



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2010

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 Joseph T. Olesky, 413-744-8668
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OFFICERS

President and Chief Executive Officer Roger William Crandall Treasurer Todd Garrett Picken
Secretary Christine Carole Peaslee Actuary Isadore Jermyn

OTHER

Michael Thomas Rollings Executive Vice President and Chief Financial Officer Mark Douglas Roellig Executive Vice President and General Counsel

DIRECTORS OR TRUSTEES

Roger William Crandall - Chairman # Michael Robert Fanning Michael Thomas Rollings
Mark Douglas Roellig

State of Massachusetts SS:
County of Hampden

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

Roger William Crandall
President and Chief Executive Officer

Christine Carole Peaslee
Secretary

Todd Garrett Picken
Treasurer

Subscribed and sworn to before me this _____ day of _____

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

STATEMENT AS OF JUNE 30, 2010 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	152,784,083		152,784,083	164,470,116
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	10,293		10,293	8,393
3. Mortgage loans on real estate:				
3.1 First liens	7,197,688		7,197,688	7,602,662
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 (\$(1,851,755)), cash equivalents (\$45,593,457) and short-term investments (\$2,149,881)	45,891,582		45,891,582	(2,923,818)
6. Contract loans (including \$ premium notes)	93,091,913		93,091,913	98,666,299
7. Derivatives	9,213		9,213	13,372
8. Other invested assets				
9. Receivables for securities				
10. Aggregate write-ins for invested assets				
11. Subtotals, cash and invested assets (Lines 1 to 10)	298,984,772		298,984,772	267,837,024
12. Title plants less \$ charged off (for Title insurers only)				
13. Investment income due and accrued	2,531,788		2,531,788	2,726,095
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection	2,226	1,456	770	6,071
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	(1,848,808)		(1,848,808)	(151,660)
14.3 Accrued retrospective premiums				
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers	1,399,034		1,399,034	2,712,010
15.2 Funds held by or deposited with reinsured companies				
15.3 Other amounts receivable under reinsurance contracts	5,938,367		5,938,367	2,163,044
16. Amounts receivable relating to uninsured plans				
17.1 Current federal and foreign income tax recoverable and interest thereon	3,592,451		3,592,451	4,937,447
17.2 Net deferred tax asset	22,511,001	13,219,735	9,291,266	8,343,988
18. Guaranty funds receivable or on deposit	1,607,789		1,607,789	1,612,822
19. Electronic data processing equipment and software				
20. Furniture and equipment, including health care delivery assets (\$)				
21. Net adjustment in assets and liabilities due to foreign exchange rates				
22. Receivables from parent, subsidiaries and affiliates	149,992		149,992	153,485
23. Health care (\$) and other amounts receivable				
24. Aggregate write-ins for other than invested assets	163,162	163,162		
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	335,031,774	13,384,353	321,647,421	290,340,326
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	3,957,480,908		3,957,480,908	4,054,756,927
27. Total (Lines 25 and 26)	4,292,512,682	13,384,353	4,279,128,329	4,345,097,252
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)				
2401. Disallowed IMR	123,508	123,508		
2402. Cash advanced to agents	39,655	39,655		
2403.				
2498. Summary of remaining write-ins for Line 24 from overflow page				
2499. Totals (Lines 2401 through 2403 plus 2498)(Line 24 above)	163,162	163,162		

STATEMENT AS OF JUNE 30, 2010 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 \$ 110,720,711 less \$ included in Line 6.3 (including \$ Modco Reserve)	110,720,711	115,191,603
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)		
3. Liability for deposit-type contracts (including \$ Modco Reserve)	2,285,888	1,798,191
4. Contract claims:		
4.1 Life	2,502,982	3,653,970
4.2 Accident and health		
5. Policyholders' dividends \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ accident and health premiums	2,790	3,953
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	15,715,102	12,461,179
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ ceded 4,422,991	4,422,991	333,128
9.4 Interest Maintenance Reserve		
10. Commissions to agents due or accrued-life and annuity contracts \$ 82,816, accident and health \$ and deposit-type contract funds \$	82,816	442,642
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	398,727	403,262
13. Transfers to Separate Accounts due or accrued (net) (including \$ (6,485,656) accrued for expense allowances recognized in reserves, net of reinsured allowances)	5,372,117	(8,817,572)
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	2,244,021	2,331,324
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	6,585	11,763
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	409,374	350,376
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	573,734	32,654
24.02 Reinsurance in unauthorized companies		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers		
24.04 Payable to parent, subsidiaries and affiliates	2,433,875	3,444,179
24.05 Drafts outstanding		
24.06 Liability for amounts held under uninsured plans		
24.07 Funds held under coinsurance		
24.08 Derivatives		
24.09 Payable for securities		
24.10 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	243,675	606,711
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	147,415,386	132,247,365
27. From Separate Accounts Statement	3,957,480,521	4,054,756,552
28. Total liabilities (Lines 26 and 27)	4,104,895,907	4,187,003,917
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	3,466,703	4,224,637
35. Unassigned funds (surplus)	21,528,605	4,631,584
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$)		
36.2 shares preferred (value included in Line 30 \$)		
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ 386 in Separate Accounts Statement)	171,732,222	155,593,135
38. Totals of Lines 29, 30 and 37	174,232,422	158,093,335
39. Totals of Lines 28 and 38	4,279,128,329	4,345,097,252
DETAILS OF WRITE-INS		
2501. Miscellaneous liabilities	214,368	524,418
2502. Funds awaiting escheat	29,307	82,293
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	243,675	606,711
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. Additional deferred tax as allowed by SSAP 10R	3,466,703	4,224,637
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)	3,466,703	4,224,637

