SSAP No. 40R), which was effective January 1, 2015, and requires that single real estate property investments that are directly and wholly-owned through a limited liability company (LLC) be accounted for, and reported as, directly owned real estate provided that certain criteria are met. For investments meeting the criteria that were previously reported within SSAP No. 48, “Joint Ventures, Partnerships and Limited Liability Companies” (SSAP No. 48), and owned as of the effective date, this guidance required that the Company recognize a cumulative effect of a change in accounting principle as if the entity had followed the revisions of SSAP No. 40R since acquisition of the property. The adoption of this guidance did not have a significant impact on the Company’s valuation of its assets.

### **Note 3 – Business Combinations and Goodwill** – No significant changes

### **Note 4 – Discontinued Operations** – No significant changes

### **Note 5 – Investments**

- a. Mortgage loans – No significant changes
- b. Debt restructuring – No significant changes
- c. Reverse mortgages – No significant changes
- d. Loan-backed and structured securities:
  - (1) No significant changes
  - (2) Loan-backed and structured securities recognized no other-than-temporary impairments for the three months ended March 31, 2015.
  - (3) The Company had no impaired structured securities where the present value of cash flows expected to be collected is less than the amortized cost basis for the three months ended March 31, 2015.
  - (4) As of March 31, 2015, the gross unrealized losses and fair values for investments in structured and loan-backed securities for which an OTTI has not been recognized in earnings follow (in millions):
 

a. The aggregate amount of unrealized losses:			
1. Less than 12 months	\$		-
2. 12 months or longer	\$		-
b. The aggregate related fair value of securities with unrealized losses:			
1. Less than 12 months	\$		3
2. 12 months or longer	\$		4
  - (5) No significant changes
- e. Repurchase agreements – No significant changes

## NOTES TO FINANCIAL STATEMENTS

- f. The Company does not have any investments in real estate.
- g. Low income housing tax credit properties – No significant changes
- h. Restricted assets – No significant changes
- i. Working capital finance investments – The Company does not invest in working capital finance investments.
- j. The Company reports assets and liabilities as gross in the financial statements without offsetting.
- k. Structured notes – The Company did not have any investments in structured notes.

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

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

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

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

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

**Note 11 – Debt**

- a. No significant changes
- b. The Company is not a member of the Federal Home Loan Bank (FHLB) therefore it has no FHLB funding agreements.

**Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans** - No significant changes

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

**Note 14 – Liabilities, Contingencies and Assessments**

- a. Contingent commitments - No significant changes
- b. Assessments - No significant changes
- c. Gain contingencies - No significant changes
- d. Claims related to extra contractual obligations - No significant changes
- e. All other contingencies:  
The Company is involved in litigation arising in 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 results of operations for a particular period depending upon, among other factors, the size of the loss and the level of the Company's results of operations 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 management is aware will not materially impact the Company's financial position or liquidity. However, the outcome of a particular matter may be material to the Company's operating results for a particular period depending upon, among other factors, the financial impact of the matter and the level of the Company's income for the period.

**Note 15 – Leases** - No significant changes

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

## NOTES TO FINANCIAL STATEMENTS

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

- a. Transfers of receivables reported as sales – No significant changes
- b. Transfer and Servicing of Financial Assets:
- (1) The Company did not participate in securities lending as of March 31, 2015 or December 31, 2014.
  - (2) The Company did not have any servicing assets or liabilities in 2015 or 2014.
  - (3) The Company did not have any servicing assets or liabilities in 2015 or 2014.
  - (4) The Company did not have interests that continue to be held by a transferor in securitized financial assets in 2015 or 2014.
  - (5) The Company did not have any transfers of financial assets accounted for as secured borrowing in 2015 or 2014.
  - (6) The Company did not have any transfers of receivables with recourse in 2015 or 2014.
  - (7) Repurchase agreements - no significant changes
- c. Wash sales:
- (1) In the course of the Company's investment management activities, securities may be sold and reacquired within 30 days of the sale date.
  - (2) The Company did not sell any securities with the NAIC Designation 3 or below through the quarter ended March 31, 2015 that were reacquired within 30 days of the sale date.

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

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

### **Note 20 – Fair Value Measurements**

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

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

	March 31, 2015			
	Level 1	Level 2	Level 3	Total
	(In Millions)			
Financial assets:				
Separate account assets <sup>(1)</sup>	\$ 975	\$ 2,273	\$ -	\$ 3,248
Total financial assets carried at fair value	\$ 975	\$ 2,273	\$ -	\$ 3,248

<sup>(1)</sup>\$1,069 million of book value separate account assets are not carried at fair value and, therefore, are not included in this table.

For the three months ended March 31, 2015 there were no significant transfers between Level 1 and Level 2.

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

<sup>(1)</sup>\$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.

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				
	01/01/2015	Net Income	Surplus	Purchases	Issuances	Sales	Settlements	03/31/2015		
(In Millions)										
Financial assets:	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total financial assets	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

## NOTES TO FINANCIAL STATEMENTS

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

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

	March 31, 2015						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	164	155	-	151	13	-	-
Parent, subsidiaries and affiliates	2	2	-	2	-	-	-
Mortgage loans - residential	4	4	-	-	4	-	-
Cash, cash equivalents and short-term investments	115	115	(3)	118	-	-	-
Separate account assets	4,355	4,317	975	3,359	21	-	-
Financial liabilities:							
Individual annuity contracts	2	3	-	-	2	-	-
Supplementary contracts	10	10	-	-	10	-	-

	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	-	-

- d. For the three months ended March 31, 2015, the Company had no investments where it was not practicable to estimate fair value.

### **Note 21 – Other Items**

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

#### 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, currency exchange risk, 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

## NOTES TO FINANCIAL STATEMENTS

liabilities to differ, the Company manages its exposure to this risk by, among other things, asset/liability management techniques that account for the cash flow characteristics of the assets and liabilities. This quarterly risks and uncertainties disclosure should be read in conjunction with the statutory disclosure in the Company's 2014 year end annual financial statements.

