# **QUARTERLY STATEMENT**

**OF THE** 

**Massachusetts Mutual Life Insurance Company** 

TO THE

**Insurance Department** 

**OF THE** 

**STATE OF** 

FOR THE QUARTER ENDED JUNE 30, 2014

LIFE AND ACCIDENT AND HEALTH

2014



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

# **QUARTERLY STATEMENT**

AS OF JUNE 30, 2014 OF THE CONDITION AND AFFAIRS OF THE

# Massachusetts Mutual Life Insurance Company NAIC Group Code 0435 0435 NAIC Company Code 65935 Employer's ID Number 04-1590850

Organized under the Laws of	, ,	(Prior) chusetts	_		Entry Massachusetts
	Iviassat				iviassacriusetts
Country of Domicile		United St	tates of Ame	rica	
Incorporated/Organized	05/15/1851		Co	mmenced Business	08/01/1851
Statutory Home Office	1295 State :		,		Springfield , MA, US 01111
	(Street and N	umber)		(City or	Town, State, Country and Zip Code)
Main Administrative Office			State Street		
	Springfield , MA, US 01111	(Stree	t and Numbe	er)	413-788-8411
(City or	Town, State, Country and Zip	Code)		(A	rea Code) (Telephone Number)
Mail Address	1295 State Stree				Springfield , MA, US 01111
	(Street and Number or P	P.O. Box)		(City or	Town, State, Country and Zip Code)
Primary Location of Books and	Records		5 State Stree		
	Springfield , MA, US 01111	(Stree	t and Numbe	er)	413-788-8411
(City or	Town, State, Country and Zip	Code)		(A	rea Code) (Telephone Number)
Internet Website Address		www.m	assmutual.c	om	
_	_		<u>accimatading</u>	· · ·	
Statutory Statement Contact	lamm	y A. Peatman (Name)		_ ,	413-744-6327 (Area Code) (Telephone Number)
	tpeatman@massmutual.com	( /	,		413-226-4086
	(E-mail Address)				(FAX Number)
		OI	FFICERS		
President and Chief Executive Officer	Roger Willian	m Crandall		Treasurer	Todd Garett Picken
Secretary					Isadore Jermyn
· -					
Michael Thomas Rollings I	Executive Vice President and	(	OTHER		Melvin Timothy Corbett Executive Vice President and
Chief Finar	ncial Officer xecutive Vice President and	Michael Robert Fann	ning Execut	tive Vice President	Chief Investment Officer  Mark Douglas Roellig Executive Vice President and
	nation Officer	Debra Ann Palermi			General Counsel
Elaine Anne Sarsvnski	Executive Vice President	Elizabeth Ward Chicare Chie	es Executiv ef Risk Office		
Roger William Cı	randall - Chairman	DIRECTOR Cristób	al Ignacio C		Kathleen Ann Corbet
	enreidt Jr - Lead Director		cia Diaz Den		Robert Alan Essner
	alter LeBoeuf anne Sen		Elizabeth Min am Taylor Sp		Marc Francis Racicot Howard Todd Stitzer
Laura Je	anne Sen	VVIIII	ani rayioi of	JILZ	noward Todd Stitzer
State of	Massachusetts				
County of	Hampden	SS:			
all of the herein described as statement, together with relate condition and affairs of the sai in accordance with the NAIC rules or regulations require respectively. Furthermore, the	sets were the absolute proper d exhibits, schedules and expl d reporting entity as of the repc Annual Statement Instructions differences in reporting not re e scope of this attestation by the	ly of the said reporting e anations therein containe orting period stated above and Accounting Practice elated to accounting pra the described officers also	entity, free ared, annexed e, and of its es and Proce actices and oincludes the	nd clear from any liens or referred to, is a full a income and deductions dures manual except to procedures, according he related corresponding	orting entity, and that on the reporting period stated above or claims thereon, except as herein stated, and that the tind true statement of all the assets and liabilities and of the therefrom for the period ended, and have been completed to the extent that: (1) state law may differ; or, (2) that state to the best of their information, knowledge and belied gelectronic filing with the NAIC, when required, that is a be requested by various regulators in lieu of or in additional contents.
Roger William C President and Chief Ex	ecutive Officer re me this	ξ	Christine Carole Peaslee Secretary a. Is this an original filir b. If no,		
day of				<ol> <li>State the amendment</li> <li>Date filed</li> </ol>	

Number of pages attached.....

# **ASSETS**

			4		
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds	70,900,162,697		70,900,162,697	67, 195, 587, 696
	Stocks:				
	2.1 Preferred stocks	498,711,558		498,711,558	493,522,365
	2.2 Common stocks	8,423,254,729		8,423,254,729	7,378,388,465
3.	Mortgage loans on real estate:				
	3.1 First liens	17,603,698,178		17,603,698,178	16,464,967,879
	3.2 Other than first liens				
4.	Real estate:				
	4.1 Properties occupied by the company (less \$				
	encumbrances)	136,056,763		136,056,763	114,497,811
	4.2 Properties held for the production of income (less	007.054.054		007.054.054	700 040 000
	\$419,566,048 encumbrances)	837,651,954		837,651,954	/33,818,883
	4.3 Properties held for sale (less \$	4 050 000		4 050 000	205 404
	encumbrances)	1,256,690		1,256,690	895,401
5.	Cash (\$				
	(\$1,496,236,440 ) and short-term				
_	investments (\$			2,743,865,696	
	Contract loans (including \$ premium notes)				10,585,155,363
7.	Derivatives			6,441,425,301	7, 189, 412, 542
8.	Other invested assets				7, 189, 412, 542
9. 10.	Receivables for securities				, ,
11.	Securities lending reinvested collateral assets  Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)			125,381,673,871	120 490 273 501
	Title plants less \$ charged off (for Title insurers	123,402,120,000	100, 440, 107	123,001,070,071	120,430,270,301
10.	only)				
14.	Investment income due and accrued		6 151 812	1,855,140,004	1 514 543 613
	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	109,073,269	4,073,216	105,000,053	110,879,757
	15.2 Deferred premiums, agents' balances and installments booked but				
	deferred and not yet due (including \$				
	earned but unbilled premiums)	523,259,034		523,259,034	546,344,927
	15.3 Accrued retrospective premiums				
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers	31,127,445		31,127,445	12,211,658
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts	149,479,068		149,479,068	115,618,507
17.	Amounts receivable relating to uninsured plans				
	Current federal and foreign income tax recoverable and interest thereon				
	Net deferred tax asset			928, 192, 335	
19.	Guaranty funds receivable or on deposit			29,331,589	
20.	Electronic data processing equipment and software	219,696,896	179, 106, 133	40,590,763	38,342,264
21.	Furniture and equipment, including health care delivery assets	25 140 041	25 140 041		
	(\$				
22.	Net adjustment in assets and liabilities due to foreign exchange rates			12,299	5,455
23. 24.	Receivables from parent, subsidiaries and affiliates  Health care (\$				• •
24. 25.	Aggregate write-ins for other than invested assets			135,534,044	
26.	Total assets excluding Separate Accounts, Segregated Accounts and	1,000,070,444			
20.	Protected Cell Accounts (Lines 12 to 25)	130,462,692,982	1,219,760,639	129,242,932,343	124,384,789,092
27.	From Separate Accounts, Segregated Accounts and Protected Cell	E0 000 100 711		FO 000 400 744	E0 004 C04 C00
00	Accounts	59,930,169,711	1 010 760 600	59,930,169,711	58,391,681,632
28.	Total (Lines 26 and 27)	190,392,862,693	1,219,760,639	189, 173, 102, 054	182,776,470,724
1101	DETAILS OF WRITE-INS				
1101. 1102.					
1103. 1198.	Summary of remaining write-ins for Line 11 from overflow page				
1198.	Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501.	Investment in trust	38 798 949		38,798,949	38,043,471
2502.	Employee insurance plan advances				36.758.605
2502. 2503.	Fully refundable deposits and prepayments and other miscellaneous				33, 142, 279
2598.	Summary of remaining write-ins for Line 25 from overflow page				27,471,119
	Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,030,376,444	894,842,400	135,534,044	135,415,474

# **LIABILITIES, SURPLUS AND OTHER FUNDS**

	LIADILITIES, SOIII LOS AND OTTILITI O	1100	
	00.070.004.070	1 Current Statement Date	2 December 31 Prior Year
1.	Aggregate reserve for life contracts \$86,079,664,279 less \$	00 070 004 070	00 004 077 407
	(including \$52,288,244 Modco Reserve)		
	Aggregate reserve for accident and health contracts (including \$35,076,102 Modco Reserve)		
	Contract claims:		
	4.1 Life	307,571,969	315, 106, 464
	4.2 Accident and health		
5.	Policyholders' dividends \$	10,882,303	9,702,426
6.	Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
	6.1 Dividends apportioned for payment (including \$	1,517,832,221	1,487,575,075
	6.2 Dividends not yet apportioned (including \$ Modco)		
	6.3 Coupons and similar benefits (including \$ Modco)		
	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		
	\$9,266,321 accident and health premiums	32,760,557	27,607,795
9.	Contract liabilities not included elsewhere:		
	9.1 Surrender values on canceled contracts		
	9.2 Provision for experience rating refunds, including the liability of \$ accident and health		
	experience rating refunds of which \$ is for medical loss ratio rebate per the Public Health	10.050.000	44 000 040
	Service Act	18,952,388	14,826,640
	9.3 Other amounts payable on reinsurance, including \$15,393,368 assumed and \$10,579,924	05 070 000	04 000 470
	ceded	25,973,292	24,668,179
	9.4 Interest Maintenance Reserve	558,802,929	498,613,740
10.	Commissions to agents due or accrued-life and annuity contracts \$24,695,704 , accident and health	05 000 000	00 000 000
	\$386,982 and deposit-type contract funds \$	25,082,686	26,026,932
11.	Commissions and expense allowances payable on reinsurance assumed		
12.	General expenses due or accrued	658,053,882	763,439,342
13.	Transfers to Separate Accounts due or accrued (net) (including \$(241,768,456) accrued for expense	/200 2 :	/AAR 688 888
	allowances recognized in reserves, net of reinsured allowances)	(279,318,079)	(287,058,509)
14.	Taxes, licenses and fees due or accrued, excluding federal income taxes	34,460,479	
	Current federal and foreign income taxes, including \$ on realized capital gains (losses)		
	Net deferred tax liability		
16.	Unearned investment income	228, 186, 794	112,571,791
17.	Amounts withheld or retained by company as agent or trustee	71,697,402	219,552,874
18.	Amounts held for agents' account, including \$ agents' credit balances	253,833,063	253,342,836
19.	Remittances and items not allocated		
20.	Net adjustment in assets and liabilities due to foreign exchange rates		
21.	Liability for benefits for employees and agents if not included above	1/2,841,294 [	168,715,928
22.	Borrowed money \$250,000,000 and interest thereon \$(25,403)	249,974,597	249,985,083
23.	Dividends to stockholders declared and unpaid		
24.	Miscellaneous liabilities:		
	24.01 Asset valuation reserve		
	24.02 Reinsurance in unauthorized and certified (\$		
	24.03 Funds held under reinsurance treaties with unauthorized and certified (\$	40.007.007	45.740.454
	24.04 Payable to parent, subsidiaries and affiliates		
	24.05 Drafts outstanding		
	24.06 Liability for amounts held under uninsured plans		
	24.07 Funds held under coinsurance		
	24.08 Derivatives		
	24.09 Payable for securities		
	24.10 Payable for securities lending		
0.5	24.11 Capital notes \$ and interest thereon \$		5.353.828.891
25.	Aggregate write-ins for liabilities	6,882,723,606 115,687,970,500	111.869.642.792
26.	Total liabilities excluding Separate Accounts business (Lines 1 to 25)	59,920,157,716	, -, , -
27.	From Separate Accounts Statement		58,382,381,028
28.	Total liabilities (Lines 26 and 27)	175,608,128,216	170,252,023,820
29.	Common capital stock		
30.	Preferred capital stock		
31.	Aggregate write-ins for other than special surplus funds		
32.	Surplus notes		
33.	Gross paid in and contributed surplus		
34.	Aggregate write-ins for special surplus funds		
35. 36		11,021,700,390	10,101,301,1/4
36.	Less treasury stock, at cost:		
	36.1 shares common (value included in Line 29 \$		
07	36.2 shares preferred (value included in Line 30 \$	13,564,973,838	
37.	Surplus (Total Lines 31+32+33+34+35-36) (including \$		12,524,446,904
38.	Totals of Lines 29, 30 and 37	13,564,973,838	12,524,446,904
39.	Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	189, 173, 102, 054	182,776,470,724
0=5:	DETAILS OF WRITE-INS	4 074 555 050	0 400 000 001
2501.	Repurchase agreements and interest expense		3,488,606,631
2502.	Derivative interest expense		1,177,920,212
2503.	Derivative collateral		565,022,715
2598.	Summary of remaining write-ins for Line 25 from overflow page		
2599.	Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	6,882,723,606	5,353,828,891
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.	Designated surplus for group annuities		2,500,000
3402.	Designated surplus for separate account business		,
3403.			
3498.	Summary of remaining write-ins for Line 34 from overflow page		
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	3,250,000	3,250,000