STATEMENT AS OF JUNE 30, 2010 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	16,648,880	19,185,660	38,029,328
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	6,797,504	6,789,094	13,926,306
4. Amortization of Interest Maintenance Reserve (IMR)	16,322	11,592	45,004
5. Separate Accounts net gain from operations excluding unrealized gains or losses	2	(4)	23
6. Commissions and expense allowances on reinsurance ceded	1,647,936	1,321,270	2,623,299
7. Reserve adjustments on reinsurance ceded	(8,819,304)	(10,170,638)	(14,282,520)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	41,826,417	43,078,240	81,255,994
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(316,195)	(466,736)	(1,208,036)
9. Totals (Lines 1 to 8.3)	57,801,561	59,748,479	120,389,397
10. Death benefits	16,026,281	10,066,711	23,932,065
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	974,944	(841,474)	(223,729)
13. Disability benefits and benefits under accident and health contracts	129,192	101,221	263,077
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	31,131,549	30,615,641	66,086,509
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	322,050	279,404	496,780
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	(4,470,891)	7,651,792	6,757,498
20. Totals (Lines 10 to 19)	44,113,124	47,873,296	97,312,199
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	2,108,590	1,864,271	4,182,095
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	5,464,528	4,938,481	11,258,148
24. Insurance taxes, licenses and fees, excluding federal income taxes	935,344	1,042,454	1,849,650
25. Increase in loading on deferred and uncollected premiums	(4,745)	(4,531)	(1,757)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(15,466,409)	(4,219,069)	(8,302,898)
27. Aggregate write-ins for deductions	33,399	15,712	18,456
28. Totals (Lines 20 to 27)	37,183,832	51,510,615	106,315,893
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	20,617,728	8,237,864	14,073,504
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	20,617,728	8,237,864	14,073,504
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	3,188,294	2,356,110	4,368,581
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)	17,429,435	5,881,754	9,704,923
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (201,596) (excluding taxes of \$ 80,497 transferred to the IMR)	(281,297)	(835,260)	(1,980,090)
35. Net income (Line 33 plus Line 34)	17,148,138	5,046,494	7,724,834
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	158,093,335	191,775,691	191,775,691
37. Net income (Line 35)	17,148,138	5,046,494	7,724,834
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 8,187	15,204	2,308	2,242
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	(646,301)	(1,103,891)	(103,296)
41. Change in nonadmitted assets	2,516,331	2,127,832	(525,807)
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	(541,080)	25,281	22,636
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period		6,549	6,549
47. Other changes in surplus in Separate Accounts Statement	10	9	(7)
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			135,173
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			(45,000,000)
53. Aggregate write-ins for gains and losses in surplus	(2,353,216)		4,055,321
54. Net change in capital and surplus for the year (Lines 37 through 53)	16,139,087	6,104,582	(33,682,356)
55. Capital and surplus, as of statement date (Lines 36 + 54)	174,232,422	197,880,273	158,093,335
DETAILS OF WRITE-INS			
08.301. Other miscellaneous income	244,700	246,346	637,434
08.302. Sub advisory fees	(560,896)	(713,081)	(1,845,469)
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)	(316,195)	(466,736)	(1,208,036)
2701. Miscellaneous charges to operations	33,399	15,712	18,456
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)	33,399	15,712	18,456
5301. Change in additional deferred tax as allowed by SSAP 10R	(757,934)		4,224,637
5302. Other changes in surplus	(1,595,282)		(169,316)
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	(2,353,216)		4,055,321

STATEMENT AS OF JUNE 30, 2010 OF THE MML Bay State Life Insurance Company

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	18,983,873	21,997,182	38,776,753
2. Net investment income	6,680,067	6,898,285	13,903,743
3. Miscellaneous income	37,297,186	36,251,824	66,446,674
4. Total (Lines 1 to 3)	62,961,126	65,147,292	119,127,169
5. Benefit and loss related payments	48,390,120	38,981,284	88,492,521
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(29,656,098)	(10,434,709)	(11,718,879)
7. Commissions, expenses paid and aggregate write-ins for deductions	11,912,871	8,496,196	16,386,100
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ (1,122,843) tax on capital gains (losses)	1,561,204	(184,676)	(4,310,736)
10. Total (Lines 5 through 9)	32,208,097	36,858,095	88,849,006
11. Net cash from operations (Line 4 minus Line 10)	30,753,028	28,289,197	30,278,164
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	12,904,628	12,151,925	29,455,722
12.2 Stocks	1,170		110
12.3 Mortgage loans	400,447	459,186	938,490
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(104)	8	625
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	13,306,141	12,611,119	30,394,947
13. Cost of investments acquired (long-term only):			
13.1 Bonds	1,223,937	2,024	51,624,796
13.2 Stocks	7,118		
13.3 Mortgage loans	145		
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,231,200	2,024	51,624,796
14. Net increase (or decrease) in contract loans and premium notes	(5,574,386)	2,948,605	1,987,025
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	17,649,327	9,660,490	(23,216,874)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities	430,207	(63,743)	633,669
16.5 Dividends to stockholders			45,000,000
16.6 Other cash provided (applied)	(17,163)	(1,746,068)	(1,453,103)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	413,044	(1,809,811)	(45,819,434)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	48,815,400	36,139,877	(38,758,144)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	(2,923,818)	35,834,326	35,834,326
19.2 End of period (Line 18 plus Line 19.1)	45,891,582	71,974,203	(2,923,818)
Note: Supplemental disclosures of cash flow information for non-cash transactions:			
20.0001. Bond conversion	1,223,937		1,159,439
20.0002. Interest capitalization for long-term debt		2,024	19,050

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	28,304,628	31,521,367	63,002,350
3. Ordinary individual annuities	69,510	29,900	126,718
4. Credit life (group and individual)			
5. Group life insurance	(3,253,923)	(2,462,596)	(632,821)
6. Group annuities			
7. A & H - group			
8. A & H - credit (group and individual)			
9. A & H - other			
10. Aggregate of all other lines of business			
11. Subtotal	25,120,216	29,088,671	62,496,247
12. Deposit-type contracts			
13. Total	25,120,216	29,088,671	62,496,247
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 Connecticut Insurance Department (the “Department”) 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 Department. 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 (“RBC”).

Note 2 – Accounting Changes and Corrections of Errors

- a. Under statutory accounting principles, corrections of prior year errors are recorded in surplus on a pretax basis. For the six month period ended June 30, 2010, the Company recorded a net decrease to surplus of \$2 million attributable to corrections of prior year errors. This decrease was due to a correction of commissions.
- b. In December 2009, the NAIC adopted Statement of Statutory Accounting Principles (“SSAP”) No. 100 “Fair Value Measurements.” This standard provides statutory accounting guidance on defining fair value when other statutory accounting pronouncements require or permit fair value measurements, establishes a framework for measurement of fair value, and expands fair value disclosures. The new SSAP substantially adopts the fair value guidance in Accounting Standards Codification 820 Fair Value Measurements and Disclosures. However, it excludes the consideration of a company’s own credit risk in estimating the fair value of a liability, including derivatives. The new SSAP is effective for December 31, 2010 financial statements, with early application permitted as of December 31, 2009. Adoption of this statement will not have a significant impact on the Company.

