



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2009
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 06082
(Street and Number) (City or Town, State and Zip Code)

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

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

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

Internet Web Site Address www.massmutual.com

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OFFICERS

President Roger William Crandall Treasurer Todd Garrett Picken
Secretary Christine Carole Peaslee # Actuary Isadore Jermyn

OTHER

Michael Thomas Rollings Executive Vice President and Chief Financial Officer
Stuart Harry Reese Chairman and Chief Executive Officer
Mark Douglas Roellig Executive Vice President and General Counsel
William Francis Glavin, Jr Executive Vice President

DIRECTORS OR TRUSTEES

Stuart Harry Reese-Chairman William Francis Glavin, Jr Michael Thomas Rollings
Mark Douglas Roellig

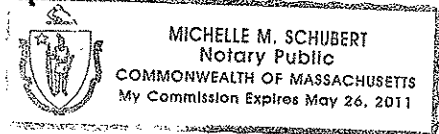
State of Massachusetts SS:
County of Hampden

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
Christine Carole Peaslee Secretary
Todd Garrett Picken Treasurer

Subscribed and sworn to before me this 7th day of May, 2009
Michelle M. Schubert

- 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, 2009 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	138,745,391		138,745,391	144,427,829
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	88		88	93
3. Mortgage loans on real estate:				
3.1 First liens	8,342,079		8,342,079	8,550,899
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 (\$(2,717,699)), cash equivalents (\$57,403,124) and short-term investments (\$)	54,685,425		54,685,425	35,834,326
6. Contract loans, (including \$ premium notes)	97,265,890		97,265,890	96,679,274
7. Other invested assets				
8. Receivables for securities				
9. Aggregate write-ins for invested assets	82,587		82,587	164,317
10. Subtotals, cash and invested assets (Lines 1 to 9)	299,121,459		299,121,459	285,656,737
11. Title plants less \$ charged off (for Title insurers only)				
12. Investment income due and accrued	2,599,478		2,599,478	2,596,625
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	10,815	7,156	3,659	5,831
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	(1,855,765)		(1,855,765)	(327,535)
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	3,693,831		3,693,831	2,918,501
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts	3,628,062		3,628,062	2,402,338
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon	9,566,533		9,566,533	13,273,512
16.2 Net deferred tax asset	26,271,388	17,593,195	8,678,193	4,653,768
17. Guaranty funds receivable or on deposit	1,656,153		1,656,153	1,656,148
18. Electronic data processing equipment and software				
19. Furniture and equipment, including health care delivery assets (\$)				
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates	109,158		109,158	116,255
22. Health care (\$) and other amounts receivable				
23. Aggregate write-ins for other than invested assets	200,217	200,217		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	345,001,330	17,800,568	327,200,762	312,952,179
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	3,778,195,593		3,778,195,593	3,863,276,168
26. Total (Lines 24 and 25)	4,123,196,923	17,800,568	4,105,396,355	4,176,228,348
DETAILS OF WRITE-INS				
0901. Derivative instruments	82,587		82,587	164,317
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	82,587		82,587	164,317
2301. Disallowed IMR	200,217	200,217		
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	200,217	200,217		

STATEMENT AS OF MARCH 31, 2009 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 \$ 113,309,403 less \$ included in Line 6.3 (including \$ Modco Reserve)	113,309,403	108,352,794
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)		
3. Liability for deposit-type contracts (including \$ Modco Reserve)	1,148,367	1,188,341
4. Contract claims:		
4.1 Life	2,757,329	1,816,647
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	2,326	1,880
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$ accident and health experience rating refunds	11,721,989	11,772,966
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ ceded 5,487,443	5,487,443	2,244,934
9.4 Interest Maintenance Reserve		
10. Commissions to agents due or accrued-life and annuity contracts \$ 339,476 , accident and health \$ and deposit-type contract funds \$	339,476	339,092
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	406,343	398,877
13. Transfers to Separate Accounts due or accrued (net) (including \$ (9,589,929) accrued for expense allowances recognized in reserves, net of reinsured allowances)	(9,451,701)	(12,233,552)
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	2,406,491	2,365,928
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	45,963	64,393
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	76,035	1,703,860
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:		
24.1 Asset valuation reserve	29,012	55,290
24.2 Reinsurance in unauthorized companies		
24.3 Funds held under reinsurance treaties with unauthorized reinsurers		
24.4 Payable to parent, subsidiaries and affiliates	2,764,423	2,869,822
24.5 Drafts outstanding		
24.6 Liability for amounts held under uninsured plans		
24.7 Funds held under coinsurance		
24.8 Payable for securities		
24.9 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	286,083	235,576
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	131,328,984	121,176,848
27. From Separate Accounts Statement	3,778,195,239	3,863,275,809
28. Total liabilities (Lines 26 and 27)	3,909,524,222	3,984,452,657
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	146,736,914	146,736,914
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	46,635,018	42,538,576
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 \$ 354 in Separate Accounts Statement)	193,371,932	189,275,491
38. Totals of Lines 29, 30 and 37	195,872,132	191,775,691
39. Totals of Lines 28 and 38	4,105,396,355	4,176,228,348
DETAILS OF WRITE-INS		
2501. Miscellaneous liabilities	197,974	152,468
2502. Funds awaiting escheat	88,108	83,108
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	286,083	235,576
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, 2009 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	10,733,968	9,012,440	48,075,185
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	3,374,470	3,420,260	14,724,433
4. Amortization of Interest Maintenance Reserve (IMR)	(8,639)	(3,862)	7,565
5. Separate Accounts net gain from operations excluding unrealized gains or losses	(26)	850	992
6. Commissions and expense allowances on reinsurance ceded	647,424	544,882	2,473,562
7. Reserve adjustments on reinsurance ceded	(5,487,443)	(6,869,597)	(16,787,067)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	21,751,784	23,641,767	86,971,941
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(381,283)	(513,754)	(2,092,161)
9. Totals (Lines 1 to 8.3)	30,630,254	29,232,986	133,374,449
10. Death benefits	6,384,294	(2,779,038)	24,965,333
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	(1,289,184)	458,273	3,705,713
13. Disability benefits and benefits under accident and health contracts	50,060	53,757	201,738
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	14,778,339	18,652,042	75,168,401
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	125,801	24,165	567,484
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	4,956,610	2,639,964	8,581,860
20. Totals (Lines 10 to 19)	25,005,919	19,049,163	113,190,529
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	940,997	1,331,336	4,623,392
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	2,625,322	2,762,226	10,568,191
24. Insurance taxes, licenses and fees, excluding federal income taxes	552,050	550,905	1,946,218
25. Increase in loading on deferred and uncollected premiums	(1,211)	(593)	530
26. Net transfers to or (from) Separate Accounts net of reinsurance	(1,634,364)	(2,820,517)	(7,961,680)
27. Aggregate write-ins for deductions	5,498	7,701	64,586
28. Totals (Lines 20 to 27)	27,494,210	20,880,221	122,431,767
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	3,136,044	8,352,765	10,942,682
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	3,136,044	8,352,765	10,942,682
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	2,418,613	711,664	(2,440,116)
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)	717,431	7,641,101	13,382,798
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (167,978) (excluding taxes of \$ (63,229) transferred to the IMR)	(576,090)	(524,395)	(3,714,219)
35. Net income (Line 33 plus Line 34)	141,341	7,116,705	9,668,579
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	191,775,691	183,357,967	183,357,967
37. Net income (Line 35)	141,341	7,116,705	9,668,579
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ (2,851)	(5,295)	14,090	(14,100)
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	2,128,601	(1,333,122)	(2,033,610)
41. Change in non-admitted assets	1,798,946	(569,293)	56,960
42. Change in liability for reinsurance in unauthorized companies			
43. Change in reserve on account of change in valuation basis, (increase) or decrease			
44. Change in asset valuation reserve	26,278	(296,195)	1,717,058
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period	6,549		
47. Other changes in surplus in Separate Accounts Statement	21	34	(6,528)
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		(110,167)	(970,635)
54. Net change in capital and surplus for the year (Lines 37 through 53)	4,096,442	4,822,052	8,417,724
55. Capital and surplus, as of statement date (Lines 36 + 54)	195,872,132	188,180,019	191,775,691
DETAILS OF WRITE-INS			
08.301. Administrative fee and other income	(381,283)	(513,754)	(2,092,161)
08.302.			
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)	(381,283)	(513,754)	(2,092,161)
2701. Miscellaneous charges to operations	5,498	7,701	64,586
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)	5,498	7,701	64,586
5301. Other changes in surplus		(110,167)	(970,635)
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)		(110,167)	(970,635)