### 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.

- d. Business interruption insurance recoveries – No significant changes
- e. State transferrable tax credits – No significant changes
- f. Subprime mortgage related risk exposure:
  - (1) No significant changes
  - (2) No significant changes
  - (3) The actual cost reduced by paydowns, carrying value, fair value and related gross realized losses from OTTI of the Company's investments with significant Alt-A and subprime exposure were as follows:

	Three Months Ended			
	March 31, 2015			March 31,
	Actual Cost	Carrying Value	Fair Value	2015 OTTI
(In Millions)				
Alt-A:				
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	<u>\$ 4</u>	<u>\$ 3</u>	<u>\$ 4</u>	<u>\$ -</u>

	Three Months Ended			
	March 31, 2015			March 31,
	Actual Cost	Carrying Value	Fair Value	2015 OTTI
(In Millions)				
Subprime:				
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>

**NOTES TO FINANCIAL STATEMENTS**

Alt-A:	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	\$ -

Subprime:	December 31, 2014			Year Ended December 31, 2014
	Actual Cost	Carrying Value	Fair Value	OTTI
	(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	\$ 4	\$ 2	\$ 3	\$ -

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

g. Retained asset accounts – No significant changes

**Note 22 – Events Subsequent**

The Company has evaluated subsequent events through May 6, 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** - No significant changes

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

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

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

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

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

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

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

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

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

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

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

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

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES

### GENERAL

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

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

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

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

**GENERAL INTERROGATORIES**

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

**FINANCIAL**

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

**INVESTMENT**

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

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

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ 2,287,569	\$ 2,359,294
14.22 Preferred Stock .....	\$ .....	\$ .....
14.23 Common Stock .....	\$ .....	\$ .....
14.24 Short-Term Investments .....	\$ .....	\$ .....
14.25 Mortgage Loans on Real Estate .....	\$ .....	\$ .....
14.26 All Other .....	\$ .....	\$ .....
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	\$ 2,287,569	\$ 2,359,294
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....	\$ .....

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



STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company  
**GENERAL INTERROGATORIES**

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

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

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

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

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

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

- 17.4 If yes, give full information relating thereto:

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

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

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

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

- 18.2 If no, list exceptions:

**GENERAL INTERROGATORIES**

**PART 2 - LIFE & HEALTH**

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	1 Amount
1.1	Long-Term Mortgages In Good Standing	
1.11	Farm Mortgages .....	\$ .....
1.12	Residential Mortgages .....	\$ 4,048,491
1.13	Commercial Mortgages .....	\$ .....
1.14	Total Mortgages in Good Standing .....	\$ 4,048,491
1.2	Long-Term Mortgages In Good Standing with Restructured Terms	
1.21	Total Mortgages in Good Standing with Restructured Terms .....	\$ .....
1.3	Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months	
1.31	Farm Mortgages .....	\$ .....
1.32	Residential Mortgages .....	\$ .....
1.33	Commercial Mortgages .....	\$ .....
1.34	Total Mortgages with Interest Overdue more than Three Months .....	\$ .....
1.4	Long-Term Mortgage Loans in Process of Foreclosure	
1.41	Farm Mortgages .....	\$ .....
1.42	Residential Mortgages .....	\$ .....
1.43	Commercial Mortgages .....	\$ .....
1.44	Total Mortgages in Process of Foreclosure .....	\$ .....
1.5	Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2) .....	\$ 4,048,491
1.6	Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61	Farm Mortgages .....	\$ .....
1.62	Residential Mortgages .....	\$ .....
1.63	Commercial Mortgages .....	\$ .....
1.64	Total Mortgages Foreclosed and Transferred to Real Estate .....	\$ .....
2.	Operating Percentages:	
2.1	A&H loss percent .....	%
2.2	A&H cost containment percent .....	%
2.3	A&H expense percent excluding cost containment expenses .....	%
3.1	Do you act as a custodian for health savings accounts? .....	Yes [ ] No [ X ]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date .....	\$ .....
3.3	Do you act as an administrator for health savings accounts? .....	Yes [ ] No [ X ]
3.4	If yes, please provide the balance of the funds administered as of the reporting date .....	\$ .....

STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

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

STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company  
**SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS**

Current Year To Date - Allocated by States and Territories

1	Direct Business Only						
	2	3	4	5	6	7	
Life Contracts							Life Insurance Premiums
States, Etc.	Active Status						
1. Alabama	AL	L	62,860			62,860	
2. Alaska	AK	L	3,700			3,700	
3. Arizona	AZ	L	278,030			278,030	
4. Arkansas	AR	L	15,786			15,786	
5. California	CA	L	1,170,817			1,170,817	
6. Colorado	CO	L	179,980			179,980	
7. Connecticut	CT	L	173,956			173,956	
8. Delaware	DE	L	16,781			16,781	
9. District of Columbia	DC	L	201,900			201,900	
10. Florida	FL	L	557,148			557,148	
11. Georgia	GA	L	181,597			181,597	
12. Hawaii	HI	L	53,704			53,704	
13. Idaho	ID	L	16,448			16,448	
14. Illinois	IL	L	374,277			374,277	
15. Indiana	IN	L	196,716			196,716	
16. Iowa	IA	L	153,293	450		153,743	
17. Kansas	KS	L	107,432			107,432	
18. Kentucky	KY	L	79,930			79,930	
19. Louisiana	LA	L	94,167			94,167	
20. Maine	ME	L	53,362			53,362	
21. Maryland	MD	L	289,626	315		289,941	
22. Massachusetts	MA	L	231,355			231,355	
23. Michigan	MI	L	341,067	1,200		342,267	
24. Minnesota	MN	L	121,138			121,138	
25. Mississippi	MS	L	74,747			74,747	
26. Missouri	MO	L	173,147			173,147	
27. Montana	MT	L	89,864			89,864	
28. Nebraska	NE	L	100,239	450		100,689	
29. Nevada	NV	L	93,786			93,786	
30. New Hampshire	NH	L	40,910			40,910	
31. New Jersey	NJ	L	400,024			400,024	
32. New Mexico	NM	L	18,151			18,151	
33. New York	NY	N	45,377			45,377	
34. North Carolina	NC	L	281,599			281,599	
35. North Dakota	ND	L	1,399			1,399	
36. Ohio	OH	L	338,325			338,325	
37. Oklahoma	OK	L	280,674			280,674	
38. Oregon	OR	L	111,724			111,724	
39. Pennsylvania	PA	L	537,949			537,949	
40. Rhode Island	RI	L	50,555			50,555	
41. South Carolina	SC	L	192,971			192,971	
42. South Dakota	SD	L	12,714			12,714	
43. Tennessee	TN	L	148,154			148,154	
44. Texas	TX	L	862,423			862,423	
45. Utah	UT	L	86,366			86,366	
46. Vermont	VT	L	21,886	300		22,186	
47. Virginia	VA	L	434,357			434,357	
48. Washington	WA	L	208,164			208,164	
49. West Virginia	WV	L	47,984			47,984	
50. Wisconsin	WI	L	120,963	2,000		122,963	
51. Wyoming	WY	L	4,612			4,612	
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N					
55. U.S. Virgin Islands	VI	N					
56. Northern Mariana Islands	MP	N					
57. Canada	CAN	N					
58. Aggregate Other Aliens	OT	XXX	21,867			21,867	
59. Subtotal	(a)	50	9,756,001	4,715		9,760,716	
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	84,269			84,269	
94. Aggregate or other amounts not allocable by State		XXX					
95. Totals (Direct Business)		XXX	9,840,270	4,715		9,844,985	
96. Plus Reinsurance Assumed		XXX					
97. Totals (All Business)		XXX	9,840,270	4,715		9,844,985	
98. Less Reinsurance Ceded		XXX	4,753,841			4,753,841	
99. Totals (All Business) less Reinsurance Ceded		XXX	5,086,429	4,715		5,091,144	
DETAILS OF WRITE-INS							
58001. Other foreign		XXX	21,867			21,867	
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	21,867			21,867	
9401.		XXX					
9402.		XXX					
9403.		XXX					
9498. Summary of remaining write-ins for Line 94 from overflow page		XXX					
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)		XXX					

