



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

# QUARTERLY STATEMENT

AS OF JUNE 30, 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

Statutory Statement Contact Gilbert G. Aubin, 413-788-8411-2612  
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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 Stuart Harry Reese Chairman and Chief Executive Mark Douglas Roellig Executive Vice President and  
Chief Financial Officer Officer General Counsel

### DIRECTORS OR TRUSTEES

Stuart Harry Reese - Chairman Michael Robert Fanning # Michael Thomas Rollings  
Mark Douglas Roellig

State of Massachusetts SS:  
County of Hampden

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

Roger William Crandall  
President

Christine Carole Peaslee  
Secretary

Todd Garrett Picken  
Treasurer

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_

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

## STATEMENT AS OF JUNE 30, 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 .....	131,082,593		131,082,593	144,427,829
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....	87		87	93
3. Mortgage loans on real estate:				
3.1 First liens .....	8,088,119		8,088,119	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 (\$ .....(4,323,030) ), cash equivalents (\$ .....60,377,263 ) and short-term investments (\$ .....15,919,969 ) .....	71,974,203		71,974,203	35,834,326
6. Contract loans, (including \$ ..... premium notes) .....	99,627,879		99,627,879	96,679,274
7. Other invested assets .....				
8. Receivables for securities .....				
9. Aggregate write-ins for invested assets .....	102,313		102,313	164,317
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	310,875,193		310,875,193	285,656,737
11. Title plants less \$ ..... charged off (for Title insurers only) .....				
12. Investment income due and accrued .....	2,524,065		2,524,065	2,596,625
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection .....	6,071	4,485	1,587	5,831
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....	(1,800,194)		(1,800,194)	(327,535)
13.3 Accrued retrospective premiums .....				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers .....	3,012,141		3,012,141	2,918,501
14.2 Funds held by or deposited with reinsured companies .....				
14.3 Other amounts receivable under reinsurance contracts .....	4,395,115		4,395,115	2,402,338
15. Amounts receivable relating to uninsured plans .....				
16.1 Current federal and foreign income tax recoverable and interest thereon .....	10,987,521		10,987,521	13,273,512
16.2 Net deferred tax asset .....	23,034,802	17,199,333	5,835,469	4,653,768
17. Guaranty funds receivable or on deposit .....	1,651,528		1,651,528	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 .....	84,423		84,423	116,255
22. Health care (\$ ..... ) and other amounts receivable .....				
23. Aggregate write-ins for other than invested assets .....	267,864	267,864		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	355,038,531	17,471,682	337,566,849	312,952,179
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	3,902,465,990		3,902,465,990	3,863,276,168
26. Total (Lines 24 and 25) .....	4,257,504,521	17,471,682	4,240,032,839	4,176,228,348
<b>DETAILS OF WRITE-INS</b>				
0901. Derivative instruments .....	102,313		102,313	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) .....	102,313		102,313	164,317
2301. Disallowed IMR .....	267,864	267,864		
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) .....	267,864	267,864		

STATEMENT AS OF JUNE 30, 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 \$ 116,004,586 less \$ included in Line 6.3 (including \$ Modco Reserve)	116,004,586	108,352,794
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)		
3. Liability for deposit-type contracts (including \$ Modco Reserve)	1,142,542	1,188,341
4. Contract claims:		
4.1 Life	3,079,746	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	5,635	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	14,235,562	11,772,966
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ 5,548,238 ceded	5,548,238	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	408,804	398,877
13. Transfers to Separate Accounts due or accrued (net) (including \$ (9,908,401) accrued for expense allowances recognized in reserves, net of reinsured allowances)	(6,017,912)	(12,233,552)
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	2,308,830	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	1,402	64,393
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	(31,004)	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	30,009	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	2,199,185	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	431,841	235,576
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	139,686,940	121,176,848
27. From Separate Accounts Statement	3,902,465,626	3,863,275,809
28. Total liabilities (Lines 26 and 27)	4,042,152,567	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)	48,643,158	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 \$ 364 in Separate Accounts Statement)	195,380,073	189,275,491
38. Totals of Lines 29, 30 and 37	197,880,273	191,775,691
39. Totals of Lines 28 and 38	4,240,032,839	4,176,228,348
<b>DETAILS OF WRITE-INS</b>		
2501. Miscellaneous liabilities	336,099	152,468
2502. Funds awaiting escheat	95,741	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)	431,841	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 JUNE 30, 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	19,185,660	21,300,652	48,075,185
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	6,789,094	6,995,053	14,724,433
4. Amortization of Interest Maintenance Reserve (IMR)	11,592	(3,515)	7,565
5. Separate Accounts net gain from operations excluding unrealized gains or losses	(4)	822	992
6. Commissions and expense allowances on reinsurance ceded	1,321,270	1,187,653	2,473,562
7. Reserve adjustments on reinsurance ceded	(10,170,638)	(10,922,066)	(16,787,067)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	43,078,240	44,886,542	86,971,941
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(466,736)	(1,044,101)	(2,092,161)
9. Totals (Lines 1 to 8.3)	59,748,479	62,401,040	133,374,449
10. Death benefits	10,066,711	3,579,450	24,965,333
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	(841,474)	899,781	3,705,713
13. Disability benefits and benefits under accident and health contracts	101,221	135,727	201,738
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	30,615,641	39,913,980	75,168,401
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	279,404	246,053	567,484
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	7,651,792	4,833,513	8,581,860
20. Totals (Lines 10 to 19)	47,873,296	49,608,504	113,190,529
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	1,864,271	2,493,956	4,623,392
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	4,938,481	5,530,161	10,568,191
24. Insurance taxes, licenses and fees, excluding federal income taxes	1,042,454	1,035,640	1,946,218
25. Increase in loading on deferred and uncollected premiums	(4,531)	(3,265)	530
26. Net transfers to or (from) Separate Accounts net of reinsurance	(4,219,069)	(423,970)	(7,961,680)
27. Aggregate write-ins for deductions	15,712	28,110	64,586
28. Totals (Lines 20 to 27)	51,510,615	58,269,135	122,431,767
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	8,237,864	4,131,904	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)	8,237,864	4,131,904	10,942,682
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	2,356,110	2,132,459	(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)	5,881,754	1,999,445	13,382,798
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (323,452) (excluding taxes of \$ (68,657) transferred to the IMR)	(835,260)	(2,769,130)	(3,714,219)
35. Net income (Line 33 plus Line 34)	5,046,494	(769,685)	9,668,579
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
36. Capital and surplus, December 31, prior year	191,775,691	183,357,967	183,357,967
37. Net income (Line 35)	5,046,494	(769,685)	9,668,579
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 1,243	2,308	17,630	(14,100)
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	(1,103,891)	3,055,309	(2,033,610)
41. Change in non-admitted assets	2,127,832	(6,358,917)	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	25,281	1,713,928	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	9	169	(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		(658,032)	(970,635)
54. Net change in capital and surplus for the year (Lines 37 through 53)	6,104,582	(2,999,599)	8,417,724
55. Capital and surplus, as of statement date (Lines 36 + 54)	197,880,273	180,358,368	191,775,691
<b>DETAILS OF WRITE-INS</b>			
08.301. Administrative fee and other income	(466,736)	(1,044,101)	(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)	(466,736)	(1,044,101)	(2,092,161)
2701. Miscellaneous charges to operations	15,712	28,110	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)	15,712	28,110	64,586
5301. Other changes in surplus		(658,032)	(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)		(658,032)	(970,635)