In November 2009, the NAIC issued new guidance pertaining to accounting requirements for income taxes, which increases the potential admittance of deferred tax assets (“DTA”). It provides an increase in the admissibility limitation from 10% to 15% of surplus and an increase in the reversal/realization periods from one to three years. It requires gross DTA to be reduced by a statutory valuation allowance if it is more likely than not that some portion or all of the gross DTA will not be realized. The valuation allowance is required whether or not an insurer can admit higher DTA based on the new standard, i.e. whether its RBC exceeds the minimum threshold. Significant disclosures are required, including splitting the DTA and deferred tax liability by character, regardless of whether the company is eligible for the enhanced DTA admissibility standard. This guidance was issued as SSAP No. 10R, “Income Taxes – Revised, A Temporary Replacement of SSAP No. 10,” and is effective for 2009 annual statements and 2010 interim and annual statements. In the event subsequent DTA admission guidance is not adopted by the end of this statement’s effective period, SSAP No. 10 is reinstated as authoritative guidance for accounting and reporting of income taxes for statutory financial statements. The effect, as of December 31, 2009, of adopting this pronouncement was an increase to admitted DTA of approximately \$4 million.

In September 2009, the NAIC issued new guidance pertaining to loan-backed and structured securities, which supersedes existing guidance regarding treatment of cash flows when quantifying changes in valuation and impairments of loan-backed and structured securities. This revised guidance provides information on accounting for structured securities and beneficial interests with the primary impact related to other-than-temporary impairments (“OTTI”). It requires the bifurcation of impairment losses into interest and noninterest related portions. The noninterest portion is the difference between the present value of cash flows expected to be collected from the security and the amortized cost basis of the security. The interest portion is the difference between the present value of cash flows expected to be collected from the security and its fair value at the balance sheet date. If there is no intent to sell and the company has the intent and the ability to retain the investment to recovery, then only the noninterest loss is recognized through earnings. However, if there is an intent to sell or the company does not have the intent and ability to hold the investment for a period of time sufficient to recover the amortized cost basis, the security must be written down to fair value and the loss recognized through earnings. This guidance required a cumulative effect adjustment to statutory surplus as of July 1, 2009. For any previously other-than-temporarily impaired structured security to have been included in the cumulative effect adjustment, the company must have held the security as of September 30, 2009, must not have had the intent to sell the security and must have had the intent and ability to hold the security for a period of time sufficient to recover the security’s amortized cost basis. This guidance requires additional disclosures, including a listing of all investments where the present value of cash flows is less than amortized cost for securities with a recognized OTTI. This guidance was issued as SSAP No. 43R, “Loan-backed and Structured Securities,” and was effective September 30, 2009. The cumulative effect, as of July 1, 2009, of adopting this pronouncement was an increase to surplus of less than \$1 million, net of the impact of asset valuation reserve (“AVR”) and income taxes. In December 2009, the NAIC amended SSAP No. 43R to incorporate new guidance to determine the designation and carrying value for non-agency Residential Mortgage-Backed Securities (“RMBS”). The NAIC contracted with PIMCO, an independent third party, to model the RMBS cash flows. To establish the initial NAIC designation, the current book price is compared to the range of values generated by PIMCO’s analysis and assigned to the six NAIC designations for each CUSIP to determine the security’s carrying value method (amortized cost or fair value). For life companies, securities with NAIC Designation 1-5 are held at amortized cost, securities with NAIC Designation 6 are held at fair value. When it is initially determined that a security is an NAIC 6 designation that should be held at fair value, then the process is repeated comparing the new carrying value (fair value instead of amortized cost) to the modeled value and basing the final designation on that result. This modification was effective for year end 2009. This new value was used to determine the final NAIC rating to be reported in the Annual Statement and the RBC charge for each RMBS. In February 2010, the NAIC finalized its SSAP No. 43R Question & Answer Implementation Guide. Among other guidance, the Question & Answer document contains direction on AVR and IMR bifurcation issues. It also includes guidance stating that once an entity concludes that it has an intent to sell a particular security, that assertion cannot be changed back to intent and ability to hold. This additional guidance did not have a significant impact on the Company.

Note 3 – Business Combinations and Goodwill

No significant changes.

Note 4 – Discontinued Operations

No significant changes.

Note 5 – Investments

- d. Loan-backed and structured securities:
- (1) No significant changes.
 - (2) No significant changes.
 - (3) No significant changes.
 - (4) No significant changes.
 - (5) No significant changes.

NOTES TO FINANCIAL STATEMENTS

- (6) For the first two quarters of 2009, statutory OTTI of structured and other loan-backed securities were based on undiscounted cash flow models which produced \$1 million of impairments. The Company adopted a new accounting standard for determining whether or not an impairment is other than temporary for structured and loan-backed securities. The effect of adopting the new standard, as of July 1, 2009, was a decrease of less than \$1 million in the book value of associated bonds. This adjustment was recorded as a cumulative effect of an accounting change in surplus.

Loan-backed and structured securities recognized less than \$1 million of OTTI through the six months ended June 30, 2010.

As of June 30, 2010, investments in structured and loan-backed securities for which an OTTI has not been recognized in earnings and which are in an unrealized loss position had a fair value of \$20 million. Structured and loan-backed securities in an unrealized loss position for less than 12 months had a fair value of \$11 million and unrealized losses of less than \$1 million. Structured and loan-backed securities in an unrealized loss position greater than 12 months had a fair value of \$9 million and unrealized losses of \$3 million. These structured and loan-backed securities were primarily categorized as industrial and miscellaneous and United States of America ("U.S.") government agency securities.

Refer to Note 35 "Impairment listing for loan-backed and structured securities" for CUSIP level detail of impaired structured securities (present value of cash flows is less than cost or amortized cost), including securities with recognized OTTI for noninterest related declines for which an interest related impairment has not yet been recognized.

Note 6 – Joint Ventures, Partnerships and LLCs

No significant changes.

Note 7 – Investment Income

No significant changes.

Note 8 – Derivative Instruments

No significant changes.

Note 9 – Income Taxes

As of the second quarter of 2010, additional tax planning strategies and an increase in the Company's forecasted taxable income increased the Company's net admitted DTA by less than \$1 million.

Note 10 – Information Concerning Parent, Subsidiaries and Affiliates

No significant changes.

Note 11 – Debt

No significant changes.