# **SUMMARY OF OPERATIONS**

		1 1	2	3
		Current Year	Prior Year	Prior Year Ended
		To Date	To Date	December 31
1.	Premiums and annuity considerations for life and accident and health contracts	8,725,957,952	9,887,713,177	20,418,821,210
2.	Considerations for supplementary contracts with life contingencies.		11,436,139	18, 107, 835
3.	Net investment income		2,530,437,292	5,281,824,824
4.	Amortization of Interest Maintenance Reserve (IMR)	101,442,395	104,920,185	188,917,061
5.	Separate Accounts net gain from operations excluding unrealized gains or losses	4,044	9,735	15,709
6.	Commissions and expense allowances on reinsurance ceded	47,176,068	47,902,064	107,437,871
7.	Reserve adjustments on reinsurance ceded	11,144,842	28,642,694	49,806,574
8.	Miscellaneous Income:			
	8.1 Income from fees associated with investment management, administration and contract			
	guarantees from Separate Accounts	168,164,285	152, 129, 332	318, 104,745
	8.2 Charges and fees for deposit-type contracts			
	8.3 Aggregate write-ins for miscellaneous income		190,448,445	379,821,434
9.	Totals (Lines 1 to 8.3)		12,953,639,063	26,762,857,263
10.	Death benefits		676,588,003	1,352,513,825
11.	Matured endowments (excluding guaranteed annual pure endowments)		9,190,602	1,032,010,023
12.	Annuity benefits		575,605,772	1, 153, 090, 808
	Disability benefits and benefits under accident and health contracts	175 000 444		351,063,919
13.				, ,
14.	Coupons, guaranteed annual pure endowments and similar benefits			4F 407 077 440
15.	Surrender benefits and withdrawals for life contracts			
16.	Group conversions			000 000 054
17.	Interest and adjustments on contract or deposit-type contract funds	154, 192, 504		286,689,254
18.	Payments on supplementary contracts with life contingencies	5,042,677		9,680,170
19.	Increase in aggregate reserves for life and accident and health contracts	2,519,677,836	2,404,327,074	6,972,826,304
20.	Totals (Lines 10 to 19)	10,771,878,853	10,852,661,745	25,329,907,407
21.	Commissions on premiums, annuity considerations, and deposit-type contract funds (direct			
	business only)	323,611,475	297,405,558	659,384,978
22.	Commissions and expense allowances on reinsurance assumed	62,438,291		479,024,205
23.	General insurance expenses	856,750,753	769,259,415	1,702,466,057
24.	Insurance taxes, licenses and fees, excluding federal income taxes	99,352,660	93,557,908	186,022,923
25.	Increase in loading on deferred and uncollected premiums	(2,974,755)	(3,440,696)	4,704,358
26.	Net transfers to or (from) Separate Accounts net of reinsurance	138,803,145	957,998,831	(1,080,757,691)
27.	Aggregate write-ins for deductions		(1,117,603,495)	(2,041,895,864)
28.	Totals (Lines 20 to 27)		12,266,197,458	25,238,856,373
29.	Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus		.2,200, .0., .00	20,200,000,0.0
23.	Line 28)		687,441,605	1,524,000,890
30.	Dividends to policyholders	716,769,858	663,862,827	1,474,794,280
31.	Net gain from operations after dividends to policyholders and before federal income taxes (Line 29	110,100,000	000,002,027	1, 11 1,101,200
51.	minus Line 30)	420,273,721	23,578,778	49,206,610
32.	Federal and foreign income taxes incurred (excluding tax on capital gains)		(2,318,504)	(141,509,183)
33.	Net gain from operations after dividends to policyholders and federal income taxes and before	. 04,400,704	(2,010,004)	(141,000,100)
33.	realized capital gains or (losses) (Line 31 minus Line 32)	335 792 937	25,897,282	190,715,793
34.	Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital	1	20,007,202	100,710,700
34.	gains tax of \$(81,849,563) (excluding taxes of \$25,440,776			
		(9,295,661)	(192.559.127)	(476.328.506)
0.5	transferred to the IMR)		(166,661,845)	, , , , , ,
35.	Net income (Line 33 plus Line 34)	. 326,497,276	(100,001,845)	(285,612,713)
	CAPITAL AND SURPLUS ACCOUNT			
36.	Capital and surplus, December 31, prior year		12,686,883,638	12,686,883,638
37.	Net income (Line 35)	326,497,276	(166,661,845)	(285,612,713)
38.		970,963,906		
39.	Change in net unrealized foreign exchange capital gain (loss)	33,717,397	(54,216,112)	39,679,606
40.	Change in net deferred income tax	(19,971,159)	32,092,582	264,004,570
41.	Change in nonadmitted assets	(28,558,419)	39,150,769	111,882,531
42.	Change in liability for reinsurance in unauthorized and certified companies			
43.	Change in reserve on account of change in valuation basis, (increase) or decrease		(31.077.892)	(56.006.464)
44.	Change in asset valuation reserve	(219 082 672)	(67,660,857)	(266, 274, 835)
45.	Change in treasury stock			
46.	Surplus (contributed to) withdrawn from Separate Accounts during period			32,904
47.	Other changes in surplus in Separate Accounts Statement	707 249	40 500	463,489
	Change in surplus notes	202 710	202 710	405,409
48.				······································
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	<b>-</b>		
51.	Surplus adjustment:			
	51.1 Paid in			
	51.2 Transferred to capital (Stock Dividend)			
1	51.3 Transferred from capital	.		
	51.4 Change in surplus as a result of reinsurance			
52.	Dividends to stockholders	ļ		
53.	Aggregate write-ins for gains and losses in surplus		80,968,348	239,572,358
54.	Net change in capital and surplus for the year (Lines 37 through 53)		(398, 406, 683)	(162,436,734)
55.	Capital and surplus, as of statement date (Lines 36 + 54)	13,564,973,838	12,288,476,955	12,524,446,904
	DETAILS OF WRITE-INS	.5,55.,575,550	,, 110,000	,0,110,001
08 301	Administrative fee and other income	103 177 502	100 448 445	379,821,434
I .	Administrative ree and other income	, ,	, ,	
1100 3113				
		i		
08.398.	Summary of remaining write-ins for Line 8.3 from overflow page		100 440 445	
08.398. 08.399.	Summary of remaining write-ins for Line 8.3 from overflow page	193, 177, 503	190,448,445	379,821,434
08.398. 08.399. 2701.	Summary of remaining write-ins for Line 8.3 from overflow page  Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement	193,177,503 (992,831,939)	(1,112,685,085)	(2,050,147,552)
08.398. 08.399. 2701. 2702.	Summary of remaining write-ins for Line 8.3 from overflow page Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement Transfer of group pension contract losses to IMR	193, 177,503 (992,831,939) (24,910,165)	(1,112,685,085) (17,268,745)	(2,050,147,552)
08.398. 08.399. 2701. 2702. 2703.	Summary of remaining write-ins for Line 8.3 from overflow page Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement Transfer of group pension contract losses to IMR Miscellaneous charges to operations	193, 177,503 (992,831,939) (24,910,165) (17,415,870)	(1,112,685,085) (17,268,745) (4,614,354)	(2,050,147,552) (33,451,591) (2,032,623)
08.398. 08.399. 2701. 2702. 2703.	Summary of remaining write-ins for Line 8.3 from overflow page Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement Transfer of group pension contract losses to IMR	193, 177,503 (992,831,939) (24,910,165) (17,415,870)	(1,112,685,085) (17,268,745) (4,614,354)	(2,050,147,552)
08.398. 08.399. 2701. 2702. 2703. 2798.	Summary of remaining write-ins for Line 8.3 from overflow page Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement Transfer of group pension contract losses to IMR Miscellaneous charges to operations	193, 177,503 (992,831,939) (24,910,165) (17,415,870)	(1,112,685,085) (17,268,745) (4,614,354)	(2,050,147,552) (33,451,591) (2,032,623)
08.398. 08.399. 2701. 2702. 2703. 2798. 2799.	Summary of remaining write-ins for Line 8.3 from overflow page Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement Transfer of group pension contract losses to IMR Miscellaneous charges to operations Summary of remaining write-ins for Line 27 from overflow page	193,177,503 (992,831,939) (24,910,165) (17,415,870) 13,904,317 (1,021,253,657)	(1,112,685,085) (17,268,745) (4,614,354) 16,964,689 (1,117,603,495)	(2,050,147,552) (33,451,591) (2,032,623) 43,735,902 (2,041,895,864)
08.398. 08.399. 2701. 2702. 2703. 2798. 2799. 5301.	Summary of remaining write-ins for Line 8.3 from overflow page Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement Transfer of group pension contract losses to IMR Miscellaneous charges to operations Summary of remaining write-ins for Line 27 from overflow page Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	193,177,503 (992,831,939) (24,910,165) (17,415,870) 13,904,317 (1,021,253,657) (23,949,180)	(1,112,685,085) (17,268,745) (4,614,354) 16,964,689 (1,117,603,495) 36,808,082	(2,050,147,552) (33,451,591) (2,032,623) (2,041,895,864) (65,314,543)
08.398. 08.399. 2701. 2702. 2703. 2798. 2799. 5301. 5302.	Summary of remaining write-ins for Line 8.3 from overflow page Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement Transfer of group pension contract losses to IMR Miscellaneous charges to operations Summary of remaining write-ins for Line 27 from overflow page Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)  Other changes in surplus Accumulated other comprehensive income – pension	193,177,503 (992,831,939) (24,910,165) (17,415,870) 13,904,317 (1,021,253,657) (23,949,180)	(1,112,685,085) (17,268,745) (4,614,354) 16,964,689 (1,117,603,495) 36,808,082	(2,050,147,552) (33,451,591) (2,032,623) 43,735,902 (2,041,895,864) (65,314,543) 304,886,901
08.398. 08.399. 2701. 2702. 2703. 2798. 2799. 5301. 5302. 5303.	Summary of remaining write-ins for Line 8.3 from overflow page  Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement  Transfer of group pension contract losses to IMR  Miscellaneous charges to operations  Summary of remaining write-ins for Line 27 from overflow page  Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)  Other changes in surplus  Accumulated other comprehensive income – pension	193,177,503 (992,831,939) (24,910,165) (17,415,870) 13,904,317 (1,021,253,657) (23,949,180)	(1,112,685,085) (17,268,745) (4,614,354) 16,964,689 (1,117,603,495) 36,808,082	(2,050,147,552) (33,451,591) (2,032,623) (2,041,895,864) (65,314,543)
08.398. 08.399. 2701. 2702. 2703. 2798. 2799. 5301. 5302. 5303. 5398.	Summary of remaining write-ins for Line 8.3 from overflow page Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)  Modco adjustment for reinsurance agreement Transfer of group pension contract losses to IMR Miscellaneous charges to operations Summary of remaining write-ins for Line 27 from overflow page Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)  Other changes in surplus Accumulated other comprehensive income – pension	193,177,503 (992,831,939) (24,910,165) (17,415,870) 13,904,317 (1,021,253,657) (23,949,180)	(1,112,685,085) (17,268,745) (4,614,354) 16,964,689 (1,117,603,495) 36,808,082	(2,050,147,552) (33,451,591) (2,032,623) 43,735,902 (2,041,895,864) (65,314,543) 304,886,901

# **CASH FLOW**

		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	8,753,735,749	9,926,223,485	20,382,852,619
2.	Net investment income	2,994,259,429	2,475,698,844	5,345,412,34
3.	Miscellaneous income	366,461,405	437,206,714	854,056,22
4.	Total (Lines 1 to 3)	12,114,456,583	12,839,129,043	26,582,321,19
5.	Benefit and loss related payments	9,095,031,366	8,285,627,332	17,914,281,94
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	131,792,120	955,464,031	(1,077,860,71
7.	Commissions, expenses paid and aggregate write-ins for deductions	492,744,136	611,787,176	917,147,58
8.	Dividends paid to policyholders	674,632,846	639,688,443	1,377,272,83
9.	Federal and foreign income taxes paid (recovered) net of \$36,760,043 tax on capital			
	gains (losses)	(223, 192, 977)	(23,641,563)	(112,215,13
10.	Total (Lines 5 through 9)	10,171,007,491	10,468,925,419	19,018,626,52
11.	Net cash from operations (Line 4 minus Line 10)	1,943,449,092	2,370,203,624	7,563,694,66
12.	Cash from Investments  Proceeds from investments sold, matured or repaid:			
12.	12.1 Bonds	6 017 101 004	0 277 961 940	10 704 202 02
	12.2 Stocks			
	12.3 Mortgage loans		909,835,073	
	12.4 Real estate		246,280	
	12.5 Other invested assets		689,673,433	
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		1,714,973	
	12.7 Miscellaneous proceeds	(5,712,025)	(762,818,003)	(776,119,41
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	8,959,407,448	10,583,911,556	23,509,981,20
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	10,267,287,634	18,749,921,277	29,723,014,67
	13.2 Stocks	786,448,866	755,089,787	1,291,364,14
	13.3 Mortgage loans	1,972,048,706	2,210,691,116	4,749,007,44
	13.4 Real estate	186,932,595	51,075,276	(112,343,37
	13.5 Other invested assets	606,280,357	615,636,866	2,047,890,18
	13.6 Miscellaneous applications	65,840,832	(228,073,134)	(278,420,16
	13.7 Total investments acquired (Lines 13.1 to 13.6)	13,884,838,990	22, 154, 341, 188	37,420,512,91
14.	Net increase (or decrease) in contract loans and premium notes	153, 199, 908	195,667,270	563,262,75
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(5,078,631,450)	(11,766,096,902)	(14,473,794,45
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes	202.729	202.710	405.43
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.3 Borrowed funds	6,628,245	7,563	(12
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	6,628,245	7,563	(12, 138, 198, 88
	16.4 Net deposits on deposit-type contracts and other insurance liabilities  16.5 Dividends to stockholders	6,628,24540,694,792		(138, 198, 88
17.	16.4 Net deposits on deposit-type contracts and other insurance liabilities	6,628,245	7,563	(138, 198, 88
17.	16.4 Net deposits on deposit-type contracts and other insurance liabilities	6,628,24540,694,792		(12, 138, 198, 88, 198, 88, 198, 88, 198, 88, 198, 19
17.	16.4 Net deposits on deposit-type contracts and other insurance liabilities			(128, 198, 88 8,429,910,56
	16.4 Net deposits on deposit-type contracts and other insurance liabilities		7,563 (380,580,720) 8,809,029,004 8,428,658,557	(128, 198, 88 8,429,910,56 8,292,116,98
18.	16.4 Net deposits on deposit-type contracts and other insurance liabilities		7,563 (380,580,720) 8,809,029,004 8,428,658,557	(128, 198, 88 8,429,910,56 8,292,116,99
18.	16.4 Net deposits on deposit-type contracts and other insurance liabilities	1,633,520,549 1,681,046,315 (1,454,136,043)	7,563 (380,580,720) 8,809,029,004 8,428,658,557	(128, 198, 88 8,429,910,56
18.	16.4 Net deposits on deposit-type contracts and other insurance liabilities	1,633,520,549 1,681,046,315 (1,454,136,043)	7,563 (380,580,720) 8,809,029,004 8,428,658,557 (967,234,721)	(12 (138,198,88 8,429,910,56 8,292,116,99 1,382,017,19 2,815,984,54
18. 19.	16.4 Net deposits on deposit-type contracts and other insurance liabilities		(380,580,720) 8,809,029,004 8,428,658,557 (967,234,721) 2,815,984,541	8,429,910,56 8,292,116,99 1,382,017,19
18. 19. e: Si	16.4 Net deposits on deposit-type contracts and other insurance liabilities			8,429,910,56  8,292,116,99  1,382,017,19  2,815,984,54  4,198,001,73
e: Si 0.000	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
e: Si 0.000	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
e: Si 0.000 0.000 0.000 0.000	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
18. 19. 19. 0.000 0.000 0.000 0.000 0.000	16.4 Net deposits on deposit-type contracts and other insurance liabilities			(128, 198, 88 8,429,910,56 8,292,116,99 1,382,017,19 2,815,984,54 4,198,001,73 658,442,62 1,923,965,98 11,897,24 287,553,26 3,019,03 9,273,53
20.000 20.000 20.000 20.000 20.000 20.000	16.4 Net deposits on deposit-type contracts and other insurance liabilities			(12 (138, 198, 88 8,429, 910, 56 8,292, 116, 99 1,382,017, 19 2,815,984,54 4,198,001,73

Note: Sup	plemental disclosures of cash flow information for non-cash transactions:		
	Other liabilities from reinsurance agreement		
20.0012	Mortgage loans from reinsurance agreement	 736,050,709	736,050,709
20.0013	Other assets from reinsurance agreement	 382,571,118	382,571,118
20.0014	Preferred stock from reinsurance agreement	 12,981,488	12,981,488
	Bond conversions to other invested assets		
20.0016	Mortgages converted to other invested assets	 	33,892,972
20.0017	Surplus notes from reinsurance agreement	 	21, 175, 483
20.0018	Other	 12,563,982	

# **EXHIBIT 1**

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

		UNIRACIS	2	3
		Current Year	Prior Year	Prior Year Ended
		To Date	To Date	December 31
		10 Date	10 Date	December of
1.	Industrial life			
2.	Ordinary life insurance	2,399,561,294	2,203,147,561	4,871,194,353
3.	Ordinary individual annuities	1 187 610 758	1 130 994 201	3 312 318 636
J.	Ordinary individual armonies		1, 100,004,201	
4.	Credit life (group and individual)			
5.	Group life insurance	581,422,259	535,935,042	1, 108, 543, 577
	·			
6.	Group annuities	3 626 372 8/11	5 025 683 323	0 270 407 001
0.	Group arriuntes			
7.	A & H - group	69,317,910		203,801
8.	A & H - credit (group and individual)			
	,			
9.	A & H - other	268 283 006	333 290 015	666 522 716
J.	A & 11 - O(1161	200,200,000		
10.	Aggregate of all other lines of business			
11.	Subtotal	8, 132, 568, 068	9,229,050,142	19,238,280,174
12.	Deposit-type contracts	748,810,685	762,794	8/0 0/1 051
12.	Deposit-type contracts		102,134	
13.	Total	8,881,378,753	9,229,812,936	20,088,222,125
	DETAILS OF WRITE-INS			
1001				
1001.				
1002.				
1003.				
1098.	Summary of remaining write-ins for Line 10 from overflow page			
1030.	Outlinary of remaining write-ins for Line to nonitovernow page			
l				
1099.	Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			

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### Note 1 - Summary of Significant Accounting Policies

a. Accounting practices:

The accompanying financial statements of Massachusetts Mutual Life Insurance Company (the Company) have been prepared in conformity with accounting practices of the Accounting Practices and Procedures Manual as issued by the National Association of Insurance Commissioners (NAIC SAP) and the accounting practices prescribed or permitted by the Commonwealth of Massachusetts Division of Insurance (the Division).

		State of			
		Domicile		2014	2013
			(1	In Millions)	
NET IN	NCOME				
(1)	State basis (Page 4, Line 35, Columns 1 & 3)	MA	\$	326	\$ (286)
(2)	State prescribed practices that increase (decrease) NAIC SAP	-		-	-
(3)	State permitted practices that increase (decrease) NAIC SAP	-		-	 -
(4)	NAIC SAP (1-2-3=4)	MA	\$	326	\$ (286)
SURPI	LUS				
(5)	State basis (Page 3, Line 38, Columns 1 & 2)	MA	\$	13,565	\$ 12,524
(6)	State prescribed practices that increase (decrease) NAIC SAP	-		-	-
(7)	State permitted practices that increase (decrease) NAIC SAP	-		-	 -
(8)	NAIC SAP (5-6-7=8)	MA	\$	13,565	\$ 12,524

- b. Use of estimates in the preparation of the financial statements No significant changes
- c. Accounting policy No significant changes

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

Under statutory accounting principles, corrections of prior year errors are recorded in current year surplus on a
pretax basis with any associated tax impact reported through earnings.

The following summarizes corrections of prior year errors:

	Six Months Ended June 30, 2014					14
	Incr	ease (D	ecreas	e) to:		Correction
	Prio	r	(	Current	of Asset	
	Yea	Year Year		or Liability		
	Income Surplus		Balances			
			(In	Millions)		
Policyholders' reserves	\$	(13)	\$	(13)	\$	13
Other liabilities		(11)		(11)		11
Total	\$	(24)	\$	(24)	\$	24

	Six Months Ended June 30, 2013					
		ncrease (D	ecrease)	to:	Correction	
	F	Prior Current			of Asset	
	Year Income		`	/ear	or Liability	
			Sı	Surplus		Balances
			(In N	Millions)		
Policyholders' reserves	\$	47	\$	47	\$	(47)
Premium income (ceded)		(12)		(12)		12
Other invested assets		2		2		(2)
Total	\$	37	\$	37	\$	(37)

b. Adoption of new accounting standards:

In December 2013, the NAIC issued Statement of Statutory Accounting Principles (SSAP) No. 105, "Working Capital Finance Investments," which establishes statutory accounting principles for working capital finance investments. This statement also amends SSAP No. 20, "Nonadmitted Assets," to allow working capital finance investments as admitted assets to the extent they conform to the requirements of SSAP No. 105. This new guidance was effective January 1, 2014, and did not have an impact on the Company's financial statements.

In December 2013, the NAIC adopted modifications to SSAP No. 26, "Bonds, Excluding Loan-Backed and Structured Securities," to clarify the amortization requirements for bonds with make-whole call provisions and bonds that are continuously callable. These revisions do not allow insurers to consider make-whole call provisions in determining the timeframe for amortizing bond premium or discount unless information is known by the reporting entity indicating that the issuer is expected to invoke the provision. These clarifying changes were effective January 1, 2014, and did not have a significant impact on the Company's financial statements.

Note 3 – Business Combinations and Goodwill - No significant changes

Note 4 - Discontinued Operations - No significant changes

### Note 5 - Investments

- a. Mortgage loans, including mezzanine real estate loans No significant changes
- b. Debt restructuring No significant changes
- c. Reverse mortgages No significant changes
- d. Loan-backed and structured securities:
  - (1) No significant changes
  - (2) The following contains loan-backed and structured securities that recognized other-than-temporary impairments (OTTI) classified on the following bases for recognizing OTTI:

		(1)		(2) DTTI	(3)
		Amortized		ognized	
		Cost Basis		Loss	
		Before	(2a)	(2b)	Fair Value
		OTTI	Interest	Non-interest	1-(2a+2b)
ОТ-	Florence Condition to Continuous		(In N	Millions)	
	I recognized in the first quarter Intent to sell	\$ -	¢	\$ -	¢
a. b.	Inability or lack of intent to retain the investment	*	φ -	Φ -	Φ -
D.	in the security for a period of time sufficient to				
	recover the amortized cost basis	92	-	11	81
c.	Total first quarter	\$ 92	\$ -	\$ 11	\$ 81
			<del></del>	<del></del>	<u> </u>
	Π recognized in the second quarter				
d.	Intent to sell	\$ -	\$ -	\$ -	\$ -
e.	Inability or lack of intent to retain the investment				
	in the security for a period of time sufficient to	F-7		0	
f.	recover the amortized cost basis Total second quarter	\$ 57	<del>-</del>	\$ 2	\$ 55 \$ 55
1.	Total Second quarter	<del>Φ</del> 37	φ -	φ 2	<del>φ 33</del>
OT	ΓI recognized in the third quarter				
g.	Intent to sell	\$ -	\$ -	\$ -	\$ -
h.	Inability or lack of intent to retain the investment				
	in the security for a period of time sufficient to				
	recover the amortized cost basis		<del></del>	. <del></del>	<del></del>
i.	Total third quarter	<u>\$ -</u>	\$ -	\$ -	<u>\$ -</u>
ОТ	I recognized in the fourth quarter				
j.	Intent to sell	\$ -	\$ -	\$ -	\$
k.	Inability or lack of intent to retain the investment	τ	Ψ	*	Ψ
	in the security for a period of time sufficient to				
	recover the amortized cost basis			<u> </u>	
l.	Total fourth quarter	\$ -	\$ -	\$ -	\$ -
				·	
m.	Annual Aggregate Total		<u> </u>	\$ 13	

Note: All impairments were taken due to present value of cash flows expected to be collected being less than the amortized cost basis.