## STATEMENT AS OF JUNE 30, 2009 OF THE MML Bay State Life Insurance Company

**CASH FLOW**

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance .....	21,997,182	47,044,264
2. Net investment income .....	6,898,285	15,515,243
3. Miscellaneous income .....	36,251,824	69,767,333
4. Total (Lines 1 to 3) .....	65,147,292	132,326,840
5. Benefit and loss related payments .....	38,981,284	114,490,613
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	(10,434,709)	(21,107,172)
7. Commissions, expenses paid and aggregate write-ins for deductions .....	8,496,196	21,915,825
8. Dividends paid to policyholders .....		
9. Federal and foreign income taxes paid (recovered) net of \$ ..... (826,446) tax on capital gains (losses) .....	(184,676)	(3,319,187)
10. Total (Lines 5 through 9) .....	36,858,095	111,980,080
11. Net cash from operations (Line 4 minus Line 10) .....	28,289,197	20,346,760
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	12,151,925	30,646,374
12.2 Stocks .....		465,752
12.3 Mortgage loans .....	459,186	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) .....	12,611,119	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 .....	2,948,605	6,824,348
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	9,660,490	19,974,207
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....		
16.2 Capital and paid in surplus, less treasury stock .....		
16.3 Borrowed funds .....		
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	(63,743)	309,545
16.5 Dividends to stockholders .....		
16.6 Other cash provided (applied) .....	(1,746,068)	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) .....	(1,809,811)	1,817,028
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	36,139,877	42,137,996
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year .....	35,834,326	(6,303,672)
19.2 End of period (Line 18 plus Line 19.1) .....	71,974,203	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 .....	31,521,367	34,866,253	69,947,965
3. Ordinary individual annuities .....	29,900	203,604	362,133
4. Credit life (group and individual) .....			
5. Group life insurance .....	(2,462,596)	(3,208,426)	(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 .....	29,088,671	31,861,431	69,861,364
12. Deposit-type contracts .....			
13. Total	29,088,671	31,861,431	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**

- a. MML Bay State Life Insurance Company (the "Company") recognizes statutory accounting practices prescribed or permitted by the State of Massachusetts for determining and reporting the financial condition and results of operations of an insurance company. The National Association of Insurance Commissioners Accounting Practices and Procedures Manual ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the state of Massachusetts. The Company has adopted certain procedures that differ from NAIC SAP; however such deviations are not believed to have a material impact on income, statutory surplus or risk-based capital.

**Note 2 - Accounting Changes and Corrections of Errors**

In September 2008, the National Association of Insurance Commissioners ("NAIC") issued Statement of Statutory Accounting Principles ("SSAP") No. 99, "Accounting for Certain Securities Subsequent to an Other-Than-Temporary Impairment" ("SSAP No. 99"), 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 Generally Accepted Accounting Principles ("GAAP") guidance included in Financial Accounting Standards Board ("FASB") Staff Position ("FSP") 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 asset valuation reserve ("AVR"), while interest related other-than-temporary impairment losses are to be recorded through the interest maintenance reserve ("IMR"). The Company has recorded an impact of \$0.2 million in additional income through June 30, 2009.

In December 2008, the NAIC issued SSAP No. 91(R), "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" ("SSAP No. 91(R)"), 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" ("FAS No. 156"), 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, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" ("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, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" ("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" ("SSAP No. 98"). 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. In July 2009, the NAIC proposed SSAP No. 43R, "Loan-backed and Structured Securities" ("SSAP No. 43R"), to provide guidance on the accounting for securities acquired in a transfer, impairment and beneficial interests. If adopted, this proposed SSAP would supersede SSAP No. 98 and paragraph 13 of SSAP No. 99. This SSAP requires the bifurcation of impairment losses into credit and noncredit portions. The credit portion is the difference between present value of estimated cash flows, which represents net realizable value, and amortized cost. The noncredit portion is the difference between net realizable value and fair value. If there is no intent to sell and the company has the intent and the ability to hold to recovery, then only the credit loss is recognized through earnings. However, if the company has the intent to sell the security or has determined that it does not have the intent and ability to retain the investments for a sufficient period of time to recover the amortized cost basis, the company would be required to write the security down to fair value. Should SSAP No. 43R be adopted as proposed, as of June 30, 2009, the Company has estimated it would have recognized credit-related impairments for these securities through earnings of approximately \$0.5 million.

**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.

## NOTES TO FINANCIAL STATEMENTS

### **Note 8 - Derivative Instruments**

No significant change.

### **Note 9 - Income Taxes**

No significant change.

### **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 six months ended June 30, 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

## NOTES TO FINANCIAL STATEMENTS

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 Alt-A category includes option adjustable rate mortgages, and the subprime category includes "scratch and dent" or reperforming pools, high loan-to-value pools, and pools where the borrowers have very impaired credit 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.

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 June 30, 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:

	June 30, 2009			Six Months Ended June 30, 2009
	Actual Cost	Carrying Value	Fair Value	Other-Than- Temporary Impairments
	(In Millions)			
Alt-A				
a. Residential mortgage-backed securities	\$ 12.8	\$ 11.2	\$ 7.3	\$ (0.2)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investment in SCAs	-	-	-	-
f. Other assets	-	-	-	-
g. Total	<u>\$ 12.8</u>	<u>\$ 11.2</u>	<u>\$ 7.3</u>	<u>\$ (0.2)</u>

	June 30, 2009			Six Months Ended June 30, 2009
	Actual Cost	Carrying Value	Fair Value	Other-Than- Temporary Impairments
	(In Millions)			
Subprime				
a. Residential mortgage-backed securities	\$ 10.8	\$ 7.2	\$ 4.8	\$ (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>\$ 10.8</u>	<u>\$ 7.2</u>	<u>\$ 4.8</u>	<u>\$ (0.7)</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**

	December 31, 2008			Year Ended December 31, 2008
	Actual Cost	Carrying Value	Fair Value	Other-Than- Temporary Impairments
Subprime	(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 depends upon evolving conditions that can alter the anticipated cash flows realized by investors and was impacted by the current illiquid credit market environment, which made it difficult to obtain readily determinable prices for RMBS and other investments, including leveraged loan exposure. 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 the 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**

The Company did not have any changes in the provision for incurred losses and loss adjustment expenses.

**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**

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**Note 33 - Separate Accounts**

No significant change.

**Note 34 - Loss/Claim Adjustment Expenses**

No significant change.