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	12,231,928	47,044,264
2. Net investment income	3,412,797	15,515,243
3. Miscellaneous income	18,546,348	69,767,333
4. Total (Lines 1 to 3)	34,191,072	132,326,840
5. Benefit and loss related payments	19,830,655	114,490,613
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(4,416,216)	(21,107,172)
7. Commissions, expenses paid and aggregate write-ins for deductions	4,217,406	21,915,825
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(1,393,115)	(3,319,187)
10. Total (Lines 5 through 9)	18,238,731	111,980,080
11. Net cash from operations (Line 4 minus Line 10)	15,952,342	20,346,760
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	4,939,562	30,646,374
12.2 Stocks		465,752
12.3 Mortgage loans	208,502	1,037,197
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	8	355
12.7 Miscellaneous proceeds		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	5,148,072	32,149,678
13. Cost of investments acquired (long-term only):		
13.1 Bonds	2,024	4,979,696
13.2 Stocks		371,427
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications		
13.7 Total investments acquired (Lines 13.1 to 13.6)	2,024	5,351,123
14. Net increase (or decrease) in contract loans and premium notes	586,616	6,824,348
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	4,559,432	19,974,207
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities	(49,162)	309,545
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	(1,611,511)	1,507,483
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(1,660,673)	1,817,028
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	18,851,101	42,137,996
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	35,834,324	(6,303,672)
19.2 End of period (Line 18 plus Line 19.1)	54,685,425	35,834,324

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

20.0001. Net investment income payment in kind - bonds	2,024	2,925
20.0002. Bond conversion		521,045
20.0003. Stock conversion		371,427

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	15,789,004	17,502,214	69,947,965
3. Ordinary individual annuities	14,641	119,969	362,133
4. Credit life (group and individual)			
5. Group life insurance	50,977	(2,310,928)	(448,735)
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	15,854,622	15,311,255	69,861,364
12. Deposit-type contracts			
13. Total	15,854,622	15,311,255	69,861,364
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			

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NOTES TO FINANCIAL STATEMENTS**Note 1 - Summary of Significant Accounting Policies**

No significant change.

Note 2 - Accounting Changes and Corrections of Errors

In September 2008, the NAIC issued SSAP No. 99, "Accounting for Certain Securities Subsequent to an Other-Than-Temporary Impairment," with an effective date of January 1, 2009. This statement establishes the statutory accounting principles for the treatment of premium or discount applicable to certain securities subsequent to the recognition of an other-than-temporary impairment. This SSAP adopts the GAAP guidance included in Financial Accounting Standards Board ("FASB") Staff Position ("FSP")s Financial Accounting Standard ("FAS") 115-1 and FAS 124-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments," paragraph 16, with modifications for statutory reporting and requires that, after recognizing an other-than-temporary impairment, the fair value on the impairment date becomes the new cost basis, and the insurer must amortize any premium or accrete any discount to the par value by the maturity date, or to realizable value if the anticipated recovery is less than par. The unaccrued discount would be accrued over the remaining life of the security based on the amount and timing of future estimated cash flows. This SSAP also clarifies that for reporting entities required to maintain such reserves, credit related other-than-temporary impairment losses are to be recorded through the AVR, while interest related other-than-temporary impairment losses are to be recorded through the IMR. MML Bay State Life Insurance Company ("the Company") has recorded an impact of \$0.1 million in additional income as of March 31, 2009.

In December 2008, the NAIC issued SSAP No. 91(R), "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," with an effective date of January 1, 2009. This statement adopts the revisions the FASB made to FAS No. 156, "Accounting for Servicing of Financial Assets, an amendment of FAS No. 140," requiring that all servicing assets and servicing liabilities should initially be measured at fair value. Consistent with these revisions, this SSAP adopts guidance from FAS No. 156 requiring the inclusion of separately recognized servicing assets and servicing liabilities in the calculation of proceeds from the sale of assets and modifies the illustrations included within SSAP No. 91 accordingly. This SSAP rejects the optionality provided within FAS No. 156 for subsequent measurement of servicing assets and servicing liabilities at fair value or cost, but revises the SSAP No. 91 accounting measurement method for such items to a fair value measurement method. This SSAP confirms adoption of guidance previously adopted from FAS No. 140 regarding servicing assets and servicing liabilities established from the transfer of financial assets to a qualifying special purpose entity in a guaranteed mortgage securitization in which the transferor retains all of the resulting securities. This SSAP also adopts nonsubstantive revisions from FAS No. 156 in which the term "retained interests" is replaced with "interests that continue to be held by the transferor," with amendments to the definition to exclude servicing assets and servicing liabilities. Adoption of this statement did not have a significant impact on the Company.

In January 2009, the NAIC issued SSAP No. 98, "Treatment of Cash Flows When Quantifying Changes in Valuation and Impairments, and Amendment of SSAP No. 43 – Loan-backed and Structured Securities." This SSAP was modified on April 17, 2009 to be effective for quarterly and annual reporting periods ending on or after September 30, 2009. SSAP No. 98 states that a structured or loaned-backed security that is other-than-temporarily impaired be written down to fair value and recognized in net realized capital gains (losses), rather than to the estimated future undiscounted cash flows amount as is currently required. SSAP No. 98 clarifies that an interest related decline in value should be deemed other-than temporary only when the investor has the intent to sell the investment, at the reporting date, before recovery of the investment. Credit related other-than-temporary impairment losses shall be recorded through the AVR; interest related other-than-temporary impairment losses shall be recorded through the IMR. The estimated impact on total assets, net income, and surplus of applying SSAP No. 98 as of March 31, 2009 would have been approximately \$2.0 million of additional impairment losses and corresponding reduction in surplus. The actual impact from adoption of this standard will depend on whether the NAIC further amends this standard in response to recently issued FASB pronouncements and the market conditions existing as of the actual implementation date. Additionally, based on expected realizable values, the Company does not believe that the actual economic losses will be as large.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

Note 11 - Debt

No significant change.

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

No significant change.

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

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

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

No significant change.

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

- c. The Company did not sell any securities at a loss or in a loss position with the NAIC designation 3 or below through the three months ended March 31, 2009 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 change.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 20 - Other Items

- h. Residential mortgage-backed securities

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

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

The Company began utilizing undiscounted cash flows to determine other-than-temporary impairments for structured securities, prospectively beginning with the quarter ended September 30, 2008. Internal inputs used in determining the amount of the other-than-temporary impairments on structured securities included collateral performance including prepayment speeds, default rates, and loss severity based on borrower and loan characteristics, as well as deal structure including subordination, over-collateralization and cash flow priority. Prior to July 1, 2008, resulting cash flows were discounted at spreads consistent with the residential mortgage market's weakness and the uncertainty around the magnitude and timing of cash flows. This review process provided a framework for deriving other-than-temporary impairments in a manner consistent with market participant assumptions. In these analyses, credit quality of loan vintage, collateral type and investment structure were critical elements in determining other-than-temporary impairments.

The Company holds certain investments backed by pools of residential mortgages which are included in bonds. The mortgages in these pools have varying risk characteristics and are commonly categorized as being of U.S. government agency, non-agency prime, Alt-A and subprime borrower quality. The mortgage collateral classified as U.S. government agency is considered of the lowest relative risk while those classified as subprime are of the highest relative risk. Subprime investments include "scratch and dent" or reperforming pools, high loan-to-value pools, and pools where the borrowers have very impaired credit even though the average loan-to-value is low, typically 70% or below. In identifying subprime exposure, management used a combination of qualitative and quantitative factors, including FICO scores and loan-to-value ratios.