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

No significant changes.

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

No significant changes.

Note 14 – Contingencies

- e. All Other Contingencies:

The Company is involved in litigation arising in and out of the normal course of business, which seeks both compensatory and punitive damages. While the Company is not aware of any actions or allegations that should reasonably give rise to a material adverse impact to the Company's financial position or liquidity, the outcome of litigation cannot be foreseen with certainty. It is the opinion of management that the ultimate resolution of these matters will not materially impact the Company's financial position or liquidity. However, the outcome of a particular proceeding may be material to the Company's operating results for a particular period depending upon, among other factors, the size of the loss or liability and the level of the Company's income for the period.

Note 15 – Leases

No significant changes.

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

No significant changes.

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

- c. Wash Sales:

- (1) In the course of the Company's asset management, securities are sold and repurchased within 30 days of the sale date to enhance the Company's yield on its investment portfolio.
- (2) The Company did not sell any securities at a loss or in a loss position with the NAIC Designation 3 or below through the six months ended June 30, 2010 that were reacquired within 30 days of the sale date.

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

No significant changes.

NOTES TO FINANCIAL STATEMENTS

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

No significant changes.

Note 20 – Other Items

- g. Subprime Mortgage Related Risk Exposure:
 (3) Direct exposure through other investments:

Residential mortgage-backed securities risk exposure:

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

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

The Company holds certain investments backed by pools of residential mortgages. The majority of these investments are included in bonds. The mortgages in these pools have varying risk characteristics and are commonly categorized as being of U.S. government agency, non-agency prime, Alt-A and subprime borrower quality. The Alt-A category includes option adjustable rate mortgages, and the subprime category includes “scratch and dent” or reperforming pools, high loan-to-value pools, and pools where the borrowers have very impaired credit 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. It is unclear how long it will take for a return to more liquid market conditions.

Residential mortgage loan pools are pools of homogeneous residential mortgage loans substantially backed by Federal Housing Administration (“FHA”) and Veterans Administration (“VA”) guarantees. The Company does not originate any residential mortgages but invests in residential mortgage loan pools which may contain mortgages of subprime credit quality. The Company purchases seasoned loan pools, most of which are FHA insured or VA guaranteed. As of June 30, 2010 and December 31, 2009, the Company had no direct subprime exposure through the origination of residential mortgage loans or purchases of unsecuritized whole-loan pools.

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

Alt-A:	June 30, 2010			Six Months Ended
	Actual	Carrying	Fair	June 30,
	Cost	Value	Value	2010
	(In Millions)			
a. Residential mortgage-backed securities	\$ 11	\$ 8	\$ 7	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investment in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 11	\$ 8	\$ 7	\$ -

Subprime:	June 30, 2010			Six Months Ended
	Actual	Carrying	Fair	June 30,
	Cost	Value	Value	2010
	(In Millions)			
a. Residential mortgage-backed securities	\$ 9	\$ 5	\$ 4	\$ -
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investment in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 9	\$ 5	\$ 4	\$ -

Note: The actual cost in these tables is reduced by paydowns.

NOTES TO FINANCIAL STATEMENTS

	December 31, 2009			Year Ended December 31, 2009
	Actual Cost	Carrying Value	Fair Value	OTTI
Alt-A:	(In Millions)			
a. Residential mortgage-backed securities	\$ 12	\$ 9	\$ 7	\$ (1)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investment in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 12	\$ 9	\$ 7	\$ (1)

	December 31, 2009			Year Ended December 31, 2009
	Actual Cost	Carrying Value	Fair Value	OTTI
Subprime:	(In Millions)			
a. Residential mortgage-backed securities	\$ 10	\$ 6	\$ 4	\$ (2)
b. Commercial mortgage-backed securities	-	-	-	-
c. Collateralized debt obligations	-	-	-	-
d. Structured securities	-	-	-	-
e. Equity investment in subsidiary and controlled affiliates	-	-	-	-
f. Other assets	-	-	-	-
g. Total	\$ 10	\$ 6	\$ 4	\$ (2)

Note: The actual cost in these tables is reduced by paydowns.

h. Risks related to credit markets:

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

Management's judgment regarding OTTI and estimated fair value depends upon evolving conditions that can alter the anticipated cash flows realized by investors and is impacted by the 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, high levels of unemployment, and related management judgments of OTTI and fair values could negatively impact the Company's results of operations, surplus, and the disclosed fair value.

Note 21 – Events Subsequent

The Company has evaluated subsequent events through August 5, 2010, the date the financial statements were available to be issued, and no events have occurred subsequent to the balance sheet date and before the date of evaluation that would require disclosure.

Note 22 – Reinsurance

No significant changes.

Note 23 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant changes.

Note 24 – Change in Incurred Losses and Loss Adjustment Expenses

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

Note 25 – Intercompany Pooling Arrangements

No significant changes.

NOTES TO FINANCIAL STATEMENTS

Note 26 – Structured Settlements

No significant changes.

Note 27 – Health Care Receivables

No significant changes.

Note 28 – Participating Policies

No significant changes.

Note 29 – Premium Deficiency Reserves

No significant changes.

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

No significant changes.

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

No significant changes.

Note 32 – Premium and Annuity Considerations Deferred and Uncollected

No significant changes.

Note 33 – Separate Accounts

At year end 2009 the Company's separate account presentation included \$2,119 million of products classified as guaranteed products which should have been classified as nonguaranteed products. The total amount presented for separate accounts was correct.

Note 34 – Loss/Claim Adjustment Expenses

No significant changes.