STATEMENT AS OF JUNE 30, 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: ..... \$ 84,423

**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  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

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  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 .....	\$ ..... 8,088,119
1.13	Commercial Mortgages .....	\$ .....
1.14	Total Mortgages in Good Standing .....	\$ ..... 8,088,119
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) .....	\$ ..... 8,088,119
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 .....	\$ .....

**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)
<b>NONE</b>						

STATEMENT AS OF JUNE 30, 2009 OF THE MML Bay State Life Insurance Company  
**SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS**

Current Year To Date - Allocated by States and Territories

States, Etc.	1	Life Contracts		Direct Business Only			7
		2	3	4	5	6	
	Active Status	Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit-Type Contracts
1. Alabama	AL	L	235,236	1,200		236,436	
2. Alaska	AK	L	13,886			13,886	
3. Arizona	AZ	L	645,413	100		645,513	
4. Arkansas	AR	L	27,874			27,874	
5. California	CA	L	4,032,785			4,032,785	
6. Colorado	CO	L	568,761	2,030		570,791	
7. Connecticut	CT	L	439,264			439,264	
8. Delaware	DE	L	49,670			49,670	
9. District of Columbia	DC	L	183,584			183,584	
10. Florida	FL	L	1,685,071			1,685,071	
11. Georgia	GA	L	650,495			650,495	
12. Hawaii	HI	L	144,677			144,677	
13. Idaho	ID	L	51,094			51,094	
14. Illinois	IL	L	1,042,030			1,042,030	
15. Indiana	IN	L	589,710	200		589,910	
16. Iowa	IA	L	781,953	1,800		783,753	
17. Kansas	KS	L	406,632			406,632	
18. Kentucky	KY	L	304,819	2,040		306,859	
19. Louisiana	LA	L	415,154			415,154	
20. Maine	ME	L	174,328			174,328	
21. Maryland	MD	L	1,044,528	1,200		1,045,728	
22. Massachusetts	MA	L	894,330			894,330	
23. Michigan	MI	L	1,324,253	750		1,325,003	
24. Minnesota	MN	L	381,713	6,000		387,713	
25. Mississippi	MS	L	231,985			231,985	
26. Missouri	MO	L	549,866	50		549,916	
27. Montana	MT	L	203,704			203,704	
28. Nebraska	NE	L	363,547	900		364,447	
29. Nevada	NV	L	256,536			256,536	
30. New Hampshire	NH	L	173,289			173,289	
31. New Jersey	NJ	L	1,346,688	2,250		1,348,938	
32. New Mexico	NM	L	73,564			73,564	
33. New York	NY	N	104,256			104,256	
34. North Carolina	NC	L	1,054,368			1,054,368	
35. North Dakota	ND	L	5,891			5,891	
36. Ohio	OH	L	1,012,652	400		1,013,052	
37. Oklahoma	OK	L	712,229			712,229	
38. Oregon	OR	L	407,974			407,974	
39. Pennsylvania	PA	L	1,557,031	3,064		1,560,095	
40. Rhode Island	RI	L	227,896			227,896	
41. South Carolina	SC	L	602,429			602,429	
42. South Dakota	SD	L	29,746			29,746	
43. Tennessee	TN	L	648,573	3,300		651,873	
44. Texas	TX	L	2,666,691			2,666,691	
45. Utah	UT	L	352,922			352,922	
46. Vermont	VT	L	76,731	600		77,331	
47. Virginia	VA	L	1,427,397			1,427,397	
48. Washington	WA	L	623,032			623,032	
49. West Virginia	WV	L	190,656			190,656	
50. Wisconsin	WI	L	349,980	4,016		353,996	
51. Wyoming	WY	L	27,578			27,578	
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N	1,080			1,080	
55. U.S. Virgin Islands	VI	N	536			536	
56. Northern Mariana Islands	MP	N					
57. Canada	CN	N	280			280	
58. Aggregate Other Aliens	OT	XXX	96,051			96,051	
59. Subtotal	(a) 50		31,462,418	29,900		31,492,318	
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		101,221			101,221	
94. Aggregate or other amounts not allocable by State	XXX						
95. Totals (Direct Business)	XXX		31,563,639	29,900		31,593,539	
96. Plus Reinsurance Assumed	XXX						
97. Totals (All Business)	XXX		31,563,639	29,900		31,593,539	
98. Less Reinsurance Ceded	XXX		9,596,357			9,596,357	
99. Totals (All Business) less Reinsurance Ceded	XXX		21,967,282	29,900		21,997,182	
5801. DETAILS OF WRITE-INS Other foreign	XXX		96,051			96,051	
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		96,051			96,051	
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.

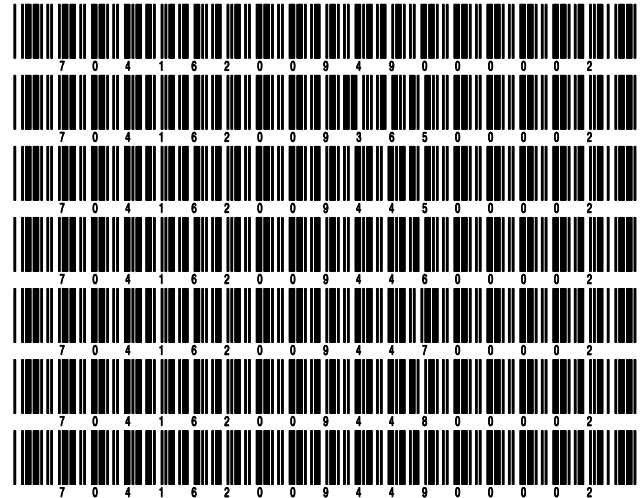
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? .....	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....	NO
3. Will the Reasonableness of Assumptions Certification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



**NONE**

STATEMENT AS OF JUNE 30, 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 .....	2,990	2,671
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....	459,186	1,037,197
8. Deduct amortization of premium and mortgage interest points and commitment fees .....	6,584	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) .....	8,088,119	8,550,899
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....	8,088,119	8,550,899
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14)	8,088,119	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 .....	357,066	329,840
4. Unrealized valuation increase (decrease) .....	61,739	(174,953)
5. Total gain (loss) on disposals .....	(134,588)	(27,039)
6. Deduct consideration for bonds and stocks disposed of .....	12,151,926	31,112,126
7. Deduct amortization of premium .....	378,160	818,140
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....	1,101,397	4,176,035
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	131,082,680	144,427,922
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	131,082,680	144,427,922

STATEMENT AS OF JUNE 30, 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 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	70,796,071	91,746,759	66,702,234	(17,864,627)	70,796,071	77,975,969		82,383,603
2. Class 2 (a) .....	112,348,059	199,427,738	210,741,259	16,695,968	112,348,059	117,730,506		93,298,537
3. Class 3 (a) .....	8,054,982	4,569,917	6,482,353	(123,229)	8,054,982	6,019,317		2,994,482
4. Class 4 (a) .....	2,088,143		24,505	1,044,814	2,088,143	3,108,452		1,533,757
5. Class 5 (a) .....	2,025,998		26,793	(48,013)	2,025,998	1,951,192		1,149,184
6. Class 6 (a) .....	835,262		181,787	(59,086)	835,262	594,389		754,716
7. Total Bonds	196,148,515	295,744,414	284,158,931	(354,173)	196,148,515	207,379,825		182,114,279
<b>PREFERRED STOCK</b>								
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	196,148,515	295,744,414	284,158,931	(354,173)	196,148,515	207,379,825		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 \$ .....10,596,593 ; NAIC 2 \$ .....65,700,639 ; NAIC 3 \$ ..... ; NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