- (3) Refer to Note 36. "Impairment Listing for Loan-Backed and Structured Securities" for a CUSIP detail list of impaired structured securities where the present value of cash flows expected to be collected is less than the amortized cost basis.
- (4) As of June 30, 2014, the gross unrealized losses and fair values for investments in structured and loan-backed securities for which an OTTI has not been recognized in earnings follow (in millions):
  - a. The aggregate amount of unrealized losses:

1. Less than 12 months \$ (30)

2. 12 months or longer \$ (51)

b. The aggregate related fair value of securities with unrealized losses:

 1. Less than 12 months
 \$ 1,890

 2. 12 months or longer
 \$ 1,798

- (5) No significant changes
- e. Repurchase agreements No significant changes
- f. Real estate No significant changes
- g. Low income housing tax credit properties No significant changes
- h. Restricted assets No significant changes
- i. Working capital finance investments The Company does not invest in working capital finance investments.

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

Note 7 - Investment Income - No significant changes

Note 8 - Derivative Instruments - No significant changes

Note 9 - Income Taxes - No significant changes

### Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

a-d. No significant changes

e. Effective January 1, 2014, C.M. Life Insurance Company (C.M. Life) recaptured certain life insurance policies from the Company that were previously assumed under a modified coinsurance (Modco) reinsurance arrangement. The Company recorded a \$25 million gain as part of this recapture.

Prior to January 1, 2014, the Company had a Modco quota-share reinsurance agreement with C.M. Life where the Company assumed 75% of the premium on certain universal life policies. The Company had funded C.M. Life a stipulated expense allowance, death and surrender benefits, and a Modco adjustment based on experience.

The Company continues to have reinsurance agreements with its subsidiary C.M. Life and its indirect subsidiary, MML Bay State Life Insurance Company (MML Bay State), including stop-loss coinsurance, Modco and yearly renewable term agreements on life insurance products. The Company also has coinsurance agreements with C.M. Life where the Company assumes substantially all the premium on certain universal life policies.

- f. No significant changes
- g. MassMutual Holding LLC's (MMHLLC) subsidiaries are involved in litigation and investigations arising in the ordinary course of their business, which seeks both compensatory, and punitive damages and equitable remedies. Although the Company is not aware of any actions or allegations that reasonably should give rise to a material adverse impact to the Company's financial position or liquidity, the outcome of litigation cannot be foreseen with certainty. It is the opinion of management that the ultimate resolution of these matters will not materially impact the Company's financial position or liquidity. However, the outcome of a particular proceeding may be material to the Company's surplus for a particular period depending upon, among other factors, the size of the loss or liability and the level of the Company's changes in surplus for the period.

On April 16, 2010, a lawsuit was filed in New York state court against OppenheimerFunds, Inc. (OFI), its subsidiary Harbour View Asset Management Corporation (HVAMC) and AAArdvark IV Funding Limited (AAArdvark IV) in connection with the investment made by TSL (USA) Inc., an affiliate of National Australia Bank Limited, in AAArdvark IV. The complaint alleges breach of contract, breach of the covenant of good faith and fair dealing, gross negligence, unjust enrichment and conversion. The complaint sought compensatory and punitive damages, along with attorney fees. The court has dismissed certain equitable claims against OFI and HVAMC, leaving only the claims for breach of contract. Plaintiffs filed an amended complaint with additional contractual claims. In October 2011, defendants moved to dismiss the complaint to the extent it sought damages in the form of a return of the plaintiffs' full principal investment. In December 2011, plaintiffs filed a motion for partial summary judgment. In January 2012, the court granted, in part, the defendants' motion to dismiss and denied plaintiffs' motion for partial summary judgment. In April 2012, plaintiffs filed a motion for leave to file a third amended complaint, which added a fraud claim and additional allegations in support of plaintiffs' contract claims. In August 2012, plaintiffs and defendants separately filed motions for partial summary judgment. In April 2013, the court (i) denied plaintiffs' motion for summary judgment; (ii) granted defendants' motion of summary judgment, dismissing plaintiffs' fraud claim with prejudice and dismissing their contract claim without prejudice and (iii) granted plaintiffs leave to replead to assert a cause of action for specific performance within 30 days. In May 2013, the plaintiffs filed a notice of appeal of the court's April 2013 order of dismissal. In January 2014, the appellate court affirmed the lower court's dismissal order. In March 2014, the parties executed an omnibus release and settlement agreement and filed a stipulation of discontinuance dismissing the lawsuit with prejudice. The settlement did not have an effect on the Company's financial statements.

On July 15, 2011, a lawsuit was filed in New York State Supreme Court against OFI, HVAMC and AAArdvark I Funding Limited (AAArdvark I), in connection with investments made by TSL (USA) Inc. and other investors in AAArdvark I. The complaint alleges breach of contract against each of the defendants and seeks compensatory damages and costs and disbursements, including attorney fees. In October 2011, defendants moved to dismiss the complaint to the extent it seeks damages in the form of a return of the plaintiffs' full principal investment. In January 2012, the court granted in part defendants' motion to dismiss. In July 2012, the parties participated in a mediation of their dispute, which did not result in a settlement. In March 2013, plaintiffs filed an amended complaint, which added a fraud claim and alleged additional facts in support of plaintiffs' contract claim. In March 2014, the parties executed an omnibus release and settlement agreement and filed a stipulation of discontinuance dismissing the lawsuit with prejudice. The settlement did not have an effect on the Company's financial statements.

The Company has no parent.

h-I. No significant changes

### Note 11 - Debt

- a. No significant changes
- b. Federal Home Loan Bank agreements
  - (1) The Company is a member of the Federal Home Loan Bank of Boston (FHLB Boston). Through its membership, the Company has conducted business activity (borrowings) with the FHLB Boston. The Company uses these funding agreements with the FHLB Boston in an investment spread strategy, consistent with its other investment spread operations. The Company has determined the actual maximum borrowing capacity as \$2.0 billion. The Company's unused capacity was \$1.4 billion as of June 30, 2014.

- (2) FHLB Boston capital stock
  - a. Aggregate totals:
    - 1. Current year:

Carrent year.					
	Six Months Ended				
		J	lune 30, 201	4	
		1	2	3	
		Total	General	Separate	
		2+3	Account	Account	
	(In Millions)				
(a) Membership stock - class A	\$	-	\$ -	\$ -	
(b) Membership stock - class B		25	25	-	
(c) Activity stock		27	27	-	
(d) Excess stock		-	-	-	
(e) Aggregate total	\$	52	\$ 52	\$ -	
(f) Actual borrowing capacity as determined by the Insurer	\$	1,399	\$ 1,399	\$ -	

2. Prior year-end:

 Year Ended

 December 31, 2013

 1
 2
 3

 Total
 General
 Separate

 2+3
 Account
 Account

 (In Millions)

 \$ - \$ - \$ - \$ - \$

 25
 25

 27
 27

(a)	Membership stock - class A
(b)	Membership stock - class B
(c)	Activity stock
(d)	Excess stock
(e)	Aggregate total
(f)	Actual borrowing capacity as determined by the Insurer

25 25 27 27 - - \$ 52 \$ 52 \$ \$ 1,399 \$ 1,399 \$ -

b. Membership stock (class A and B) eligible for redemption:

Six Months Ended June 30, 2014

		Cur	rent	Not E	ligible	Le	SS	6 Mc	nths	1 to	Less		
	Membership	Ye	ar	fo	or	Tha	เท 6	to L	ess	Th	an	3 t	o 5
	Stock	То	tal	Reder	mption	Moi	nths	Than 1	l Year	3 Ye	ears	Ye	ars
					(In	Millions	s)						
1.	Class A	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
2.	Class B		25		25		-		-		-		-

- (3) Collateral pledged to FHLB:
  - a. Amount pledged as of June 30, 2014 (in millions):
    - 1. Current year total general and separate accounts:

Fair Carrying Aggregate Total
Value Value Borrowing
\$ 740 \$ 610 \$ 601

Total collateral pledged

2. Current year general account:

Fair Carrying Aggregate Total
Value Value Borrowing

\$ 740 \$ 610 \$ 601

Total collateral pledged

3. Current year separate accounts:

Fair Carrying Aggregate Total
Value Value Borrowing

\$ - \$ - \$ -

Total collateral pledged

4. Prior year-end total general and separate accounts:

Fair Carrying Aggregate Total
Value Value Borrowing
\$ 652 \$ 613 \$ 601

Total collateral pledged

- . Maximum amount pledged for the six months ended June 30, 2014 (in millions):
  - 1. Current year total general and separate accounts:

Fair Carrying at Time of Maximum
Value Value Collateral
\$ 663 \$ 623 \$ 605

Maximum collateral pledged

2. Current year general account:

Fair Carrying at Time of Maximum
Value Value Collateral
\$ 663 \$ 623 \$ 605

Maximum collateral pledged

Current year separate accounts:

		Amount Borrowed
Fair	Carrying	at Time of Maximum
Value	Value	Collateral
\$ -	\$ -	\$ -

Maximum collateral pledged

4. Prior year-end total general and separate accounts:

Fair Carrying at Time of Maximum
Value Value Collateral
\$ 658 \$ 620 \$ 605

Maximum collateral pledged

- (4) Borrowing from FHLB:
  - a. Amount:
    - 1. Current year:

				Jun	e 30, 201	4	
	1		2		3		4
	Total	G	eneral	Se	eparate	Funding	Agreements
	2+3	A	ccount	Α	ccount	Reserves	Established
				(In	Millions)		
\$	-	\$	-	\$	-	\$	-
	601		601		-		601
	-		-		-		-
\$	601	\$	601	\$	-	\$	601

(a) Debt

(b) Funding agreements

(b) Funding agreements

(d) Aggregate total

(c) Other

(d) Aggregate total

2. Prior Year-end:

(a) Debt

(c) Other

		De	cem	ber 31, 2	2013	
1		2		3		4
Total	G	General	Se	eparate	Funding	Agreements
2+3	Α	ccount	Α	ccount	Reserves	Established
			(In	Millions)		
\$ -	\$	-	\$	-	\$	-
601		601		-		601
 -		-		-		-
\$ 601	\$	601	\$	-	\$	601

b. Maximum Amount:

 Six Months Ended June 30, 2014

 1
 2
 3

 Total
 General
 Separate

 2+3
 Account
 Account

 (In Millions)

 \$ \$ \$ 

 605
 605

 \$ 605
 \$ 605
 \$ 

Debt
 Funding
 Other
 Aggregate

### c. FHLB - Prepayment Obligations:

Does the company have prepayment obligations under the following arrangements (YES/NO)?

Debt N/A
 Funding agreements NO
 Other N/A

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

a. Defined Benefit Plan

(1-3) No significant changes

	20	14 Pen		13		2014	2013	3	2	014	201	3
		Pen	sion									<u> </u>
			01011			Postret	irement		Р	ostem	oloyme	ent
		Ben	efits			Ben	efits			Ber	efits	
						(In N	(lillions					
onents of net periodic benefit cost:												
ervice cost	\$	36	\$	37	\$	4	\$	5	\$	3	\$	1
erest cost		54		47		8		8		1		-
pected return on plan assets		(72)		(68)		-		-		-		-
ansition asset or obligation		1		-		-		3		-		-
ains and losses		31		47		-		3		-		-
ior service cost or credit		4		4		2		-		-		-
ain or loss recognized due to a												
ttlement or curtailment		-		-		-		-		-		-
	<b>_</b>	54	\$									
p ar air io	ected return on plan assets astition asset or obligation as and losses r service cost or credit a or loss recognized due to a	ected return on plan assets astition asset or obligation as and losses r service cost or credit a or loss recognized due to a ement or curtailment	ected return on plan assets nsition asset or obligation 1 ns and losses 31 r service cost or credit 1 or loss recognized due to a ement or curtailment  (72)	ected return on plan assets (72) sition asset or obligation 1 s and losses 31 r service cost or credit 4 n or loss recognized due to a	ected return on plan assets (72) (68) sition asset or obligation 1 - ns and losses 31 47 r service cost or credit 4 4 n or loss recognized due to a	pected return on plan assets (72) (68) Instition asset or obligation 1 - Inst and losses 31 47 In or loss recognized due to a	ected return on plan assets (72) (68) - nsition asset or obligation 1 - ns and losses 31 47 - r service cost or credit 4 4 2 n or loss recognized due to a	ected return on plan assets (72) (68) - nsition asset or obligation 1 - ns and losses 31 47 - r service cost or credit 4 4 2 n or loss recognized due to a	ected return on plan assets (72) (68) nsition asset or obligation 1 3 ns and losses 31 47 - 3 r service cost or credit 4 4 2 - n or loss recognized due to a	ected return on plan assets (72) (68)	ected return on plan assets (72) (68)	ected return on plan assets (72) (68)

(9-20) No significant changes

b-j. No significant changes

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

- (1-3) No significant changes
- (4) The Company received \$50 million of cash dividends, recorded in net investment income from MMHLLC through the six months ended June 30, 2014. No dividend was received from MMHLLC through the six months ended June 30, 2013.
- (5-13) No significant changes

### Note 14 - Contingencies

- a. Contingent commitments No significant changes
- b. Assessments No significant changes
- c. Gain contingencies No significant changes
- d. Claims related to extra contractual obligations No significant changes
- e. All other contingencies:

The Company is involved in litigation arising in and out of the normal course of business, which seeks both compensatory and punitive damages and equitable remedies. Although the Company is not aware of any actions or allegations that reasonably should give rise to a material adverse impact to the Company's financial position or liquidity, the outcome of litigation cannot be foreseen with certainty. It is the opinion of management that the ultimate resolution of these matters will not materially impact the Company's financial position or liquidity. However, the outcome of a particular proceeding may be material to the Company's Summary of Operations 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.

Since December 2008, the Company and MMHLLC have been named as defendants in a number of putative class action and individual lawsuits filed by investors seeking to recover losses from the Ponzi scheme ran by Bernard L. Madoff through his company, Bernard L. Madoff Investment Securities, LLC (BLMIS). The plaintiffs allege a variety of state law and federal securities claims against the Company and/or MMHLLC, and certain of its subsidiaries, seeking to recover losses arising from their investments in several funds managed by Tremont Group Holdings, Inc. (Tremont) or Tremont Partners, Inc., including Rye Select Broad Market Prime Fund, L.P., Rye Select Broad Market Fund, L.P., American Masters Broad Market Prime Fund, L.P., American Masters Market Neutral Fund, L.P. and/or Tremont Market Neutral Fund, L.P. Both Tremont and its subsidiary, Tremont Partners, Inc., are indirect subsidiaries of MMHLLC. Certain of the lawsuits have been consolidated into three groups of suits in the United States (U.S.) District Court for the Southern District of New York. In February 2011, the parties in the consolidated federal litigation submitted to the court a proposed settlement agreement. In August 2011, the court entered an order and final judgment approving the settlement. Appeals have been filed and remain pending. The settlement, if affirmed on appeal, will not have a significant financial impact on the Company.

Additionally, a number of other lawsuits were filed in state courts in California, Colorado, Florida, Massachusetts, New Mexico, New York and Washington by investors in Tremont funds against Tremont, and in certain cases against the Company, MMHLLC and other defendants, raising claims similar to those in the consolidated federal litigation. Those cases are in various stages of litigation. The Company believes it has substantial defenses and will continue to vigorously defend itself in these actions. No reasonable estimate can be made at this time regarding the potential liability, if any, or the amount or range of any loss that may result from these claims.

On October 19, 2011, Golden Star, Inc. (Golden Star), plan administrator of the Golden Star Administrative Associates 401(k) Plan and Golden Star Bargaining Associates 401(k) Plan, filed a putative class action lawsuit in the U.S. District Court for the District of Massachusetts against the Company. Golden Star alleges, among other things, that the Company breached its alleged fiduciary duties while performing services to 401(k) plans and that certain of its actions constituted "Prohibited Transactions" under the Employee Retirement Income Security Act of 1974. Oral argument on the Company's summary judgment motion was held in March 2014. In May 2014, the court denied the Company's motion for summary judgment on the issue of whether the Company acts as a fiduciary when it accepts revenue sharing payments. In May 2014, the parties participated in a mediation of their dispute. In June 2014, the Company recorded a liability for the estimated probable amount of the loss it expects to incur in connection with this lawsuit, which did not have a significant impact on the Company.

In April 2010, Christina Chavez (Chavez) filed a putative class action complaint against the Company. Chavez alleges that the Company breached its obligations to its term life policyholders in California by not paying dividends on those policies. The parties are engaged in active discovery. In June 2014, the parties participated in a mediation of their dispute, which did not result in a settlement. The Company believes it has substantial defenses and will continue to vigorously defend itself in this action. No reasonable estimate can be made at this time regarding the potential liability, if any, or the amount or range of any loss that may result from this claim.

In 2009, numerous lawsuits (the Rochester Suits) were filed as putative class actions in connection with the investment performance of certain municipal bond funds advised by OFI and distributed by its subsidiary, OppenheimerFunds Distributor, Inc. The Rochester Suits raise claims under federal securities laws alleging that, among other things, the disclosure documents of the funds contained misrepresentations and omissions, that the investment policies of the funds were not followed and that the funds and other defendants violated federal securities laws and regulations and certain state laws. The Rochester Suits have been consolidated into seven groups, one for each of the funds, in the U.S. District Court of Colorado. Amended complaints and motions to dismiss the suits were filed. In October 2011, the court issued an order granting and denying in part defendants' motion to dismiss the suits. In January 2012, the court granted a stipulated scheduling and discovery order in these actions. In September 2012, defendants opposed plaintiffs' July 2012 motion for class certification and filed motions for partial summary judgment in several of the Rochester Suits. In March 2013, the court denied one of the defendants' motions for partial summary judgment; defendants' second motion, which seeks dismissal of plaintiffs' "leverage ratio" claims, is still pending. In July 2013, the parties to six of the Rochester Suits reached an agreement, in principle, to settle those suits, and in August 2013, the parties executed a memorandum of understanding memorializing their agreement. In March 2014, the court issued an order granting preliminary approval of stipulations and agreements in these actions. The proposed settlements are subject to various contingencies, including final approval by the court. In the opinion of management, the settlement did not have a significant financial impact on the Company. The settlements, if given effect, would not settle a seventh suit. The court has stayed depositions in that suit pending approval of the settlements of the other suits. No reasonable estimate can be made at this time regarding the potential liability, if any, or the amount or range of any loss that may result from this remaining suit.