NOTES TO FINANCIAL STATEMENTS**Note 35 – Impairment Listing for Loan-Backed and Structured Securities**

The following is the total cumulative adjustments and impairments for loan-backed and structured securities since July 1, 2009:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
June 30, 2010	\$ 2,331,449.06	\$ -	\$ 2,331,449.06	\$ 2,200,016.30	\$ (131,432.76)	\$ 2,200,016.30	\$ 1,658,548.15
March 31, 2010	3,606,733.30	-	3,606,733.30	3,269,443.64	(337,289.66)	3,269,443.64	2,259,716.96
December 31, 2009	4,888,306.08	-	4,888,306.08	4,101,772.99	(786,533.09)	4,101,772.99	2,994,613.30
September 30, 2009	10,338,098.79	207,960.30	10,546,059.09	9,768,287.29	(777,771.80)	9,768,287.29	6,661,983.49
Totals	\$ 21,164,587.23	\$ 207,960.30	\$ 21,372,547.53	\$ 19,339,520.22	\$ (2,033,027.31)	\$ 19,339,520.22	\$ 13,574,861.90

The following is the impairment listing for loan-backed and structured securities for the three months ended June 30, 2010:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
12667GWF6	\$ 388,945.85	\$ -	\$ 388,945.85	\$ 383,588.88	\$ (5,356.97)	\$ 383,588.88	\$ 195,107.45
12669EH33	21,077.49	-	21,077.49	20,481.30	(596.19)	20,481.30	15,744.79
12669FW82	95,325.75	-	95,325.75	94,312.57	(1,013.18)	94,312.57	69,551.17
251510FB4	124,752.41	-	124,752.41	118,770.49	(5,981.92)	118,770.49	93,591.72
589929X29	523,837.75	-	523,837.75	522,722.69	(1,115.06)	522,722.69	349,167.18
76110GV40	534,433.02	-	534,433.02	526,241.37	(8,191.65)	526,241.37	478,513.02
76110GZR5	276,725.79	-	276,725.79	267,642.14	(9,083.65)	267,642.14	256,496.32
79549AYA1	153,256.29	-	153,256.29	136,811.06	(16,445.23)	136,811.06	85,528.75
86358RLG0	20,536.97	-	20,536.97	7,659.09	(12,877.88)	7,659.09	14,025.96
86358RUQ8	38,843.48	-	38,843.48	38,391.98	(451.50)	38,391.98	23,586.48
86359AEH2	98,791.17	-	98,791.17	28,920.03	(69,871.14)	28,920.03	22,078.77
86359ANH2	54,923.09	-	54,923.09	54,474.70	(448.39)	54,474.70	55,156.54
Totals	\$ 2,331,449.06	\$ -	\$ 2,331,449.06	\$ 2,200,016.30	\$ (131,432.76)	\$ 2,200,016.30	\$ 1,658,548.15

The following is the impairment listing for loan-backed and structured securities for the three months ended March 31, 2010:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948JAA0	\$ 6,843.02	\$ -	\$ 6,843.02	\$ 6,737.55	\$ (105.47)	\$ 6,737.55	\$ 4,909.81
06050HKX5	96,122.63	-	96,122.63	84,523.93	(11,598.70)	84,523.93	45,908.59
06050HKY3	81,424.31	-	81,424.31	3,200.94	(78,223.37)	3,200.94	25,340.60
12667GR62	215,955.51	-	215,955.51	207,412.30	(8,543.21)	207,412.30	129,617.85
12667GS20	304,489.89	-	304,489.89	296,921.41	(7,568.48)	296,921.41	171,538.40
12667GWF6	425,337.18	-	425,337.18	406,372.47	(18,964.71)	406,372.47	203,178.44
12669EH33	24,313.40	-	24,313.40	24,090.81	(222.59)	24,090.81	18,403.05
12669FW82	102,366.14	-	102,366.14	98,230.33	(4,135.81)	98,230.33	70,949.48
22540VG71	29,592.14	-	29,592.14	27,697.74	(1,894.40)	27,697.74	24,225.07
22541NFL8	400,752.47	-	400,752.47	361,974.31	(38,778.16)	361,974.31	373,101.78
23332UAC8	83,022.50	-	83,022.50	79,790.89	(3,231.61)	79,790.89	52,486.30
251510FB4	133,995.12	-	133,995.12	131,441.97	(2,553.15)	131,441.97	100,874.68
41161PQU0	387,292.05	-	387,292.05	379,715.70	(7,576.35)	379,715.70	241,635.95
45254NKD8	95,835.40	-	95,835.40	94,293.56	(1,541.84)	94,293.56	78,754.85
45254NPU5	256,989.37	-	256,989.37	256,422.74	(566.63)	256,422.74	171,655.76
45660LCN7	152,222.81	-	152,222.81	138,074.61	(14,148.20)	138,074.61	80,941.57
45660NT96	11,603.17	-	11,603.17	9,872.61	(1,730.56)	9,872.61	6,802.14
576433GW0	71,414.89	-	71,414.89	32,166.12	(39,248.77)	32,166.12	21,801.90
669884AF5	997.49	-	997.49	892.47	(105.02)	892.47	2,522.34
68383NCA9	390,026.01	-	390,026.01	387,656.96	(2,369.05)	387,656.96	267,649.61
79549AYA1	184,513.43	-	184,513.43	158,622.29	(25,891.14)	158,622.29	86,161.19
86358RLG0	59,896.66	-	59,896.66	24,498.54	(35,398.12)	24,498.54	27,300.91
86358RSJ7	32,846.86	-	32,846.86	1,314.39	(31,532.47)	1,314.39	10,283.45
86359ANH2	58,880.85	-	58,880.85	57,519.00	(1,361.85)	57,519.00	43,673.24
Totals	\$ 3,606,733.30	\$ -	\$ 3,606,733.30	\$ 3,269,443.64	\$ (337,289.66)	\$ 3,269,443.64	\$ 2,259,716.96

