



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2011

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 Tammy A. Peatman, 413-744-6327
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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 Michael Robert Fanning # Executive Vice President

DIRECTORS OR TRUSTEES

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

State of Massachusetts SS:
County of Hampden

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

Roger William Crandall
President and Chief Executive Officer

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 SEPTEMBER 30, 2011 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	162,912,726		162,912,726	142,663,041
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens	6,274,847		6,274,847	6,800,884
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 (\$ 620,228), cash equivalents (\$ 36,795,617) and short-term investments (\$)	37,415,845		37,415,845	32,162,155
6. Contract loans (including \$ premium notes)	93,657,081		93,657,081	93,942,765
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	300,260,498		300,260,498	275,568,845
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	2,614,197		2,614,197	2,374,740
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,221		1,221	4,289
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	(2,138,599)		(2,138,599)	(2,713,099)
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	2,197,289		2,197,289	1,855,481
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts	31,531,233		31,531,233	20,923,436
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon	2,774,471		2,774,471	4,891,036
18.2 Net deferred tax asset	15,681,221	8,061,068	7,620,152	8,114,113
19. Guaranty funds receivable or on deposit	1,434,811		1,434,811	1,401,280
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	366,150		366,150	1,318,548
24. Health care (\$) and other amounts receivable				
25. Aggregate write-ins for other than invested assets				
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	354,722,493	8,061,068	346,661,424	313,738,670
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	4,010,456,948		4,010,456,948	4,099,498,327
28. Total (Lines 26 and 27)	4,365,179,441	8,061,068	4,357,118,373	4,413,236,997
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)				

STATEMENT AS OF SEPTEMBER 30, 2011 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 \$ 114,165,637 less \$ included in Line 6.3 (including \$ Modco Reserve)	114,165,637	111,548,366
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)		
3. Liability for deposit-type contracts (including \$ Modco Reserve)	3,653,306	3,249,068
4. Contract claims:		
4.1 Life	1,252,855	1,575,155
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	6,960	1,575
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	20,954,455	14,634,612
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ 7,558,164 ceded	7,558,164	15,175,341
9.4 Interest Maintenance Reserve	(36,326)	(126,163)
10. Commissions to agents due or accrued-life and annuity contracts \$ 26,648 , accident and health \$ and deposit-type contract funds \$	26,648	25,262
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	404,284	401,213
13. Transfers to Separate Accounts due or accrued (net) (including \$ (1,863,473) accrued for expense allowances recognized in reserves, net of reinsured allowances)	13,630,155	9,201,062
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	1,884,240	1,949,970
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	3,692	7,410
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	780,718	551,339
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	1,493,040	548,956
24.02 Reinsurance in unauthorized companies		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers		
24.04 Payable to parent, subsidiaries and affiliates	2,364,946	2,756,832
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	5,879,058	
24.10 Payable for securities lending		
24.11 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	406,242	271,981
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	174,428,074	161,771,978
27. From Separate Accounts Statement	4,010,456,544	4,099,497,936
28. Total liabilities (Lines 26 and 27)	4,184,884,617	4,261,269,914
29. Common capital stock	2,500,200	2,500,200
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes		
33. Gross paid in and contributed surplus	143,736,914	143,736,914
34. Aggregate write-ins for special surplus funds	3,083,899	3,513,710
35. Unassigned funds (surplus)	22,912,742	2,216,258
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 \$ 405 in Separate Accounts Statement)	169,733,555	149,466,883
38. Totals of Lines 29, 30 and 37	172,233,755	151,967,083
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	4,357,118,373	4,413,236,997
DETAILS OF WRITE-INS		
2501. Miscellaneous liabilities	272,387	209,605
2502. Funds awaiting escheat	133,855	62,376
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	406,242	271,981
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	3,083,899	3,513,710
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)	3,083,899	3,513,710