In May 2009, the Company was named as a defendant in a lawsuit related to certain losses in a bank owned life insurance (BOLI) policy issued by the Company. The plaintiff alleges, among other things, fraud, breach of contract and breach of fiduciary duty claims against the Company, and it seeks to recover losses arising from investments pursuant to the BOLI policy. The parties have completed discovery and are now preparing for trial, scheduled for January 2015. The Company believes it has substantial defenses and will continue to vigorously defend itself in this action. No reasonable estimate can be made at this time regarding the potential liability, if any, or the amount or range of any loss that may result from this claim.

In July 2012, Karen Bacchi filed a putative class action complaint against the Company in federal court alleging that the Company breached its contracts by allegedly failing to distribute surplus in excess of the statutorily prescribed limit. The court denied the Company's motion to dismiss and the parties are engaged in active discovery. The Company believes that it has substantial defenses and will continue to vigorously defend itself in this action. No reasonable estimate can be made at this time regarding the potential liability, if any, or the amount or range of any loss that may result from this claim.

In November 2013, seven participants in the MassMutual Thrift Plan (the Plan) filed a putative class action complaint in the U.S. District Court for the District of Massachusetts. The complaint alleges, among other things, that the Company, the Investment Fiduciary Committee, the Plan Administrative Committee and individually named "fiduciaries" breached their duties by allowing the Plan to pay excessive fees and by engaging in self-dealing by limiting investment options primarily to the Company proprietary products. All defendants filed a joint motion to dismiss in January 2014. The Company believes that it has substantial defenses and will continue to vigorously defend itself in this action. No reasonable estimate can be made at this time regarding the potential liability, if any, or the amount or range of any loss that may result from this claim.

### f. Regulatory matters:

The Company is subject to governmental and administrative proceedings and regulatory inquiries, examinations and investigations in the ordinary course of its business. In connection with regulatory inquiries, examinations and investigations, the Company has been contacted by various regulatory agencies including, among others, the Securities and Exchange Commission, the U.S. Department of Labor and various state insurance departments and state attorneys general. The Company has cooperated fully with these regulatory agencies with regard to their inquiries, examinations and investigations and has responded to information requests and comments.

Market volatility in the financial services industry over the last several years has contributed to increased scrutiny of the entire financial services industry. Therefore, the Company believes that it is reasonable to expect that proceedings, regulatory inquiries, examinations and investigations into the insurance and financial services industries will continue for the foreseeable future. Additionally, new industry-wide legislation, rules and regulations could significantly affect the insurance and financial services industries as a whole. It is the opinion of management that the ultimate resolution of these regulatory inquiries, examinations, investigations, legislative and regulatory changes of which we are aware will not materially impact the Company's financial position or liquidity. However, the outcome of a particular matter may be material to the Company's operating results for a particular period depending upon, among other factors, the financial impact of the matter and the level of the Company's income for the period.

Note 15 - Leases - No significant changes

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

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

- Transfers of receivables reported as sales No significant changes
- b. Transfer and servicing of financial assets:
  - The Company did not participate in securities lending as of June 30, 2014 or December 31, 2013.
  - (2) The Company did not have any servicing assets or liabilities in 2014 or 2013.
  - (3) The Company did not have any servicing assets or liabilities in 2014 or 2013.
  - The Company did not have interests that continue to be held by a transferor in securitized financial (4) assets in 2014 or 2013.
  - (5) The Company did not have any transfers of financial assets accounted for as secured borrowing in 2014 or 2013.
  - The Company did not have any transfers of receivables with recourse in 2014 or 2013. (6)
  - Repurchase agreements no significant changes (7)

### Wash sales:

- In the course of the Company's investment management activities, securities may be sold and (1) reacquired within 30 days of the sale date.
- (2) The Company did not sell any securities with the NAIC Designation 3 or below through the second quarter ended June 30, 2014 that were reacquired within 30 days of the sale date.

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

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

- Note 20 Fair Value Measurements

  a. Fair value as defined and unique level descriptions No significant changes
  - The following presents the Company's fair value hierarchy for assets and liabilities that are carried at fair

Parent, subsidiaries and affiliates  Preferred stocks  Common stock - unaffiliated  Common stock - affiliated  A89  484  517  517  517  517  518  519  519  519  519  519  519  519					June 3	0, 20	)14			
Financial assets:         Bonds:           Industrial and miscellaneous         \$ - \$ 7 \$ 7 \$ 1           Parent, subsidiaries and affiliates         - 110 - 11           Preferred stocks         1           Common stock - unaffiliated         489 484 188 1,16           Common stock - affiliated(1)         517 228 372 1,11           Separate account assets         40,055 19,356 519 59,93           Derivatives:         - 6,064 - 6,06           Options         - 255 - 25           Currency swaps         - 90 - 90           Forward contracts         - 10 - 1           Credit default swaps         - 14 - 1           Total financial assets carried		L	evel 1	L	_evel 2	L	evel 3		Total	
Bonds:					(In Mi	illions	s)			
Industrial and miscellaneous										
Parent, subsidiaries and affiliates  Preferred stocks  Common stock - unaffiliated  Common stock - affiliated  A89  484  188  1,16  Common stock - affiliated  517  228  372  1,11  Separate account assets  40,055  19,356  519  59,93  Derivatives:  Interest rate swaps  Options  Currency swaps  Forward contracts  Credit default swaps  Total financial assets carried	Bonds:				_		_			
Preferred stocks  Common stock - unaffiliated  Common stock - affiliated  Common stock - affiliated  Common stock - affiliated  517  228  372  1,11  Separate account assets  40,055  19,356  519  59,93  Derivatives:  Interest rate swaps  Options  Currency swaps  Forward contracts  Credit default swaps  Total financial assets carried	Industrial and miscellaneous	\$	-	\$		\$	/	\$	14	
Common stock - unaffiliated   489   484   188   1,16	Parent, subsidiaries and affiliates		-		110		-		110	
Common stock - affiliated (1)         517         228         372         1,11           Separate account assets         40,055         19,356         519         59,93           Derivatives:         -         6,064         -         6,06           Options         -         255         -         25           Currency swaps         -         90         -         9           Forward contracts         -         10         -         1           Credit default swaps         -         14         -         1           Total financial assets carried         -         14         -         1	Preferred stocks		-		-				1	
Separate account assets   40,055   19,356   519   59,93	Common stock - unaffiliated		489		484		188		1,161	
Derivatives:   Interest rate swaps	Common stock - affiliated(1)		517		228		372		1,117	
Interest rate swaps	Separate account assets		40,055		19,356		519		59,930	
Options         -         255         -         25           Currency swaps         -         90         -         9           Forward contracts         -         10         -         1           Credit default swaps         -         14         -         1           Total financial assets carried         -         14         -         1	Derivatives:									
Options         -         255         -         25           Currency swaps         -         90         -         9           Forward contracts         -         10         -         1           Credit default swaps         -         14         -         1           Total financial assets carried         -         14         -         1	Interest rate swaps		-		6,064		-		6,064	
Currency swaps       -       90       -       9         Forward contracts       -       10       -       1         Credit default swaps       -       14       -       1         Total financial assets carried	•		-		255		-		255	
Forward contracts - 10 - 1 Credit default swaps - 14 - 1 Total financial assets carried	•		-		90		-		90	
Credit default swaps - 14 - 1 Total financial assets carried			_		10		_		10	
Total financial assets carried			_		14		-		14	
		_								
		\$	41,061	\$	26,618	\$	1,087	\$	68,766	
		_								
Financial liabilities:	Financial liabilities:									
Repurchase agreements \$ - \$ 4,674 \$ - \$ 4,67	Repurchase agreements	\$	-	\$	4,674	\$	-	\$	4,674	
Derivatives:	Derivatives:									
more that swape	Interest rate swaps		-				-		4,126	
Options - 1 -	•		-		-		-		1	
Currency swaps			-				-		166	
1 of ward oblitudes			-		_		-		25	
Credit delidalt swaps		_	-		10		-		10	
Total financial liabilities carried at fair value \$ - \$ 9,002 \$ - \$ 9,00		Ф	_	Ф	9 002	Ф	_	Ф	9,002	
at lair value \$ - \$ 5,002 \$ - \$ 5,00	at fair value	Φ	-	Φ	9,002	Φ		Φ	3,002	

<sup>(1)</sup> Does not include MMHLLC, which had a statutory carrying value of \$4,968 million, and C.M. Life, which had a statutory carrying value of \$1,178 million.

For the six months ended June 30, 2014, there were no significant transfers between Level 1 and Level 2.

Level 1   Level 2   Level 3   Total					Decembe	r 31,	2013	
Prinancial assets:   Prinancial assets:   Prinancial assets:   Prinancial assets:   Prinancial assets:   Prinancial assets:   Prinancial liabilities:   Prinancial liabiliti		Lev	vel 1	L	evel 2	L	evel 3	Total
Bonds:   All other governments					(In M	illions	s)	
All other governments	Financial assets:							
Industrial and miscellaneous	Bonds:							
Parent, subsidiaries and affiliates Parent, subsidiaries and affiliates Preferred stocks Common stock - unaffiliated 320 423 185 928 Common stock - unaffiliated 330 423 185 928 Common stock - affiliated 330 210 367 880 Separate account assets 38,867 19,035 490 58,392  Derivatives: Interest rate swaps Coptions Currency swaps Forward contracts Credit default swaps Total financial assets carried at fair value  Financial liabilities:  Repurchase agreements Perivatives: Interest rate swaps Options Currency swaps Financial liabilities:  Repurchase agreements Forward contracts Credit default swaps Financial liabilities:  Repurchase agreements Financial liabilities:  Repurchase agreements Financial liabilities:  Repurchase agreements Forward contracts Coptions Forward contracts Coptions Forward contracts Coptions Forward contracts Credit default swaps Forward contracts Credit default swaps Total financial liabilities carried Credit default swaps Total financial liabilities carried	All other governments	\$	-	\$		\$	-	\$
Parent, substitutes and animates Preferred stocks  Common stock - unaffiliated 320 423 185 928 Common stock - affiliated 330 210 367 880 Separate account assets 38,867 19,035 490 58,392  Derivatives:  Interest rate swaps Options Currency swaps Forward contracts Credit default swaps  Total financial assets carried at fair value  Repurchase agreements Derivatives:  Interest rate swaps Say,490 \$25,952 \$1,066 \$66,508  Financial liabilities:  Repurchase agreements Options Say,490 \$25,952 \$1,066 \$66,508  Financial liabilities:  Repurchase agreements Say,490 \$25,952 \$1,066 \$66,508  Financial liabilities:  Repurchase agreements Say,490 \$25,952 \$1,066 \$66,508  Financial liabilities:  Repurchase agreements Say,490 \$25,952 \$1,066 \$66,508  Forward contracts Coptions Say,490 \$25,952 \$1,066 \$66,508  Forward contracts Say,490 \$25,952 \$1,066 \$66,508  Forward contracts Say,490 \$25,952 \$1,066 \$66,508	Industrial and miscellaneous		-		_		23	_
Preferred stocks	Parent, subsidiaries and affiliates		-		172		-	
Common stock - affiliated (1)         303         210         367         880           Separate account assets         38,867         19,035         490         58,392           Derivatives:         Interest rate swaps         - 5,804         - 5,804           Options         - 200         - 200           Currency swaps         - 87         - 87           Forward contracts         - 13         - 13           Credit default swaps         - 2         - 2           Total financial assets carried at fair value         \$ 39,490         \$ 25,952         \$ 1,066         \$ 66,508           Financial liabilities:           Repurchase agreements         \$ - \$3,487         \$ - \$3,487           Derivatives:           Interest rate swaps         - 4,235         - 4,235           Options         - 4,235         - 4,235           Options         - 10         - 1           Currency swaps         - 130         - 130           Forward contracts         - 40         - 40           Credit default swaps         - 7         - 7           Total financial liabilities carried         - 7,000         - 7,000	Preferred stocks		-		-		•	•
Separate account assets   38,867   19,035   490   58,392	Common stock - unaffiliated							
Derivatives:   Interest rate swaps	Common stock - affiliated <sup>(1)</sup>				_			
Interest rate swaps	Separate account assets	3	8,867		19,035		490	58,392
Options         -         200         -         200           Currency swaps         -         87         -         87           Forward contracts         -         13         -         13           Credit default swaps         -         2         -         2           Total financial assets carried at fair value         \$ 39,490         \$ 25,952         \$ 1,066         \$ 66,508           Financial liabilities:           Repurchase agreements           Derivatives:         -         \$ 3,487         \$ -         \$ 3,487           Derivatives:         -         4,235         -         \$ 4,235           Options         -         1         -         1         -         1           Currency swaps         -         130         -         130         -         130           Forward contracts         -         40         -         40           Credit default swaps         -         7         -         7           Total financial liabilities carried         -         7,000         -         7,000	Derivatives:							
Currency swaps         -         87         -         87           Forward contracts         -         13         -         13           Credit default swaps         -         2         -         2           Total financial assets carried at fair value         \$ 39,490         \$ 25,952         \$ 1,066         \$ 66,508           Financial liabilities:           Repurchase agreements           Derivatives:         -         \$ 3,487         \$ -         \$ 3,487           Derivatives:         -         4,235         -         \$ 4,235           Options         -         1         -         1           Currency swaps         -         130         -         130           Forward contracts         -         40         -         40           Credit default swaps         -         7         -         7           Total financial liabilities carried         -         7         -         7	Interest rate swaps		-		5,804		-	5,804
Forward contracts	Options		-		200		-	200
Total financial assets carried at fair value   \$ 39,490   \$ 25,952   \$ 1,066   \$ 66,508	Currency swaps		-		87		-	87
Total financial assets carried at fair value \$ 39,490 \$ 25,952 \$ 1,066 \$ 66,508  Financial liabilities:  Repurchase agreements \$ - \$ 3,487 \$ - \$ 3,487  Derivatives:  Interest rate swaps - 4,235 - 4,235  Options - 1 - 1  Currency swaps - 130 - 130  Forward contracts - 40 - 40  Credit default swaps - 7  Total financial liabilities carried	Forward contracts		-		13		-	13
## stair value ## sta	Credit default swaps		-		2		-	2
Financial liabilities:  Repurchase agreements \$ - \$ 3,487 \$ - \$ 3,487  Derivatives:  Interest rate swaps - 4,235 - 4,235  Options - 1 - 1  Currency swaps - 130 - 130  Forward contracts - 40 - 40  Credit default swaps - 7 - 7  Total financial liabilities carried	Total financial assets carried							
Repurchase agreements	at fair value	\$ 3	9,490	\$	25,952	\$	1,066	\$ 66,508
Derivatives:   Interest rate swaps	Financial liabilities:							
Interest rate swaps	Repurchase agreements	\$	-	\$	3,487	\$	-	\$ 3,487
Options         -         1         -         1           Currency swaps         -         130         -         130           Forward contracts         -         40         -         40           Credit default swaps         -         7         -         7           Total financial liabilities carried         -         7,000         -         7,000	Derivatives:							
Options       -       130       -       130         Forward contracts       -       40       -       40         Credit default swaps       -       7       -       7         Total financial liabilities carried	Interest rate swaps		-		4,235		-	4,235
Forward contracts  Credit default swaps  Total financial liabilities carried	Options		-		1		-	1
Credit default swaps - 7 - 7  Total financial liabilities carried	Currency swaps		-		130		-	130
Total financial liabilities carried	Forward contracts		-		40		-	40
	Credit default swaps		-		7		-	7
at fair value \$ - \$ 7,900 \$ - \$ 7,900	Total financial liabilities carried							
	at fair value	\$	-	\$	7,900	\$		\$ 7,900

<sup>&</sup>lt;sup>(1)</sup>Common stocks - affiliated do not include MMHLLC, which had a statutory carrying value of \$4,491 million, and C.M. Life, which had a statutory carrying value of \$1,079 million.

For the year ended December 31, 2013, \$173 million of equity securities were transferred from Level 1 to Level 2 and \$232 million were transferred from Level 2 to Level 1.

2. The following presents changes in the Company's Level 3 financial instruments that are carried at fair value.

		alance as of	Trar	nsfers <sup>(1)</sup>	Gair (Losse	-	Gains (Losses)										ance s of
	01/0	01/2014	ln	Out	Net Inc	ome	Surplu	s	Purch	ases	Issuar	nces	Sa	les	Settlements <sup>(</sup>	06/30	0/2014
								(In	Million	ns)							
Financial assets:																	
Bonds: Industrial and	\$	23	\$ -	\$ (15)	\$		\$	-	\$	_	\$		\$		\$ (1)	\$	7
Preferred stock		1	-	-		-		-		-		-		-	-		1
Common stock - unaffiliated		185	-	(1)		(2)		3		3		-		-	-		188
Common stock - affiliated		367	-	-		-	:	22		1		2		-	(20)		372
Separate account assets		490	-	-		56		-		26		-	(	(137)	84		519
Total financial assets	\$	1,066	\$ -	\$ (16)	\$	54	\$	25	\$	30	\$	2	\$ (	(137)	\$ 63	\$	1,087

<sup>(1)</sup> Transfers include assets that are either no longer carried at fair value, or have just begun to be carried at fair value, such as assets with no level changes but change in lower of cost or market carrying basis.

	Bal	ance					Gair	าร	Gains	;									Ва	ance
	as	s of	٦	rans	fers <sup>(1</sup>	)	(Losse:	s) in	(Losses)	) in									а	s of
	01/01	/2013	I	n	Οι	ıt	Net Inc	ome	Surplu	s	Purch	nases	Issuar	nces	Sa	les	Settlem	ents <sup>(2)</sup>	12/3	1/2013
										(Ir	n Millio	ns)								
Financial assets:																				
Bonds:																				
Industrial and miscellaneous	\$	12	\$	29	\$	-	\$	3	\$	1	\$	9	\$	7	\$	-	\$	(38)	\$	23
Preferred Stock		-		2		-		13		-		-		-		(14)		-		1
Common stock - unaffiliated		155		-		-		-	(	14)		52		-		(7)		(1)		185
Common stock - affiliated		180		-		-		-		(2)		15		190		(1)		(15)		367
Separate account assets		510		-		-		135		-		103		-	(	(461)		203		490
Total financial assets	\$	857	\$	31	\$	_	\$	151	\$ (	15)	\$	179	\$	197	\$ (	(483)	\$	149	\$	1,065

<sup>(1)</sup> Transfers include assets that are either no longer carried at fair value, or have just begun to be carried at fair value, such as assets with no level changes but change in lower of cost or market carrying basis.