S102

**SCHEDULE DA - PART 1**

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	15,919,969	XXX	15,906,655		

**SCHEDULE DA - VERIFICATION**

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of short-term investments acquired .....	15,906,655	9,097,348
3. Accrual of discount .....	13,314	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) .....	15,919,969	
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	15,919,969	

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 .....	553,690,349	865,803,169
3. Accrual of discount .....	412,426	972,751
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	8	356
6. Deduct consideration received on disposals .....	531,411,970	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) .....	60,377,263	37,686,450
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	60,377,263	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 JUNE 30, 2009 OF THE MML Bay State Life Insurance Company

**SCHEDULE B - PART 2**

Showing All Mortgage Loans ACQUIRED During the Current Quarter

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

**SCHEDULE B - PART 3**

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

1 Loan Number	2 Location		4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	8 Change in Book Value/Recorded Investment					13 Total Foreign Exchange Change in Book Value	14 Book Value/Recorded Investment Excluding Accrued Interest on Disposal	15 Consid-eration	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal
	City	State					8 Unrealized Valuation Increase (Decrease)	9 Current Year's (Amortization) /Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Capitalized Deferred Interest and Other	12 Total Change in Book Value (8+9-10+11)						
Residential													250,684	250,684			
Prior Qtr Adjustment								(498)				(498)					
0299999. Mortgages with partial repayments								(3,096)				(3,096)					
								(3,594)				(3,594)		250,684	250,684		
0599999 - Totals																	
								(3,594)				(3,594)		250,684	250,684		

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 JUNE 30, 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)
02635P-SP-9	AMERICAN GENERAL FINANC 4.625% 05/15/09		06/28/2008	PRIOR PERIOD ADJUSTMENT				1	2FE
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)									XXX
8399997. Total - Bonds - Part 3									XXX
8399998. Total - Bonds - Part 5									XXX
8399999. Total - Bonds									XXX
8999997. Total - Preferred Stocks - Part 3									XXX
8999998. Total - Preferred Stocks - Part 5									XXX
8999999. Total - Preferred Stocks									XXX
9799997. Total - Common Stocks - Part 3									XXX
9799998. Total - Common Stocks - Part 5									XXX
9799999. Total - Common Stocks									XXX
9899999. Total - Preferred and Common Stocks									XXX
9999999 - Totals									XXX