NOTES TO FINANCIAL STATEMENTS

Beginning in 2007, market conditions for subprime investments deteriorated due to higher delinquencies, reduced home prices, and reduced refinancing opportunities. This market turbulence has spread to other credit markets. It is unclear how long it will take for a return to more liquid market conditions.

The Company does not originate any residential mortgages but invests in residential mortgage pools which may contain mortgages of subprime credit quality. As of March 31, 2009, the Company had no direct subprime exposure through the origination of residential mortgage loans or purchases of unsecuritized mortgage whole-loan pools. The Company purchases seasoned loan pools, most of which are Federal Housing Administration insured or Veterans Administration guaranteed.

The actual cost, carrying value, fair value, and related gross realized losses from other-than-temporary impairments of the Company's investments with significant Alt-A and subprime exposure were as follows:

	March 31, 2009			Three Months Ended March 31, 2009
	Actual Cost	Carrying Value	Fair Value	Other-Than- Temporary Impairments
(In Millions)				
Alt-A				
a. Residential mortgage-backed securities	\$ 13.1	\$ 11.6	\$ 8.1	\$ (0.1)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investment in SCAs	-	-	-	-
f. Other assets	-	-	-	-
g. Total	<u>\$ 13.1</u>	<u>\$ 11.6</u>	<u>\$ 8.1</u>	<u>\$ (0.1)</u>

	March 31, 2009			Three Months Ended March 31, 2009
	Actual Cost	Carrying Value	Fair Value	Other-Than- Temporary Impairments
(In Millions)				
Subprime				
a. Residential mortgage-backed securities	\$ 12.3	\$ 8.2	\$ 5.0	\$ (0.4)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investment in SCAs	-	-	-	-
f. Other assets	-	-	-	-
g. Total	<u>\$ 12.3</u>	<u>\$ 8.2</u>	<u>\$ 5.0</u>	<u>\$ (0.4)</u>

	December 31, 2008			Year Ended December 31, 2008
	Actual Cost	Carrying Value	Fair Value	Other-Than- Temporary Impairments
(In Millions)				
Alt-A				
a. Residential mortgage-backed securities	\$ 13.5	\$ 12.1	\$ 8.4	\$ (0.7)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investment in SCAs	-	-	-	-
f. Other assets	-	-	-	-
g. Total	<u>\$ 13.5</u>	<u>\$ 12.1</u>	<u>\$ 8.4</u>	<u>\$ (0.7)</u>

NOTES TO FINANCIAL STATEMENTS

Subprime	December 31, 2008			Year Ended December 31, 2008
	Actual Cost	Carrying Value	Fair Value	Other-Than- Temporary Impairments
	(In Millions)			
a. Residential mortgage-backed securities	\$ 12.9	\$ 9.1	\$ 6.6	\$ (2.4)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investment in SCAs	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 12.9	\$ 9.1	\$ 6.6	\$ (2.4)

Management's judgment regarding other-than-temporary impairments and estimated fair value, including the difficulty of obtaining readily determinable prices for RMBS and other investments impacted by the current illiquid credit market environment, depends upon evolving conditions that can alter the anticipated cash flows realized by investors. Further deterioration of market conditions and related management judgments of other-than-temporary impairments and fair value could negatively impact the Company's results of operations and disclosed fair value.

Note 21 - Events Subsequent

No significant change.

Note 22 - Reinsurance

No significant change.

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

No significant change.

Note 25 - Intercompany Pooling Arrangements

No significant change.

Note 26 - Structured Settlements

No significant change.

Note 27 - Health Care Receivables

No significant change.

Note 28 - Participating Policies

No significant change.

Note 29 - Premium Deficiency Reserves

No significant change.

Note 30 - Reserves for Life Contracts and Deposit-Type Contracts

No significant change.

Note 31 - Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics

No significant change.

Note 32 - Premiums and Annuity Considerations Deferred and Uncollected

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 33 - Separate Accounts

No significant change.

Note 34 - Loss/Claim Adjustment Expenses

No significant change.

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

**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. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 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. 12/31/2004
- 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. 12/31/2004
- 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). 05/01/2006
- 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 Office of Thrift Supervision (OTS), 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 OTS	6 FDIC	7 SEC
The MassMutual Trust Company, FSB	Enfield, CT			YES		
Centennial Asset Management Corporation	Centennial, CO					YES
MML Distributors, LLC	Springfield, MA					YES
MML Investors Services, Inc.	Springfield, MA					YES
OppenheimerFunds Distributor, Inc.	New York, NY					YES
Tremont Securities, Inc.	Rye, NY					YES
Babson Capital Securities Inc.	Boston, MA					YES
MMLISI Financial Alliances, LLC	Springfield, MA					YES
Baring Asset Management, Inc.	Boston, MA					YES

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 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 [X] No []
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
Code of Business Conduct and Ethics was revised in February 2009. The revisions in the Code are not material in nature. The revisions clarify or heightened awareness of certain provisions already incorporated in the Code, e.g., strict conflict of interest laws regarding dealings with public officials ("pay-to-play" laws).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 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 [X] 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 [X]
- 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 [X]
- 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 | \$ | \$ |
| 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) | \$ | \$ |
| 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 [X] No []
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [X] No []
If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. 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 3, III Conducting Examinations, E - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

16.1 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

16.2 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)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]

16.4 If yes, give full information relating thereto:

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

16.5 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

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

17.2 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	\$ 8,342,079
1.13	Commercial Mortgages	\$
1.14	Total Mortgages in Good Standing	\$ 8,342,079
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)	\$ 8,342,079
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	\$

STATEMENT AS OF MARCH 31, 2009 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 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
NONE						

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

1	Direct Business Only					6	7
	Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Other Considerations	Total Columns 2 Through 5		
States, Etc.	Active Status	2 Life Insurance Premiums				3 Annuity Considerations	
1. Alabama	AL	L	142,855	900		143,755	
2. Alaska	AK	L	7,093			7,093	
3. Arizona	AZ	L	323,240	100		323,340	
4. Arkansas	AR	L	12,450			12,450	
5. California	CA	L	2,002,773			2,002,773	
6. Colorado	CO	L	269,440	1,365		270,805	
7. Connecticut	CT	L	222,303			222,303	
8. Delaware	DE	L	25,096			25,096	
9. District of Columbia	DC	L	91,282			91,282	
10. Florida	FL	L	840,160			840,160	
11. Georgia	GA	L	352,095			352,095	
12. Hawaii	HI	L	74,570			74,570	
13. Idaho	ID	L	26,779			26,779	
14. Illinois	IL	L	522,496			522,496	
15. Indiana	IN	L	302,249	200		302,449	
16. Iowa	IA	L	261,994	900		262,894	
17. Kansas	KS	L	180,951			180,951	
18. Kentucky	KY	L	156,200	1,020		157,220	
19. Louisiana	LA	L	228,479			228,479	
20. Maine	ME	L	84,993			84,993	
21. Maryland	MD	L	497,346	900		498,246	
22. Massachusetts	MA	L	474,623			474,623	
23. Michigan	MI	L	701,000	750		701,750	
24. Minnesota	MN	L	191,010			191,010	
25. Mississippi	MS	L	117,832			117,832	
26. Missouri	MO	L	289,612	50		289,662	
27. Montana	MT	L	96,920			96,920	
28. Nebraska	NE	L	164,705	450		165,155	
29. Nevada	NV	L	110,908			110,908	
30. New Hampshire	NH	L	64,645			64,645	
31. New Jersey	NJ	L	668,914	1,350		670,264	
32. New Mexico	NM	L	33,304			33,304	
33. New York	NY	N	58,056			58,056	
34. North Carolina	NC	L	527,194			527,194	
35. North Dakota	ND	L	2,731			2,731	
36. Ohio	OH	L	549,834	400		550,234	
37. Oklahoma	OK	L	348,644			348,644	
38. Oregon	OR	L	216,068			216,068	
39. Pennsylvania	PA	L	792,257	2,298		794,555	
40. Rhode Island	RI	L	102,786			102,786	
41. South Carolina	SC	L	316,471			316,471	
42. South Dakota	SD	L	16,907			16,907	
43. Tennessee	TN	L	337,768	1,650		339,418	
44. Texas	TX	L	1,332,395			1,332,395	
45. Utah	UT	L	192,204			192,204	
46. Vermont	VT	L	41,247	300		41,547	
47. Virginia	VA	L	707,094			707,094	
48. Washington	WA	L	341,706			341,706	
49. West Virginia	WV	L	107,679			107,679	
50. Wisconsin	WI	L	160,980	2,008		162,988	
51. Wyoming	WY	L	8,688			8,688	
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N	540			540	
55. U.S. Virgin Islands	VI	N	268			268	
56. Northern Mariana Islands	MP	N					
57. Canada	CN	N	140			140	
58. Aggregate Other Aliens	OT	XXX	45,370			45,370	
59. Subtotal	(a)	50	15,745,344	14,641		15,759,985	
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	50,060				50,060	
94. Aggregate or other amounts not allocable by State	XXX						
95. Totals (Direct Business)	XXX	15,795,404	14,641			15,810,045	
96. Plus Reinsurance Assumed	XXX						
97. Totals (All Business)	XXX	15,795,404	14,641			15,810,045	
98. Less Reinsurance Ceded	XXX	3,578,117				3,578,117	
99. Totals (All Business) less Reinsurance Ceded	XXX	12,217,287	14,641			12,231,928	
5801. DETAILS OF WRITE-INS Other Foreign	XXX	45,370				45,370	
5802.	XXX						
5803.	XXX						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX						
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	45,370				45,370	
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						