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

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

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

## PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
<b>MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY</b>	04-1590850	65935	Massachusetts
<b>Direct &amp; Indirect Owned Subsidiaries:</b>			
C.M. Life Insurance Company	06-1041383	93432	Connecticut
MML Bay State Life Insurance Company	43-0581430	70416	Connecticut
CML Mezzanine Investor, LLC	06-1041383		Delaware
CML Mezzanine Investor L, LLC	06-1041383		Delaware
CML Mezzanine Investor III, LLC	06-1041383		Delaware
CML Re Finance LLC	06-1041383		Delaware
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
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 Management (UK) 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 Management (Australia) Holding Company Pty Ltd.	None		Australia
Babson Capital Management (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
Milestone Acquisition Holding, LLC.	47-3055009		Delaware
Alchemy Copyrights, LLC.	None		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
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
Mezzco Australia II	None		Delaware
Somerset Special Opportunities Management LLC	04-1590850		Delaware
Winterset Management LLC	04-1590850		Delaware
Oppenheimer Acquisition Corp.	84-1149206		Delaware
OppenheimerFunds, Inc.	13-2527171		Colorado
OppenheimerFunds Distributor, Inc.	13-2953455		New York
Oppenheimer Real Asset Management, Inc.	84-1106295		Delaware
OFI Global Institutional, Inc.	13-4160541		New York
OFI Global Trust Company	13-3459790		New York
HarbourView Asset Management Corporation	22-2697140		New York
Trinity Investment Management Corporation	25-1951632		Pennsylvania
OFI SteelPath, Inc.	84-1128397		Delaware
Shareholder Services, Inc.	84-1066811		Colorado
OFI Global Asset Management, Inc.	84-0765063		Delaware
OFI Private Investments Inc.	91-2036414		New York
Tremont Group Holdings, Inc.	62-1210532		New York
Tremont Partners, Inc.	06-1121864		Connecticut
Tremont Capital Management (Ireland) Limited	None		Ireland
Tremont GP, Inc.	20-8215352		Delaware
Settlement Agent LLC	90-0874510		Delaware
Tremont (Bermuda) Limited	None		Bermuda
MassMutual Baring Holding LLC	04-1590850		Delaware
Baring North America LLC	98-0241935		Massachusetts
MassMutual Holdings (Bermuda) Limited	None		Bermuda

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

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

## PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Baring Asset Management 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
<b>Other Affiliates:</b>			
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
100 w. 3 <sup>rd</sup> Street LLC	04-1590850		Delaware
300 South Tryon Hotel LLC	04-1590850		Delaware
300 South Tryon LLC	04-1590850		Delaware
54 West Capital LLC	20-3887968		Delaware
Alexandria Towers Investors LLC	16-1720387		Delaware
Cambridge Hotel, LLC	06-1614196		Delaware
Cheyenne Mountain Resort LLC	04-1590850		Delaware
Cornerstone Partners IV LLC	71-0908077		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>
E-Wise Land Venture LLC	20-3887968		Delaware
Kazwell Realty Partners LLC	20-3887968		Delaware
King Alexander LLC	45-3754085		Delaware
Marco Hotel LLC	46-4255307		Delaware
MMI/BDI Riverside Mt. Vernon LLC	26-2704765		Delaware
MML O'Hare Hotel LLC	26-3799762		Delaware
Oakley Grove Development LLC	20-3887968		Delaware
Old Pasco Properties LLC	20-3887968		Delaware
Reston Arboretum LLC	75-2901061		Delaware
Riva Portland LLC	30-0713071		Delaware
Rockville Town Center LLC	54-2055778		Virginia
Seattle 1415 Hotel Owner LLC	46-5491311		Delaware
Sedona TFMP Land LLC	04-1590850		Delaware
South Myrtle Monrovia MM LLC	04-1590850		Delaware
South Pasco Properties LLC	20-3887968		Delaware
West 46 <sup>th</sup> Street Hotel LLC	05-1590850		Delaware
<b>Babson Affiliates &amp; Funds:</b>			
Almack Mezzanine Fund I LP*	None		United Kingdom
Almack Mezzanine Fund II Unleveraged LP	None		United Kingdom
Almack Mezzanine Fund III LP*	None		United Kingdom
Babson Capital High Yield LLC*	55-0886109		Delaware
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		Ireland
Babson Capital Global Investment Fund 2 plc	None		Ireland
Babson Capital Global Umbrella Fund plc	None		Ireland
Babson Capital Loan Strategies Fund, L.P.*	37-1506417		Delaware
Babson CLO Ltd. 2005-I	None		Cayman Islands
Babson CLO Ltd. 2005-II	None		Cayman Islands
Babson CLO Ltd. 2005-III	None		Cayman Islands
Babson CLO Ltd. 2006-I	None		Cayman Islands
Babson CLO Ltd. 2006-II	None		Cayman Islands
Babson CLO Ltd. 2007-I	None		Cayman Islands
Babson CLO Ltd. 2011-I	None		Cayman Islands
Babson CLO Ltd. 2012-I	None		Cayman Islands
Babson CLO Ltd. 2012-II	None		Cayman Islands
Babson CLO Ltd. 2013-I	None		Cayman Islands
Babson CLO Ltd. 2013-II	98-1128827		Cayman Islands
Babson CLO Ltd. 2014-I	None		Cayman Islands
Babson CLO Ltd. 2014-II	None		Cayman Islands
Babson CLO Ltd. 2014-III	None		Cayman Islands

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

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

### PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Babson Euro CLO 2014-I BV	None		Netherlands
Babson Euro CLO 2014-II BV	None		Netherlands
Babson Global Floating Rate Fund	46-3133952		Massachusetts
Babson Global Income Opportunities Credit Fund	46-3119764		Massachusetts
Babson Mid-Market CLO Ltd. 2007-II	None		Cayman Islands
Benton Street Partners I, L.P.*	98-0536233		Cayman Islands
Benton Street Partners II, L.P.	98-0536199		Cayman Islands
Clear Lake CLO, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO II, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO III, Ltd.	None		Cayman Islands
Diamond Lake CLO, Ltd.	None		Cayman Islands
Duchess I CDO S.A.	None		United Kingdom
Duchess III CDO S.A.	None		United Kingdom
Duchess IV CDO S.A.	None		United Kingdom
Duchess V CDO S.A.	None		United Kingdom
Duchess VI CLO B.V.	None		United Kingdom
Duchess VII CLO B.V.	None		United Kingdom
Fugu CLO B.V.	None		United Kingdom
Fugu Credit Plc	None		United Kingdom
Gateway Mezzanine Partners I, L.P.*	80-0691253		Delaware
Gateway Mezzanine Partners I Trust	None		Cayman Islands
Gateway Mezzanine Partners II LP*	90-0991195		Delaware
Great Lakes II LLC*	71-1018134		Delaware
Great Lakes III, L.P.	37-1708623		Delaware
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