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	21,555,528	27,039,069	31,374,380
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	9,702,919	10,307,354	13,885,995
4. Amortization of Interest Maintenance Reserve (IMR)	45,670	30,555	47,041
5. Separate Accounts net gain from operations excluding unrealized gains or losses	5	5	13
6. Commissions and expense allowances on reinsurance ceded	3,809,058	2,472,697	4,955,838
7. Reserve adjustments on reinsurance ceded	(10,243,664)	(13,312,558)	(11,942,784)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	62,032,233	62,754,383	78,392,775
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(688,916)	(877,292)	(1,118,352)
9. Totals (Lines 1 to 8.3)	86,212,833	88,414,212	115,594,906
10. Death benefits	18,630,439	24,351,549	27,419,742
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	2,132,035	1,268,825	2,116,447
13. Disability benefits and benefits under accident and health contracts	193,702	171,983	216,743
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	47,575,723	45,518,145	59,428,237
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	221,745	529,362	571,904
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	1,829,129	(3,543,446)	(3,743,237)
20. Totals (Lines 10 to 19)	70,582,774	68,296,418	86,009,836
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	2,783,220	3,150,586	4,094,436
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	7,268,618	7,914,951	10,573,016
24. Insurance taxes, licenses and fees, excluding federal income taxes	1,421,418	1,386,735	1,597,507
25. Increase in loading on deferred and uncollected premiums	(4,217)	(5,098)	(1,440)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(21,373,587)	(20,328,594)	(30,963,480)
27. Aggregate write-ins for deductions	12,350	13,126	88,171
28. Totals (Lines 20 to 27)	60,690,576	60,428,123	71,398,046
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	25,522,257	27,986,089	44,196,861
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	25,522,257	27,986,089	44,196,861
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	2,748,787	5,710,457	7,680,759
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)	22,773,470	22,275,632	36,516,102
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (7,587) (excluding taxes of \$ 78,559 transferred to the IMR)	(280,986)	(549,594)	(534,506)
35. Net income (Line 33 plus Line 34)	22,492,484	21,726,038	35,981,596
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	151,967,083	158,093,335	158,093,335
37. Net income (Line 35)	22,492,484	21,726,038	35,981,596
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 128	237	10,591	(6,689)
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	(3,516,929)	(146,282)	(3,588,008)
41. Change in nonadmitted assets	3,452,908	1,309,247	4,386,707
42. Change in liability for reinsurance in unauthorized companies			
43. Change in reserve on account of change in valuation basis, (increase) or decrease			(100,000)
44. Change in asset valuation reserve	(944,084)	(182,422)	(516,301)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement	10	15	3
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			(3,000,000)
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			(37,000,000)
53. Aggregate write-ins for gains and losses in surplus	(1,217,954)	(2,256,311)	(2,283,560)
54. Net change in capital and surplus for the year (Lines 37 through 53)	20,266,672	20,460,877	(6,126,252)
55. Capital and surplus, as of statement date (Lines 36 + 54)	172,233,755	178,554,212	151,967,083
DETAILS OF WRITE-INS			
08.301. Sub advisory fees	(1,275,843)	(1,286,597)	(1,717,754)
08.302. Other miscellaneous income	586,927	409,305	599,402
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)	(688,916)	(877,292)	(1,118,352)
2701. Miscellaneous charges to operations	12,350	13,126	88,171
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)	12,350	13,126	88,171
5301. Other changes in surplus	(788,142)	(1,595,282)	(1,572,634)
5302. Change in additional deferred tax as allowed by SSAP 10R	(429,812)	(661,029)	(710,927)
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	(1,217,954)	(2,256,311)	(2,283,560)

STATEMENT AS OF SEPTEMBER 30, 2011 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	22,681,370	28,614,522	35,817,375
2. Net investment income	8,754,765	9,697,689	13,459,545
3. Miscellaneous income	41,147,566	54,501,541	66,677,413
4. Total (Lines 1 to 3)	72,583,701	92,813,752	115,954,333
5. Benefit and loss related payments	69,553,562	75,237,509	90,861,671
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(25,802,681)	(33,026,088)	(48,982,114)
7. Commissions, expenses paid and aggregate write-ins for deductions	10,744,113	15,862,113	20,738,389
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ 71,053 tax on capital gains (losses)	546,076	9,338,915	7,432,018
10. Total (Lines 5 through 9)	55,041,070	67,412,450	70,049,964
11. Net cash from operations (Line 4 minus Line 10)	17,542,631	25,401,302	45,904,369
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	20,024,334	18,568,595	24,585,735
12.2 Stocks		1,170	13,883
12.3 Mortgage loans	519,774	591,547	793,930
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	116	(99)	(71)
12.7 Miscellaneous proceeds		5,639	5,638
12.8 Total investment proceeds (Lines 12.1 to 12.7)	20,544,224	19,166,852	25,399,115
13. Cost of investments acquired (long-term only):			
13.1 Bonds	39,788,516	2,431,184	2,431,184
13.2 Stocks		7,118	7,118
13.3 Mortgage loans	1,985	2,310	2,310
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	(5,879,058)		
13.7 Total investments acquired (Lines 13.1 to 13.6)	33,911,443	2,440,612	2,440,612
14. Net increase (or decrease) in contract loans and premium notes	(285,685)	(5,148,265)	(4,723,534)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(13,081,534)	21,874,506	27,682,037
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			(3,000,000)
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities	371,670	306,576	1,300,746
16.5 Dividends to stockholders			37,000,000
16.6 Other cash provided (applied)	420,923	1,028,735	198,821
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	792,593	1,335,311	(38,500,433)
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)	5,253,690	48,611,119	35,085,973
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	32,162,155	(2,923,818)	(2,923,818)
19.2 End of period (Line 18 plus Line 19.1)	37,415,845	45,687,301	32,162,155

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

20.0001. Bond conversions and refinancing	163,116	2,431,184	2,431,184
20.0002. Interest capitalization for long-term debt	10		

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	39,727,804	43,176,554	57,137,659
3. Ordinary individual annuities	24,863	78,738	87,032
4. Credit life (group and individual)			
5. Group life insurance	(6,319,843)	(3,170,350)	(2,152,291)
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	33,432,824	40,084,942	55,072,400
12. Deposit-type contracts			
13. Total	33,432,824	40,084,942	55,072,400
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.