(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**

NONE

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.

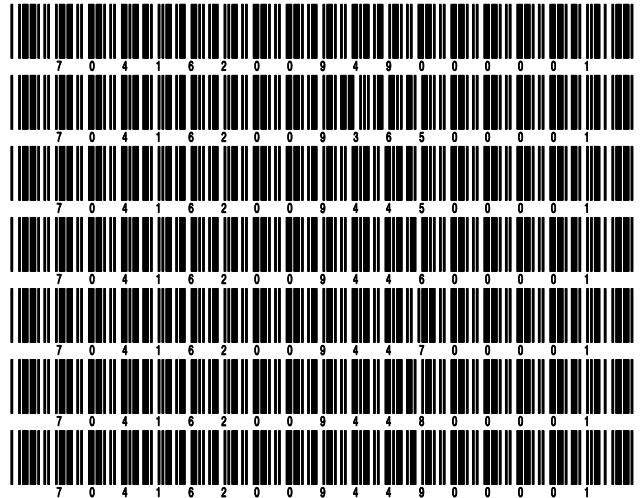
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required 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.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

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, 2009 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	8,550,899	9,602,771
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	2,866	2,671
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	208,502	1,037,197
8. Deduct amortization of premium and mortgage interest points and commitment fees	3,184	17,346
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)	8,342,079	8,550,899
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	8,342,079	8,550,899
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	8,342,079	8,550,899

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	144,427,922	175,055,252
2. Cost of bonds and stocks acquired	2,024	5,351,123
3. Accrual of discount	180,854	329,840
4. Unrealized valuation increase (decrease)	69,768	(174,953)
5. Total gain (loss) on disposals	(161,743)	(27,039)
6. Deduct consideration for bonds and stocks disposed of	4,939,560	31,112,126
7. Deduct amortization of premium	216,176	818,140
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	617,610	4,176,035
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	138,745,479	144,427,922
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	138,745,479	144,427,922

STATEMENT AS OF MARCH 31, 2009 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 Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	82,383,603	28,427,660	25,079,197	(14,935,995)	70,796,071			82,383,603
2. Class 2 (a)	93,298,537	211,440,635	202,208,932	9,817,819	112,348,059			93,298,537
3. Class 3 (a)	2,994,482	33,986,319	32,202,199	3,276,380	8,054,982			2,994,482
4. Class 4 (a)	1,533,757		3,424	557,810	2,088,143			1,533,757
5. Class 5 (a)	1,149,184			876,814	2,025,998			1,149,184
6. Class 6 (a)	754,716		3,513	84,059	835,262			754,716
7. Total Bonds	182,114,279	273,854,614	259,497,265	(323,113)	196,148,515			182,114,279
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	182,114,279	273,854,614	259,497,265	(323,113)	196,148,515			182,114,279

(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 \$55,594,487 ; NAIC 3 \$1,808,637 ; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Premium Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals		XXX			

NONE

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		
2. Cost of short-term investments acquired		9,097,348
3. Accrual of discount		12,652
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		9,110,000
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)		
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		

Schedule DB - Part F - Section 1 - Replicated (Synthetic) Assets Open

N O N E

Schedule DB - Part F - Section 2 - Reconciliation of Replicated (Synthetic) Assets Open

N O N E

SCHEDULE E - VERIFICATION

Cash Equivalents

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	37,686,450	10,750,716
2. Cost of cash equivalents acquired	273,852,590	865,803,169
3. Accrual of discount	260,046	972,751
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	8	356
6. Deduct consideration received on disposals	254,395,970	839,840,542
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)	57,403,124	37,686,450
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	57,403,124	37,686,450

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED During the Current Quarter

1	2 Location		3	4	5	6	7	8	9
Loan Number	City	State	Loan Type	Date Acquired	Rate of Interest	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Value of Land and Buildings	
NONE									
3399999 - Totals									

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1	2 Location		4	5	6	7	8 Change in Book Value/Recorded Investment					14	15	16	17	18
	3	Loan Type					Date Acquired	Disposal Date	Book Value/Recorded Investment Excluding Accrued Interest Prior Year	8	9					
Residential																
0299999. Mortgages with partial repayments																
0599999 - Totals																

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
0399999. Bonds - U.S. Governments									
1099999. Bonds - All Other Governments									
1799999. Bonds - U.S. States, Territories and Possessions									
2499999. Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
3199999. Bonds - U.S. Special Revenues									
61748H-BM-2	MORGAN STANLEY MORTGAGE 4.829% 08/25/34		02/01/2009	INTEREST CAPITALIZATION		2,024	2,024		1FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)									
4199999. Bonds - Credit Tenant Loans									
4899999. Bonds - Hybrid Securities									
5599999. Bonds - Parent, Subsidiaries and Affiliates									
8399997. Total - Bonds - Part 3						2,024	2,024		XXX

E04

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						2,024	2,024		XXX
.....									
.....									
.....									
.....									
.....									
8499999. Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)							XXX		XXX
.....									
.....									
.....									
.....									
.....									
8599999. Preferred Stocks - Parent, Subsidiaries and Affiliates							XXX		XXX
8999997. Total - Preferred Stocks - Part 3							XXX		XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks							XXX		XXX
.....									
9099999. Common Stocks - Industrial and Miscellaneous (Unaffiliated)							XXX		XXX
.....									
.....									
.....									
.....									
.....									
9199999. Common Stocks - Parent, Subsidiaries and Affiliates							XXX		XXX
.....									
.....									
.....									
.....									
.....									
9299999. Common Stocks - Mutual Funds							XXX		XXX
.....									
.....									
.....									
.....									
9399999. Common Stocks - Money Market Mutual Funds							XXX		XXX
9799997. Total - Common Stocks - Part 3							XXX		XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks							XXX		XXX
9899999. Total - Preferred and Common Stocks							XXX		XXX
9999999 - Totals						2,024	XXX		XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