\*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>
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		Delaware
<b>Baring Affiliates &amp; Funds:</b>			
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
<b>Cornerstone Affiliates &amp; Funds:</b>			
12-18 West 55th Street Predevelopment, LLC*	20-2548283		Delaware
2 Harbor Shore Member LLC*	46-4803557		Delaware
20 Gates Management LLC	45-2738137		New York
21 West 86 LLC*	45-5257904		Delaware
Ygnatio Valley Funding	20-5481477		Delaware
AT Mid-Atlantic Office Portfolio LLC*	45-2779931		Delaware
Babson Mezzanine Realty Investors I*	20-4570515		Delaware
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 Patriot Fund LP	20-5578089		Delaware
Cornerstone Real Estate Fund VIII LP	27-0547156		Delaware
Cornerstone Permanent Mortgage Fund	45-2632610		Massachusetts
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
Farrington London Holdings LLC*	46-3880526		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>
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
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
Waterford Development Associates	20-2970495		Delaware
Waterloo London Holdings LLC	47-1993493		Delaware
WeHo Domain LLC*	46-3122029		Delaware
<b>MassMutual Premier Funds:</b>			
MassMutual Barings Dynamic Allocation Fund	45-3168892		Massachusetts
MassMutual Premier Balanced Fund	04-3212054		Massachusetts
MassMutual Premier Core Bond Fund	04-3277549		Massachusetts
MassMutual Premier Disciplined Growth Fund	04-3539084		Massachusetts
MassMutual Premier Disciplined Value Fund	04-3539083		Massachusetts
MassMutual Premier Diversified Bond Fund	04-3464165		Massachusetts
MassMutual Premier Focused International Fund	02-0754273		Massachusetts
MassMutual Premier Global Fund	51-0529334		Massachusetts
MassMutual Premier High Yield Fund	04-3520009		Massachusetts
MassMutual Premier Inflation-Protected and Income Fund	03-0532475		Massachusetts
MassMutual Premier International Equity Fund	04-3212044		Massachusetts
MassMutual Premier Main Street Fund	51-0529328		Massachusetts
MassMutual Premier Short-Duration Bond Fund	04-3212057		Massachusetts
MassMutual Premier Small/Mid Cap Opportunities Fund	04-3424705		Massachusetts
MassMutual Premier Strategic Emerging Markets Fund	26-3229251		Massachusetts
MassMutual Premier Value Fund	04-3277550		Massachusetts
<b>MassMutual Select Funds:</b>			
MassMutual Select Blackrock Global Allocation Fund	27-1028263		Massachusetts
MassMutual Select Blue Chip Growth Fund	04-3556992		Massachusetts
MassMutual Select Diversified International Fund	14-1980900		Massachusetts
MassMutual Select Diversified Value Fund	01-0821120		Massachusetts
MassMutual Select Focused Value Fund	04-3512590		Massachusetts

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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 Fundamental Growth Fund	04-3512593		Massachusetts
MassMutual Select Fundamental Value Fund	04-3584138		Massachusetts
MassMutual Select Growth Opportunities Fund	04-3512589		Massachusetts
MassMutual Select Large Cap Value Fund	04-3513019		Massachusetts
MassMutual Select Mid Cap Growth Equity II Fund	04-3512596		Massachusetts
MassMutual Select Mid-Cap Value Fund	42-1710935		Massachusetts
MassMutual Select MSCI EAFE International Index Fund	45-5357167		Massachusetts
MassMutual Select Overseas Fund	04-3557000		Massachusetts
MassMutual Select PIMCO Total Return Fund	27-2377446		Massachusetts
MassMutual Select Russell 2000 Small Cap Index Fund	45-5366542		Massachusetts
MassMutual Select S&P 500 Index Fund	04-3410047		Massachusetts
MassMutual Select Small Cap Growth Equity Fund	04-3464205		Massachusetts
MassMutual Select Small Capital Value Equity Fund	02-0769954		Massachusetts
MassMutual Select Small Company Growth Fund	04-3584141		Massachusetts
MassMutual Select Small Company Value Fund	04-3584140		Massachusetts
MassMutual Select S&P Mid Cap Index Fund	45-5349772		Massachusetts
MassMutual Select Strategic Bond Fund	26-0099965		Massachusetts
<b>MML Series Investment Funds:</b>			
MML International Equity Fund	46-4257056		Massachusetts
<b>MassMutual RetireSMART Funds:</b>			
MassMutual RetireSMART 2010 Fund	03-0532456		Massachusetts
MassMutual RetireSMART 2015 Fund	27-1933828		Massachusetts
MassMutual RetireSMART 2020 Fund	03-0532467		Massachusetts
MassMutual RetireSMART 2025 Fund	27-1933753		Massachusetts
MassMutual RetireSMART 2035 Fund	27-1933389		Massachusetts
MassMutual RetireSMART 2040 Fund	03-0532471		Massachusetts
MassMutual RetireSMART 2045 Fund	27-1932769		Massachusetts
MassMutual RetireSMART 2050 Fund	26-1345332		Massachusetts
MassMutual RetireSMART 2055 Fund	46-3289207		Massachusetts
MassMutual RetireSMART Conservative Fund	45-1618155		Massachusetts
MassMutual RetireSMART Growth Fund	45-1618222		Massachusetts
MassMutual RetireSMART In Retirement Fund	03-0532464		Massachusetts
MassMutual RetireSMART Moderate Fund	45-1618262		Massachusetts
MassMutual RetireSMART Moderate Growth Fund	45-1618046		Massachusetts
<b>Oppenheimer Funds:</b>			
HarbourView CLO 2006-1 Limited	None		Cayman Islands
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

\*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

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	<u>Federal Tax ID</u>	<u>NAIC Co Code</u>	<u>State of Domicile</u>
Oppenheimer Main Street Fund	84-1073463		Massachusetts
Oppenheimer Real Estate Fund	22-3849391		Massachusetts

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

STATEMENT AS OF MARCH 31, 2015 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	.....	.....	06-1041383	.....	.....	.....	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	.....	.....	04-1590850	.....	.....	.....	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 .....	.....