Note 2 – Accounting Changes and Corrections of Errors

- a. Under statutory accounting principles, corrections of prior year errors are recorded in current year surplus on a pretax basis with the associated tax impact reported separately through earnings. For the nine months ended September 30, 2011, the Company recorded a net decrease to surplus of \$1 million attributable to corrections of prior year errors with any associated tax expense (benefit) in the Summary of Operations. This decrease was due to a correction of policyholders' reserves.
- b. Adoption of new accounting standards:
In June 2010, the National Association of Insurance Commissioners (NAIC) clarified its intent on the bifurcation of all realized gains and losses on sales of loan-backed and structured securities. This guidance requires a cash flow analysis at the date of sale to bifurcate the realized gain or loss between credit and noncredit. The credit portion is recognized in the asset valuation reserve and the noncredit portion is deferred to the interest maintenance reserve. This guidance was issued as a revision to Statement of Statutory Accounting Principles (SSAP) No. 43R, "Loan-backed and Structured Securities," and was effective January 1, 2011. The adoption of this guidance did not have a significant impact on the Company's financial statements.

In October 2010, the NAIC modified the definitions of loan-backed and structured securities included in SSAP No. 43R. The revised definition expands the requirement to include any securitized asset where the underlying cash flows are from all types of asset pools and not just those originating from either mortgages or securities. Regardless of the underlying collateral, each security structured through a special purpose entity, trust or limited liability company is expected to be reported as a SSAP No. 43R security, not as an issuer obligation under SSAP No. 26, "Bonds, excluding Loan-backed and Structured Securities." This guidance was effective January 1, 2011. The adoption of this guidance did not have a significant impact on the Company's financial statements.

In October 2010, the NAIC revised guidance pertaining to disclosure of withdrawal characteristics. These revisions expand the disclosure requirements for annuity actuarial reserves and deposit liabilities by withdrawal characteristics in accordance with the following categories: general account, separate account with guarantees, separate account nonguaranteed and the total. This guidance was issued as SSAP No. 51, "Life Contracts," SSAP No. 52, "Deposit-Type Contracts" and SSAP No. 61, "Life, Deposit-Type and Accident and Health Reinsurance" and was effective January 1, 2011. The impact of this new guidance expands year end annuity disclosures and the Company plans to implement these additional disclosures as of December 31, 2011.

In October 2010, the NAIC revised existing guidance pertaining to liabilities, contingencies and impairments of assets. Such revisions require reporting entities to recognize, at the inception of a guarantee, a liability for the obligations it has undertaken in issuing the guarantee, even if the likelihood of having to make payments under the guarantee is remote. This includes related party guarantees, except when the transaction is considered an "unlimited guarantee," such as a rating agency requirement to provide a commitment to support a subsidiary, or a guarantee made on behalf of a wholly owned subsidiary. New disclosures require a listing of all guarantees, the carrying amount of the liability, the maximum exposure and any recourse provisions. This guidance was issued as SSAP No. 5R, "Liabilities, Contingencies and Impairments of Assets," and applies to all guarantees issued and outstanding as of December 31, 2011. The Company is in the process of assessing the impact of this new guidance.

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.
 - (6) Loan-backed and structured securities recognized other-than-temporary impairments (OTTI) totaling less than \$1 million.

As of September 30, 2011, investments in structured and loan-backed securities for which an OTTI had not been recognized in earnings and which were in an unrealized loss position had a fair value of \$38 million. Structured and loan-backed securities in an unrealized loss position for less than 12 months had a fair value of \$30 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 \$8 million and unrealized losses of \$1 million. These structured and loan-backed securities were primarily categorized as industrial and miscellaneous and parent, subsidiaries and affiliates.

Refer to Note 36 "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.

NOTES TO FINANCIAL STATEMENTS

Note 8 – Derivative Instruments

No significant changes.

Note 9 – Income Taxes

No significant changes.

Note 10 – Information Concerning Parent, Subsidiaries and Affiliates

No significant changes.

Note 11 – Debt

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.

Monte K. Freeman (Freeman) filed a putative class action complaint against the Company in January 2010 in federal district court in Connecticut. Freeman alleges that the Company breached its variable universal life insurance contract by deducting charges unrelated to mortality in the mortality component of its cost of insurance charges. Upon the Company's motion, the Connecticut court transferred the case to federal district court in New Jersey. On January 4, 2011, the court issued an order, dated December 22, 2010, granting the Company's motion for summary judgment, which was affirmed by the U.S. Court of Appeals for the Third Circuit on September 21, 2011.

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 may be sold at a loss 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 nine months ended September 30, 2011 that were reacquired within 30 days of the sale date.

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

No significant changes.

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

No significant changes.

Note 20 – Fair Value Measurements

For the nine months ended September 30, 2011, there were no significant changes to the Company's valuation techniques.