E04.1

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22		
										11	12	13	14	15									
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)		
.36202X-WF-8	GNMA POOL #8746 ARMS 4.125% 11/20/25		03/01/2009	PAYDOWN		321	321	322	320		.1		.1		321				.3	11/20/2025	1		
.649081-AA-4	NEW VALLEY GENERATION I 4.687% 01/15/22		01/15/2009	REDEMPTION 100.0000		26,251	26,251	27,120	26,849		(598)		(598)		26,251				.615	01/15/2022	1FE		
0399999. Bonds - U.S. Governments																				618	XXX	XXX	
.313398-SD-2	FHLMC SERIES 2335 CLASS 7.000% 07/15/31		03/01/2009	PAYDOWN		12,179	12,179	12,910	12,619		(441)		(441)		12,179				.164	07/01/2031	1		
.31331H-QV-2	FHLMC SERIES 2117 CLASS 6.500% 01/15/29		03/01/2009	PAYDOWN		3,125	3,125	3,264	3,294		(169)		(169)		3,125				.37	01/01/2029	1		
.31331M-7G-5	FHLMC SERIES 2182 CLASS 7.500% 09/15/29		03/01/2009	PAYDOWN		16,886	16,886	18,367	18,044		(1,158)		(1,158)		16,886				.194	09/01/2029	1		
.31359D-Y9-8	FNMA SERIES 1993-187 CL 6.500% 07/25/23		03/01/2009	PAYDOWN		10,211	10,211	10,894	10,458		(246)		(246)		10,211				.107	08/01/2010	1		
.31392E-RB-8	FNMA SERIES 2002-56 CLA 6.000% 09/25/32		03/20/2009	BAIRD ROBERT W. & CO		1,045,000	1,000,000	1,067,500	1,034,255		(20,557)		(20,557)		1,013,698		31,302	31,302	19,000	07/01/2032	1		
3199999. Bonds - U.S. Special Revenues																					19,502	XXX	XXX
.000780-NK-8	A B N AMRO MORTGAGE COR 5.000% 12/25/33		03/01/2009	PAYDOWN		40,760	40,760	38,671	39,076				1,684		40,760				.425	12/25/2033	1FE		
.00442P-AD-2	ACE SECURITIES CORPORAT 0.622% 04/25/36		03/25/2009	PAYDOWN		80,806	80,806	79,291	80,490		.316		.316		80,806				.73	04/25/2036	1FE		
.05606Q-AA-7	BXG RECEIVABLES NOTE TR 5.828% 10/02/22		02/16/2009	PAYDOWN		26,022	26,022	26,022	25,938		.84		.84		26,022				.232	10/02/2022	1FE		
.05948J-AA-0	BANC OF AMERICA MORTGAG 5.264% 12/25/32		03/01/2009	PAYDOWN		1,629	1,629	1,646	1,636		(8)		(8)		1,629				.14	03/01/2022	1FE		
.05948X-R5-2	BANC OF AMERICA MORTGAG 5.235% 01/25/34		03/01/2009	VARIOUS		40,699	289,666	38,912	38,912		3,574		3,574		42,486				.299	01/25/2034	1FE		
.060505-AQ-7	BANK OF AMERICA CORPORA 6.250% 04/15/12		03/20/2009	JP MORGAN CHASE		400,000	406,844	402,716	402,716		(151)		(151)		402,558		(30,382)	(30,382)	.11	04/15/2012	1FE		
.06050H-KX-5	BANK OF AMERICA MORTGAG 5.470% 07/20/32		03/01/2009	PAYDOWN		541	541	561	538		.3		.3		541				.5	02/01/2032	1FE		
.06050H-KY-3	BANK OF AMERICA MORTGAG 5.470% 07/20/32		03/01/2009	PAYDOWN		433	433	433	433		.158		.158		433				.4	07/20/2032	1FE		
.06051G-BD-0	BANC OF AMERICA FUNDING 5.468% 06/20/32		03/01/2009	PAYDOWN		4,554	4,554	4,661	4,408		146		146		4,554				.24	04/01/2032	1FE		
.07325Y-AB-4	BAYVIEW COMMERCIAL ASSE 0.812% 07/25/37		03/25/2009	PAYDOWN		9,712	9,712	9,712	9,712						9,712				.9	07/25/2037	1FE		
.07383F-GE-2	BEAR STEARNS COML MORTG 5.060% 12/15/10		03/01/2009	PAYDOWN		3,551	3,551	3,559	3,547		.3		.3		3,551				.36	12/01/2010	1FE		
.07383F-PV-4	BEAR STEARNS COML MORTG 4.060% 12/15/11		03/01/2009	PAYDOWN		15,375	15,375	15,419	15,375						15,375				.109	12/01/2011	1FE		
.07384M-S6-0	BEAR STEARNS ADJ RATE M 5.074% 07/25/34		03/01/2009	PAYDOWN		5,801	5,801	5,693	6,077		(276)		(276)		5,801				.42	07/25/2034	1FE		
.07386H-GG-0	BEAR STEARNS ALT- A TRU 0.842% 05/25/34		03/25/2009	PAYDOWN		1,983	1,983	1,981	1,979		.4		.4		1,983				(.51)	05/25/2034	1FE		
.12667G-R6-2	COUNTRYWIDE ALTERNATIVE 0.852% 08/25/35		03/25/2009	PAYDOWN		4,707	4,707	4,707	4,707						4,707				.6	08/25/2035	3FE		
.12667G-S2-0	COUNTRYWIDE ALTERNATIVE 0.862% 09/25/35		03/25/2009	PAYDOWN		4,297	4,297	4,297	4,297						4,297				.6	09/25/2035	4FE		
.12667G-WF-6	COUNTRYWIDE ALTERNATIVE 0.832% 08/25/35		02/25/2009	PAYDOWN		2,577	6,012	2,577	2,577						2,577				.10	08/25/2035	1FE		
.126684-AC-3	COUNTRYWIDE ASSET-BACKE 5.658% 03/25/34		03/01/2009	PAYDOWN		446	446	233	233		.213		.213		446				.6	03/25/2034	2FE		
.12669E-H3-3	COUNTRYWIDE HOME LOANS 5.394% 09/25/33		03/01/2009	PAYDOWN		190	190	193	198		(8)		(8)		190				.2	08/01/2033	1FE		
.12669F-P2-3	COUNTRYWIDE HOME LOANS 4.727% 08/25/34		03/01/2009	PAYDOWN		1,226	1,226	338	333		(297)		(297)		893				(.2)	08/25/2034	6FE		
.12669F-VD-2	COUNTRYWIDE HOME LOANS 4.216% 05/25/34		03/01/2009	PAYDOWN		6,918	6,918	6,859	6,534		.383		.383		6,918				.54	05/25/2034	1FE		
.12669F-W8-2	COUNTRYWIDE HOME LOANS 0.922% 08/25/34		03/25/2009	PAYDOWN		4,510	4,510	4,510	4,510						4,510				.7	08/25/2034	3FE		
.134429-AM-1	CAMPBELL SOUP COMPANY N 6.750% 02/15/11		03/12/2009	BA SECURITIES INC		215,580	200,000	224,618	207,328		(694)		(694)		206,634		8,946	8,946	7,950	02/15/2011	1FE		
.14040E-HH-8	CAPITAL ONE BANK NOTE 5.750% 09/15/10		03/26/2009	BROADPOINT CAPITAL INC		349,563	350,000	375,449	358,002		(1,123)		(1,123)		356,880				.10	09/15/2010	1FE		
.14911X-AC-0	CATERPILLAR FINANCIAL A 5.340% 06/25/12		03/25/2009	PAYDOWN		29,531	29,531	29,524	29,528		.3		.3		29,531				.283	06/25/2012	1FE		
.20046R-AC-8	COMMERCIAL MTG PASS THR 3.855% 05/16/11		03/01/2009	PAYDOWN		21,847	21,847	21,847	21,847						21,847				.145	05/16/2011	1FE		
.20846Q-JJ-8	CONSECO FINANCE HELT SE 7.050% 04/15/32		03/15/2009	PAYDOWN		17,204	17,204	18,322	18,541		(1,337)		(1,337)		17,204				(.2)	04/15/2032	1FE		
.22237L-MY-5	COUNTRYWIDE HOME LOANS 5.625% 07/15/09		03/09/2009	BA SECURITIES INC		144,000	150,000	149,234	149,925		.4		.4		149,929		(5,929)	(5,929)	5,555	07/15/2009	1FE		
.22540V-G7-1	C S FIRST BOSTON MTG SE 7.500% 03/25/32		03/01/2009	PAYDOWN		585	585	613	633		(49)		(49)		585				.8	03/01/2032	1FE		
.22540V-Y5-5	WASHINGTON MUTUAL SERIE 6.500% 10/19/29		03/01/2009	PAYDOWN		2,876	2,876	2,920	2,920		(45)		(45)		2,876				.19	07/01/2029	1FE		
.22541N-BT-5	C S FIRST BOSTON MTG SE 7.000% 07/25/32		03/01/2009	PAYDOWN		15,989	15,989	11,570	(16,554)		32,543		32,543		15,989				(.3)	07/25/2032	1FE		
.22541N-BV-0	C S FIRST BOSTON MTG SE 6.500% 06/25/32		03/01/2009	PAYDOWN		16,801	16,801	17,203	17,102		(301)		(301)		16,801				.201	09/01/2016	1FE		
.22541N-FL-8	C S FIRST BOSTON MTG SE 6.500% 08/25/32		03/01/2009	PAYDOWN		3,993	3,993	4,029	4,006		(13)		(13)		3,993				.54	06/01/2032	1FE		
.22541N-LQ-0	C S FIRST BOSTON MTG SE 6.750% 10/25/32		03/01/2009	PAYDOWN		23,714	23,714	24,951	26,214		(1,424)	1,076	(2,500)		23,714				.271	01/01/2017	1FE		
.22541N-T5-8	C S FIRST BOSTON MTG SE 5.750% 04/25/33		03/01/2009	PAYDOWN		12,388	12,388	12,450	12,470		(82)		(82)		12,388				.164	02/01/2033	1FE		
.22541Q-DG-4	C S FIRST BOSTON MTG SE 3.382% 07/15/10		03/01/2009	PAYDOWN		28,489	28,489	28,631	28,489						28,489				.169	06/01/2010	1FE		
.22541Q-JR-4	C S FIRST BOSTON MTG SE 5.349% 06/25/33		03/01/2009	VARIOUS		11,564	384,781	9,571	9,572		3,984		3,984		13,556				(.1)	06/25/2033	1FE		
.23332U-AC-8	DSL A MORTGAGE LOAN TRUS 0.966% 09/19/44		03/19/2009	PAYDOWN		5,442	5,442	5,442	5,442						5,442				.9	09/19/2044	1FE		
.251510-FB-4	DEUTSCHE ALT-A SEC MTG 0.832% 08/25/35		03/25/2009	PAYDOWN		5,184	5,184	5,184	5,184						5,184				.6	08/25/2035	2FE		
.36158Y-GZ-6	GE CAPITAL COMMERCIAL 4.229% 09/10/11		03/01/2009	PAYDOWN		10,527	10,527	10,523	10,523		.3		.3		10,527				.78	09/01/2011	1FE		
.361849-TP-7	G M A C COML MTG SECS 5.785% 03/15/11		03/01/2009	PAYDOWN		9,569	9,569	9,592	9,560		.9		.9		9,569				.99	03/01/2011	1FE		
.362341-TM-1	G S A M P TRUST SERIES 0.872% 01/25/45		03/25/2009	PAYDOWN		20,498	20,498	20,505	20,611		(113)		(113)		20,498				(.32)	01/25/2045	1FE		
.36242D-BJ-1	G S R MORTGAGE LOAN TRU 4.842% 05/25/34		03/01/2009	PAYDOWN		1,355	703	1,364	1,336		.98		.98		1,374				.7	05/01/2034	1FE		
.393505-BK-7	GREEN TREE FINANCIAL CO 6.400% 10/15/18		03/15/2009	PAYDOWN		2,027	2,027	2,084	2,067		(40)		(40)		2,027				.21	10/15/2018	1FE		
.41161P																							