June 30, 2014

- 3. Fair value hierarchy classifications No significant changes
- 4. Valuation techniques and inputs No significant changes
- 5. Derivative assets and liabilities fair value disclosures No significant changes
- b. The Company provides additional fair value information in Notes 1, 5, 8, 21, 32 and 34 on an annual basis.
- c. The following presents a summary of the carrying values and fair values of the Company's financial instruments:

Not Practicable Aggregate Admitted (Carrying Fair Value Assets Level 1 Level 2 Level 3 Value) (In Millions) Financial assets: Bonds: 7,732 \$ 6,992 \$ 7,724 \$ 8 \$ U. S. government and agencies 404 369 330 74 All other governments 2,231 2,086 2,231 States, territories and possessions 5,269 4.550 5,258 11 Special revenue 36,334 55,201 52,093 18,867 Industrial and miscellaneous 5.167 4.810 1.463 3.704 Parent, subsidiaries and affiliates 516 499 1 89 426 Preferred stocks Common stocks - unaffiliated 1,161 1,161 489 484 188 1.117 1.117 517 228 372 Common stocks - affiliated(1) 16,075 15,683 16,075 Mortgage loans - commercial 1,881 1,921 1,881 Mortgage loans - residential Cash, cash equivalents and 2,744 2,744 652 2,092 short-term investments 59,930 59,930 40,055 19,356 519 Separate account assets Derivatives: 6,064 6,064 6,064 Interest rate swaps 255 255 255 **Options** 90 90 90 Currency swaps 10 10 10 Forward contracts 40 22 40 Credit default swaps Financial liabilities: 250 250 250 Commercial paper 4,674 4,674 4,674 Repurchase agreements 4.215 4,127 4,215 Guaranteed investment contracts 18,109 16,836 18,109 Group annuity contracts and other deposits 7,086 7,086 6,204 Individual annuity contracts 1,034 1,033 1,034 Supplementary contracts Derivatives: 4,327 4,126 4.327 Interest rate swaps 1 Options 166 166 166 Currency swaps 25 25 25 Forward contracts 10 10 10 Credit default swaps

<sup>(2)</sup> The fair value of real estate separate accounts is carried net of encumbrances on the Page 2 Assets and the change in encumbrances are included in the settlements within separate account assets.

<sup>&</sup>lt;sup>(1)</sup>Common stocks - affiliates do not include MMHLLC, which had a statutory carrying value of \$4,698 million, and C.M. Life, which had a statutory carrying value of \$1,178 million.

			Decembe	er 31, 2013		
	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
			(In M	lillions)		
Financial assets:						
Bonds:						
U. S. government and agencies	\$ 6,961	\$ 6,553	\$ -	\$ 6,952	\$ 9	\$ -
All other governments	227	211	-	197	30	-
States, territories and possessions	1,901	1,894	-	1,891	10	-
Special revenue	4,875	4,461	-	4,875	-	-
Industrial and miscellaneous	50,068	48,652	-	33,183	16,885	-
Parent, subsidiaries and affiliates	5,723	5,425	-	1,519	4,204	-
Preferred stocks	510	494	1	86	423	-
Common stock - unaffiliated	928	928	320	423	185	-
Common stock - affiliated <sup>(1)</sup>	880	880	303	210	367	-
Mortgage loans - commercial	14,794	14,647	-	-	14,794	-
Mortgage loans - residential	1,763	1,818	-	-	1,763	-
Cash, cash equivalents and						
short-term investments	4,198	4,198	524	3,674	-	-
Separate account assets	58,392	58,392	38,867	19,035	490	-
Derivatives:						
Interest rate swaps	5,804	5,804	-	5,804	-	-
Options	200	200	-	200	-	-
Currency swaps	87	87	-	87	-	-
Forward contracts	13	13	-	13	-	-
Credit default swaps	22	13	-	22	-	-
Financial liabilities:						
Commercial paper	250	250	-	250	-	-
Repurchase agreements	3,487	3,487	-	3,487	-	-
Guaranteed investment contracts	4,067	4,028	-	-	4,067	
Group annuity contracts and other	18,603	17,267	-	-	18,603	-
Individual annuity contracts	6,911	6,109	-	-	6,911	-
Supplementary contracts	1,028	1,028	-	-	1,028	-
Derivatives:						
Interest rate swaps	4,632	4,235	-	4,632	-	-
Options	1	1	-	1	-	-
Currency swaps	130	130	-	130	-	-
Forward contracts	40	40	-	40	-	-
Credit default swaps	12	12	-	12	-	-

<sup>&</sup>lt;sup>(1)</sup>Does not include MMHLLC, which had a statutory carrying value of \$4,491 million, and C.M. Life, which had a statutory carrying value of \$1,079 million.

d. For the six months ended June 30, 2014, the Company had no investments where it was not practicable to estimate fair value.

### Note 21 - Other Items

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

Common stocks of unconsolidated subsidiaries, primarily MMHLLC, are accounted for using the statutory equity method. The Company accounts for the value of MMHLLC at its underlying U.S. generally accepted accounting principles equity value adjusted to remove certain nonadmitted and intangible assets, as well as a portion of its noncontrolling interests (NCI) and appropriated retained earnings, after consideration of MMHLLC's fair value and the Company's capital levels. The Division has affirmed the statutory recognition of the Company's application of the NCI guidelines in MMHLLC's statutory carrying value. However, the Company has limited this recognition to \$2,255 million and \$2,157 million as of June 30, 2014 and December 31, 2013, respectively. The current fair value of MMHLLC remains significantly greater than its statutory carrying amount.

### Business risks

The Company operates in a business environment subject to various risks and uncertainties. Such risks and uncertainties include, but are not limited to, currency exchange risk, interest rate risk and credit risk. Interest rate risk is the potential for interest rates to change, which can cause fluctuations in the value of investments and amounts due to policyholders. To the extent that fluctuations in interest rates cause the duration of assets and liabilities to differ, the Company manages its exposure to this risk by, among other things, asset/liability management techniques that account for the cash flow characteristics of the assets and liabilities. This quarterly risks and uncertainties disclosure should be read in conjunction with the statutory disclosure in the Company's 2013 year end annual financial statements.

### Currency exchange risk

The Company has currency risk due to its non-U.S. dollar investments and medium-term notes along with its indirect international subsidiaries. The Company mitigates currency risk through the use of cross-currency swaps and forward contracts. Cross-currency swaps are used to minimize currency risk for certain non-U.S. dollar assets and liabilities through a pre-specified exchange of interest and principal. Forward contracts are used to hedge movements in exchange rates.

### Investment and interest rate risks

As interest rates increase, certain debt securities may experience slower amortization or prepayment speeds than assumed at purchase, impacting the expected maturity of these securities and the ability to reinvest the proceeds at the higher yields. Rising interest rates may also result in a decrease in the fair value of the investment portfolio. As interest rates decline, certain debt securities may experience accelerated amortization and prepayment speeds than what was assumed at purchase. During such periods, the Company is at risk of lower net investment income as it may not be able to reinvest the proceeds at comparable yields. Declining interest rates may also increase the fair value of the investment portfolio.

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

			June	30, 2014	1		Six Months Ended June 30, 2014
	A	ctual	Carr			Fair	,
Alt-A:	(	Cost	Val	-	\	/alue	OTTI
				(Ir	n Millio	ons)	
a. Residential mortgage-backed securities	\$	790	\$	551	\$	682	\$ -
b. Commercial mortgage-backed securities		-		-		-	-
c. Collateralized debt obligations		-		-		-	-
d. Structured securities		-		-		-	-
e. Equity investments in SCAs *		62		42		51	-
f. Other assets		-		-		-	-
g. Total	\$	852	\$	593	\$	733	\$ -
			June	30, 2014	1		Six Months Ended June 30, 2014
	A	ctual				Fair	Six Months Ended June 30, 2014
Subprime:		ctual Cost	June Carr Val	ying		Fair /alue	
Subprime:			Carr	ying ue		/alue	June 30, 2014
·	(	Cost	Carr Val	ying ue (Ir	\ n Millio	/alue ons)	June 30, 2014 OTTI
a. Residential mortgage-backed securities			Carr	ying ue	١	/alue	June 30, 2014
<ul><li>a. Residential mortgage-backed securities</li><li>b. Commercial mortgage-backed securities</li></ul>	(	684 -	Carr Val	ying ue (Ir	\ n Millio	/alue ons)	June 30, 2014 OTTI
<ul><li>a. Residential mortgage-backed securities</li><li>b. Commercial mortgage-backed securities</li><li>c. Collateralized debt obligations</li></ul>	(	Cost	Carr Val	ying ue (Ir	\ n Millio	/alue ons)	June 30, 2014 OTTI
<ul><li>a. Residential mortgage-backed securities</li><li>b. Commercial mortgage-backed securities</li><li>c. Collateralized debt obligations</li><li>d. Structured securities</li></ul>	(	684 - 3	Carr Val	ying ue (Ir 556 - -	\ n Millio	/alue ons) 632 - -	June 30, 2014 OTTI
<ul> <li>a. Residential mortgage-backed securities</li> <li>b. Commercial mortgage-backed securities</li> <li>c. Collateralized debt obligations</li> <li>d. Structured securities</li> <li>e. Equity investments in SCAs *</li> </ul>	(	684 -	Carr Val	ying ue (Ir	\ n Millio	/alue ons)	June 30, 2014 OTTI
<ul> <li>a. Residential mortgage-backed securities</li> <li>b. Commercial mortgage-backed securities</li> <li>c. Collateralized debt obligations</li> <li>d. Structured securities</li> <li>e. Equity investments in SCAs *</li> <li>f. Other assets</li> </ul>	\$	684 - 3 - 33	Carr Val	ying ue (Ir 556 - - - 24 -	Millio	/alue ons) 632 - - 27	June 30, 2014  OTTI  \$
<ul> <li>a. Residential mortgage-backed securities</li> <li>b. Commercial mortgage-backed securities</li> <li>c. Collateralized debt obligations</li> <li>d. Structured securities</li> <li>e. Equity investments in SCAs *</li> </ul>	(	684 - 3	Carr Val	ying ue (Ir 556 - -	\ n Millio	/alue ons) 632 - -	June 30, 2014 OTTI

<sup>\*</sup> The Company's SCA, C.M. Life, has investments in Alt-A and subprime mortgages, as does C.M. Life's SCA, MML Bay State. These investments comprise less than 1% of the Company's invested assets.

		D	ecemb	er 31, 20	)13		Year Ender December 2013	
	_	Actual	Carr	ying		Fair		
Alt-A:		Cost	Value		Value		OTTI	
				(In N	<b>Millions</b>	s)		
a. Residential mortgage-backed securities	\$	1,013	\$	700	\$	836	\$	(4)
b. Commercial mortgage-backed securities		-		-		-		-
c. Collateralized debt obligations		-		-		-		-
d. Structured securities		-		-		-		-
e. Equity investments in SCAs *		80		54		64		-
f. Other assets		-		-		-		
g. Total	\$	1,093	\$	754	\$	900	\$	(4)

		D	ecemb	er 31, 20	)13		Year Ende December 2013	
	Α	ctual	Carr	ying		Fair		
Subprime:	(	Cost	Value		Value		OTTI	
,				(In N	Millions	s)		
a. Residential mortgage-backed securities	\$	742	\$	598	\$	658	\$	(2)
b. Commercial mortgage-backed securities		-		-		-		-
c. Collateralized debt obligations		3		-		-		-
d. Structured securities		-		-		-		-
e. Equity investments in SCAs *		35		26		28		-
f. Other assets		-		-		-		_
g. Total	\$	780	\$	624	\$	686	\$	(2)

<sup>\*</sup> The Company's SCA, C.M. Life, has investments in Alt-A and subprime mortgages, as does C.M. Life's SCA, MML Bay State. These investments comprise less than 1% of the Company's invested assets.

- The Company has no underwriting exposure to subprime mortgage risk through Mortgage Guaranty or Financial Guaranty insurance coverage.
- Retained asset accounts No significant changes
- h. Offsetting and netting of assets and liabilities:

The following summarizer gross and net information of derivatives assets and liabilities, along with collateral posted in connection with master netting agreements:

						June	e 30	, 2014				
						Gross						
				Due &	Α	mounts			C	ollateral		Net
		Gross	Α	ccrued	-	Offset		Net	F	Posted	Α	mount
						(In	Mill	ions)				
Derivative assets	\$	6,441	\$	664	\$	(3,091)	\$	4,014	\$	(1,651)	\$	2,363
Derivative liabilities		4,328		1,269		(3,091)		2,506		(353)		2,153
Net	\$	2,113	\$	(605)	\$	-	\$	1,508	\$	(1,298)	\$	210
						Decem	ber	31, 2013				
						Gross						
				Due &	Α	mounts			C	ollateral		Net
		Gross	Α	ccrued	-	Offset		Net	F	Posted	Α	mount
						(In	Mill	ions)				
Derivative assets	\$	6,117	\$	603	\$	(4,061)	\$	2,659	\$	(1,498)	\$	1,161
Derivative liabilities	۳	4,418	*	1,178	*	(4,061)	*	1,535	Ψ	(746)	*	789
Net	\$	1,699	\$	(575)	\$	-	\$	1,124	\$	(752)	\$	372

### Note 22 – Events Subsequent

The Company has evaluated subsequent events through August 6, 2014, 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
  a. Ceded Reinsurance Report:
  - Section 1 General Interrogatories No significant changes
  - Section 2 Ceded Reinsurance Report Part A No significant changes
  - Section 3 Ceded Reinsurance Report Part B:
    - (1) No significant changes
    - No significant changes, however this footnote was updated to add additional disclosure for reserves assumed as of December 31, 2013.

The Company has an indemnity reinsurance agreement with The Hartford Financial Services Group, Inc. (The Hartford) to assume 100% of its Retirement Plans Group (RPG) business. agreement contains coinsurance and modified coinsurance components.

Under the coinsurance component of the agreement, the Company assumed liabilities of \$9.5 billion, consisting of policyholders' reserves of \$5.4 billion and the liabilities for deposit-type contracts of \$4.1 billion, as of December 31, 2013.

Under the modified coinsurance component of the agreement, the Company assumed separate account liabilities of \$28.9 billion, consisting of reserves for annuity contracts of \$12.0 billion and liabilities for deposit-type contracts of \$16.9 billion, as of December 31, 2013.

b-d. No significant changes

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

- Note 25 Change in Incurred Losses and Loss Adjustment Expenses No significant changes
- Note 26 Intercompany Pooling Arrangements No significant changes
- $\underline{\textbf{Note 27-Structured Settlements}} \text{ No significant changes}$
- Note 28 Health Care Receivables No significant changes
- Note 29 Participating Policies No significant changes
- Note 30 Premium Deficiency Reserves No significant changes
- Note 31 Reserves for Life Contracts and Annuity Contracts No significant changes
- Note 32 Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics No significant changes
- $\underline{\textbf{Note 33-Premium and Annuity Considerations Deferred and Uncollected}} \text{ No significant changes}$
- Note 34 Separate Accounts No significant changes
- Note 35 Loss/Claim Adjustment Expenses No significant changes

### 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:

Period Ended	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
June 30, 2014	\$ 57,012,606.16	\$ -	\$ 57,012,606.16	\$ 55,422,168.01	\$ (1,590,438.15)	\$ 55,422,168.01	\$ 75,253,387.54
March 31, 2014	91,702,041.47	-	91,702,041.47	80,744,073.99	(10,957,967.48)	80,744,073.99	97,672,070.74
December 31, 2013	113,707,950.98	-	113,707,950.98	108,815,640.18	(4,892,310.80)	108,815,640.18	111,783,051.88
September 30, 2013	81,945,730.49	-	81,945,730.49	80,589,482.19	(1,356,248.30)	80,589,482.19	77,049,314.39
June 30, 2013	147,215,936.13	-	147,215,936.13	142,140,571.53	(5,075,364.60)	142,140,571.53	130,973,022.96
March 31, 2013	194,772,024.52	-	194,772,024.52	188,372,088.50	(6,399,936.02)	188,372,088.50	176,678,910.26
December 31, 2012	378,096,660.04	-	378,096,660.04	366,323,110.21	(11,773,549.83)	366,323,110.21	333,086,072.58
September 30, 2012	816,573,456.06	-	816,573,456.06	788,350,822.82	(28,222,633.24)	788,350,822.82	697,683,288.85
June 30, 2012	912,025,936.52	-	912,025,936.52	890,494,220.76	(21,531,715.76)	890,494,220.76	708,872,106.49
March 31, 2012	1,095,018,529.18	-	1,095,018,529.18	1,058,132,041.09	(36,886,488.09)	1,058,132,041.09	841,095,012.78
December 31, 2011	1,090,904,993.06	-	1,090,904,993.06	1,056,761,288.41	(34,211,747.00)	1,056,761,288.41	754,310,837.90
September 30, 2011	762,320,631.78	-	762,320,631.78	738,510,047.63	(23,810,584.15)	738,510,047.63	546,494,231.96
June 30, 2011	1,130,732,656.14	-	1,130,732,656.14	1,078,535,670.23	(52,196,985.91)	1,078,535,670.23	839,143,290.12
March 31, 2011	1,097,705,351.09	-	1,097,705,351.09	1,068,852,203.67	(28,853,147.42)	1,068,852,203.67	816,688,348.33
December 31, 2010	968,742,508.30	-	968,742,508.30	950,111,416.81	(18,631,091.49)	950,111,416.81	708,895,636.97
September 30, 2010	915,728,029.86	-	915,728,029.86	889,896,058.18	(25,831,971.68)	889,896,058.18	673,462,492.71
June 30, 2010	1,362,887,892.31	-	1,362,887,892.31	1,335,628,211.52	(27,259,680.79)	1,335,628,211.52	975,241,505.93
March 31, 2010	1,471,905,695.71	-	1,471,905,695.71	1,391,337,542.96	(80,568,152.75)	1,391,337,542.96	1,015,645,802.04
December 31, 2009	1,349,124,213.70	-	1,349,124,213.70	1,290,817,167.68	(58,307,046.02)	1,290,817,167.68	852,088,739.42
September 30, 2009	2,953,442,689.02	(106,853,708.32)	2,846,588,980.70	2,700,948,264.43	(145,640,716.27)	2,700,948,264.43	1,692,409,639.54
Totals		\$ (106,853,708.32)			\$ (623,997,775.75)		