NOTES TO FINANCIAL STATEMENTS

The following is the impairment listing for loan-backed and structured securities for the three months ended December 31, 2009:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948XR52	\$ 209,273.05	\$ -	\$ 209,273.05	\$ 40,279.19	\$ (168,993.86)	\$ 40,279.19	\$ 82,906.07
1248RHAD9	569,584.07	-	569,584.07	539,400.00	(30,184.07)	539,400.00	329,629.60
12667GR62	226,499.07	-	226,499.07	224,965.14	(1,533.93)	224,965.14	131,831.32
12667GS20	313,777.83	-	313,777.83	311,969.93	(1,807.90)	311,969.93	174,672.79
12667GWF6	435,837.20	-	435,837.20	433,299.54	(2,537.66)	433,299.54	223,869.30
12669EH33	24,752.49	-	24,752.49	24,318.42	(434.07)	24,318.42	18,215.08
12669FVD2	122,585.47	-	122,585.47	122,477.08	(108.39)	122,477.08	115,480.67
22541QJR4	350,062.55	-	350,062.55	101,471.14	(248,591.41)	101,471.14	145,905.99
40431KAE0	133,310.75	-	133,310.75	128,250.00	(5,060.75)	128,250.00	116,051.05
41161PQU0	399,085.12	-	399,085.12	395,514.22	(3,570.90)	395,514.22	229,197.03
45254NPU5	265,550.75	-	265,550.75	265,577.55	26.80	265,577.55	151,941.17
46412AAD4	265,639.55	-	265,639.55	264,000.00	(1,639.55)	264,000.00	237,721.00
576433GW0	97,465.21	-	97,465.21	71,696.93	(25,768.28)	71,696.93	24,617.15
61750FAE0	119,291.72	-	119,291.72	109,625.00	(9,666.72)	109,625.00	87,403.93
61755FAE5	2,627.68	-	2,627.68	1,280.00	(1,347.68)	1,280.00	7,905.52
65106FAG7	35,638.67	-	35,638.67	18,500.00	(17,138.67)	18,500.00	62,740.60
669884AF5	2,314.30	-	2,314.30	1,350.00	(964.30)	1,350.00	2,439.66
75971EAK2	20,285.88	-	20,285.88	17,850.00	(2,435.88)	17,850.00	49,505.75
76110GJ85	546,347.58	-	546,347.58	518,318.57	(28,029.01)	518,318.57	432,917.67
CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
79549ASM2	99,953.43	-	99,953.43	101,743.92	1,790.49	101,743.92	67,961.60
79549AYA1	191,927.41	-	191,927.41	188,981.58	(2,945.83)	188,981.58	86,302.26
86358RUR6	32,286.17	-	32,286.17	1,923.59	(30,362.58)	1,923.59	5,767.57
86359AA6A	268,863.48	-	268,863.48	119,256.44	(149,607.04)	119,256.44	188,774.34
86359AEH2	155,346.65	-	155,346.65	99,724.75	(55,621.90)	99,724.75	20,856.18
Totals	\$ 4,888,306.08	\$ -	\$ 4,888,306.08	\$ 4,101,772.99	\$ (786,533.09)	\$ 4,101,772.99	\$ 2,994,613.30

The following is the impairment listing for loan-backed and structured securities for the three months ended September 30, 2009:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKY3	\$ 50,529.68	\$ 28,694.35	\$ 79,224.03	\$ 81,395.32	\$ 2,171.29	\$ 81,395.32	\$ 25,750.87
07384MS60	106,631.74	(13,457.03)	93,174.71	92,853.58	(321.13)	92,853.58	78,118.69
1248RHAD9	592,114.02	67,182.93	659,296.95	575,228.02	(84,068.93)	575,228.02	321,725.40
12667GR62	247,827.70	(15,340.04)	232,487.66	231,226.34	(1,261.32)	231,226.34	132,307.76
12667GS20	336,947.49	(16,080.96)	320,866.53	319,449.67	(1,416.86)	319,449.67	182,305.34
12667GWF6	505,139.36	(36,629.93)	468,509.43	447,001.98	(21,507.45)	447,001.98	272,934.88
126684AC3	481,031.83	7,432.40	488,464.23	330,113.04	(158,351.19)	330,113.04	356,009.66
12669FP23	71,393.13	(8,232.96)	63,160.17	42,897.29	(20,262.88)	42,897.29	59,791.95
12669FVD2	142,902.26	(8,411.86)	134,490.40	131,679.43	(2,810.97)	131,679.43	118,028.85
12669FW82	109,143.94	(1,351.64)	107,792.30	107,040.61	(751.69)	107,040.61	73,052.87
22541NBT5	247,340.52	101,410.48	348,751.00	327,047.76	(21,703.24)	327,047.76	197,830.23
22541NFL8	425,287.22	(10,464.13)	414,823.09	414,823.09	-	414,823.09	190,708.33
22541QJR4	208,460.53	150,860.19	359,320.72	361,940.30	2,619.58	361,940.30	165,984.17
23332UAC8	86,710.28	(982.25)	85,728.03	85,597.96	(130.07)	85,597.96	49,090.56
251510FB4	165,030.97	(6,323.00)	158,707.97	145,281.00	(13,426.97)	145,281.00	103,830.06
40431KAE0	165,141.89	(5,756.85)	159,385.04	133,310.75	(26,074.29)	133,310.75	101,841.98
41161PFR9	83,786.38	(2,134.53)	81,651.85	81,636.57	(15.28)	81,636.57	52,964.87
41161PQU0	421,088.07	(14,282.88)	406,805.19	403,491.54	(3,313.65)	403,491.54	225,388.82
45254NKD8	103,032.36	-	103,032.36	102,629.64	(402.72)	102,629.64	66,210.43
45254NPU5	279,260.29	(2,589.02)	276,671.27	276,442.46	(228.81)	276,442.46	157,083.91
45660LCN7	176,865.67	(10,755.81)	166,109.86	164,853.35	(1,256.51)	164,853.35	79,182.85
45660NQ24	52,303.61	(3,113.71)	49,189.90	49,200.36	10.46	49,200.36	33,674.55
45660NT96	12,994.94	-	12,994.94	12,846.96	(147.98)	12,846.96	8,178.77
46412AAD4	288,126.40	(22,486.85)	265,639.55	265,639.55	-	265,639.55	210,149.50
61750FAE0	141,946.29	1,012.36	142,958.65	119,291.72	(23,666.93)	119,291.72	81,362.80
61755FAE5	7,149.11	(5,160.76)	1,988.35	2,627.68	639.33	2,627.68	2,051.12
65106FAG7	107,752.94	(7,443.63)	100,309.31	35,638.67	(64,670.64)	35,638.67	58,612.70
669884AF5	45,262.13	(38,415.47)	6,846.66	2,314.30	(4,532.36)	2,314.30	7,803.18
68383NCA9	435,252.51	(7,492.00)	427,760.51	417,589.96	(10,170.55)	417,589.96	278,269.12
75406AAB5	444,770.19	(5,601.97)	439,168.22	426,737.28	(12,430.94)	426,737.28	320,459.90
75971EAK2	51,519.14	(11,349.12)	40,170.02	20,285.88	(19,884.14)	20,285.88	53,107.25
76110GG62	640,399.34	(7,589.41)	632,809.93	632,809.93	-	632,809.93	498,118.34
76110GG70	425,247.01	(40,501.92)	384,745.09	384,859.50	114.41	384,859.50	335,315.43
76110GJ85	565,248.31	(10,829.57)	554,418.74	554,418.74	-	554,418.74	483,783.78
76110GZQ7	388,898.46	(4,213.90)	384,684.56	384,684.57	0.01	384,684.57	338,916.79
76110GZR5	300,982.74	(2,790.90)	298,191.84	298,240.98	49.14	298,240.98	270,914.17
79549AYA1	91,487.65	112,841.72	204,329.37	206,044.42	1,715.05	206,044.42	87,854.83
80557BAC8	816,524.56	(12,517.60)	804,006.96	541,373.82	(262,633.14)	541,373.82	282,700.00
86358RL88	54,881.83	(7,238.94)	47,642.89	47,642.89	-	47,642.89	31,104.91
86358RLG0	39,783.15	19,941.93	59,725.08	61,269.75	1,544.67	61,269.75	28,035.38
86358RUR6	11,592.70	23,295.16	34,877.86	35,229.81	351.95	35,229.81	6,523.75
86359AEH2	110,752.81	45,507.22	156,260.03	165,272.27	9,012.24	165,272.27	21,406.75
86359ANH2	68,740.97	-	68,740.97	67,687.53	(1,053.44)	67,687.53	50,611.35
984582AA4	219,810.32	(4,681.88)	215,128.44	178,649.96	(36,478.48)	178,649.96	152,084.14
984582AB2	11,006.35	(5,967.92)	5,038.43	1,991.06	(3,027.37)	1,991.06	10,802.50
Totals	\$ 10,338,098.79	\$ 207,960.30	\$ 10,546,059.09	\$ 9,768,287.29	\$ (777,771.80)	\$ 9,768,287.29	\$ 6,661,983.49