STATEMENT AS OF MARCH 31, 2015 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	Ownership	100.000	MMLIC	
.0000			04-2854319	2392316			MassMutual Holding LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			06-1597528				MassMutual Assignment Company	NC	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			04-1590850		0001399869		MassMutual Capital Partners LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			47-1296410				MassMutual Ventures LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				MM Caerulus Holdco US LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			04-1590850		0000701059		MM Rotheray Holdco US LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				MML Investors Services, LLC	MA	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			04-1590850				MML Insurance Agency, LLC	MA	NIA	MML Investors Services, LLC	Ownership	100.000	MMLIC	
.0000			41-2011634		0001456663		MMLSI Financial Alliances, LLC	DE	NIA	MML Investors Services, LLC	Ownership	51.000	MMLIC	
.0000			04-3313782				MassMutual International LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000							MassMutual Asia Limited	HKG	IA	MassMutual International LLC	Ownership	100.000	MMLIC	
.0000							MassMutual Asia Investors Ltd.	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000							MassMutual Guardian Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000							MassMutual Insurance Consultants Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000							MassMutual Services Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000							MassMutual Trustees Limited	HKG	NIA	MassMutual Asia Limited	Ownership	80.000	MMLIC	
.0000							Protective Capital (International) Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
.0000			98-0610331				MassMutual Life Insurance Company	JPN	IA	MassMutual International LLC	Ownership	100.000	MMLIC	
.0000			98-1033127				MassMutual Internacional (Chile) SpA	CHL	NIA	MassMutual International LLC	Ownership	100.000	MMLIC	
.0000			45-4000072				MM Asset Management Holding LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000			51-0504477		0000009015		Babson Capital Management LLC	DE	NIA	MassMutual Asset Management Holding LLC	Ownership	100.000	MMLIC	
.0000			80-0875475				Babson Capital Finance LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000							BCF Europe Funding Limited	JRL	NIA	Babson Capital Finance LLC	Ownership	100.000	MMLIC	
.0000			04-3238351		0000930012		Babson Capital Securities LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			98-0437588				Babson Capital Guernsey Limited	GGY	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			98-0432153				Babson Capital Management (UK) Limited	GBR	NIA	Babson Capital Guernsey Limited	Ownership	100.000	MMLIC	
.0000							Almack Mezzanine GP III Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000							Almack Holding Partnership GP Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000							Almack Mezzanine Fund Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000							Almack Mezzanine Fund II Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000			98-1012393				Babson Capital Global Advisors Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
.0000							Babson Capital Japan KK	JPN	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			55-0878489	3456895	0001379495		Cornerstone Real Estate Advisers LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.0000			04-3238351	3456895	0001011148		Cornerstone Real Estate Advisers Inc.	CA	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
.0000							Cornerstone Real Estate Advisers Japan K.K.	JPN	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
.0000							Cornerstone Real Estate UK Holdings Limited	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
.0000							Cornerstone Real Estate UK (No. 2) Limited	GBR	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0654401				Cornerstone Real Estate Advisers Europe LLP	GBR	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0654388				Cornerstone Real Estate Advisers Europe Finance LLP	GBR	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0654412				PAMERA Cornerstone Real Estate Advisers GmbH	DEU	NIA	Cornerstone Real Estate UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-1194368				Babson Capital Management (Australia) Holding Company Pty Ltd.	AUS	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	



STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**SCHEDULE Y**

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

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Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.....0000			98-0457456				Babson Capital Management (Australia) Pty Ltd.	.....AUS	.....NIA	Babson Capital Australia Holding Company Pty Ltd.	Ownership	100.000	MMLIC	
.....0000			04-1590850				Babson Capital Cornerstone Asia Limited	.....HKG	.....NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000			26-3115362				Wood Creek Capital Management LLC	.....DE	.....NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000							Wood Creek Index Company, LLC	.....DE	.....NIA	Wood Creek Capital Management LLC	Ownership	100.000	MMLIC	
.....0000							Alchemy Copyrights, LLC.	.....DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	15.100	MMLIC	
.....0000							Alchemy Copyrights, LLC.	.....DE	.....NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.....0000			47-3055009				Milestone Acquisition Holding, LLC.	.....DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	19.400	MMLIC	
.....0000			47-3055009				Milestone Acquisition Holding, LLC.	.....DE	.....NIA	Wood Creek Capital Management LLC	Influence		MMLIC	
.....0000			46-5460309				Red Lake Ventures, LLC	.....DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	31.500	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	16.100	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							US Trailer Holdings LLC	.....DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	19.200	MMLIC	
.....0000			90-0841497				US Trailer Holdings LLC	.....DE	.....NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.....0000			46-3378584				WC Aircraft Holdings US II, LLC	.....DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	17.900	MMLIC	
.....0000			46-3378584				WC Aircraft Holdings US II, LLC	.....DE	.....NIA	Wood Creek Capital Management LLC	Management		MMLIC	
.....0000							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				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							Mezzco Australia II	.....DE	.....NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000			04-1590850				Somerset Special Opportunities Management LLC	.....DE	.....NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000			04-1590850				Winterset Management LLC	.....DE	.....NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
.....0000			84-1149206	2897101			Oppenheimer Acquisition Corp.	.....DE	.....NIA	MassMutual Asset Management Holding LLC	Ownership	95.800	MMLIC	
.....0000			13-2527171	2679183	0000820031		OppenheimerFunds, Inc.	.....CO	.....NIA	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	