The following is the impairment listing for loan-backed and structured securities for the three months ended June 30, 2014:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
07820QBL8	\$ 1,781,149.07	\$ -	\$ 1,781,149.07	\$ 1,750,412.82	\$ (30,736.25)	\$ 1,750,412.82	\$ 1,729,148.67
124860CB1	97,550.32	-	97,550.32	62,944.17	(34,606.15)	62,944.17	96,817.11
36228FU38	5,079.77	-	5,079.77	-	(5,079.77)	-	13,186.10
61750MAB1	11,372.53	-	11,372.53	9,060.62	(2,311.91)	9,060.62	9,889.62
77277LAF4	30,227,553.10	-	30,227,553.10	29,358,590.62	(868,962.48)	29,358,590.62	41,423,202.00
77277LAH0	1,511,332.20	-	1,511,332.20	1,468,943.82	(42,388.38)	1,468,943.82	3,992,004.00
77277LAJ6	21,399,905.23	-	21,399,905.23	20,799,782.19	(600,123.04)	20,799,782.19	26,066,307.60
939336KZ5	1,978,663.94	-	1,978,663.94	1,972,433.77	(6,230.17)	1,972,433.77	1,922,832.44
Totals	\$ 57,012,606.16	\$ -	\$ 57,012,606.16	\$ 55,422,168.01	\$ (1,590,438.15)	\$ 55,422,168.01	\$ 75,253,387.54

The following is the impairment listing for loan-backed and structured securities for the three months ended March 31, 2014:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948JAA0	\$ 258,773.50	\$ -	\$ 258,773.50	\$ 255,011.35	\$ (3,762.15)	\$ 255,011.35	\$ 258,855.26
07820QBL8	1,898,408.41	-	1,898,408.41	1,830,204.17	(68,204.24)	1,830,204.17	1,728,457.34
125435AA5	6,958,243.53	-	6,958,243.53	6,941,450.22	(16,793.31)	6,941,450.22	6,293,964.17
194262AK7	4,162,647.76	-	4,162,647.76	3,932,293.75	(230,354.01)	3,932,293.75	4,056,000.00
36290PAK3	1,655,046.29	1	1,655,046.29	-	(1,655,046.29)	1	1,593,363.13
59024UAB7	710,859.05	1	710,859.05	680,109.25	(30,749.80)	680,109.25	688,419.33
61750MAB1	17,319.28	1	17,319.28	15,694.58	(1,624.70)	15,694.58	14,941.36
65106FAG7	77,342.33	-	77,342.33	75,574.06	(1,768.27)	75,574.06	100,875.45
77277LAF4	35,319,833.50	-	35,319,833.50	30,227,553.06	(5,092,280.44)	30,227,553.06	40,146,757.20
77277LAH0	1,759,508.86	-	1,759,508.86	1,511,332.20	(248,176.66)	1,511,332.20	3,867,177.60
77277LAJ6	24,917,058.76	-	24,917,058.76	21,399,905.23	(3,517,153.53)	21,399,905.23	25,263,081.36
86358RZD2	2,240.42	-	2,240.42	1,391.85	(848.57)	1,391.85	13,142.97
86359DMC8	11,952,163.44	-	11,952,163.44	11,865,591.25	(86,572.19)	11,865,591.25	11,686,742.89
939336KZ5	2,012,596.34	-	2,012,596.34	2,007,963.02	(4,633.32)	2,007,963.02	1,960,292.68
Totals	\$ 91,702,041.47	\$	\$ 91,702,041.47	\$ 80,744,073.99	\$ (10,957,967.48)	\$ 80,744,073.99	\$ 97,672,070.74

# **GENERAL INTERROGATORIES**

### **PART 1 - COMMON INTERROGATORIES**

### **GENERAL**

1.1	Did the reporting entity experience any material transactions requiring 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 reporting entity?					Yes [ ]	] No [ X ]
2.2	If yes, date of change:				<u> </u>		
3.1	Is the reporting entity a member of an Insurance Holding Company sis an insurer?  If yes, complete Schedule Y, Parts 1 and 1A.					Yes [ X ]	No [ ]
3.2	Have there been any substantial changes in the organizational chart	since the prior quarter end?				Yes [	] No [ X ]
3.3	If the response to 3.2 is yes, provide a brief description of those cha	nges.					
4.1	Has the reporting entity been a party to a merger or consolidation d	uring the period covered by this statement	?			Yes [	] No [ X ]
4.2	If yes, provide the name of the entity, NAIC Company Code, and staceased to exist as a result of the merger or consolidation.	te of domicile (use two letter state abbrevia	ation) for any entity	that has			
	1 Name of Entity	2 NAIC Company Code	3 State of Domicile				
	Name of Entity	NAIC Company Code	State of Domicile				
5.	If the reporting entity is subject to a management agreement, includ in-fact, or similar agreement, have there been any significant changes of the subject to a management agreement, including the subject to a management agreement, and the subject to a management agreement agreement.	ing third-party administrator(s), managing g ges regarding the terms of the agreement of	general agent(s), att or principals involve	orney- d?	Yes [	] No [ 2	X ] N/A [
6.1	State as of what date the latest financial examination of the reporting	g entity was made or is being made			<u>-</u>	12/3	1/2009
6.2	State the as of date that the latest financial examination report beca date should be the date of the examined balance sheet and not the					12/3	1/2009
6.3	State as of what date the latest financial examination report became the reporting entity. This is the release date or completion date of t date).	he examination report and not the date of t	he examination (ba	lance sh	eet	04/0	1/2011
6.4 6.5	By what department or departments?  Commonwealth of Massachusetts Division of Insurance  Have all financial statement adjustments within the latest financial e statement filed with Departments?				Yes [	] No [	] N/A [ X ]
6.6	Have all of the recommendations within the latest financial examinar	tion report been complied with?			Yes [ X	] No [	] N/A [
7.1	Has this reporting entity had any Certificates of Authority, licenses o 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 b	y the Federal Reserve Board?				Yes [	] No [ X ]
8.2	If response to 8.1 is yes, please identify the name of the bank holding	g 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 locati regulatory services agency [i.e. the Federal Reserve Board (FRB), Insurance Corporation (FDIC) and the Securities Exchange Comm	the Office of the Comptroller of the Curren	cy (OCC), the Fede	ral Depo			
	1	2	3	4	5	6	
	Affiliate Name Babson Capital Securities, LLC	Location (City, State) Boston, MA	FRB	OCC	FDIC	SEC	
	Baring Asset Management (Asia) Limited	Hong Kong				YES	
	Baring International Investment Limited	London, UK			<u>-</u>	YES	
	MML Distributors, LLC	Springfield, MA				YES	
	MML Investment Advisers				·	YES	
	MML Investors Services, LLC				····	YES	
	MML Strategic Distributors, LLC					YES	
	MMLISI Financial Alliances, LLC					YES	
	OppenheimerFunds Distributor, Inc.					YES	
	The MassMutual Trust Company, FSB	Enfield, CT		YES		<b></b>	

# **GENERAL INTERROGATORIES**

9.1	Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?	onal and professional	Yes [ X ] No [ ]
9.11	If the response to 9.1 is No, please explain:		
9.2	Has the code of ethics for senior managers been amended?		Yes [ X ] No [ ]
9.21	If the response to 9.2 is Yes, provide information related to amendment(s).		
0.0	The code was revised in January 2014. The revisions to the code are not material in nature. The revisions clarify or certain information already incorporated in the Code of Conduct.	3	V
9.3 9.31	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:	\$ <sub></sub>	0
	INVESTMENT		
11.1 11.2	Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or oth use by another person? (Exclude securities under securities lending agreements.)		Yes [ X ] No [ ]
12.	Amount of real estate and mortgages held in other invested assets in Schedule BA:	\$	1,735,317,394
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	2 Current Quarter
		Book/Adjusted	Book/Adjusted
		Carrying Value	Carrying Value
	Bonds		\$4,854,959,137
14.22	Preferred Stock		\$
	Common Stock		\$6,674,773,505
	Short-Term Investments		\$
	Mortgage Loans on Real Estate		\$
14.26	All Other	4,410,978,298	\$4,205,257,364
	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		\$15,734,990,006
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above		\$
15.1 15.2	Has the reporting entity entered into any hedging transactions reported on Schedule DB?		

### **GENERAL INTERROGATORIES**

10.	Tor the reporting entit	ly 3 security rending program, state the ar	mount of the following as of the current statement date.	
	16.1	Total fair value of reinvested collateral as	ssets reported on Schedule DL, Parts 1 and 2.	\$ 
	16.2	Total book adjusted/carrying value of reir	nvested collateral assets reported on Schedule DL, Parts 1 and 2	\$ 
	16.3	Total payable for securities lending repor	rted on the liability page.	\$ 
17. 17.1	offices, vaults or safe custodial agreement Outsourcing of Critic	ety deposit boxes, were all stocks, bonds with a qualified bank or trust company in al Functions, Custodial or Safekeeping A	I estate, mortgage loans and investments held physically in the reporting entity's and other securities, owned throughout the current year held pursuant to a n accordance with Section 1, III - General Examination Considerations, F. Agreements of the NAIC Financial Condition Examiners Handbook?	
		1	2	
		Name of Custodian(s)	Custodian Address	
	Citibank, N.A.		333 West 34th Street, New York, NY 10001	
	JP Chase Manhattan I	Dank	1 Chase Manhattan Plaza, 19th Floor, New York, NY 10005	
		Dank	I Chase Walliattan Flaza, 19th Floor, New York, NY 10005	
	Northern Trust	Bank		
	Northern Trust State Street Global	Services	50 South LaSalle Street, Chicago, IL 60603	

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

Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? ..... Yes [ ] No [ X ] If yes, give full information relating thereto:

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

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: 17.5

1	2	3
Central Registration Depository	Name(s)	Address
		Two World Financial Center, 225 Liberty Street, New York,
110363	OFI Institutional Asset Management, Inc	NY 10281-1008
106006	Babson Capital Management, LLC	1500 Main Street, Springfield, MA 01115
104517	Franklin Advisers, Inc.	One Franklin Parkway, San Mateo, CA 94403-1906
123711	Tortoise Capital Advisors, L.L.C.	11550 Ash Street, Suite 300, Leawood, KS 66211
	PIMCO- Pacific Investment Management Company	840 Newport Center Drive, Suite 100, Newport Beach, CA
104559	LLC	92660
107926	Earnest Partners LLC	1180 Peachtree St NE Suite 2300, Atlanta, GA 30309
141037	KA Fund Advisors LLC	811 Main Street, 14th Floor, Houston, TX 77002
		Level 29
		Casselden,2 Lonsdale Street, Melbourne
162754	IFM Investors Pty Ltd	VIC 3000
		61 Aldwych, London WC2B 4AE
	, and the second	

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

18.2

At 06/30/2014, 173 issues for 73 issuers of Babson Capital managed assets did not meet the filing requirements of the Purposes and Procedures Manual. The majority of these issues currently lack one or more of the following: Valid cusip/PPN, audited financials and/or executed legal documentation. Babson exceptions totaled \$496,795,281 or 0.62% of all assets.

# **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	, and an
	1.11 Farm Mortgages	\$10,553,996
	1.12 Residential Mortgages	1,920,923,829
	1.13 Commercial Mortgages	515,672,220,353
	1.14 Total Mortgages in Good Standing	\$17,603,698,178_
	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	\$
		47,000,000,470
1.5	Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$ 17,603,698,178
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	1.700 %
	2.3 A&H expense percent excluding cost containment expenses	77.060 %
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	2	3	4	5	6	7	8	9
								Effective Date of
							Certified	Date of
NAIC					Type of		Reinsurer	Certified
Company	ID	Effective		Domiciliary	Reinsurance		Rating	Reinsurer
NAIC Company Code	Number	Date	Name of Reinsurer	Jurisdiction	Ceded	Type of Reinsurer	(1 through 6)	Rating
93572	43-1235868	02/24/2014	RGA Reinsurance Co. (GAN3)	MO	YRT/I	Author i zed.		

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS Current Year To Date - Allocated by States and Territories Direct Busi Life Contracts Accident and Health Insurance Premiums, Including Policy
Membership Total Deposit-Type Contracts Active Life Insurance Annuity Other Columns and Other Fees States, Etc Considerations .88,758,105 AL 2.839.518 .99.327.814 Alabama .5.724.366 2.005.825 Alaska .657, 128 764,722 4,003.958 3. Arizona ΑZ 23 078 673 20.064.720 4.328.140 51 475 491 AR 803.214 387.860 10.680.917 4. Arkansas .5.772.074 .3.717.769 .6 207,209,657 California 241.484.999 136.630.757 28.345.936 613.671.349 443 6. Colorado CO .37.127.031 13 455 476 4.459.765 .62.844.404 .117.886.676 30 30.006.206 9.702.730 41.271.281 .143 . 162 . 035 1.605 Connecticut CT .62.181.818 8. Delaware .11,275,758 3.085.444 752,597 2.834.165 17.947.964 748,772,500 9 District of Columbia DC .11.031.822 3.027.823 2.088.646 16.631.578 32.779.869 10. Florida FL 162.128.216 51.035.094 .13.114.763 .118.962.633 345.240.706 \_80 Georgia GΑ .65.218.103 37.444.796 10,435,614 .93,777,280 206,875,793 11. .8,776.632 12 Hawaii н 9 874 105 7 569 410 .1,417,316 27 637 463 13. Idaho. ID .8.299.178 6.261.349 .535.196 .4.675.787 .19.771.510 84,966,248 36,483,839 11,883,801 418,416,883 551,750,771 .3,451 14. Illinois IL 3,999.396 15 INI 37.275.062 27.522.007 24.631.966 .93,428,431 Indiana 79 16. Iowa IΑ 22 366 929 16.817.682 .1.721.017 .7.275.514 48 181 142 17. KS 21,691,208 .6,554,463 2,843,571 16,559,823 47.649.065 Kansas 2,348,874 14,864,752 18. Kentucky ΚY 8.148.067 18,677,005 44.038.698 49 707 849 19. Louisiana LA 35 457 555 5 852 537 2 534 008 5 863 749 498 ME .8,462,809 5,484,655 1,004,284 12,981,697 27,933,445 20. Maine . MD 49,714,380 20,663,329 13,955,767 1,199 21 Maryland 72,579,879 156,913,355 22 Massachusetts MA 84 323 879 134 057 880 13 537 768 356.769.788 588 689 315 21.000 .50,240,834 6,452,893 .71,585,171 23. Michigan MI .55,580,722 .183,859,620 MN 4,070,581 24 .30,085,900 .22,363,996 .92,674,432 149.194.909 25. Mississippi MS 19 691 248 .11.251.136 5 140 969 1 567 551 37 650 904 МО 29.549.743 26.377.240 46,029,931 Missouri. .5.030.983 106.987.897 .6 26. MT .17,939,271 1,485,059 .537,989 21,933,199 41,895,518 28 Nebraska NE 18 284 020 .11.172.899 2 852 997 75 749 147 108 059 063 NV .9.928.744 .9.287.005 .1.629.742 15.282.425 .36.127.916 29. Nevada. New Hampshire NH .15,286,112 18,554,812 1,856,971 .10,951,032 46,648,927 New Jersey 31. NJ 118.945.243 60.000.980 17.532.974 185,816,330 382 295 527 136 New Mexico NM 7.826.520 .6.326.762 ..887.086 ..15.082.516 32 ..42.148 507,365,378 NY 352.861.409 185.158.083 39.201.419 1.084.586.289 4.044 34 North Carolina NC .56.069.731 32.657.723 .12,709,694 .55.897.589 .157.334.737 35. North Dakota ND .6.297.006 ..7.123.966 .158.754 ..1.636.197 .15.215.923 ОН 75.797.148 .62.073.468 7.360.897 98,658,734 243.890.247 181 37. Oklahoma ΟK 38.816.946 .12, 191, 427 .3,678,215 19 290 379 73.976.967 OR .14.253.451 38. Oregon. .5.123.572 2.170.572 .10.008.139 .31.555.734 39 РΑ 103.888.287 .80.050.566 18,270,843 .83,551,122 285.760.818 4.231 Pennsylvania 40 Rhode Island RI 6.891.662 9.724.841 1.351.827 30 079 473 48,047,803 41. South Carolina SC 25.667.447 10.824.860 .7.095.907 .6,333,523 49.921.737 36 4,340,494 42 South Dakota SD 2,125,980 279,054 .166, 118 6.911.646 43. Tennessee ΤN 45,467,780 23.815.418 7.627.227 174.038.413 250.948.838 18 44. Texas. TX 153.515.652 79.501.817 22.063.637 .114.624.703 369.705.809 1.017 45. UT .16,576,169 .11,936,602 1,703,513 .8,063,260 38,279,544 Utah. 46 VT 7,212,264 3,917,045 556.588 7,382,403 19,068,300 Vermont 73 625 251 57 384 472 96 714 931 47 Virginia VA 15 453 541 243 178 195 101 48. Washington WA 22,457,268 18,426,666 4,425,491 14,277,077 .59,586,502 49 wv .8,174,098 4,480,664 730,254 7,993,033 21,378,049 West Virginia 50. Wisconsin WΙ 40 862 533 26 779 983 2 713 289 95.432.000 165 787 805 24 WY .2,631,145 .1,518,893 .441,545 .4,849,872 Wyoming 258,289 51. AS 52 American Samoa 53. Guam GU 208 975 1 183 N 19,690,476 3,709,098 29, 159, 490 Puerto Rico 4.831.227 928.689 PR 54. 55 U.S. Virgin Islands ۷I 56 Northern Mariana Islands MP N CAN .606.850 .51.260 .658 . 110 57. Canada. Ν 23,223,619 58. Aggregate Other Aliens . 39,642 .314,744 .31,245,525 59 Subtotal 52 .2,492,501,911 1.437.120.029 .330,666,817 3,375,456,370 .7.635.745.127 748.810.685 90. Reporting entity contributions for employee benefits XXX 91. Dividends or refunds applied to purchase paid-up additions and annuities .537,480,436 .539,091,215 1,610,779 92. Dividends or refunds applied to shorten endowment or premium paying period. XXX Premium or annuity considerations waived under disability or other contract provisions..... 93 XXX 12,496,631 .5,931,149 18,427,780

3,042,478,978

3.073.811.069

2,745,169,546

328,641,523

7.667.520

7.667.520

31,332,091

1,438,730,808

1.442.688.242

1,442,688,242

39.642

39.642

3,957,434

.336,597,966

336.597.966

71, 152, 416

265,445,550

314.744

314.744

3,375,456,370

4,300,432,411

4,300,432,411

23.223.619

23.223.619

924,976,041

8, 193, 264, 122

9.153.529.688

8,753,735,749

960,265,566

399,793,939

31.245.525

31.245.525

748,810,685

748.810.685

748,810,685

94.