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. 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. 12/31/2009
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2004
- 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
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 [] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [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: \$ 149,992

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 [X] No []
- 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$ 4,192,508
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)	\$	\$ 4,192,508
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, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

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

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

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

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

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

16.4 If yes, give full information relating thereto:

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

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

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

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

17.2 If no, list exceptions:

GENERAL INTERROGATORIES**PART 2 - LIFE & HEALTH**

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	1 Amount
1.1	Long-Term Mortgages In Good Standing	
1.11	Farm Mortgages	\$
1.12	Residential Mortgages	\$7,197,688
1.13	Commercial Mortgages	\$
1.14	Total Mortgages in Good Standing	\$7,197,688
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)	\$7,197,688
1.6	Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61	Farm Mortgages	\$
1.62	Residential Mortgages	\$
1.63	Commercial Mortgages	\$
1.64	Total Mortgages Foreclosed and Transferred to Real Estate	\$
2.	Operating Percentages:	
2.1	A&H loss percent	%
2.2	A&H cost containment percent	%
2.3	A&H expense percent excluding cost containment expenses	%
3.1	Do you act as a custodian for health savings accounts?	Yes [] No [X]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date	\$
3.3	Do you act as an administrator for health savings accounts?	Yes [] No [X]
3.4	If yes, please provide the balance of the funds administered as of the reporting date	\$

STATEMENT AS OF JUNE 30, 2010 OF THE MML Bay State Life Insurance Company

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
NONE						

STATEMENT AS OF JUNE 30, 2010 OF THE MML Bay State Life Insurance Company

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

1	Direct Business Only					
	2	3	4	5	6	7
States, Etc.	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	L	197,045			197,045	
2. Alaska	L	12,236			12,236	
3. Arizona	L	588,714	25,477		614,191	
4. Arkansas	L	27,956			27,956	
5. California	L	3,544,436			3,544,436	
6. Colorado	L	510,571	630		511,201	
7. Connecticut	L	378,059			378,059	
8. Delaware	L	46,983			46,983	
9. District of Columbia	L	115,389			115,389	
10. Florida	L	1,519,582			1,519,582	
11. Georgia	L	579,117			579,117	
12. Hawaii	L	148,334			148,334	
13. Idaho	L	46,975			46,975	
14. Illinois	L	1,137,550			1,137,550	
15. Indiana	L	582,204			582,204	
16. Iowa	L	508,288	1,800		510,088	
17. Kansas	L	322,644			322,644	
18. Kentucky	L	289,839	7,040		296,879	
19. Louisiana	L	316,924			316,924	
20. Maine	L	177,066			177,066	
21. Maryland	L	1,013,772			1,013,772	
22. Massachusetts	L	782,320			782,320	
23. Michigan	L	1,266,817			1,266,817	
24. Minnesota	L	343,980			343,980	
25. Mississippi	L	191,037			191,037	
26. Missouri	L	502,488			502,488	
27. Montana	L	179,240			179,240	
28. Nebraska	L	397,012	900		397,912	
29. Nevada	L	256,615			256,615	
30. New Hampshire	L	143,699			143,699	
31. New Jersey	L	1,234,609	1,800		1,236,409	
32. New Mexico	L	65,181			65,181	
33. New York	N	111,330			111,330	
34. North Carolina	L	779,714			779,714	
35. North Dakota	L	6,454			6,454	
36. Ohio	L	915,419			915,419	
37. Oklahoma	L	660,094			660,094	
38. Oregon	L	350,644			350,644	
39. Pennsylvania	L	1,444,931	11,366		1,456,297	
40. Rhode Island	L	204,816			204,816	
41. South Carolina	L	528,477	635		529,112	
42. South Dakota	L	27,074			27,074	
43. Tennessee	L	554,423	3,300		557,723	
44. Texas	L	2,409,955			2,409,955	
45. Utah	L	273,115			273,115	
46. Vermont	L	67,970	600		68,570	
47. Virginia	L	1,262,437			1,262,437	
48. Washington	L	623,507			623,507	
49. West Virginia	L	171,697			171,697	
50. Wisconsin	L	296,142	15,962		312,104	
51. Wyoming	L	21,173			21,173	
52. American Samoa	N					
53. Guam	N					
54. Puerto Rico	N	1,080			1,080	
55. U.S. Virgin Islands	N	536			536	
56. Northern Mariana Islands	N					
57. Canada	N	281			281	
58. Aggregate Other Aliens	XXX	79,326			79,326	
59. Subtotal	(a) 50	28,217,277	69,510		28,286,787	
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	129,192			129,192	
94. Aggregate or other amounts not allocable by State	XXX					
95. Totals (Direct Business)	XXX	28,346,469	69,510		28,415,979	
96. Plus Reinsurance Assumed	XXX					
97. Totals (All Business)	XXX	28,346,469	69,510		28,415,979	
98. Less Reinsurance Ceded	XXX	9,432,105			9,432,105	
99. Totals (All Business) less Reinsurance Ceded	XXX	18,914,364	69,510		18,983,874	
DETAILS OF WRITE-INS						
5801. Other foreign	XXX	79,326			79,326	
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	79,326			79,326	
9401.	XXX					
9402.	XXX					
9403.	XXX					
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX					
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)	XXX					

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

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

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

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.