STATEMENT AS OF MARCH 31, 2015 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			13-2953455		0000276541		OppenheimerFunds Distributor, Inc.	..NY	..NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-1106295				Oppenheimer Real Asset Management, Inc.	..DE	..NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-4160541	3458125	0001179479		OFI Global Institutional, Inc.	..NY	..NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			13-3459790	2914875			OFI Global Trust Company	..NY	..NIA	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			22-2697140				HarbourView Asset Management Corporation	..NY	..NIA	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			25-1951632		000099782		Trinity Investment Management Corporation	..PA	..NIA	OFI Institutional Asset Management, Inc.	Ownership	100.000	MMLIC	
.0000			84-1128397		0000857468		OFI SteelPath, Inc.	..DE	..NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-1066811		0000276398		Shareholder Services, Inc.	..CO	..NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			84-0765063		0001041674		OFI Global Asset Management, Inc.	..DE	..NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			91-2036414		0001179480		OFI Private Investments Inc.	..NY	..NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
.0000			62-1210532				Tremont Group Holdings, Inc.	..NY	..NIA	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	
.0000			06-1121864		0000764139		Tremont Partners, Inc.	..CT	..NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000							Tremont Capital Management (Ireland) Limited	..JRL	..NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			20-8215352				Tremont GP, Inc.	..DE	..NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			90-0874510				Settlement Agent LLC	..DE	..NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000							Tremont (Bermuda) Limited	..BMU	..NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
.0000			04-1590850				MassMutual Baring Holding LLC	..DE	..NIA	MassMutual Asset Management Holding LLC	Ownership	100.000	MMLIC	
.0000			98-0241935	2363071	0000932463		Baring North America LLC	..MA	..NIA	MassMutual Baring Holding LLC	Ownership	100.000	MMLIC	
.0000							MassMutual Holdings (Bermuda) Limited	..BMU	..NIA	MassMutual Baring Holding LLC	Ownership	100.000	MMLIC	
.0000			98-0241935				Baring Asset Management Limited	..GBR	..NIA	MassMutual Holdings (Bermuda) Limited	Ownership	100.000	MMLIC	
.0000			98-0457328		0001568131		Baring International Investment Limited	..GBR	..NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000							Baring International Investment Management Holdings	..GBR	..NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000			98-0457587				Baring Asset Management UK Holdings Limited	..GBR	..NIA	Baring International Investment Management Holdings	Ownership	100.000	MMLIC	
.0000			98-0457576				Baring Asset Management GmbH	..DEU	..NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0465031				Baring Asset Management (Asia) Holdings Limited	..HKG	..NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0524271				Baring International Fund Managers (Bermuda) Limited	..BMU	..NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457465				Baring Asset Management (Asia) Limited	..HKG	..NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457463				Baring Asset Management Korea Limited	..KOR	..NIA	Baring Asset Management (Asia) Limited	Ownership	100.000	MMLIC	
.0000			98-0236449				Baring Asset Management (Japan) Limited	..JPN	..NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457456				Baring Asset Management (Australia) Pty Limited	..AUS	..NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0524272				Baring International Fund Managers (Ireland) Limited	..JRL	..NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000							Baring Asset Management Switzerland Sarl	..CHE	..NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457707				Baring SICE (Taiwan) Limited	..TWN	..NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0497550				Baring France SAS	..FRA	..NIA	Baring Asset Management UK Holdings Limited	Ownership	100.000	MMLIC	
.0000			98-0457586				Baring Fund Managers Limited	..GBR	..NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	

STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**SCHEDULE Y**

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

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.0000			98-0457574				Baring Pension Trustees Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000			98-0457578				Baring Investment Services Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
.0000							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					MA	NIA	MML Management Corporation	Ownership	100.000	MMLIC	
.0000			47-1466022				Society of Grownups, LLC	MA	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			04-1590850				MML Mezzanine Investor II, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			04-1590850				MML Mezzanine Investor III, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			27-3576835				MassMutual External Benefits Group LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			04-1590850				MML Re Finance LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			56-2574604				Invicta Advisors LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.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										Massachusetts Mutual Life Insurance Company				
.0000			04-1590850		0000067160		MML Private Equity Fund Investor LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000			04-1590850				MM Private Equity Intercontinental LLC	DE	NIA	MML Private Equity Fund Investor LLC	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			04-1590850				100 w. 3rd Street LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			04-1590850				300 South Tryon Hotel LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			04-1590850				300 South Tryon LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			20-3887968				54 West Capital LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			16-1720387				Alexandria Towers Investors LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			06-1614196				Cambridge Hotel, LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			04-1590850				Cheyenne Mountain Resort LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			71-0908077				Cornerstone Partners IV LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			20-3887968				E-Wise Land Venture LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			20-3887968				Kazwell Realty Partners LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			45-3754085				King Alexander LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			46-4255307				Marco Hotel LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			26-2704765				MMI/BDI Riverside Mt. Vernon LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	

STATEMENT AS OF MARCH 31, 2015 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			26-3799762				MML O'Hare Hotel LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			20-3887968				Oakley Grove Development LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			20-3887968				Old Pasco Properties LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			75-2901061				Reston Arboretum LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			30-0713071				Riva Portland LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			54-2055778				Rockville Town Center LLC	VA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			46-5491311				Seattle 1415 Hotel Owner LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-1590850				Sedona TFMP Land LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-1590850				South Myrtle Monrovia MM LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			20-3887968				South Pasco Properties LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000			04-1590850				West 46th Street Hotel LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
.....0000							Almack Mezzanine Fund I LP	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	35.600	MMLIC	
.....0000							Almack Mezzanine Fund I LP	GBR	NIA	C.M. Life Insurance Company	Ownership	4.000	MMLIC	
.....0000							Almack Mezzanine Fund I LP	GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.....0000							Almack Mezzanine Fund II Unleveraged LP	GBR	NIA	Massachusetts Mutual Life Insurance Company	Ownership	73.100	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	34.300	MMLIC	
.....0000							Almack Mezzanine Fund III LP	GBR	NIA	C.M. Life Insurance Company	Ownership	3.800	MMLIC	
.....0000							Almack Mezzanine Fund III LP	GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
.....0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	88.200	MMLIC	
.....0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	C.M. Life Insurance Company	Ownership	11.800	MMLIC	
.....0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.....0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	10.300	MMLIC	
.....0000			27-3330830		0001521404		Babson Capital Floating Rate Income Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.....0000			98-1206017				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					0001502146		Babson Capital Global Investment Funds plc	JRL	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	5.400	MMLIC	

STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**SCHEDULE Y**

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

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.0000					0001582591		Babson Capital Global Investment Fund 2 plc	JRL	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000					0001515694		Babson Capital Global Umbrella Fund plc	JRL	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Ownership	46.100	MMLIC	
.0000					0001515694		Babson Capital Global Umbrella Fund plc	JRL	NIA	Babson Capital Europe Ltd Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	73.000	MMLIC	
.0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	3.600	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							Babson CLO Ltd. 2013-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	11
.0000			98-1128827				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 Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000							Babson Global Floating Rate Fund	MA	NIA	Company	Ownership	40.500	MMLIC	
.0000			46-3133952				Babson Global Floating Rate Fund	MA	NIA	Company	Ownership	40.500	MMLIC	
.0000			46-3119764				Babson Global Income Opportunities Credit Fund	MA	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance Company	Management		MMLIC	
.0000							Babson Global Income Opportunities Credit Fund	MA	NIA	Company	Ownership	69.000	MMLIC	
.0000			46-3119764				Babson Global Income Opportunities Credit Fund	MA	NIA	Company	Ownership	69.000	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			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance Company	Ownership	0.100	MMLIC	
.0000							Benton Street Partners I, L.P.	CYM	NIA	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	
.0000							Duchess V CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000							Duchess VI CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000				3981641			Duchess VII 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	

STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**SCHEDULE Y**

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

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.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	81.200	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	10.000	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	8.800	MMLIC	
.0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000							Gateway Mezzanine Partners I Trust	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	C.M. Life Insurance Company	Ownership	39.400	MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	C.M. Life Insurance Company	Ownership	5.900	MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	MassMutual Holding LLC	Ownership	6.100	MMLIC	
.0000			90-0991195		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			71-1018134				Great Lakes II LLC	DE	NIA	C.M. Life Insurance Company	Ownership	11.200	MMLIC	
.0000			71-1018134				Great Lakes II LLC	DE	NIA	C.M. Life Insurance Company	Ownership	1.000	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			37-1708623		0001565779		Great Lakes III, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	35.700	MMLIC	
.0000			37-1708623		0001565779		Great Lakes III, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			56-2505390				Great Lakes LLC	DE	NIA	C.M. Life Insurance Company	Ownership	4.400	MMLIC	
.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										Massachusetts Mutual Life Insurance Company				
.0000			74-3182902				SDCOS L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	100.000	MMLIC	
.0000			74-3182902				SDCOS L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	44.600	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	2.100	MMLIC	
.0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			04-3722906		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	42.700	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	2.500	MMLIC	
.0000										Massachusetts Mutual Life Insurance Company				
.0000			30-0336246		0001345379		Tower Square Capital Partners II, L.P.	DE	NIA	C.M. 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										Massachusetts Mutual Life Insurance Company				
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	77.000	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	13.600	MMLIC	
.0000			32-0160190				Tower Square Capital Partners II-A, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
.0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	3.000	MMLIC	

STATEMENT AS OF MARCH 31, 2015 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			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	..86.300	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	..22.000	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 CLO, 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	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..40.000	MMLIC	
.....0000			27-3234744				Baring ACW 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	..84.300	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		0001443715		Baring Focused International Equity Fund	..DE	.....NIA	Baring Asset Management Limited	Management		MMLIC	
.....0000			30-0607379		0001497049		Baring Global Dynamic Asset Allocation Fund	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..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			45-2738137				20 Gates Management LLC	..NY	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..88.000	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	

STATEMENT AS OF MARCH 31, 2015 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			45-2779931				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	60.700	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 & Equity Fund II LP	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	16.900	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			45-2632610				Cornerstone Permanent Mortgage Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	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 FIM 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				CREA/PPC Venture LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	93.400	MMLIC	
.0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.600	MMLIC	
.0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Massachusetts Mutual Life Insurance Company	Ownership	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	



STATEMENT AS OF MARCH 31, 2015 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			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							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	..69.600	MMLIC	
.....0000			35-2484550				Twenty Two Liberty LLC	..MA	.....NIA	C.M. Life Insurance Company	Ownership	..6.900	MMLIC	
.....0000			45-4606547				UK LIW Manager LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.000	MMLIC	
.....0000			45-4606547				UK LIW Member LLC	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..99.000	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			20-5481477				Ygnatio Valley Funding	..DE	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..90.000	MMLIC	
.....0000			45-3168892			00	MassMutual Barings Dynamic Allocation Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..100.000	MMLIC	
.....0000			04-3212054		0000927972	00	MassMutual Premier Balanced Fund	..MA	.....NIA	Massachusetts Mutual Life Insurance Company	Ownership	..6.800	MMLIC	

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STATEMENT AS OF MARCH 31, 2015 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			04-3277549		0000927972	00	MassMutual Premier Core Bond Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..2.000	MMLIC	
.....0000			04-3539083		0000927972	00	MassMutual Premier Disciplined Value Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..8.400	MMLIC	
.....0000			04-3539084		0000927972	00	MassMutual Premier Disciplined Growth Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..10.600	MMLIC	
.....0000			04-3464165		0000927972	00	MassMutual Premier Diversified Bond Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..92.800	MMLIC	
.....0000			02-0754273		0000927972	00	MassMutual Premier Focused International Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.000	MMLIC	
.....0000			51-0529334		0000927972	00	MassMutual Premier Global Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..57.400	MMLIC	
.....0000			04-3520009		0000927972	00	MassMutual Premier High Yield Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..16.700	MMLIC	
.....0000			03-0532475		0000927972	00	MassMutual Premier Inflation-Protected and Income Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..9.900	MMLIC	
.....0000			04-3212044		0000927972	00	MassMutual Premier International Equity Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..4.100	MMLIC	
.....0000			51-0529328		0000927972	00	MassMutual Premier Main Street Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..59.800	MMLIC	
.....0000			04-3212057		0000927972	00	MassMutual Premier Short-Duration Bond Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..61.800	MMLIC	
.....0000			04-3224705		0000927972	00	MassMutual Premier Small/Mid Cap Opportunities Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..11.400	MMLIC	
.....0000			26-3229251		0000927972	00	MassMutual Premier Strategic Emerging Markets Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..34.700	MMLIC	
.....0000			04-3277550		0000927972	00	MassMutual Premier Value Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..98.100	MMLIC	
.....0000			27-1028263		0000916053	00	MassMutual Select Blackrock Global Allocation Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..20.100	MMLIC	
.....0000			04-3556992		0000916053	00	MassMutual Select Blue Chip Growth Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..5.100	MMLIC	
.....0000			14-1980900		0000916053	00	MassMutual Select Diversified International Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..97.000	MMLIC	
.....0000			01-0821120		0000916053	00	MassMutual Select Diversified Value Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..41.500	MMLIC	
.....0000			04-3512590		0000916053	00	MassMutual Select Focused Value Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..3.600	MMLIC	
.....0000			04-3512593		0000916053	00	MassMutual Select Fundamental Growth Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..99.800	MMLIC	
.....0000			04-3584138		0000916053	00	MassMutual Select Fundamental Value Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..4.000	MMLIC	
.....0000			04-3512589		0000916053	00	MassMutual Select Growth Opportunities Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.800	MMLIC	
.....0000			04-3513019		0000916053	00	MassMutual Select Large Cap Value Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..5.000	MMLIC	
.....0000			04-3512596		0000916053	00	MassMutual Select Mid Cap Growth Equity II Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.600	MMLIC	
.....0000			42-1710935		0000916053	00	MassMutual Select Mid-Cap Value Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..99.800	MMLIC	

STATEMENT AS OF MARCH 31, 2015 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			45-5357167		0000916053	QQ	MassMutual Select MSCI EAFE International Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	0.900	MMLIC	
0000			04-3557000		0000916053	QQ	MassMutual Select Overseas Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.500	MMLIC	
0000			27-2377446		0000916053	QQ	MassMutual Select PIMCO Total Return Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	56.300	MMLIC	
0000			45-5366542		0000916053	QQ	MassMutual Select Russell 2000 Small Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	1.700	MMLIC	
0000			04-3410047		0000916053	QQ	MassMutual Select S&P 500 Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.700	MMLIC	
0000			04-3464205		0000916053	QQ	MassMutual Select Small Cap Growth Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	5.900	MMLIC	
0000			02-0769954		0000916053	QQ	MassMutual Select Small Capital Value Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	99.900	MMLIC	
0000			04-3584141		0000916053	QQ	MassMutual Select Small Company Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			04-3584140		0000916053	QQ	MassMutual Select Small Company Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.200	MMLIC	
0000			45-5349772		0000916053	QQ	MassMutual Select S&P Mid Cap Index Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.700	MMLIC	
0000			26-0099965		0000916053	QQ	MassMutual Select Strategic Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	4.400	MMLIC	
0000			46-4257056		0000067160		MML International Equity Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	16.600	MMLIC	
0000			03-0532456		0000916053		MassMutual RetireSMART 2010 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	7.000	MMLIC	
0000			27-1933828		0000916053		MassMutual RetireSMART 2015 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	7.500	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	2.800	MMLIC	
0000			27-1933389		0000916053		MassMutual RetireSMART 2035 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	3.700	MMLIC	
0000			03-0532471		0000916053		MassMutual RetireSMART 2040 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	5.900	MMLIC	
0000			27-1932769		0000916053		MassMutual RetireSMART 2045 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	13.800	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	23.000	MMLIC	
0000			45-1618155		0000916053		MassMutual RetireSMART Conservative Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	63.000	MMLIC	
0000			45-1618222		0000916053		MassMutual RetireSMART Growth Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	62.600	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	23.400	MMLIC	