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Ident-ification	Description	For-ign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design-ation or Market In-dicator (a)	
	H S I ASSET LOAN OBLIG SERIES 6.22%																					
40431K-AE-0	12/25/2036		12/31/2008	PRIOR YEAR ADJUSTMENT		3,887		3,887	3,887						3,887						12/25/2036	1FE
45254N-KD-8	IMPAC CMB TRUST SERIES 0.912% 10/25/34		03/25/2009	PAYDOWN		5,878	5,878	5,887	5,887		9		9		5,878				11		03/27/2017	1FE
45254N-PU-5	IMPAC CMB TRUST SERIES 0.842% 07/25/35		03/25/2009	PAYDOWN		9,058	9,058	9,058	9,058						9,058				11		07/25/2035	2FE
45660L-CN-7	INDYMAC INDX MTG LOAN T 0.862% 02/25/35		03/25/2009	PAYDOWN		6,877	6,877	6,877	6,877						6,877				9		02/25/2035	3FE
45660Q-Q2-4	INDYMAC INDX MTG LOAN T 5.396% 08/24/34		03/01/2009	PAYDOWN		3,494	3,494	3,533	3,376		118		118		3,494				36		07/01/2034	1FE
45660N-T9-6	INDYMAC INDX MTG LOAN T 0.952% 09/25/34		03/25/2009	PAYDOWN		470	470	471	472		(2)		(2)		470				1		08/25/2034	1FE
46412A-AD-4	IRWIN HOME EQUITY LOAN 5.800% 07/25/36		02/01/2009	BASIS ADJUSTMENT		7,723	550,000	7,723	7,723						7,723						07/25/2036	2FE
46625M-RA-9	J P MORGAN CHASE COM L M 4.200% 05/12/12		03/01/2009	PAYDOWN		14,483	14,483	14,556	14,492		(8)		(8)		14,483				106		04/01/2012	1FE
46626C-CP-3	J P MORGAN RES MTG ACCP 1.897% 07/28/34		02/01/2009	PAYDOWN		14,191	14,191	8,231	8,231		5,960		5,960		14,191				100		07/28/2034	2FE
	REDEMP TION 100.0000																					
49228R-AE-3	KERN RIVER FUNDING 4.893% 04/30/18		03/31/2009			9,506	9,506	9,500	9,508		(2)		(2)		9,506				78		04/30/2018	1FE
52108H-FS-8	LEHMAN BROTHERS-UBS COM 5.642% 11/15/11		03/11/2009	PAYDOWN		2,808	2,808	2,821	2,810		(3)		(3)		2,808				28		04/11/2011	1FE
52108H-JR-6	LEHMAN BROTHERS-UBS COM 4.904% 05/15/09		02/11/2009	PAYDOWN		12,171	12,171	12,231	12,166		5		5		12,171				87		03/11/2009	1FE
52108H-LG-7	LEHMAN BROTHERS-UBS COM 4.071% 05/15/12		03/11/2009	PAYDOWN		11,822	11,822	11,822	11,834		(12)		(12)		11,822				85		05/11/2012	1FE
52108H-SY-1	LEHMAN BROTHERS-UBS COM 3.478% 04/15/09		03/11/2009	PAYDOWN		3,606	3,606	3,624	3,605		1		1		3,606				22		04/11/2009	1FE
542514-MM-1	LONG BEACH MORTGAGE LOA 0.702% 08/25/35		03/25/2009	PAYDOWN		17,237	17,237	17,151	17,027		210		210		17,237				17		08/25/2035	1FE
55353W-AB-2	MSCC HELOC TRUST SERIES 0.782% 04/25/16		03/25/2009	PAYDOWN		4,302	4,302	4,299	4,101		200		200		4,302				(125)		04/25/2016	1FE
576433-GW-0	MASTER ADJUST RATE MTG 5.296% 01/25/34		03/01/2009	PAYDOWN		477	477	486	464		13		13		477				4		12/01/2033	1FE
589929-X2-9	MERRILL LYNCH MTG INVES 5.080% 07/25/33		03/01/2009	PAYDOWN		20,851	20,851	21,086	19,374		1,477		1,477		20,851			(2,835)			07/25/2033	1FE
59018Y-TZ-4	MERRILL LYNCH & COMPANY 5.450% 07/15/14		03/26/2009	JP MORGAN CHASE		540,750	700,000	698,621	699,123		(11)		(11)		699,112			(158,362)	27,129		07/15/2014	1FE
59025R-AT-4	MERRILL LYNCH FST FRNK 1.222% 10/25/37		02/25/2009	PAYDOWN		25,301	25,301	25,301	25,301						25,301				35		10/25/2037	1FE
61746H-YZ-7	MORGAN STANLEY DEAN WIT 3.980% 01/13/12		03/01/2009	PAYDOWN		15,025	15,025	15,105	15,029		(4)		(4)		15,025				104		04/01/2011	1FE
61748H-BM-2	MORGAN STANLEY MORTGAGE 4.829% 08/25/34		03/01/2009	PAYDOWN		4,687	4,687	3,092	3,003		3,103	(173)	3,276		6,282				14		08/25/2034	1FE
61755F-AE-5	MORGAN STANLEY STRUCTUR 0.802% 04/25/37		02/01/2009	BASIS ADJUSTMENT		458	400,000	458	(13,916)	14,375			14,375		458						04/25/2037	6FE
669884-AF-5	NOVASTAR HOME EQUITY LO 0.822% 05/25/36		02/01/2009	BASIS ADJUSTMENT		552	300,000	552	552						552						05/25/2036	2FE
68383N-CA-9	OPTIMUM MTG ACCEPTANCE C 0.832% 11/25/35		03/25/2009	PAYDOWN		17,021	17,021	17,021	17,021						17,021				21		11/25/2035	1FE
74490B-AK-3	PROVIDIAN MASTER NOTE T 0.586% 01/15/13		01/15/2009	CALL 100.0000		600,000	600,000	594,469	597,617		2,383		2,383		600,000				633		01/15/2013	1FE
75406A-AB-5	RESIDENTIAL ASSET SEC C 0.722% 02/25/36		03/25/2009	PAYDOWN		69,153	69,153	67,548	67,568		1,585		1,585		69,153				67		02/25/2036	1FE
75406B-AB-9	RESIDENTIAL ASSET SEC C 0.632% 06/25/36		03/25/2009	PAYDOWN		165,896	165,896	163,913	165,462		434		434		165,896				147		06/25/2036	1FE
760985-S3-6	RESIDENTIAL FUNDING SEC 0.902% 11/25/42		03/25/2009	PAYDOWN		4,361	4,361	4,361	4,361						4,361				5		11/25/2042	1FE
76110G-E2-3	RESIDENTIAL ACCREDIT LN 6.750% 06/25/32		03/01/2009	PAYDOWN		8,183	8,183	8,562	8,423		(240)		(240)		8,183				89		06/01/2032	1FE
76110G-G6-2	RESIDENTIAL ACCREDIT LN 6.750% 07/25/32		03/01/2009	PAYDOWN		4,478	4,478	4,692	4,607		(129)		(129)		4,478				45		07/01/2032	1FE
76110G-G7-0	RESIDENTIAL ACCREDIT LN 6.750% 07/25/32		03/01/2009	PAYDOWN		3,078	3,078	3,179	3,138		(59)		(59)		3,078				31		07/01/2032	1FE
76110G-J8-5	RESIDENTIAL ACCREDIT LN 6.500% 08/25/32		03/01/2009	PAYDOWN		11,790	11,790	12,217	12,047		(257)		(257)		11,790				127		08/01/2032	1FE
76110G-V4-0	RESIDENTIAL ACCREDIT LN 6.250% 09/25/32		03/01/2009	PAYDOWN		9,607	9,607	9,646	9,617		(11)		(11)		9,607				93		09/01/2032	1FE
76110G-Z0-7	RESIDENTIAL ACCREDIT LN 7.000% 05/25/32		03/01/2009	PAYDOWN		14,017	14,017	14,587	14,372		(355)		(355)		14,017				166		05/01/2032	1FE
76110G-ZR-5	RESIDENTIAL ACCREDIT LN 7.000% 05/25/32		03/01/2009	PAYDOWN		11,214	11,214	11,529	11,405		(191)		(191)		11,214				133		05/01/2032	1FE
76110W-3P-9	RESIDENTIAL ASSET SEC C 0.782% 08/25/35		03/25/2009	PAYDOWN		29,017	29,017	29,017	29,017						29,017				(28)		08/25/2035	1FE
76110W-4D-5	RESIDENTIAL ASSET SEC C 0.792% 07/25/35		03/25/2009	PAYDOWN		29,666	29,666	29,480	29,437		229		229		29,666				30		07/25/2035	1FE
76112B-LW-8	RESIDENTIAL ASS MTG PRO 0.722% 04/25/35		03/25/2009	PAYDOWN		16,752	16,752	16,626	16,673		79		79		16,752				17		04/25/2035	1FE
79549A-RD-3	SALOMON BROTHERS MTG SE 5.232% 09/25/32		03/01/2009	PAYDOWN		9	9	9	9						9						09/25/2032	1FE
79549A-RE-1	SALOMON BROTHERS MTG SE 5.360% 09/25/32		03/01/2009	PAYDOWN		45	45	45	53		(8)		(8)		45						04/01/2032	1FE
79549A-SM-2	SALOMON BROTHERS MTG SE 4.960% 03/25/33		03/01/2009	PAYDOWN		8,801	8,458	8,915	8,915		(228)		(228)		8,687				92		01/01/2014	1FE
79549A-XZ-7	SALOMON BROTHERS MTG SE 7.000% 06/25/33		03/01/2009	VARIOUS		12,867	289,688	10,987	10,987		3,758		3,758		14,746				700		06/25/2033	1FE
79549A-YA-1	SALOMON BROTHERS MTG SE 7.000% 06/25/33		03/01/2009	VARIOUS		9,650	217,266	6,443	6,443		6,412		6,412		12,856				105		06/25/2033	1FE
	REDEMP TION 100.0000																					
814138-AF-0	SECURITY CAPITAL INDUST 7.875% 05/15/09		02/15/2009			62,500	62,500	68,835	62,633		(133)		(133)		62,500				2,461		02/15/2009	2FE
863579-WR-5	STRUCTURED ADJ RATE MTG 0.862% 08/25/35		03/25/2009	PAYDOWN		8,415	8,415	8,415	8,415						8,415				9		08/25/2035	1FE
86358R-A2-3	STRUCTURED ASSET SEC CO 6.549% 04/25/32		03/01/2009	PAYDOWN		30,254	30,254	31,474	31,038		(784)		(784)		30,254			(2,098)			04/25/2032	1FE
86358R-L8-8	STRUCTURED ASSET SEC CO 5.241% 06/25/32		03/01/2009	PAYDOWN		76	76	76	79		(3)		(3)		76			(236)			06/25/2032	1FE
86358R-SJ-7	STRUCTURED ASSET SEC CO 5.140% 01/25/32		03/01/2009	PAYDOWN		219	219	228	224		(5)		(5)		219				2		10/01/2031	1FE
86358R-UQ-8	STRUCTURED ASSET SEC CO 4.742% 02/25/32		03/01/2009	PAYDOWN		276	276	283	289		(14)		(14)		276			</				