The following presents the Company's fair value hierarchy for financial instruments which are carried at fair value:

	September 30, 2011			
	Level 1	Level 2	Level 3	Total
(In Millions)				
Financial assets:				
Cash equivalents and short-term investments	\$ -	\$ 36	\$ -	\$ 36
Separate account assets	707	2,316	-	3,023
Total financial assets carried at fair value	\$ 707	\$ 2,352	\$ -	\$ 3,059

For the nine months ended September 30, 2011 there were no significant transfers between Level 1 and Level 2.

NOTES TO FINANCIAL STATEMENTS

Note 21 – Other Items

- g. Subprime mortgage related risk exposure:
 (3) Direct exposure through other investments:

Residential mortgage-backed securities risk exposure:

As of September 30, 2011 and December 31, 2010, the Company did not have any direct subprime exposure through the purchases of unsecuritized whole-loan pools.

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

	September 30, 2011			Nine Months Ended September 30, 2011
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Alt-A:	(In Millions)			
a. Residential mortgage-backed securities	\$ 10	\$ 7	\$ 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	\$ 10	\$ 7	\$ 7	\$ -

	September 30, 2011			Nine Months Ended September 30, 2011
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Subprime:	(In Millions)			
a. Residential mortgage-backed securities	\$ 7	\$ 3	\$ 3	\$ -
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	\$ 7	\$ 3	\$ 3	\$ -

	December 31, 2010			Year Ended December 31, 2010
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
Alt-A:	(In Millions)			
a. Residential mortgage-backed securities	\$ 10	\$ 8	\$ 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	\$ 10	\$ 8	\$ 7	\$ (1)

NOTES TO FINANCIAL STATEMENTS

Subprime:	December 31, 2010			Year Ended December 31, 2010
	Actual	Carrying	Fair	OTTI
	Cost	Value	Value	
(In Millions)				
a. Residential mortgage-backed securities	\$ 9	\$ 4	\$ 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	\$ 4	\$ 4	\$ -

i. 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 which are classified as Collateralized Debt Obligations (CDOs). The portfolios backing these investments are actively managed and diversified by industry and individual issuer concentrations. Due to the complex nature of CDOs and the reduced level of transparency to the underlying collateral pools for many market participants, the recovery in CDO valuations 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 also affected by the illiquid credit market environment, which makes it difficult to obtain readily determinable prices for residential mortgage-backed securities and other investments, including commercial mortgage-backed securities and leveraged loans. Further deterioration in economic fundamentals could affect management judgments regarding OTTI. In addition, deterioration in market conditions may affect carrying values assigned by management. These factors could negatively impact the Company's results of operations, surplus and disclosed fair values.

Note 22 – Events Subsequent

The Company has evaluated subsequent events through November 10, 2011, 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 23 – Reinsurance

No significant changes.

Note 24 – Retrospectively Rated Contracts and Contracts Subject to Redetermination

No significant changes.

Note 25 – Change in Incurred Losses and Loss Adjustment Expenses

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

Note 26 – Intercompany Pooling Arrangements

No significant changes.

Note 27 – Structured Settlements

No significant changes.

Note 28 – Health Care Receivables

No significant changes.

Note 29 – Participating Policies

No significant changes.

Note 30 – Premium Deficiency Reserves

No significant changes.

Note 31 – Reserves for Life Contracts and Deposit-Type Contracts

No significant changes.

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

No significant changes.

Note 33 – Premium and Annuity Considerations Deferred and Uncollected

No significant changes.

NOTES TO FINANCIAL STATEMENTS

Note 34 – Separate Accounts

No significant changes.

Note 35 – Loss/Claim Adjustment Expenses

No significant changes.

NOTES TO FINANCIAL STATEMENTS

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

The following are the total cumulative adjustments and impairments for loan-backed and structured securities since July 1, 2009 (please refer to Note 2b. "Accounting changes"):

Period Ended	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
September 30, 2011	\$ 2,070,736.56	\$ -	\$ 2,070,736.56	\$ 2,014,120.98	\$ (56,615.58)	\$ 2,014,120.98	\$ 1,664,098.87
June 30, 2011	4,933,708.07	-	4,933,708.07	4,626,546.26	(307,161.81)	4,626,546.26	3,860,445.21
March 31, 2011	3,031,095.16	-	3,031,095.16	2,949,182.01	(81,913.15)	2,949,182.01	2,370,633.14
December 31, 2010	2,843,612.77	-	2,843,612.77	2,795,485.61	(48,127.16)	2,795,485.61	2,189,660.73
September 30, 2010	3,666,522.50	-	3,666,522.50	3,544,040.19	(122,482.31)	3,544,040.19	2,935,439.96
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	\$ 37,710,262.29	\$ 207,960.30	\$ 37,918,222.59	\$ 35,268,895.27	\$ (2,649,327.32)	\$ 35,268,895.27	\$ 26,595,139.81

The following is the impairment listing for loan-backed and structured securities for the three months ended September 30, 2011:

CUSIPS	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKX5	\$ 73,054.33	\$ -	\$ 73,054.33	\$ 51,541.03	\$ (21,513.30)	\$ 51,541.03	\$ 35,591.62
12667GS20	237,058.73	-	237,058.73	225,678.51	(11,380.22)	225,678.51	148,133.23
12667GWF6	293,988.28	-	293,988.28	283,443.39	(10,544.89)	283,443.39	195,539.90
12669FW82	79,851.70	-	79,851.70	79,231.97	(619.73)	79,231.97	64,154.15
22540VG71	24,448.70	-	24,448.70	24,363.07	(85.63)	24,363.07	23,249.86
22540VY55	24,708.05	-	24,708.05	24,419.97	(288.08)	24,419.97	20,005.77
251510FB4	98,308.52	-	98,308.52	96,817.16	(1,491.36)	96,817.16	78,739.20
41161PFR9	60,780.44	-	60,780.44	60,357.37	(423.07)	60,357.37	49,165.34
41161PSK0	163,858.19	-	163,858.19	163,112.74	(745.45)	163,112.74	125,268.00
45254NPU5	207,179.28	-	207,179.28	204,146.14	(3,033.14)	204,146.14	156,143.79
45660NQ24	39,488.75	-	39,488.75	38,913.01	(575.74)	38,913.01	29,308.54
65106FAG7	20,164.26	-	20,164.26	15,722.89	(4,441.37)	15,722.89	58,370.00
76110GV40	434,540.54	-	434,540.54	433,536.95	(1,003.59)	433,536.95	407,328.52
76110GZQ7	313,306.79	-	313,306.79	312,836.78	(470.01)	312,836.78	272,500.95
Totals	\$ 2,070,736.56	\$ -	\$ 2,070,736.56	\$ 2,014,120.98	\$ (56,615.58)	\$ 2,014,120.98	\$ 1,664,098.87

The following is the impairment listing for loan-backed and structured securities for the three months ended June 30, 2011:

CUSIPS	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKX5	\$ 77,717.59	\$ -	\$ 77,717.59	\$ 73,955.07	\$ (3,762.52)	\$ 73,955.07	\$ 37,632.77
1248RHAD9	591,061.86	-	591,061.86	512,305.02	(78,756.84)	512,305.02	353,044.00
12667GR62	161,682.89	-	161,682.89	159,026.49	(2,656.40)	159,026.49	117,046.98
12667GS20	250,118.17	-	250,118.17	242,958.52	(7,159.65)	242,958.52	163,151.18
12667GWF6	322,424.45	-	322,424.45	301,471.41	(20,953.04)	301,471.41	228,660.11
12669FVD2	104,454.41	-	104,454.41	98,456.96	(5,997.45)	98,456.96	100,554.18
12669FW82	84,076.32	-	84,076.32	80,839.23	(3,237.09)	80,839.23	64,797.26
41161PFR9	62,597.15	-	62,597.15	61,111.04	(1,486.11)	61,111.04	53,862.17
41161PQU0	313,915.99	-	313,915.99	310,455.45	(3,460.54)	310,455.45	247,325.41
41161PSK0	167,162.20	-	167,162.20	166,560.42	(601.78)	166,560.42	133,267.80
45254NPU5	218,282.82	-	218,282.82	210,403.94	(7,878.88)	210,403.94	158,644.92
45660NQ24	40,397.65	-	40,397.65	39,889.06	(508.59)	39,889.06	32,443.68
61750FAE0	107,982.99	-	107,982.99	101,558.28	(6,424.71)	101,558.28	92,154.75
76110GE23	457,357.04	-	457,357.04	451,735.74	(5,621.30)	451,735.74	383,775.05
76110GV40	474,244.05	-	474,244.05	449,742.81	(24,501.24)	449,742.81	423,776.28
76110GZQ7	330,886.88	-	330,886.88	328,537.26	(2,349.62)	328,537.26	285,305.89
76110GZR5	240,945.04	-	240,945.04	197,837.05	(43,107.99)	197,837.05	203,958.57
80557BAC8	558,983.94	-	558,983.94	526,365.30	(32,618.64)	526,365.30	473,890.00
86358RA23	298,143.06	-	298,143.06	294,253.56	(3,889.50)	294,253.56	257,460.78
86358RL88	46,923.25	-	46,923.25	12,038.89	(34,884.36)	12,038.89	25,347.07
86358RUQ8	24,350.32	-	24,350.32	7,044.76	(17,305.56)	7,044.76	24,346.36
Totals	\$ 4,933,708.07	\$ -	\$ 4,933,708.07	\$ 4,626,546.26	\$ (307,161.81)	\$ 4,626,546.26	\$ 3,860,445.21

NOTES TO FINANCIAL STATEMENTS

The following is the impairment listing for loan-backed and structured securities for the three months ended March 31, 2011:

CUSIPS	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKX5	\$ 82,430.64	\$ -	\$ 82,430.64	\$ 78,392.02	\$ (4,038.62)	\$ 78,392.02	\$ 38,846.52
12667GR62	177,163.99	-	177,163.99	167,530.70	(9,633.29)	167,530.70	127,621.81
12667GS20	262,061.96	-	262,061.96	258,101.70	(3,960.26)	258,101.70	172,746.21
12667GWF6	339,824.83	-	339,824.83	332,867.15	(6,957.68)	332,867.15	237,627.68
12669FW82	86,178.33	-	86,178.33	85,646.27	(532.06)	85,646.27	56,691.26
152314MJ6	323,305.82	-	323,305.82	295,615.48	(27,690.34)	295,615.48	286,569.23
41161PQU0	329,014.36	-	329,014.36	320,042.04	(8,972.32)	320,042.04	261,097.24
45254NPU5	223,644.86	-	223,644.86	222,401.73	(1,243.13)	222,401.73	163,297.34
61750FAE0	112,606.25	-	112,606.25	106,763.14	(5,843.11)	106,763.14	101,893.00
68383NCA9	330,251.70	-	330,251.70	324,130.81	(6,120.89)	324,130.81	235,327.37
76110GV40	489,041.93	-	489,041.93	487,830.33	(1,211.60)	487,830.33	434,867.33
76110GZR5	246,682.90	-	246,682.90	245,366.81	(1,316.09)	245,366.81	228,956.83
86358RUQ8	28,887.59	-	28,887.59	24,493.83	(4,393.76)	24,493.83	25,091.32
Totals	\$ 3,031,095.16	\$ -	\$ 3,031,095.16	\$ 2,949,182.01	\$ (81,913.15)	\$ 2,949,182.01	\$ 2,370,633.14

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

CUSIPS	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
12667GR62	\$ 188,017.70	\$ -	\$ 188,017.70	\$ 180,339.62	\$ (7,678.08)	\$ 180,339.62	\$ 132,490.63
12667GS20	276,335.44	-	276,335.44	272,206.94	(4,128.50)	272,206.94	178,434.19
12667GWF6	352,694.28	-	352,694.28	348,907.42	(3,786.86)	348,907.42	253,132.08
41161FFR9	66,893.84	-	66,893.84	66,857.20	(36.64)	66,857.20	52,383.83
41161PQU0	349,784.52	-	349,784.52	337,936.44	(11,848.08)	337,936.44	252,777.23
45254NPU5	231,028.25	-	231,028.25	229,395.42	(1,632.83)	229,395.42	167,356.60
45660LCN7	124,469.55	-	124,469.55	118,097.88	(6,371.67)	118,097.88	93,323.79
61750FAE0	112,613.40	-	112,613.40	112,307.99	(305.41)	112,307.99	101,696.75
68383NCA9	344,668.84	-	344,668.84	344,136.56	(532.28)	344,136.56	242,356.48
76110GV40	501,971.79	-	501,971.79	500,911.13	(1,060.66)	500,911.13	445,205.17
76110GZR5	257,287.83	-	257,287.83	255,047.45	(2,240.38)	255,047.45	245,588.19
86358RUQ8	37,847.33	-	37,847.33	29,341.56	(8,505.77)	29,341.56	24,915.79
Totals	\$ 2,843,612.77	\$ -	\$ 2,843,612.77	\$ 2,795,485.61	\$ (48,127.16)	\$ 2,795,485.61	\$ 2,189,660.73

The following is the impairment listing for loan-backed and structured securities for the three months ended September 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
05948JAA0	\$ 6,694.15	\$ -	\$ 6,694.15	\$ 6,424.55	\$ (269.60)	\$ 6,424.55	\$ 5,172.18
06050HKY3	1,744.67	-	1,744.67	1,260.76	(483.91)	1,260.76	28,892.43
12667GR62	197,432.80	-	197,432.80	193,481.68	(3,951.12)	193,481.68	131,786.60
12667GS20	288,829.72	-	288,829.72	284,748.85	(4,080.87)	284,748.85	176,676.64
12667GWF6	388,554.95	-	388,554.95	356,180.26	(32,374.69)	356,180.26	237,504.74
12669EH33	20,722.94	-	20,722.94	19,482.30	(1,240.64)	19,482.30	17,368.51
12669FW82	93,926.76	-	93,926.76	90,384.29	(3,542.47)	90,384.29	60,989.79
22540VG71	26,311.24	-	26,311.24	26,015.09	(296.15)	26,015.09	24,400.18
22541NFL8	337,698.01	-	337,698.01	342,575.15	4,877.14	342,575.15	383,854.56
23332UAC8	75,417.48	-	75,417.48	74,660.80	(756.68)	74,660.80	51,347.86
251510FB4	118,057.35	-	118,057.35	110,106.59	(7,950.76)	110,106.59	92,394.80
41161PQU0	368,748.24	-	368,748.24	355,633.54	(13,114.70)	355,633.54	245,135.48
45254NKD8	692.12	-	692.12	-	(692.12)	-	-
45254NPU5	240,878.77	-	240,878.77	236,289.36	(4,589.41)	236,289.36	170,829.40
45660LCN7	130,584.00	-	130,584.00	128,448.77	(2,135.23)	128,448.77	81,236.33
45660NT96	9,163.02	-	9,163.02	9,018.92	(144.10)	9,018.92	7,221.00
589929X29	527,194.43	-	527,194.43	492,749.66	(34,444.77)	492,749.66	426,365.50
68383NCA9	361,702.90	-	361,702.90	358,656.40	(3,046.50)	358,656.40	250,474.53
76110GZR5	264,370.47	-	264,370.47	263,313.00	(1,057.47)	263,313.00	259,259.95
79549AYA1	131,269.79	-	131,269.79	120,401.81	(10,867.98)	120,401.81	130,702.00
86358RLG0	4,711.47	-	4,711.47	3,445.64	(1,265.83)	3,445.64	13,891.64
86359AEH2	17,501.08	-	17,501.08	17,491.24	(9.84)	17,491.24	84,460.15
86359ANH2	54,316.14	-	54,316.14	53,271.53	(1,044.61)	53,271.53	55,475.69
Totals	\$ 3,666,522.50	\$ -	\$ 3,666,522.50	\$ 3,544,040.19	\$ (122,482.31)	\$ 3,544,040.19	\$ 2,935,439.96