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

STATEMENT AS OF JUNE 30, 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		06/01/2009	PAYDOWN		532	532	534	530				2		532				10	11/20/2025	1
0399999	Bonds - U.S. Governments					532	532	534	530				2		532				10	XXX	XXX
313398-SD-2	FHLMC SERIES 2335 CLASS 7.000% 07/15/31		06/01/2009	PAYDOWN		17,416	17,416	18,461	18,046		(630)		(630)		17,416				485	07/01/2031	1
31337H-QV-2	FHLMC SERIES 2117 CLASS 6.500% 01/15/29		06/01/2009	PAYDOWN		5,746	5,746	6,001	6,057		(311)		(311)		5,746				150	01/01/2029	1
31337M-TG-5	FHLMC SERIES 2182 CLASS 7.500% 09/15/29		06/01/2009	PAYDOWN		13,969	13,969	15,195	14,927		(958)		(958)		13,969				422	09/01/2029	1
31359D-Y9-8	FNMA SERIES 1993-187 CL 6.500% 07/25/23		06/01/2009	PAYDOWN		11,664	11,664	12,444	11,946		(281)		(281)		11,664				310	05/01/2011	1
3199999	Bonds - U.S. Special Revenues					48,795	48,795	52,101	50,976		(2,180)		(2,180)		48,795				1,367	XXX	XXX
000780-NK-8	A B N AMRO MORTGAGE COR 5.000% 12/25/33		04/17/2009	VARIOUS		456,825	496,299	470,864	475,800		7,411		7,411		483,211		(26,386)	(26,386)	9,700	12/25/2033	1FE
00184A-AC-9	TIME WARNER INC. BOND 7.625% 04/15/31		04/29/2009	MORGAN STANLEY AND CO		269,379	300,000	357,717	354,197		(372)		(372)		353,824		(84,445)	(84,445)	14,145	04/15/2031	2FE
00442P-AD-2	ACE SECURITIES CORPORAT 0.414% 04/25/36		06/25/2009	PAYDOWN		71,242	69,906	70,964	70,964		278		278		71,242				165	04/25/2036	1FE
02635P-SP-9	AMERICAN GENERAL FINANC 4.625% 05/15/09		06/29/2009	VARIOUS		850,827	850,001	848,360	849,777		224		224		850,001		826	826	19,656	05/15/2009	2FE
05332*-AR-9	AUTOMOTIVE RENTALS INC 1.260% 05/27/09		05/27/2009	MATURITY		700,000	700,000	700,000	700,000						700,000				2	05/27/2009	2
056060-AA-7	BXG RECEIVABLES NOTE TR 5.828% 10/02/22		06/16/2009	PAYDOWN		26,872	26,872	26,871	26,785		87		87		26,872				658	10/02/2022	1FE
05948J-AA-0	BANC OF AMERICA MORTGAG 5.264% 12/25/32		06/01/2009	PAYDOWN		36	36	37	36						36				1	07/01/2014	1FE
05948X-R5-2	BANC OF AMERICA MORTGAG 5.195% 01/25/34		06/01/2009	PAYDOWN		1,205	1,205	1,140	1,140		65		65		1,205				27	01/25/2034	1FE
06050H-KX-5	BANK OF AMERICA MORTGAG 4.765% 07/20/32		06/01/2009	PAYDOWN		585	585	607	582		3		3		585				13	02/01/2032	1FE
06050H-KY-3	BANK OF AMERICA MORTGAG 4.765% 07/20/32		06/10/2009	PAYDOWN		468	468	297	297		171		171		468				11	07/20/2032	1FE
06051G-BD-0	BANC OF AMERICA FUNDING 4.923% 06/20/32		06/01/2009	PAYDOWN		3,281	3,281	3,358	3,176		105		105		3,281				76	04/01/2032	1FE
07325Y-AB-4	BAYVIEW COMMERCIAL ASSE 0.604% 07/25/37		06/25/2009	PAYDOWN		11,659	11,659	11,659	11,659						11,659				(4,815)	07/25/2037	1FE
07383F-GE-2	BEAR STEARNS COML MORTG 5.060% 12/15/10		06/01/2009	PAYDOWN		5,500	5,500	5,495	5,500		5		5		5,500				116	12/01/2010	1FE
07383F-PV-4	BEAR STEARNS COML MORTG 4.060% 12/15/11		06/01/2009	PAYDOWN		14,580	14,580	14,622	14,580						14,580				247	12/01/2011	1FE
07384M-S6-0	BEAR STEARNS ADJ RATE M 4.805% 07/25/34		06/10/2009	PAYDOWN		15,275	15,275	14,991	16,002		(727)		(727)		15,275				310	07/25/2034	1FE
07386H-GG-0	BEAR STEARNS ALT-A TRU 0.634% 05/25/34		06/25/2009	PAYDOWN		1,065	1,065	1,064	1,056		9		9		1,065				7	05/25/2034	1FE
075386-AC-6	BEAVER VALLEY II FDG CO 9.000% 06/01/17		06/01/2009	REDEMPTION 100.0000		37,000	37,000	40,400	40,267		(3,267)		(3,267)		37,000				1,665	06/01/2017	2FE
10468*-AA-2	BRADY CORPORATION SENIO 5.140% 06/28/14		06/28/2009	REDEMPTION 100.0000		100,000	100,000	100,000	100,000						100,000				2,570	06/28/2014	1
1248RH-AD-9	CREDIT-BASED ASSET 0.654% 07/25/37		06/25/2009	PAYDOWN		13,089	13,089	7,445	7,445		5,644		5,644		13,089				51	07/25/2037	5FE
12667G-R6-2	COUNTRYWIDE ALTERNATIVE 0.644% 08/25/35		06/25/2009	PAYDOWN		5,158	5,158	5,158	5,158						5,158				18	08/25/2035	4FE
12667G-S2-0	COUNTRYWIDE ALTERNATIVE 0.654% 09/25/35		06/25/2009	PAYDOWN		7,133	7,133	7,133	7,133						7,133				24	09/25/2035	4FE
12667G-WF-6	COUNTRYWIDE ALTERNATIVE 0.624% 08/25/35		06/25/2009	VARIOUS		12,214	12,178	12,178	12,178		36		36		12,214				29	08/25/2035	4FE
126684-AC-3	COUNTRYWIDE ASSET-BACKE 5.658% 03/25/34		05/01/2009	PAYDOWN		18,462	18,462	9,658	9,658		8,804		8,804		18,462				397	03/25/2034	3FE
12669E-H3-3	COUNTRYWIDE HOME LOANS 5.046% 09/25/33		06/01/2009	PAYDOWN		5,120	5,120	5,190	5,323		(203)		(203)		5,120				93	10/01/2022	1FE
12669F-P2-3	COUNTRYWIDE HOME LOANS 4.518% 08/25/34		05/01/2009	PAYDOWN		704	704	170	194		534	24	510		704				16	08/25/2034	6FE
12669F-VD-2	COUNTRYWIDE HOME LOANS 4.008% 05/25/34		06/01/2009	PAYDOWN		10,361	10,361	9,787	9,787		574		574		10,361				183	05/25/2034	1FE
12669F-W8-2	COUNTRYWIDE HOME LOANS 0.714% 08/25/34		06/25/2009	PAYDOWN		5,063	5,063	5,063	5,063						5,063				15	08/25/2034	3FE
14911X-AC-0	CATERPILLAR FINANCIAL A 5.340% 06/25/12		06/25/2009	PAYDOWN		32,117	32,117	32,110	32,114		3		3		32,117				706	06/25/2012	1FE
193906-AD-6	COLLEGE & UNIV FAC LOAN 4.000% 06/01/18		06/01/2009	PAYDOWN		8,953	8,953	9,003	8,990		(37)		(37)		8,953				179	06/01/2016	1FE
20046R-AC-8	COMMERCIAL MTG PASS THR 3.855% 05/16/11		06/01/2009	PAYDOWN		20,240	20,240	20,240	20,240						20,240				322	05/16/2011	1FE
208460-JJ-8	CONSECO FINANCE HELT SE 7.050% 04/15/32		06/15/2009	PAYDOWN		22,467	22,467	23,928	23,724		(1,257)		(1,257)		22,467				835	06/15/2012	1FE
22540V-G7-1	C S FIRST BOSTON MTG SE 7.500% 03/25/32		06/01/2009	PAYDOWN		897	897	941	972		(75)		(75)		897				31	03/01/2032	1FE
22540V-Y5-5	WASHINGTON MUTUAL SERIE 6.500% 10/19/29		06/01/2009	PAYDOWN		11,514	11,514	11,692	11,693		(179)		(179)		11,514				270	07/01/2029	1FE
22541N-BT-5	C S FIRST BOSTON MTG SE 7.000% 07/25/32		05/01/2009	PAYDOWN		2,282	2,282	1,651	1,125		1,158		1,158		2,282				86	07/25/2032	1FE
22541N-BV-0	C S FIRST BOSTON MTG SE 6.500% 06/25/32		06/01/2009	PAYDOWN		35,356	35,356	36,201	35,989		(633)		(633)		35,356				937	10/01/2016	1FE
22541N-FL-8	C S FIRST BOSTON MTG SE 6.500% 08/25/32		06/01/2009	PAYDOWN		19,699	19,699	19,877	19,765		(66)		(66)		19,699				665	07/01/2032	1FE
22541N-LQ-0	C S FIRST BOSTON MTG SE 6.750% 10/25/32		05/01/2009	PAYDOWN		24,134	24,134	24,317	25,475		(184)		(184)		24,134				669	01/01/2017	1FE
22541N-T5-8	C S FIRST BOSTON MTG SE 5.750% 04/25/33		06/01/2009	PAYDOWN		17,387	17,387	17,474	17,502		(114)		(114)		17,387				427	03/01/2033	1FE
22541Q-DG-4	C S FIRST BOSTON MTG SE 3.382% 07/15/10		06/01/2009	PAYDOWN		27,065	27,065	27,200	27,064						27,065				382	06/01/2010	1FE
22541Q-JR-4	C S FIRST BOSTON MTG SE 5.349% 06/25/33		05/01/2009	PAYDOWN		5,749	5,749	3,305	3,305		2,444		2,444		5,749				175	06/25/2033	1FE
23332U-AC-8	DESLA MORTGAGE LOAN TRUS 0.723% 09/19/44		06/19/2009	PAYDOWN		3,877	3,877	3,877	3,877						3,877				15	09/19/2044	1FE
251510-FB-4	DEUTSCHE ALT-A SEC MTG 0.624% 08/25/35		06/25/2009	PAYDOWN		4,670	4,670	4,670	4,670						4,670				16	08/25/2035	2FE
31394T-GC-4	FHLMC SERIES 2760 CLASS 5.000% 12/15/32		04/06/2009	KNIIGHT SECURITIES		1,031,406	1,000,000	960,625	970,303		15,472		15,472		985,775		45,631	45,631	17,778	12/15/2032	1
36158Y-GZ-6	GE CAPITAL COMMERCIAL 4.229% 09/10/11		06/01/2009	PAYDOWN		63,919	63,919	64,077	63,899		21		21		63,919				1,317	09/01/2011	1FE
361849-TP-7	G M A C COML MTG SECS 5.785% 03/15/11		06/01/2009	PAYDOWN		8,897	8,897	8,919	8,899		8		8		8,897				215	03/01/2011	1FE
362341-TM-1	G S A M P TRUST SERIES 0.664% 01/25/45		06/25/2009																		