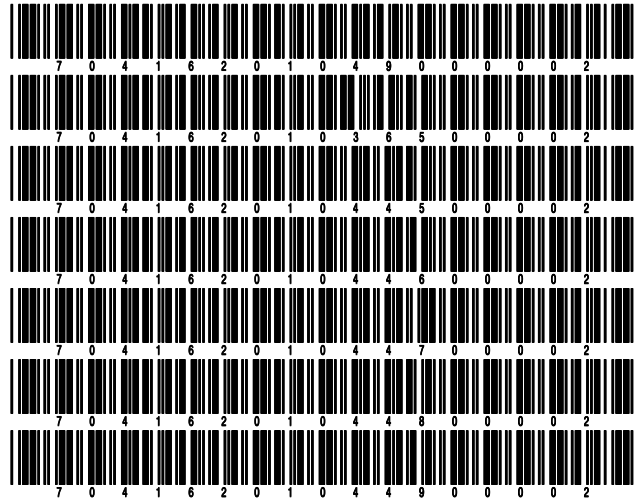
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required 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, 2010 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	7,602,662	8,550,899
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	144	
3. Capitalized deferred interest and other		
4. Accrual of discount	1,323	3,051
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	400,447	938,490
8. Deduct amortization of premium and mortgage interest points and commitment fees	5,995	12,798
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)	7,197,687	7,602,662
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	7,197,687	7,602,662
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	7,197,687	7,602,662

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	164,478,512	144,427,922
2. Cost of bonds and stocks acquired	1,231,055	51,624,801
3. Accrual of discount	569,552	419,876
4. Unrealized valuation increase (decrease)	27,551	150,577
5. Total gain (loss) on disposals	68,501	289,756
6. Deduct consideration for bonds and stocks disposed of	12,905,802	29,455,840
7. Deduct amortization of premium	206,271	497,148
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	468,722	2,481,432
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	152,794,376	164,478,512
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	152,794,376	164,478,512

STATEMENT AS OF JUNE 30, 2010 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
BONDS								
1. Class 1 (a)	85,520,485	21,796,984	25,152,595	1,277,046	85,520,485	83,441,920		87,112,337
2. Class 2 (a)	80,275,950	154,183,902	122,330,142	(706,794)	80,275,950	111,422,916		70,336,262
3. Class 3 (a)	4,449,654		33,982	(397,837)	4,449,654	4,017,835		4,914,542
4. Class 4 (a)	1,102,520			24,504	1,102,520	1,127,024		1,536,777
5. Class 5 (a)	274,247		20,112	263,591	274,247	517,726		275,275
6. Class 6 (a)	294,923		38,957	(255,966)	294,923			294,923
7. Total Bonds	171,917,779	175,980,886	147,575,788	204,544	171,917,779	200,527,421		164,470,116
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	171,917,779	175,980,886	147,575,788	204,544	171,917,779	200,527,421		164,470,116

(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 \$ 3,799,514 ; NAIC 2 \$ 43,943,823 ; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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	2,149,881	XXX	2,149,835		

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	2,149,836	29,242,312
3. Accrual of discount	45	48,038
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		197
6. Deduct consideration received on disposals		29,290,547
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)	2,149,881	
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	2,149,881	

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1. Book/Adjusted Carrying Value, December 31, prior year (Line 8, prior year)	13,372
2. Cost (Paid)/Consideration Received on additions	
3. Unrealized Valuation increase/(decrease)	(4,160)
4. Total gain (loss) on termination recognized	
5. Considerations received/(paid) on terminations	
6. Amortization	
7. Adjustment to the Book/Adjusted Carrying Value of hedged item	
8. Total foreign exchange change in Book/Adjusted Carrying Value	
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	9,212
10. Deduct nonadmitted assets	
11. Statement value at end of current period (Line 9 minus Line 10)	9,212

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1. Book/Adjusted carrying value, December 31 of prior year	
2. Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)	
3.1 Change in variation margin on open contracts	
3.2 Add:	
Change in adjustment to basis of hedged item	
3.21 Section 1, Column 16, current year to date minus	
3.22 Section 1, Column 16, prior year	
Change in amount recognized	
3.23 Section 1, Column 15, current year to date minus	
3.24 Section 1, Column 15, prior year	
3.3 Subtotal (Line 3.1 minus Line 3.2)	
4.1 Variation margin on terminated contracts during the year	
4.2 Less:	
4.21 Amount used to adjust basis of hedged item	
4.22 Amount recognized	
4.3 Subtotal (Line 4.1 minus Line 4.2)	
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Recognized	
5.2 Used to adjust basis of hedged items	
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	
7. Deduct total nonadmitted amounts	
8. Statement value at end of current period (Line 6 minus Line 7)	

NONE

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

N O N E

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

N O N E

STATEMENT AS OF JUNE 30, 2010 OF THE MML Bay State Life Insurance Company

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

Book/Adjusted Carrying Value Check

1.	Part A, Section 1, Column 14.....	9,213
2.	Part B, Section 1, Net Broker Cash Deposit Write-in (Footnote)	
3.	Part B, Section 1 Column 17	
4.	Subtotal (Line 2 minus Line 3)	
5.	Total (Line 1 plus Line 4)	9,213
6.	Part D, Column 5	9,213
7.	Part D, Column 6	
8.	Total (Line 5 minus Line 6 minus Line 7)	

Fair Value Check

9.	Part A, Section 1, Column 16	9,213
10.	Part B, Section 1, Column 2 (Number of Contracts) multiplied by Column 12 (Reporting Date Price)	
11.	Total (Line 9 plus Line 10)	9,213
12.	Part D, Column 8	9,213
13.	Part D, Column 9	
14.	Total (Line 11 minus Line 12 minus Line 13)	

Potential Exposure Check

15.	Part A, Section 1, Column 21	
16.	Part B, Section 1, Column 18	
17.	Part D, Column 11	
18.	Total (Line 15 plus Line 16 minus Line 17)	

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
2. Cost of cash equivalents acquired	245,989,555	919,054,678
3. Accrual of discount	17,667	521,275
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(104)	428
6. Deduct consideration received on disposals	200,413,661	957,262,831
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)	45,593,457	
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	45,593,457	