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

NOTES TO FINANCIAL STATEMENTS

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
05948JA0	\$ 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

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
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
86359A6A6	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

NOTES TO FINANCIAL STATEMENTS

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
12667GW6	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
41161FFR9	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	23,285.16	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	(5,987.92)	5,018.43	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. 12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 12/20/2010
- 6.4 By what department or departments?
State of Connecticut Insurance Department
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [X] No []
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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, LLC	Springfield, MA					YES
OppenheimerFunds Distributor, Inc.	New York, NY					YES
Babson Capital Securities, LLC	Boston, MA					YES
MMLISI Financial Alliances, LLC	Springfield, MA					YES
Baring Asset Management, LLC	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 No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes No
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$ 3,850,782	\$ 5,196,914
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)	\$ 3,850,782	\$ 5,196,914
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

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

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 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, 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.	399 Park Avenue, New York, NY 10022

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	\$ 6,274,847
1.13	Commercial Mortgages	\$
1.14	Total Mortgages in Good Standing	\$ 6,274,847
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)	\$ 6,274,847
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	\$

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 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
NONE						

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE MML Bay State Life Insurance Company
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

1	Direct Business Only					
	2	3	4	5	6	7
Life Contracts						
States, Etc.	Active Status	Life Insurance Premiums	Annuity Considerations			
1. Alabama	AL	L	268,538			268,538
2. Alaska	AK	L	16,567			16,567
3. Arizona	AZ	L	887,299			887,299
4. Arkansas	AR	L	44,303			44,303
5. California	CA	L	4,957,310			4,957,310
6. Colorado	CO	L	723,014	945		723,959
7. Connecticut	CT	L	519,220			519,220
8. Delaware	DE	L	65,456			65,456
9. District of Columbia	DC	L	168,618			168,618
10. Florida	FL	L	2,068,164			2,068,164
11. Georgia	GA	L	738,425			738,425
12. Hawaii	HI	L	220,362			220,362
13. Idaho	ID	L	67,810			67,810
14. Illinois	IL	L	1,472,778			1,472,778
15. Indiana	IN	L	735,977			735,977
16. Iowa	IA	L	727,142	1,350		728,492
17. Kansas	KS	L	395,772			395,772
18. Kentucky	KY	L	386,631	8,060		394,691
19. Louisiana	LA	L	447,959			447,959
20. Maine	ME	L	227,517			227,517
21. Maryland	MD	L	1,409,943			1,409,943
22. Massachusetts	MA	L	1,033,062			1,033,062
23. Michigan	MI	L	1,647,805			1,647,805
24. Minnesota	MN	L	456,796			456,796
25. Mississippi	MS	L	267,678			267,678
26. Missouri	MO	L	755,170			755,170
27. Montana	MT	L	223,739			223,739
28. Nebraska	NE	L	438,331	1,350		439,681
29. Nevada	NV	L	308,737			308,737
30. New Hampshire	NH	L	223,504			223,504
31. New Jersey	NJ	L	1,742,945	900		1,743,845
32. New Mexico	NM	L	101,763			101,763
33. New York	NY	N	158,211			158,211
34. North Carolina	NC	L	1,082,412			1,082,412
35. North Dakota	ND	L	5,602			5,602
36. Ohio	OH	L	1,261,769			1,261,769
37. Oklahoma	OK	L	951,636			951,636
38. Oregon	OR	L	488,796			488,796
39. Pennsylvania	PA	L	2,076,511	1,600		2,078,111
40. Rhode Island	RI	L	244,403			244,403
41. South Carolina	SC	L	749,098			749,098
42. South Dakota	SD	L	41,704			41,704
43. Tennessee	TN	L	753,006	4,950		757,956
44. Texas	TX	L	3,198,001			3,198,001
45. Utah	UT	L	406,829			406,829
46. Vermont	VT	L	90,745	900		91,645
47. Virginia	VA	L	1,716,526			1,716,526
48. Washington	WA	L	837,022			837,022
49. West Virginia	WV	L	230,123			230,123
50. Wisconsin	WI	L	1,412,955	4,808		1,417,763
51. Wyoming	WY	L	28,244			28,244
52. American Samoa	AS	N				
53. Guam	GU	N				
54. Puerto Rico	PR	N	1,260			1,260
55. U.S. Virgin Islands	VI	N	804			804
56. Northern Mariana Islands	MP	N				
57. Canada	CN	N	421			421
58. Aggregate Other Aliens	OT	XXX	103,842			103,842
59. Subtotal	(a)	50	39,588,255	24,863		39,613,118
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	178,502				178,502
94. Aggregate or other amounts not allocable by State	XXX					
95. Totals (Direct Business)	XXX	39,766,757	24,863			39,791,620
96. Plus Reinsurance Assumed	XXX					
97. Totals (All Business)	XXX	39,766,757	24,863			39,791,620
98. Less Reinsurance Ceded	XXX	17,110,251				17,110,251
99. Totals (All Business) less Reinsurance Ceded	XXX	22,656,506	24,863			22,681,369
DETAILS OF WRITE-INS						
5801. Other foreign	XXX	103,842				103,842
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	103,842				103,842
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.