95.

97

98.

58001.

58002.

58003.

58998.

58999.

9401

9402.

9403

9498.

9499.

Aggregate or other amounts not allocable by State

Totals (All Business) less Reinsurance Ceded

Summary of remaining write-ins for Line 58 from

Summary of remaining write-ins for Line 94 from

Totals (Lines 9401 through 9403 plus 9498)(Line

Totals (Lines 58001 through 58003 plus

Totals (Direct Business).

Plus Reinsurance Assume

Less Reinsurance Ceded

**DETAILS OF WRITE-INS** 

Totals (All Business)

Other foreign

overflow page

overflow page

58998)(Line 58 above)

XXX XXX

XXX

XXX

XXX

XXX

XXX

XXX

XXX

XXX

XXX

XXX

XXX

XXX

<sup>94</sup> 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.

	Federal Tax ID	NAIC Co Code	State of Domicile
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY	04-1590850	65935	Massachusetts
Direct & Indirect Owned Subsidiaries:			
C.M. Life Insurance Company	06-1041383	93432	Connecticut
MML Bay State Life Insurance Company	43-0581430	70416	Connecticut
CML Mezzanine Investor, LLC	06-1041383		Delaware
CML Mezzanine Investor L, LLC	06-1041383		Delaware
CML Mezzanine Investor III, LLC	06-1041383		Delaware
CML Re Finance LLC	06-1041383		Delaware
MML Mezzanine Investor L, LLC	04-1590850		Delaware
Berkshire Way LLC	04-1590850		Delaware
WP-SC, LLC*	26-4441097		Delaware
MSP-SC, LLC	04-1590850		Delaware
Country Club Office Plaza LLC*	27-1435692		Delaware
Fern Street LLC	37-1732913		Delaware
Haven Life Insurance Agency, Inc.	46-2252944		Delaware
MassMutual Retirement Services, LLC	04-1590850		Delaware
MML Distributors LLC*	04-3356880		Massachusetts
MML Investment Advisers, LLC	None		Delaware
MML Mezzanine Investor, LLC	04-1590850		Delaware
MML Strategic Distributors, LLC	46-3238013		Delaware
The MassMutual Trust Company, FSB	06-1563535		United States
MMC Equipment Finance LLC	04-1590850		Delaware
MassMutual Asset Finance LLC*	26-0073611		Delaware
Winmark Limited Funding, LLC	20-1217159		Delaware
MMAF Equipment Finance LLC 2009-A	27-1379258		Delaware
MMAF Equipment Finance LLC 2011-A	45-2589019		Delaware
MML Private Placement Investment Company I, LLC	04-1590850		Delaware
MSC Holding Company, LLC	45-4376777		Delaware
MassMutual Holding MSC, Inc.	04-3341767		Massachusetts
MassMutual Holding LLC	04-2854319		Delaware
MassMutual Assignment Company	06-1597528		North Carolina
MassMutual Capital Partners LLC	04-1590850		Delaware
MassMutual Ventures LLC	47-1296410		Delaware
MM Caerulus Holdco US LLC	None		Delaware
MM Rothesay Holdco US LLC	04-1590850		Delaware
MML Investors Services, LLC	04-1590850		Massachusetts
MML Insurance Agency, LLC	04-1590850		Massachusetts
MMLISI Financial Alliances, LLC	41-2011634		Delaware
MassMutual International LLC	04-3313782		Delaware
MassMutual Asia Limited	None		Hong Kong
MassMutual Asia Investors Ltd.	None		Hong Kong

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

	Federal Tax ID	NAIC Co Code	State of Domicile
MassMutual Guardian Limited	None		Hong Kong
MassMutual Insurance Consultants Limited	None		Hong Kong
MassMutual Services Limited	None		Hong Kong
MassMutual Trustees Limited	None		Hong Kong
Protective Capital (International) Limited	None		Hong Kong
MassMutual Life Insurance Company	None		Japan
MassMutual Internacional (Chile) SpA	None		Chile
MassMutual (Chile) Limitada	None		Chile
Compañía de Seguros CorpVida S.A.	None		Chile
MM Asset Management Holding LLC	45-4000072		Delaware
Babson Capital Management LLC	51-0504477		Delaware
Babson Capital Finance LLC	80-0875475		Delaware
BCF Europe Funding Limited	None		Ireland
Babson Capital Securities LLC	04-3238351		Delaware
Babson Capital Guernsey Limited	98-0437588		Guernsey
Babson Capital Europe Limited	98-0432153		United Kingdom
Almack Mezzanine GP III Limited	None		United Kingdom
Almack Holding Partnership GP Limited	None		United Kingdom
Almack Mezzanine Fund Limited	None		United Kingdom
Almack Mezzanine Fund II Limited	None		United Kingdom
Babson Capital Global Advisors Limited	None		United Kingdom
Babson Capital Japan KK	None		Japan
Cornerstone Real Estate Advisers LLC	55-0878489		Delaware
Cornerstone Real Estate Advisers Inc.	04-3238351		California
Cornerstone Real Estate Advisers Japan K.K.	None		Japan
Cornerstone Real Estate UK Holdings Limited	None		Delaware
Cornerstone Real Estate UK (No. 2) Limited	98-0654401		United Kingdom
Cornerstone Real Estate Advisers Europe LLP	98-0654388		United Kingdom
Cornerstone Real Estate Advisers Europe Finance LLP	98-0654412		United Kingdom
Babson Capital Asia Limited	None		Hong Kong
Babson Capital Australia Holding Company Pty Ltd.	None		Australia
Babson Capital Australia Pty Ltd.	None		Australia
Babson Capital Cornerstone Asia Limited	None		Hong Kong
Wood Creek Capital Management LLC	04-1590850		Delaware
Wood Creek Index Company, LLC	26-3115362		Delaware
Ceres Farms Holdings W, LLC	45-4848428		Delaware
CERES WCMAF Farms, LLC	45-3914146		Delaware
Eighth Note, Inc.	46-2198442		Delaware
GFL Holdings, LLC	46-5205078		Delaware
U.S. WIG Holdings, LP	46-1500495		Delaware

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

	Federal Tax ID	NAIC Co Code	State of Domicile
US Trailer Holdings LLC	90-0841497		Delaware
WC Aircraft Holdings US II, LLC	46-3378584		Delaware
Wood Creek Aircraft Holding I, LP	None		Cayman Islands
Babson Capital Floating Rate Income Fund Management, LLC	04-1590850		Delaware
Babson Capital Core Fixed Income Management LLC	27-3523916		Delaware
Babson Capital Total Return Management LLC	27-3524203		Delaware
Benton Street Advisors, Inc.	98-0536233		Cayman Islands
SDCOS Management LLC	04-1590850		Delaware
Credit Strategies Management LLC	04-1590850		Delaware
Great Lakes III GP, LLC	04-1590850		Delaware
Loan Strategies Management LLC	04-1590850		Delaware
Mezzco LLC	04-1590850		Delaware
Mezzco II LLC	02-0767001		Delaware
Mezzco III LLC	41-2280126		Delaware
Mezzco IV LLC	80-0920285		Delaware
Mezzco Australia LLC	90-0666326		Delaware
Somerset Special Opportunities Management LLC	04-1590850		Delaware
Winterset Management LLC	04-1590850		Delaware
Oppenheimer Acquisition Corp.	84-1149206		Delaware
OppenheimerFunds, Inc.	13-2527171		Colorado
OppenheimerFunds Distributor, Inc.	13-2953455		New York
Oppenheimer Real Asset Management, Inc.	84-1106295		Delaware
OFI Global Institutional, Inc.	13-4160541		New York
OFI Global Trust Company	13-3459790		New York
HarbourView Asset Management Corporation	22-2697140		New York
Trinity Investment Management Corporation	25-1951632		Pennsylvania
OFI SteelPath, Inc.	84-1128397		Delaware
Shareholder Services, Inc.	84-1066811		Colorado
OFI Global Asset Management, Inc.	84-0765063		Delaware
OFI Private Investments Inc.	91-2036414		New York
Tremont Group Holdings, Inc.	62-1210532		New York
Tremont Partners, Inc.	06-1121864		Connecticut
Tremont Capital Management (Ireland) Limited	None		Ireland
Tremont GP, Inc.	20-8215352		Delaware
Settlement Agent LLC	90-0874510		Delaware
Tremont (Bermuda) Limited	None		Bermuda
MassMutual Baring Holding LLC	04-1590850		Delaware
Baring North America LLC	98-0241935		Massachusetts
MassMutual Holdings (Bermuda) Limited	None		Bermuda
Baring Asset Management Limited	98-0241935		United Kingdom
Baring International Investment Limited	98-0457328		United Kingdom

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

		Federal Tax ID	NAIC Co Code	State of Domicile
	Baring International Investment Management Holdings	98-0457587		United Kingdom
	Baring Asset Management UK Holdings Limited	98-0457576		United Kingdom
	Baring Asset Management GmbH	98-0465031		Germany
	Baring Asset Management (Asia) Holdings Limited	98-0524271		Hong Kong
	Baring International Fund Managers (Bermuda) Limited	98-0457465		Bermuda
	Baring Asset Management (Asia) Limited	98-0457463		Hong Kong
	Baring Asset Management Korea Limited	None		Korea
	Baring Asset Management (Japan) Limited	98-0236449		Japan
	Baring Asset Management (Australia) Pty Limited	98-0457456		Australia
	Baring International Fund Managers (Ireland) Limited	98-0524272		Ireland
	Baring Asset Management Switzerland Sarl	None		Switzerland
	Baring SICE (Taiwan) Limited	98-0457707		Taiwan ROC
	Baring France SAS	98-0497550		France
	Baring Fund Managers Limited	98-0457586		United Kingdom
	Baring Pension Trustees Limited	98-0457574		United Kingdom
	Baring Investment Services Limited	98-0457578		United Kingdom
	MassMutual International Holding MSC, Inc.	04-3548444		Massachusetts
	First Mercantile Trust Company	62-0951563		Tennessee
	HYP Management LLC	04-3324233		Delaware
	MML Realty Management Corporation	04-2443240		Massachusetts
	Society of Grownups, LLC	47-1466022		Massachusetts
/	MML Mezzanine Investor II, LLC	04-1590850		Delaware
	MML Mezzanine Investor III, LLC	04-1590850		Delaware
	MassMutual External Benefits Group LLC	27-3576835		Delaware
	MML Re Finance LLC	04-1590850		Delaware
	MP-Apts, LLC	04-1590850		Delaware
	Other Affiliates:			
	580 Walnut Cincinnati LLC	27-4349154		Delaware
	C A F I, Inc.	52-2274685		Maryland
	Invicta Advisors LLC	56-2574604		Delaware
	Jefferies Finance LLC*	27-0105644		Delaware
	MML Private Equity Fund Investor LLC	04-1590850		Delaware
	MM Private Equity Intercontinental LLC	04-1590850		Delaware
	Babson Affiliates & Funds:			
	Almack Mezzanine Fund I LP*	None		United Kingdom
	Almack Mezzanine Fund II Unleveraged LP	None		United Kingdom
	Almack Mezzanine Fund III LP*	None		United Kingdom
	Babson Capital High Yield LLC*	55-0886109		Delaware
	Babson Capital Floating Rate Income Fund, L.P.	27-3330830		Delaware
	Babson Capital Global Investment Funds plc	None		United Kingdom
	Babson Capital Global Umbrella Fund plc	None		United Kingdom

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

	Federal Tax ID	NAIC Co Code	State of Domicile
Babson Capital Global Investment Fund 2 plc	None		Ireland
Babson Capital Loan Strategies Fund, L.P.*	37-1506417		Delaware
Babson CLO Ltd. 2005-I	None		Cayman Islands
Babson CLO Ltd. 2005-II	None		Cayman Islands
Babson CLO Ltd. 2005-III	None		Cayman Islands
Babson CLO Ltd. 2006-I	None		Cayman Islands
Babson CLO Ltd. 2006-II	None		Cayman Islands
Babson CLO Ltd. 2007-I	None		Cayman Islands
Babson CLO Ltd. 2011-I	None		Cayman Islands
Babson CLO Ltd. 2012-I	None		Cayman Islands
Babson CLO Ltd. 2012-II	None		Cayman Islands
Babson CLO Ltd. 2013-I	None		Cayman Islands
Babson CLO Ltd. 2013-II	98-1128827		Cayman Islands
Babson CLO Ltd. 2014-I	None		Cayman Islands
Babson Euro CLO 2014-I BV	None		Netherlands
Babson Global Floating Rate Fund	46-3133952		Massachusetts
Babson Global Income Opportunities Credit Fund	46-3119764		Massachusetts
Babson Mid-Market CLO Ltd. 2007-II	None		Cayman Islands
Benton Street Partners I, L.P.*	98-0536233		Cayman Islands
Benton Street Partners II, L.P.	98-0536199		Cayman Islands
Clear Lake CLO, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO II, Ltd.	None		Cayman Islands
Connecticut Valley Structured Credit CDO III, Ltd.	None		Cayman Islands
Diamond Lake CLO, Ltd. Duchess I CDO S.A.	None None		Cayman Islands
Duchess III CDO S.A.	None None		United Kingdom
Duchess IV CDO S.A.  Duchess IV CDO S.A.	None		United Kingdom
Duchess V CDO S.A.  Duchess V CDO S.A.	None		United Kingdom United Kingdom
Duchess VI CLO B.V.	None		United Kingdom United Kingdom
Duchess VII CLO B.V.	None		United Kingdom
Fugu CLO B.V.	None		United Kingdom
Fugu Credit Plc	None		United Kingdom
Gateway Mezzanine Partners I, L.P.*	80-0691253		Delaware
Gateway Mezzanine Partners I Trust	None		Cayman Islands
Gateway Mezzanine Partners II LP*	90-0991195		Delaware
Great Lakes II LLC*	71-1018134		Delaware
Great Lakes III, L.P.	37-1708623		Delaware
Great Lakes LLC*	56-2505390		Delaware
Intermodal Holding II LLC	46-2344300		Delaware
Invicta Holdings LLC	56-2574568		Massachusetts

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

PART 1 – ORGANIZATIONAL CHART

Federal Tax ID NAIC Co Code State of Domicile

		Tederal Tax ID	State of Bonnene
	Malin CLO B.V.	None	United Kingdom
	Newton CDO Ltd	None	Cayman Islands
	Rockall CLO B.V.	None	United Kingdom
	Saint James River CDO, Ltd.	None	Cayman Islands
	Salomon Trust 2001-MM	None	Delaware
	Sapphire Valley CDO I, Ltd.	None	Cayman Islands
	SDCOS L.P.	74-3182902	Delaware
	Somerset Special Opportunities Fund L.P.*	20-8856877	Delaware
	Suffield CLO, Limited	None	Cayman Islands
	Summit Lake CLO, Ltd.	None	Cayman Islands
	Sweet Tree Holding 1 LLC	46-3123110	Delaware
	Tower Square Capital Partners, L.P.*	04-3722906	Delaware
	Tower Square Capital Partners II, L.P.*	30-0336246	Delaware
	Tower Square Capital Partners II-A, L.P.*	32-0160190	Delaware
	Tower Square Capital Partners III, L.P.*	41-2280127	Delaware
	Tower Square Capital Partners IIIA, L.P.	41-2280129	Delaware
	Tower Square Capital Partners IV, L.P.	80-0920340	Delaware
	Tower Square Capital Partners IV-A, L.P.	80-0920367	Delaware
	U.S. Trailer Holdings II LLC	46-2104352	Delaware
	Whately CDO, Ltd.	None	Cayman Islands
	Winterset Capital Partners, L.P.*	None	Cayman Islands
	Wood Creek Multi Asset Fund, L.P.	20-4981369	Delaware
	Wood Creek Venture Fund LLC	04-1590850	Massachusetts
Baring	Affiliates & Funds:		
	Baring All Country World ex US Equity Fund	45-4184261	Delaware
	Baring Emerging Market Corp Debt Fund	None	Ireland
	Baring Focused EAFE Equity Fund	11-3789446	Delaware
	Baring Global Dynamic Asset Allocation Fund	30-0607379	Delaware
	Baring International Equity Fund	39-2059577	Delaware
	Baring International Small Cap Equity Fund	26-4142796	Delaware
	Baring World Equity Fund	46-1197222	Delaware
	Multi-Employer Global Aggregate Diversified Portfolio	26-1896226	Delaware
Corner	stone Affiliates & Funds:		
	12-18 West 55th Street Predevelopment, LLC*	20-2548283	Delaware
	2 Harbor Shore Member LLC*	46-4803557	Delaware
	21 West 86 LLC*	45-5257904	Delaware
	Ygnatio Valley Funding	20-5481477	Delaware
	AT Mid-Atlantic Office Portfolio LLC*	45-2779931	Delaware
	Babson Mezzanine Realty Investors I*	20-4570515	Delaware

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PART 1 – ORGANIZATIONAL CHART

	Federal Tax ID	NAIC Co Code	State of Domicile
Babson Mezzanine Realty Investors II	24-1446970		Delaware
CHC/RFP VI Core LLC	04-1590850		Delaware
Cornerstone Apartment Fund I, LLC	06-1595820		Delaware
Cornerstone Apartment Venture III, LLC	20-5786329		Delaware
Cornerstone Austin Park Central I LP*	56-2639862		Delaware
Cornerstone Core Mortgage Fund I LP	27-1701733		Delaware
Cornerstone Core Mortgage Venture I LP	27-1701622		Delaware
Cornerstone Enhanced Mortgage Fund I LP	45-3751572		Delaware
Cornerstone Fort Pierce Development LLC*	56-2630592		Delaware
Cornerstone Global Real Estate LP*	20-8730826		Delaware
Cornerstone High Yield Venture LP	36-4770946		Delaware
Cornerstone Holding LP	20-5578165		Delaware
Cornerstone Hotel Income & Equity Fund II LP	26-1528817		Delaware
Cornerstone Hotel Income and Equity Fund II (PF) LP	26-1528817		Delaware
Cornerstone Real Estate Fund VIII (PF) LP	27-5209432		Delaware
Cornerstone Real Estate Fund VIII LP	27-0547156		Delaware
Cornerstone Non-REIT Holding LLC	20-5567494		Delaware
CREA/LYON West Gateway, LLC*	26-2399532		Delaware
CREA/Nexus Anaheim Corners Holdings LLC	27-2934589		Delaware
CREA/PPC Venture LLC*	20-0348173		Delaware
Fallon Cornerstone One MPD LLC*	26-1611591		Delaware
Farringdon London Holdings LLC*	46-3880526		Delaware
Fan Pier Development LLC*	20-3347091		Delaware
Gracechurch London Holdings LLC*	46-1586427		Delaware
Hanover Preferred Facility LLC*	20-8298948		Delaware
Infinity SCD Ltd.	None		United Kingdom
Johnston Groves LLC	20-4819358		Delaware
Metropolitan At Lorton*	20-5984759		Delaware
MM Greenhill Office LLC*	46-3317841		Delaware
MMI/Hines Harrison LLC*	46-5347643		Delaware
MM Woodfield Martingale LLC*	46-4077059		Delaware
PO Parsippany Office Portfolio LLC*	46-0808569		Delaware
Red Lake Ventures LLC	46-5460309		Delaware
Riva Portland LLC	30-0713071		Delaware
Sawgrass Village Shopping Center LLC*	27-2977720		Delaware
Turnpike Executive Park LLC	46-0606690		Delaware
Twenty Two Liberty LLC*	35-2484550		Massachusetts
UK LIW Manager LLC	45-4606547		Delaware
UK LIW Member LLC	45-4606547		Delaware
Washington Gateway Apartments Venture LLC*	45-5401109		Delaware