STATEMENT AS OF JUNE 30, 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)
.41161P-FR-9	HARBORVIEW MORTGAGE LOA	4.828%	08/19/34				3,332	3,332	3,389	3,252		79	79		3,332				75	06/01/2034	1FE
.41161P-QU-0	HARBORVIEW MORTGAGE LOA	0.643%	02/19/35				6,449	6,449	6,449	6,449					6,449				21	02/19/2035	2FE
.41161P-SK-0	HARBORVIEW MORTGAGE LOA	0.655%	08/25/34				3,405	3,405	3,405	3,405					3,405				12	08/25/2034	1FE
.413627-AU-4	HARRAH'S ENTERTAINMENT	5.625%	06/01/15				28,875	75,000	10,875	10,875					10,875		18,000	18,000	2,156	06/01/2015	6FE
.413627-BA-7	HARRAH'S ENTERTAINMENT	10.000%	12/15/15				61,500	100,000	29,500	29,500					29,500		32,000	32,000	5,056	12/15/2015	6FE
.452092-CG-2	ILLINOIS POWER COMPANY	7.500%	06/15/09				420,000	420,000	475,633	426,261		(6,261)	(6,261)		420,000				15,750	06/15/2009	2FE
.45254N-KD-8	IMPAC CMB TRUST SERIES	0.704%	10/25/34				7,810	7,810	7,823	7,796		14	14		7,810				(27)	10/25/2034	1FE
.45254N-PJ-5	IMPAC CMB TRUST SERIES	0.634%	07/25/35				12,824	12,824	12,824	12,824					12,824				41	07/25/2035	2FE
.45660L-CN-7	INDYMAC INDX MTG LOAN T	0.654%	02/25/35				6,751	6,751	6,751	6,751					6,751				21	02/25/2035	3FE
.45660N-QZ-4	INDYMAC INDX MTG LOAN T	5.325%	08/24/34				2,426	2,426	2,453	2,344		82	82		2,426				53	07/01/2034	2FE
.45660N-TN-6	INDYMAC INDX MTG LOAN T	0.744%	09/25/34				558	558	558	560		(2)	(2)		558				2	04/25/2034	2FE
.463556-AD-2	IREQUOIS GAS TRANSMISSI	6.100%	10/31/27				20,307	20,307	20,307	20,307					20,307				619	10/31/2027	2FE
.46625M-RA-9	J P MORGAN CHASE COM L	4.200%	05/12/12				13,453	13,453	13,520	13,460		(8)	(8)		13,453				236	04/01/2012	1FE
.46626C-CP-3	J P MORGAN RES MTG ACCP	1.720%	07/28/34				30,438	30,438	17,654	17,654		12,784	12,784		30,438				354	07/28/2034	2FE
.49228R-AE-3	KERN RIVER FUNDING	4.893%	04/30/18				9,506	9,506	9,499	9,508		(2)	(2)		9,506				194	04/30/2018	1FE
.52108H-FS-8	LEHMAN BROTHERS-UBS COM	5.642%	11/15/11				2,665	2,665	2,678	2,668		(3)	(3)		2,665				63	04/11/2011	1FE
.52108H-LG-7	LEHMAN BROTHERS-UBS COM	4.071%	05/15/12				11,112	11,112	11,168	11,124		(12)	(12)		11,112				189	05/11/2012	1FE
.52108H-SY-1	LEHMAN BROTHERS-UBS COM	3.478%	04/15/09				670	670	674	670					670				8	04/11/2009	1FE
.52108H-ZS-8	LEHMAN BROTHERS-UBS COM	4.254%	04/15/13				6,338	6,338	6,369	6,345		(8)	(8)		6,338				118	04/11/2013	1FE
.542514-MW-1	LONG BEACH MORTGAGE LOA	0.494%	08/25/35				16,001	16,001	15,921	15,806		195	195		16,001				41	08/25/2035	1FE
.549271-AD-6	LUBRIZOL CORPORATION SE	4.625%	10/01/09				236,175	235,000	234,370	234,878		51	51		234,929		1,246	1,246	5,434	10/01/2009	2FE
.55353W-AB-2	MSCC HELOC TRUST SERIES	0.574%	04/25/16				5,776	5,776	5,772	5,501		275	275		5,776				26	04/25/2016	1FE
.576433-GH-0	MASTER ADJUST RATE MTG	4.754%	01/25/34				515	515	525	502		14	14		515				11	12/01/2033	2FE
.589299-X2-9	MERRILL LYNCH MTG INVES	4.463%	07/25/33				32,424	32,424	32,788	30,414		2,010	2,010		32,424				833	07/01/2033	1FE
.59025R-AT-4	MERRILL LYNCH FST FRNK	1.014%	10/25/37				33,221	33,221	33,221	33,221					33,221				156	10/25/2037	1FE
.61746H-YZ-7	MORGAN STANLEY DEAN WIT	3.980%	01/13/12				14,522	14,522	14,600	14,526		(4)	(4)		14,522				241	04/01/2011	1FE
.61748H-BM-2	MORGAN STANLEY MORTGAGE	4.579%	08/25/34				8,275	8,275	8,090	8,090		185	185		8,275				126	08/25/2034	1FE
.62886E-AC-2	N C R CORPORATION NOTE	7.125%	06/15/09				300,000	300,000	299,454	299,922		78	78		300,000				10,688	06/15/2009	2FE
.68383N-CA-9	OPTIMUM MTG ACCEPTANCE C	0.624%	11/25/35				18,546	18,546	18,546	18,546					18,546				58	11/25/2035	2FE
.75406A-AB-5	RESIDENTIAL ASSET SEC C	0.514%	02/25/36				59,084	59,084	57,550	57,729		1,580	1,354		59,084				158	02/25/2036	3FE
.75406D-AB-9	RESIDENTIAL ASSET SEC C	0.424%	06/25/36				140,740	140,740	139,058	140,372		368	368		140,740				323	06/25/2036	1FE
.760985-S3-6	RESIDENTIAL FUNDING SEC	0.902%	11/25/42				1,467	1,467	1,467	1,467					1,467				4	11/25/2042	1FE
.76110G-E2-3	RESIDENTIAL ACCREDIT LN	6.750%	06/25/32				5,443	5,443	5,605	5,603		(160)	(160)		5,443				156	06/01/2032	1FE
.76110G-G6-2	RESIDENTIAL ACCREDIT LN	6.750%	07/25/32				4,750	4,750	4,978	4,888		(137)	(137)		4,750				121	07/01/2032	1FE
.76110G-G7-0	RESIDENTIAL ACCREDIT LN	6.750%	07/25/32				8,232	8,232	8,501	8,390		(158)	(158)		8,232				251	07/01/2032	1FE
.76110G-J8-5	RESIDENTIAL ACCREDIT LN	6.500%	08/25/32				10,405	10,405	10,782	10,632		(227)	(227)		10,405				304	08/01/2032	1FE
.76110G-V4-0	RESIDENTIAL ACCREDIT LN	6.250%	09/25/32				11,222	11,222	11,268	11,235		(12)	(12)		11,222				282	09/01/2032	1FE
.76110G-Z0-7	RESIDENTIAL ACCREDIT LN	7.000%	05/25/32				3,442	3,442	3,582	3,442		(87)	(87)		3,442				86	05/01/2032	1FE
.76110G-ZR-5	RESIDENTIAL ACCREDIT LN	7.000%	05/25/32				5,576	5,576	5,733	5,671		(95)	(95)		5,576				168	05/01/2032	1FE
.76110W-3P-9	RESIDENTIAL ASSET SEC C	0.574%	08/25/35				24,466	24,466	22,417	22,417		2,049	2,049		24,466				109	08/25/2035	1FE
.76110W-4D-5	RESIDENTIAL ASSET SEC C	0.584%	07/25/35				19,915	19,915	19,790	19,761		154	154		19,915				60	07/25/2035	1FE
.76112B-LW-8	RESIDENTIAL ASS MTG PRO	0.514%	04/25/35				14,619	14,619	14,509	14,550		69	69		14,619				41	04/25/2035	1FE
.79549A-RD-3	SALOMON BROTHERS MTG SE	5.232%	09/25/32				9	9	9	9					9				1	07/01/2032	1FE
.79549A-RE-1	SALOMON BROTHERS MTG SE	3.586%	09/25/32				63	63	63	75		(12)	(12)		63				1	04/01/2032	1FE
.79549A-SM-2	SALOMON BROTHERS MTG SE	4.960%	03/25/33				5,407	5,407	5,404	5,404		4	4		5,407				(386)	03/25/2033	1FE
.79549A-XZ-7	SALOMON BROTHERS MTG SE	7.000%	06/25/33				5,897	5,897	4,475	4,475		1,422	1,422		5,897				160	06/25/2033	1FE
.79549A-YA-1	SALOMON BROTHERS MTG SE	7.000%	06/25/33				4,423	4,423	2,022	2,022		2,401	2,401		4,423				120	06/25/2033	1FE
.814138-AF-0	SECURITY CAPITAL INDUST	7.875%	05/15/09					(68,835)											1,230	05/15/2009	2FE
.863579-WR-5	STRUCTURED ADJ RATE MTG	0.654%	08/25/35				6,176	6,176	6,176	6,176					6,176				22	08/25/2035	1FE
.86358R-A2-3	STRUCTURED ASSET SEC CO	6.542%	04/25/32				42,444	42,444	44,155	43,351		(907)	(907)		42,444				1,433	11/01/2028	1FE
.86358R-SJ-7	STRUCTURED ASSET SEC CO	3.716%	01/25/32				206	206	215	211		(5)	(5)		206				4	12/01/2031	3FE
.86358R-UQ-8	STRUCTURED ASSET SEC CO	4.742%	02/25/32				278	278	285	292		(14)	(14)		278				6	11/01/2031	1FE
.86358R-UR-6	STRUCTURED ASSET SEC CO	5.045%	02/25/32				708	708	195	195		514	514		708				12	02/25/2032	6FE
.86359A-6A-6	STRUCTURED ASSET SEC CO	4.103%	11/25/33				10,317	10,317	8,229	8,229		2,088	2,088		10,317				228	11/25/2033	1FE
.86359A-EH-2	STRUCTURED ASSET SEC CO	5.151%	12/25/32				1,882	1,882	1,249	1,247		635	635		1,882				51	12/25/2032	2FE