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn-ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Design-ation or Market In-dicator (a)
92178P-AC-1	VANDERBILT ACQ. LOAN TR	5.700%	09/07/23	.....	03/01/2009	PAYDOWN	18,976	18,976	18,973	18,959		.17	.17		18,976				181	09/07/2023	1FE
929227-VP-8	WASHINGTON MUTUAL MTG P	6.250%	10/25/32	.....	03/01/2009	PAYDOWN	14,239	14,239	14,590		(281)		(281)		14,239				147	09/01/2032	1FE
92922F-NW-4	WASHINGTON MUTUAL MTG P	3.222%	04/25/44	.....	03/01/2009	PAYDOWN	2,060	2,060	2,069		(46)		(46)		2,060				11	08/01/2034	2FE
92922F-U4-8	WASHINGTON MUTUAL MTG P	0.842%	07/25/45	.....	03/25/2009	PAYDOWN	4,722	4,722	4,722						4,722				6	07/25/2045	1FE
929766-BJ-1	WACHOVIA BANK COML MTG	4.043%	02/15/12	.....	03/01/2009	PAYDOWN	15,881	15,881	15,864		.17		.17		15,881				116	02/15/2012	1FE
929766-CR-2	WACHOVIA BANK COML MTG	4.440%	02/15/12	.....	03/01/2009	PAYDOWN	3,948	3,948	3,968						3,948				32	02/01/2012	1FE
929766-CT-8	WACHOVIA BANK COML MTG	4.037%	08/15/12	.....	03/01/2009	PAYDOWN	14,663	14,663	14,699		.5		.5		14,663				104	05/01/2012	1FE
939336-FV-0	WASHINGTON MUTUAL MTG P	6.000%	11/25/32	.....	03/01/2009	PAYDOWN	39,271	39,271	40,032		(819)		(819)		39,271				439	10/01/2032	1FE
939336-GA-5	WASHINGTON MUTUAL MTG P	5.750%	11/25/32	.....	03/01/2009	PAYDOWN	46,202	46,202	47,154		(759)		(759)		46,202				495	10/01/2032	1FE
949810-AB-1	WELLS FARGO MTG BK SEC	4.008%	10/25/34	.....	03/01/2009	PAYDOWN	26,828	26,828	26,551		1,066		1,066		26,828				207	10/25/2034	1FE
970628-AA-1	WILLIS ENG SECURITIZATI	1.806%	07/15/30	.....	03/16/2009	PAYDOWN	4,808	4,808	4,760		.43		.43		4,808				17	07/15/2030	2FE
98156D-AD-9	WORLD OMNI AUTO RECEIVA	5.280%	01/17/12	.....	03/15/2009	PAYDOWN	20,054	20,054	20,054						20,054				194	01/17/2012	1FE
984582-AA-4	YALE MORTGAGE LOAN TRUS	0.922%	06/25/37	.....	02/25/2009	PAYDOWN	21,481	21,481	21,481						21,481				44	06/25/2037	1FE
984582-AB-2	YALE MORTGAGE LOAN TRUS	2.272%	06/25/37	.....	02/01/2009	BASIS ADJUSTMENT	1,356	250,000	1,356						1,356					06/25/2037	3FE
3899999	Bonds - Industrial and Miscellaneous (Unaffiliated)						3,797,843	7,012,651	3,992,039	3,904,587	17,588	97,671	1,215	114,044	4,018,641		(193,044)	(193,044)	23,600	XXX	XXX
8399997	Total - Bonds - Part 4						4,911,816	8,081,624	5,132,416	5,010,426	17,588	74,503	1,215	90,876	5,101,312		(161,742)	(161,742)	43,720	XXX	XXX
8399998	Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds						4,911,816	8,081,624	5,132,416	5,010,426	17,588	74,503	1,215	90,876	5,101,312		(161,742)	(161,742)	43,720	XXX	XXX
8999997	Total - Preferred Stocks - Part 4							XXX												XXX	XXX
8999998	Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks							XXX												XXX	XXX
9799997	Total - Common Stocks - Part 4							XXX												XXX	XXX
9799998	Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks							XXX												XXX	XXX
9899999	Total - Preferred and Common Stocks							XXX												XXX	XXX
9999999	Totals						4,911,816	XXX	5,132,416	5,010,426	17,588	74,503	1,215	90,876	5,101,312		(161,742)	(161,742)	43,720	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors and Insurance Futures Options Owned