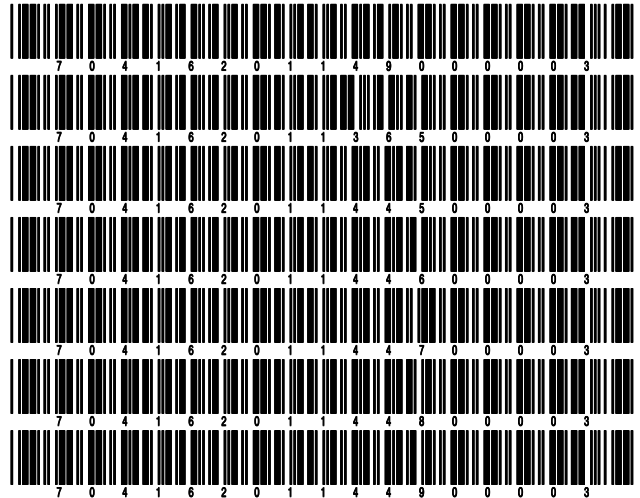
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required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



OVERFLOW PAGE FOR WRITE-INS

NONE

STATEMENT AS OF SEPTEMBER 30, 2011 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	6,800,884	7,602,662
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	1,985	2,310
3. Capitalized deferred interest and other		
4. Accrual of discount	1,565	2,327
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	519,774	793,930
8. Deduct amortization of premium and mortgage interest points and commitment fees	9,813	12,485
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)	6,274,847	6,800,884
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	6,274,847	6,800,884
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	6,274,847	6,800,884

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	142,663,041	164,478,512
2. Cost of bonds and stocks acquired	39,788,517	2,438,302
3. Accrual of discount	947,704	1,295,890
4. Unrealized valuation increase (decrease)	365	3,082
5. Total gain (loss) on disposals	213,950	204,076
6. Deduct consideration for bonds and stocks disposed of	20,024,335	24,599,618
7. Deduct amortization of premium	230,825	401,849
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	445,691	755,353
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	162,912,726	142,663,041
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	162,912,726	142,663,041

STATEMENT AS OF SEPTEMBER 30, 2011 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)	92,077,849	14,938,033	6,288,443	1,897,661	72,399,292	92,077,849	102,625,100	83,711,767
2. Class 2 (a)	90,055,548	160,328,333	158,261,163	(76,966)	103,314,814	90,055,548	92,045,752	80,732,402
3. Class 3 (a)	4,308,302		444,131	(1,602,451)	5,667,870	4,308,302	2,261,720	5,860,357
4. Class 4 (a)	1,339,358			(322,815)	1,346,657	1,339,358	1,016,543	1,490,290
5. Class 5 (a)	1,272,651		20,447	315,422	1,307,748	1,272,651	1,567,626	1,366,712
6. Class 6 (a)	190,199			1,404	194,519	190,199	191,603	197,197
7. Total Bonds	189,243,907	175,266,366	165,014,184	212,255	184,230,900	189,243,907	199,708,344	173,358,725
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	189,243,907	175,266,366	165,014,184	212,255	184,230,900	189,243,907	199,708,344	173,358,725

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$36,795,616 ; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

S102

SCHEDULE DA - PART 1

Short-Term Investments

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

NONE

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	5,998,162	
2. Cost of short-term investments acquired	8,865,529	8,144,205
3. Accrual of discount	11,102	3,957
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	74	
6. Deduct consideration received on disposals	14,874,867	2,150,000
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)		5,998,162
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)		5,998,162

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	24,697,522	.....
2. Cost of cash equivalents acquired	482,942,902	926,251,244
3. Accrual of discount	92,237	108,703
4. Unrealized valuation increase (decrease) .....	.....	.....
5. Total gain (loss) on disposals	43	(71)
6. Deduct consideration received on disposals	470,937,087	901,662,354
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)	36,795,617	24,697,522
11. Deduct total nonadmitted amounts .....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11)	36,795,617	24,697,522