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STATEMENT AS OF JUNE 30, 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)	
86359A-NH-2	STRUCTURED ASSET SEC CO 6.500% 03/25/33		06/01/2009	PAYDOWN		3,330	3,330	3,414	3,450		(120)		(120)		3,330				93	04/01/2029	1FE	
86359B-PE-5	STRUCTURED ASSET SEC CO 4.126% 04/25/34		05/01/2009	PAYDOWN		9,133	9,133	3,261	3,544		5,872	282	5,590		9,133				154	04/25/2034	1FE	
86361L-AC-9	STRUCTURED ASSET SEC CO 0.814% 08/25/46		06/25/2009	PAYDOWN		66,450	66,450	66,450	66,450						66,450				364	08/25/2046	1FE	
88156V-AB-4	TERWIN MORTGAGE TRUST 4.188% 11/25/36		06/24/2009	VARIOUS		131,188	1,000,000	112,496	196,579			84,083	(84,083)		112,496		18,691	18,691	22,829	11/25/2036	1FE	
883199-A@-0	TEXTRON FINANCIAL 4.390% 12/24/13		06/24/2009	REDEMPTION 100.0000		21,053	21,053	21,053	21,053						21,053				462	12/24/2013	3	
89903@-AD-1	TUDOR INVESTMENT CORP. 6.160% 06/16/11		06/16/2009	REDEMPTION 100.0000		170,000	170,000	170,000	170,000						170,000				5,236	06/16/2011	2	
92178P-AC-1	VANDERBILT ACQ. LOAN TR 5.700% 09/07/23		06/01/2009	PAYDOWN		20,455	20,455	20,451	20,436		18		18		20,455				485	09/07/2023	1FE	
929227-VP-8	WASHINGTON MUTUAL MTG P 6.250% 10/25/32		06/01/2009	PAYDOWN		40,592	40,592	41,595	41,394		(802)		(802)		40,592				984	09/01/2032	1FE	
92922F-NW-4	WASHINGTON MUTUAL MTG P 2.838% 04/25/44		05/01/2009	PAYDOWN		2,731	2,731	2,743	2,792		(61)		(61)		2,731				31	09/01/2034	2FE	
92922F-UA-8	WASHINGTON MUTUAL MTG P 0.634% 07/25/45		06/25/2009	PAYDOWN		5,977	5,977	5,977	5,977						5,977				20	07/25/2045	1FE	
929766-BJ-1	WACHOVIA BANK COML MTG 4.043% 02/15/12		06/01/2009	PAYDOWN		13,967	13,967	13,967	13,952		15		15		13,967				236	02/15/2012	1FE	
929766-CR-2	WACHOVIA BANK COML MTG 4.440% 02/15/12		06/01/2009	PAYDOWN		3,472	3,472	3,489	3,472						3,472				64	02/01/2012	1FE	
929766-CT-8	WACHOVIA BANK COML MTG 4.037% 08/15/12		06/01/2009	PAYDOWN		17,070	17,070	17,112	17,064		5		5		17,070				298	05/01/2012	1FE	
939336-FV-0	WASHINGTON MUTUAL MTG P 6.000% 11/25/32		06/01/2009	PAYDOWN		49,384	49,384	50,341	50,414		(1,030)		(1,030)		49,384				1,167	10/01/2032	1FE	
939336-GA-5	WASHINGTON MUTUAL MTG P 5.750% 11/25/32		06/01/2009	PAYDOWN		58,099	58,099	59,297	59,053		(954)		(954)		58,099				1,316	10/01/2032	1FE	
948741-AD-5	WEINGARTEN REALTY INVES 7.000% 07/15/11		06/10/2009	TENDERED		400,000	400,000	418,744	410,077		(1,667)		(1,667)		408,410		(8,410)	(8,410)	25,278	07/15/2011	2FE	
949810-AB-1	WELLS FARGO MTG BK SEC 3.656% 10/25/34		06/01/2009	PAYDOWN		35,324	35,324	34,959	33,920		1,404		1,404		35,324				609	10/25/2034	1FE	
970628-AA-1	WILLIS ENG SECURITIZATI 1.569% 07/15/30		06/15/2009	PAYDOWN		4,784	4,784	4,736	4,741		43		43		4,784				37	07/15/2030	2FE	
98156D-AD-9	WORLD OMNI AUTO RECEIVA 5.280% 01/17/12		06/15/2009	PAYDOWN		24,117	24,117	24,116	24,116						24,117				522	01/17/2012	1FE	
984582-AA-4	YALE MORTGAGE LOAN TRUS 0.714% 06/25/37		05/26/2009	PAYDOWN		13,704	13,704	13,142	13,704		562		562		13,704				72	06/25/2037	5FE	
96177#-AA-1	INCHCAPE PLC SENIOR NOT 5.940% 05/23/17		05/20/2009	PREPAYMENT		128,571	128,571	128,571	128,571						128,571				3,755	05/23/2017	2	
8399999	Bonds - Industrial and Miscellaneous (Unaffiliated)					7,120,759	8,782,069	7,018,002	7,069,255						7,093,605		27,153	27,153	150,039	XXX	XXX	
8399997	Total - Bonds - Part 4					7,170,086	8,831,396	7,070,637	7,120,761						7,142,932		27,153	27,153	151,416	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					7,170,086	8,831,396	7,070,637	7,120,761						7,142,932		27,153	27,153	151,416	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	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	XXX	XXX
9799999	Total - Common Stocks						XXX													XXX	XXX	
9899999	Total - Preferred and Common Stocks						XXX													XXX	XXX	
9999999	Totals					7,170,086	XXX	7,070,637	7,120,761			108,643	86,468	22,175		7,142,932		27,153	27,153	151,416	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 JUNE 30, 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				102,313	102,313			(1,735)	3,509
0599999. Subtotal - Swaps - Hedging								XXX	102,313	102,313			(1,735)	3,509
0899999. Subtotal - Swaps								XXX	102,313	102,313			(1,735)	3,509
1299999. Subtotal - Forwards								XXX						
2599999. Subtotal - Hedging								XXX	102,313	102,313			(1,735)	3,509
2799999. Subtotal - Other								XXX						
9999999 - Totals								XXX	102,313	102,313			(1,735)	3,509