N O N E

Schedule DB - Part B - Section 1 - Options, Caps, Floors and Insurance Futures Options Written and
In Force

N O N E

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Forwards Open at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
0499999. Subtotal - Collars								XXX						
Interest Rate Swap #026210/1773	500,000	06/20/2011	CREDIT (0.69%)	10/02/2006	BARCLAYS BANK PLC				82,587	82,587			(863)	3,725
0599999. Subtotal - Swaps - Hedging								XXX	82,587	82,587			(863)	3,725
0899999. Subtotal - Swaps								XXX	82,587	82,587			(863)	3,725
1299999. Subtotal - Forwards								XXX						
2599999. Subtotal - Hedging								XXX	82,587	82,587			(863)	3,725
2799999. Subtotal - Other								XXX						
9999999 - Totals								XXX	82,587	82,587			(863)	3,725

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Open at Current Statement Date

1	2	3	4	5	6	7	8	9	Variation Margin Information			13
									10	11	12	
Description	Number of Contracts	Maturity Date	Original Value	Current Value	Variation Margin	Date of Opening Position	Exchange or Counterparty	Cash Deposit	Recognized	Used to Adjust Basis of Hedged Item	Deferred	Potential Exposure
9999999 - Totals						XXX	XXX					

NONE

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Bank of America, NA Hartford, CT					(2,263,757)	(3,462,567)	(3,174,944)	XXX
Citibank, NA New York, NY					156,981	89,852	452,410	XXX
0199998. Deposits in ... 1 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX			7,922	(16,432)	4,835	XXX
0199999. Totals - Open Depositories	XXX	XXX			(2,098,855)	(3,389,146)	(2,717,699)	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX						XXX
0399999. Total Cash on Deposit	XXX	XXX			(2,098,855)	(3,389,146)	(2,717,699)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX			(2,098,855)	(3,389,146)	(2,717,699)	XXX

STATEMENT AS OF MARCH 31, 2009 OF THE MML Bay State Life Insurance Company

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
0399999. Total - U.S. Government Bonds							
1099999. Total - All Other Government Bonds							
1799999. Total - U.S. States, Territories and Possessions Bonds							
2499999. Total - U.S. Political Subdivisions of States, Territories and Possessions Bonds							
3199999. Total - U.S. Special Revenues Bonds							
Altria Group Inc. Commercial Paper .....		.03/31/2009	1.600	.06/02/2009	4,487,599		199
Avery Dennison Corporation Commercial Paper .....		.03/31/2009	0.800	.04/01/2009	2,512,000		56
Cadbury Schweppes Finance Plc Commercial Paper .....		.03/26/2009	1.400	.05/27/2009	1,398,946		327
Centrica Plc Commercial Paper .....		.03/25/2009	1.500	.05/27/2009	1,496,499		436
Clorox Company Commercial Paper .....		.03/09/2009	1.000	.04/07/2009	3,992,334		2,551
Devon Energy Corporation Commercial Paper .....		.03/16/2009	0.750	.04/15/2009	2,099,387		700
Dominion Resources Inc. Commercial Paper .....		.03/30/2009	1.150	.04/06/2009	3,599,425		230
Dow Chemical Company Commercial Paper .....		.03/05/2009	3.600	.04/03/2009	1,808,637		4,883
Heinz H J Finance Company Commercial Paper .....		.03/10/2009	1.050	.04/27/2009	2,810,866		1,804
Ingersoll-Rand Global Hldg Co. Commercial Paper .....		.03/27/2009	1.750	.04/09/2009	1,399,456		340
Ingersoll-Rand Global Hldg Co. Commercial Paper .....		.03/13/2009	3.050	.04/16/2009	4,075,805		6,561
Kellogg Company Commercial Paper .....		.03/17/2009	1.150	.05/18/2009	3,601,582		1,726
Nordstrom Inc. Commercial Paper .....		.03/25/2009	1.000	.04/01/2009	4,000,000		778
P P G Industries Inc. Commercial Paper .....		.03/03/2009	1.400	.04/06/2009	1,811,647		2,043
Tyco International Finance SA Commercial Paper .....		.03/02/2009	1.270	.04/16/2009	3,997,881		4,231
Verizon Communications Inc. Commercial Paper .....		.02/26/2009	1.100	.04/22/2009	4,346,207		4,515
Volkswagen of America Commercial Paper .....		.02/13/2009	3.250	.04/02/2009	2,971,731		12,609
Volkswagen of America Commercial Paper .....		.03/05/2009	3.250	.04/20/2009	3,993,122		9,733
Wellpoint, Inc. Commercial Paper .....		.02/03/2009	1.900	.04/01/2009	3,000,000		9,025
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					57,403,124		62,747
3899999. Total - Industrial and Miscellaneous Bonds (Unaffiliated)					57,403,124		62,747
4199999. Total - Credit Tenant Loans							
4899999. Total - Hybrid Securities							
5599999. Total - Parent, Subsidiaries and Affiliates Bonds							
7799999. Total - Issuer Obligations					57,403,124		62,747
7899999. Total - Single Class Mortgage-Backed/Asset-Backed Securities							
7999999. Total - Defined Multi-Class Residential Mortgage-Backed Securities							
8099999. Total - Other Multi-Class Residential Mortgage-Backed Securities							
8199999. Total - Defined Multi-Class Commercial Mortgage-Backed Securities							
8299999. Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities							
8399999. Total Bonds					57,403,124		62,747
8699999 - Total Cash Equivalents					57,403,124		62,747

E09