STATEMENT AS OF MARCH 31, 2015 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			45-1618046		0000916053		MassMutual RetireSMART Moderate Growth Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..54.400	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	..77.300	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	..DE	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..47.100	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	..DE	..NIA	C.M. Life Insurance Company	Ownership	..3.900	MMLIC	
.....0000			46-1604428		0001562689		Oppenheimer Global Real Estate Fund	..DE	..NIA	OppenheimerFunds, Inc.	Management		MMLIC	
.....0000			13-3867060		0001005728		Oppenheimer International Growth Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..0.000	MMLIC	
.....0000			84-1073463		0001116894		Oppenheimer Main Street Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.500	MMLIC	
.....0000			47-1714929				Oppenheimer Global Multi-Asset Income Fund	..DE	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..99.000	MMLIC	
.....0000			22-3849391		0001163166		Oppenheimer Real Estate Fund	..MA	..NIA	Massachusetts Mutual Life Insurance Company	Ownership	..1.900	MMLIC	

Asterisk	Explanation
1	Massachusetts Mutual Life Insurance Company owns 4.05% of the affiliated debt of Jefferies Finance LLC
2	Debt investors own 18.8% 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 21.6% and include Connecticut Valley Structured Credit CDO III, Ltd.I, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
4	Debt investors own 1.5% 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 12.8% and include Sapphire Valley, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
8	Debt investors own 10.0% and include Connecticut Valley CLO Fund IV, Ltd. and Babson Capital Loan Strategies Fund, L.P.
9	Debt investors own 91.8% and include Connecticut Valley Structured Credit CDO III, Ltd. and Connecticut Valley CLO Fund IV, Ltd.
10	Debt investors own 53.7% and includes only Babson Capital Loan Strategies Fund, L.P.
11	Debt investors own 5.2% 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.

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

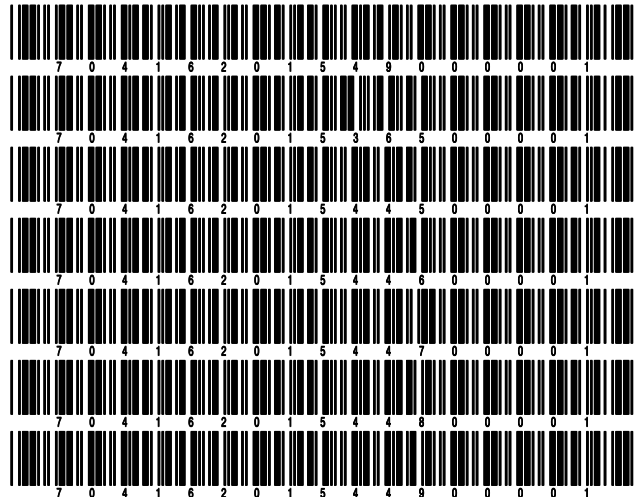
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? .....	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....	NO
3. Will the Reasonableness of Assumptions Certification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

Explanation:

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

Bar Code:

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



**OVERFLOW PAGE FOR WRITE-INS**

**NONE**

STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**SCHEDULE A - VERIFICATION**

Real Estate

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

**NONE**

**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	4,170,281	4,680,443
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		312
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....	331	1,054
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....	121,515	504,026
8. Deduct amortization of premium and mortgage interest points and commitment fees .....	606	7,502
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	4,048,491	4,170,281
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....	4,048,491	4,170,281
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14)	4,048,491	4,170,281

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**NONE**

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	144,280,400	145,576,989
2. Cost of bonds and stocks acquired .....	18,447,538	36,258,812
3. Accrual of discount .....	159,498	976,759
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	11,135	382,746
6. Deduct consideration for bonds and stocks disposed of .....	1,883,511	38,473,422
7. Deduct amortization of premium .....	139,461	439,509
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		1,975
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	160,875,599	144,280,400
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	160,875,599	144,280,400

STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**SCHEDULE D - PART 1B**

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. NAIC 1 (a) .....	72,343,161	9,332,553	982,337	97,722	80,791,099			72,343,161
2. NAIC 2 (a) .....	181,881,749	414,352,608	401,564,828	(543,550)	194,125,979			181,881,749
3. NAIC 3 (a) .....	896,983		170	432,143	1,328,956			896,983
4. NAIC 4 (a) .....	1,000,000			185,379	1,185,379			1,000,000
5. NAIC 5 (a) .....	796,062		7,959	(1,112)	786,991			796,062
6. NAIC 6 (a) .....								
7. Total Bonds	256,917,955	423,685,161	402,555,294	170,582	278,218,404			256,917,955
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....								
9. NAIC 2 .....								
10. NAIC 3 .....								
11. NAIC 4 .....								
12. NAIC 5 .....								
13. NAIC 6 .....								
14. Total Preferred Stock .....								
15. Total Bonds and Preferred Stock	256,917,955	423,685,161	402,555,294	170,582	278,218,404			256,917,955

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ ..... ; NAIC 2 \$ .....117,342,805 ; NAIC 3 \$ ..... ; NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

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**SCHEDULE DA - PART 1**

## Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	5,998,345	XXX	5,979,982		

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	16,484,333	17,489,374
2. Cost of short-term investments acquired .....	2,996,436	47,432,906
3. Accrual of discount .....	17,541	62,053
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	10	
6. Deduct consideration received on disposals .....	13,499,975	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) .....	5,998,345	16,484,333
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	5,998,345	16,484,333

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

**N O N E**

Schedule DB - Part B - Verification - Futures Contracts

**N O N E**

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

**N O N E**

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

**N O N E**

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

**N O N E**

## STATEMENT AS OF MARCH 31, 2015 OF THE MML Bay State Life Insurance Company

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	96,153,220	73,306,345
2. Cost of cash equivalents acquired .....	402,241,249	1,607,984,285
3. Accrual of discount .....	121,867	275,865
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	(1)	54
6. Deduct consideration received on disposals .....	387,171,874	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) .....	111,344,461	96,153,220
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	111,344,461	96,153,220