**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
<b>NONE</b>												
9999999 - Totals												

E07



STATEMENT AS OF JUNE 30, 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
<b>0399999. Total - U.S. Government Bonds</b>							
<b>1099999. Total - All Other Government Bonds</b>							
<b>1799999. Total - U.S. States, Territories and Possessions Bonds</b>							
<b>2499999. Total - U.S. Political Subdivisions of States, Territories and Possessions Bonds</b>							
<b>3199999. Total - U.S. Special Revenues Bonds</b>							
AutoZone Inc. Commercial Paper		.06/26/2009	0.600	.07/02/2009	2,499,958		208
B M W US Capital Llc Commercial Paper		.06/04/2009	1.300	.07/06/2009	899,837		877
B M W US Capital Llc Commercial Paper		.06/12/2009	1.300	.07/08/2009	4,863,771		3,338
Bemis Company Inc. Commercial Paper		.06/30/2009	0.450	.07/22/2009	3,624,048		45
Cadbury Schweppes Finance Plc Commercial Paper		.06/12/2009	0.550	.07/14/2009	2,739,456		795
Cadbury Schweppes Finance Plc Commercial Paper		.06/24/2009	0.600	.07/28/2009	352,841		41
Covidien Intl Finance SA Commercial Paper		.06/22/2009	0.400	.07/01/2009	2,000,000		200
Covidien Intl Finance SA Commercial Paper		.06/30/2009	0.430	.07/20/2009	774,824		9
Devon Energy Corporation Commercial Paper		.06/11/2009	0.490	.07/09/2009	4,830,474		1,315
Heinz H J Finance Company Commercial Paper		.05/22/2009	0.650	.08/03/2009	1,998,807		1,444
I T T Industries Inc. Commercial Paper		.04/09/2009	1.600	.07/06/2009	1,799,599		6,639
Ingersoll-Rand Global Hldg Co. Commercial Paper		.05/20/2009	1.000	.07/07/2009	3,181,469		3,712
Lincoln National Corporation Commercial Paper		.06/24/2009	1.050	.07/20/2009	4,947,256		1,010
Pacific Gas & Electric Co. Commercial Paper		.06/25/2009	0.650	.07/06/2009	3,299,702		357
Pearson Holdings Inc. Commercial Paper		.06/29/2009	0.500	.07/13/2009	899,850		25
Public Service Electric & Gas Commercial Paper		.05/29/2009	0.730	.07/16/2009	4,498,630		3,061
Reed Elsevier Inc. Commercial Paper		.06/15/2009	0.500	.07/06/2009	1,224,915		272
Ryder System Inc. Commercial Paper		.06/03/2009	0.850	.07/01/2009	3,397,000		2,246
V F Corporation Commercial Paper		.06/02/2009	0.650	.08/12/2009	4,046,927		2,119
X T O Energy Inc. Commercial Paper		.06/29/2009	0.550	.07/20/2009	4,498,694		137
Xcel Energy Inc. Commercial Paper		.06/22/2009	0.550	.07/14/2009	3,999,205		550
<b>3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations</b>					60,377,263		28,400
<b>3899999. Total - Industrial and Miscellaneous Bonds (Unaffiliated)</b>					60,377,263		28,400
<b>4199999. Total - Credit Tenant Loans</b>							
<b>4899999. Total - Hybrid Securities</b>							
<b>5599999. Total - Parent, Subsidiaries and Affiliates Bonds</b>							
<b>7799999. Total - Issuer Obligations</b>					60,377,263		28,400
<b>7899999. Total - Single Class Mortgage-Backed/Asset-Backed Securities</b>							
<b>7999999. Total - Defined Multi-Class Residential Mortgage-Backed Securities</b>							
<b>8099999. Total - Other Multi-Class Residential Mortgage-Backed Securities</b>							
<b>8199999. Total - Defined Multi-Class Commercial Mortgage-Backed Securities</b>							
<b>8299999. Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities</b>							
<b>8399999. Total Bonds</b>					60,377,263		28,400
<b>8699999 - Total Cash Equivalents</b>					60,377,263		28,400