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

PART 1 – ORGANIZATIONAL CHART

	Federal Tax ID	NAIC Co Code	<b>State of Domicile</b>
Waterford Development Associates	20-2970495		Delaware
WeHo Domain LLC*	46-3122029		Delaware
Wesley Chapel Theaters LLC*	26-2384708		Delaware
MassMutual Premier Funds:			
MassMutual Barings Dynamic Allocation Fund	45-3168892		Massachusetts
MassMutual Premier Balanced Fund	04-3212054		Massachusetts
MassMutual Premier Core Bond Fund	04-3277549		Massachusetts
MassMutual Premier Disciplined Growth Fund	04-3539084		Massachusetts
MassMutual Premier Disciplined Value Fund	04-3539084		Massachusetts
MassMutual Premier Diversified Bond Fund	04-3464165		Massachusetts
MassMutual Premier Focused International Fund	02-0754273		Massachusetts
MassMutual Premier Global Fund	51-0529334		Massachusetts
MassMutual Premier High Yield Fund	04-3520009		Massachusetts
MassMutual Premier Inflation-Protected and Income Fund	03-0532475		Massachusetts
MassMutual Premier International Equity Fund	04-3212044		Massachusetts
MassMutual Premier Main Street Fund	51-0529328		Massachusetts
MassMutual Premier Short-Duration Bond Fund	04-3212057		Massachusetts
MassMutual Premier Small/Mid Cap Opportunities Fund	04-3224705		Massachusetts
MassMutual Premier Strategic Emerging Markets Fund	26-3229251		Massachusetts
MassMutual Premier Value Fund	04-3277550		Massachusetts
MassMutual Select Funds:			
MassMutual Select Blackrock Global Allocation Fund	27-1028263		Massachusetts
MassMutual Select Blue Chip Growth Fund	04-3556992		Massachusetts
MassMutual Select Diversified International Fund	14-1980900		Massachusetts
MassMutual Select Diversified Value Fund	01-0821120		Massachusetts
MassMutual Select Focused Value Fund	04-3512590		Massachusetts
MassMutual Select Fundamental Growth Fund	04-3512593		Massachusetts
MassMutual Select Fundamental Value Fund	04-3584138		Massachusetts
MassMutual Select Growth Opportunities Fund	04-3512589		Massachusetts
MassMutual Select Large Cap Value Fund	04-3513019		Massachusetts
MassMutual Select Mid Cap Growth Equity II Fund	04-3512596		Massachusetts
MassMutual Select Mid-Cap Value Fund	42-1710935		Massachusetts
MassMutual Select MSCI EAFE International Index Fund	45-5357167		Massachusetts
MassMutual Select Overseas Fund	04-3557000		Massachusetts
MassMutual Select PIMCO Total Return Fund	27-2377446		Massachusetts
MassMutual Select Russell 2000 Small Cap Index Fund	45-5366542		Massachusetts
MassMutual Select S&P 500 Index Fund	04-3410047		Massachusetts
MassMutual Select Small Cap Growth Equity Fund	04-3464205		Massachusetts
MassMutual Select Small Capital Value Equity Fund	02-0769954		Massachusetts
MassMutual Select Small Company Growth Fund	04-3584141		Massachusetts

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

PART 1 – ORGANIZATIONAL CHART

	<u>Federal Tax ID</u>	NAIC Co Code State of Domicile
MassMutual Select Small Company Value Fund	04-3584140	Massachusetts
MassMutual Select S&P Mid Cap Index Fund	45-5349772	Massachusetts
MassMutual Select Strategic Bond Fund	26-0099965	Massachusetts
MML Series Investment Funds:		
MML International Equity Fund	46-4257056	Massachusetts
MassMutual RetireSMART Funds:		
MassMutual RetireSMART 2010 Fund	03-0532456	Massachusetts
MassMutual RetireSMART 2015 Fund	27-1933828	Massachusetts
MassMutual RetireSMART 2020 Fund	03-0532467	Massachusetts
MassMutual RetireSMART 2025 Fund	27-1933753	Massachusetts
MassMutual RetireSMART 2030 Fund	03-0532468	Massachusetts
MassMutual RetireSMART 2035 Fund	27-1933389	Massachusetts
MassMutual RetireSMART 2040 Fund	03-0532471	Massachusetts
MassMutual RetireSMART 2045 Fund	27-1932769	Massachusetts
MassMutual RetireSMART 2050 Fund	26-1345332	Massachusetts
MassMutual RetireSMART 2055 Fund	46-3289207	Massachusetts
MassMutual RetireSMART Conservative Fund	45-1618155	Massachusetts
MassMutual RetireSMART Growth Fund	45-1618222	Massachusetts
MassMutual RetireSMART In Retirement Fund	03-0532464	Massachusetts
MassMutual RetireSMART Moderate Fund	45-1618262	Massachusetts
MassMutual RetireSMART Moderate Growth Fund	45-1618046	Massachusetts
Oppenheimer Funds:		
HarbourView CLO 2006-1 Limited	None	Cayman Islands
Oppenheimer Global High Yield Fund	45-3417590	Delaware
Oppenheimer Global Real Estate Fund*	46-1604428	Delaware
Oppenheimer International Growth Fund	13-3867060	Massachusetts
Oppenheimer Main Street Fund	84-1073463	Massachusetts
Oppenheimer Real Estate Fund	22-3849391	Massachusetts

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

# SCHEDULE Y

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Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
						,	Massachusetts Mutual Life Insurance			Massachusetts Mutual Life Insurance	,	Ĭ		
0435	Massachusetts Mut Life Ins Co	65935	04-1590850	3848388	0000225602		Company (MMLIC)	MA	RE	Company	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0435	CM Life Ins Co	93432	. 06-1041383 .				C.M. Life Insurance Company	CT	DS	Company	Ownership	100.000	MMLIC	
0435	MML Baystate Life Ins Co	70416	. 43-0581430 .		. 0000924777		MML Bay State Life Insurance Company	CT	DS	. C.M. Life Insurance Company	Ownership	100.000	MMLIC	
0000			. 06-1041383 .				CML Mezzanine Investor, LLC	DE	DS	. C.M. Life Insurance Company	Ownership	100.000		
0000			. 06-1041383 .				CML Mezzanine Investor L, LLC	DE	DS	C.M. Life Insurance Company	Ownership	100.000	MMLIC	
0000			. 06-1041383		-		CML Mezzanine Investor III, LLC	DE	DS	C.M. Life Insurance Company	Ownership	100.000	MMLIC	
0000			. 06-1041383 .		-		CML Re Finance LLC	DE	DS	C.M. Life Insurance Company	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			. 04-1590850 .		-		MML Mezzanine Investor L, LLC	DE	DS	Company	Ownership	100.000	MMLIC	
								1	_	Massachusetts Mutual Life Insurance			l	
0000			. 04-1590850 .		-		Berkshire Way LLC	DE	DS	Company	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			26-4441097				WP-SC, LLC	DE	DS	Company	Ownership	81.400	MMLIC	
0000			26-4441097				WP-SC, LLC	DE	DS	C.M. Life Insurance Company	Ownership	18.600	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			. 04-1590850 .		-		MSP-SC, LLC	DE	DS	Company	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			. 27-1435692 . 27-1435692 .				Country Club Office Plaza LLC	DE	DS	Company	Ownership	88.100		
0000			. 27-1435692 .				Country Club Office Plaza LLC	DE	DS	C.M. Life Insurance Company	Ownership	11.900	MMLIC	
0000			37-1732913				Fern Street LLC	DE	DS	Massachusetts Mutual Life Insurance Company	Ownership	100.000	MMLIC	
0000			. 37-1/32913 .				Fern Street LLC	VE		Massachusetts Mutual Life Insurance	Ownership		MMLIC	
0000			46-2252944				Haven Life Insurance Agency, Inc	DE	DS	Company	Ownership	100.000	MMLIC	
0000			40-2232944				liaven Life misurance Agency, mic			Massachusetts Mutual Life Insurance	Owner strip			
0000			. 04-1590850 .				MassMutual Retirement Services, LLC	DE	DS	Company	Ownership	100.000	MMLIC	
0000			104 1030000 .				masswatuar netriement services, LLC			Massachusetts Mutual Life Insurance	Office Sittp		WML10	
0000			04-3356880		0000943903		MML Distributors LLC	MA	DS	Company	Ownership	99.000	MML1C	
0000			04-3356880		0000943903		MML Distributors LLC	MA	DS	MassMutual Holding LLC	Ownership	1.000	MMLIC	
			1						······································	Massachusetts Mutual Life Insurance				
0000			<b></b>				MML Investment Advisers, LLC	DE	DS	Company	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance	,			
0000			04-1590850		.		MML Mezzanine Investor, LLC	DE	DS	Company	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance	,			
0000			. 46-3238013 .				MML Strategic Distributors, LLC	DE	DS	Company	Ownership	100.000		
										Massachusetts Mutual Life Insurance	·			
0000			. 06-1563535 .	2881445	0001103653		The MassMutual Trust Company, FSB	US	DS	Company	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			. 04-1590850 .				MMC Equipment Finance LLC	DE	DS	Company	Ownership	100.000		
0000			26-0073611		-		MassMutual Asset Finance LLC	DE	DS	MMC Equipment Finance LLC	Ownership	99.600	MMLIC	
0000			26-0073611		-		MassMutual Asset Finance LLC	DE	DS	C.M. Life Insurance Company	Ownership	0.400	MMLIC	
0000			. 20-1217159 .		-		Winmark Limited Funding, LLC	DE	DS	MassMutual Asset Finance LLC	Ownership	100.000	- MMLIC	
0000			. 27-1379258 .		-		MMAF Equipment Finance LLC 2009-A	DE	DS	MassMutual Asset Finance LLC	Ownership	100.000	- MMLIC	
0000			. 45–2589019 .		-		MMAF Equipment Finance LLC 2011-A	DE	DS	. MassMutual Asset Finance LLC	Ownership	100.000	MMLIC	
0000			04 4500050				MML Private Placement Investment Company I	, ,		Massachusetts Mutual Life Insurance		100.000	100	
0000			. 04-1590850 .		-		LLC	DE	DS	Company	Ownership	100.000	MMLIC	
0000			45-4376777				MCC Halding Company 110	DE	Do	Massachusetts Mutual Life Insurance	Ownership	100 000	MMLIC	
0000			04-3341767		-		MSC Holding Company, LLC		DS	Company	Ownership	100.000	IMMLIC	
0000			_[U4-3341/6/ .		.		MassMutual Holding MSC, Inc.	MA	DS	MSC Holding Company, LLC	Ownership	100.000		

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											Type	If		1
											of Control	Control		
											(Ownership,	is		
						Name of Securities			Relation-		Board,	Owner-		
						Exchange		Domi-	ship		Management,	ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Group		Company	ID	Federal		(U.Ś. or	Parent, Subsidiaries	Loca-	Reporting	Directly Controlled by	Influence,	Percen-	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
										Massachusetts Mutual Life Insurance				
0000			04-2854319	2392316			MassMutual Holding LLC	DE	DS	Company	Ownership	100.000	MMLIC	
0000			06-1597528 .				MassMutual Assignment Company	NC	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			04-1590850 .		0001399869		MassMutual Capital Partners LLC	DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			47-1296410				MassMutual Ventures LLC	DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000							MM Caerulus Holdco US LLC	DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			04-1590850				MM Rothesay Holdco US LLC	DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			04-1590850		0000701059		MML Investors Services, LLC	MA	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			04-1590850				MML Insurance Agency, LLC	MA	DS	MML Investors Services, LLC	Ownership	100.000	MMLIC	
0000			41-2011634		0001456663		MMLISI Financial Alliances, LLC	DE	DS	MML Investors Services, LLC	Ownership	51.000		
0000			. 04-3313782				MassMutual International LLC	DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000							MassMutual Asia Limited	HKG	DS	MassMutual International LLC	Ownership	100.000	MMLIC	
0000							MassMutual Asia Investors Ltd	HKG	DS	MassMutual Asia Limited	Ownership	100.000	MMLIC	
0000							MassMutual Guardian Limited	HKG	DS	MassMutual Asia Limited	Ownership	100.000	MMLIC	
0000							MassMutual Insurance Consultants Limited	HKG	DS	MassMutual Asia Limited	Ownership	100.000	MMLIC	
0000							MassMutual Services Limited	HKG	DS	MassMutual Asia Limited	Ownership	100.000	MMLIC	
0000							MassMutual Trustees Limited	HKG	DS	MassMutual Asia Limited	Ownership	80.000	MMLIC	
							Protective Capital (International) Limited							
0000								HKG	DS	MassMutual Asia Limited	Ownership	100.000		
0000							MassMutual Life Insurance Company	JPN	DS	MassMutual International LLC	Ownership	100.000	MMLIC	
0000				-			MassMutual Internacional (Chile) SpA	CHL	DS	MassMutual International LLC	Ownership	100.000	MMLIC	
0000							MassMutual (Chile) Limitada	CHL	DS	MassMutual International LLC	Ownership	100.000	MMLIC	
0000							Compania de Seguros CorpVida S.A	CHL	DS	MassMutual International LLC	Ownership	27.900	MMLIC	
0000			45-4000072				MM Asset Management Holding LLC	DE	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			51-0504477		0000009015		Babson Capital Management LLC	DE	DS	MassMutual Asset Management Holding LLC		100.000	MMLIC	
0000			80-0875475				Babson Capital Finance LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000		
0000							BCF Europe Funding Limited	JRL	DS	Babson Capital Finance LLC	Ownership	100.000	MMLIC	
0000			. 04-3238351 .		0000930012		Babson Capital Securities LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			98-0437588 .				Babson Capital Guernsey Limited	GGY	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			98-0432153				Babson Capital Europe Limited	GBR	DS	Babson Capital Guernsey Limited	Ownership	100.000	MMLIC	
0000							Almack Mezzanine GP III Limited	GBR	DS	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
0000							Almack Holding Partnership GP Limited	GBR	DS	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
0000							Almack Mezzanine Fund Limited	GBR	DS	Babson Capital Europe Limited	Ownership	100.000	MMLIC	-
0000							Almack Mezzanine Fund II Limited	GBR	DS	Babson Capital Europe Limited	Ownership	100.000		-
0000							Babson Capital Global Advisors Limited	GBR	DS	Babson Capital Europe Limited	Ownership	100.000	MMLIC	-
0000			EE 0070400	3456895	0001379495		Babson Capital Japan KK	JPN	DS	Babson Capital Management LLC	Ownership	100.000	MMLICMMLIC	-
0000			. 55-0878489 . . 04-3238351 .	3456895	. 0001379495 0001011148		Cornerstone Real Estate Advisers LLC	DE CA	DS DS.	Babson Capital Management LLC Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	-
0000			. 04-3238331 .	3430893	. 0001011148		Cornerstone Real Estate Advisers Inc.	UA		Cornerstone Real Estate Advisers LLC	Owner sn i p	100.000		
0000							K.K.	_JPN	DS	Cornerstone Real Estate Advisers LLC	Ownership	100 000	MMLIC	
0000							******	PIN		Cornerstone Hear Estate Advisers LLC	Uwnersnip	100.000	MMLIC	
0000							Cornerstone Real Estate UK Holdings Limited	DE	DS	Cornerstone Real Estate Advisers LLC	Ownership	_100.000	MMLIC	
0000								VE			Ownership	100.000	MMLIC	
0000			98-0654401				Cornerstone Real Estate UK (No. 2) Limited	GBR	DS.	Cornerstone Real Estate UK Holdings	Ownership	100.000	MMLIC	
0000			. 1044600-06				Corporatore Deal Estate Advisors Fire	Hau	Δδ	Cornerstone Real Estate UK Holdings	Ownership	100.000	.   INML 10	-
0000			00 0054000				Cornerstone Real Estate Advisers Europe	GBR	DS		Ownership	100,000	MMLIC	
0000			98-0654388 .					Hau	υδ	Limited	Ownership	100.000	NIMIL I C	-
0000			00 0054440				Cornerstone Real Estate Advisers Europe Finance LLP	GBR	DC.	Limited	Ownership	100.000	MMLIC	
0000			98-0654412				Babson Capital Asia Limited	GBH	DS DS	Babson Capital Management LLC	Ownership Ownership	100.000	MMLIC	-
							Babson Capital Asia LimitedBabson Capital Australia Holding Company	nnu	აბ	Danson Capital Management LLC	owner strip	100.000	I IVIVIL I U	-
0000							Pty Ltd	AUS	ne	Behan Canital Managament IIC	Ownership	100.000	MMLIC	
טטטע		I	.				rty ∟t0	AUS	DS	Babson Capital Management LLC	Ownership	100.000		-

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						Name of Securities			Relation-		Board,	Owner-		
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		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Group	0 11	Company	, ID	Federal	0114	(U.S. or	Parent, Subsidiaries	Loca-	Reporting		Influence,	Percen-	Ultimate Controlling	*
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	
0000								1110	D0	Babson Capital Australia Holding Company		400 000		
0000		-					Babson Capital Australia Pty Ltd.	AUS HKG	DS	Pty Ltd.	Ownership	100.000	MMLIC	
0000			04-1590850				Babson Capital Cornerstone Asia Limited Wood Creek Capital Management LLC	nku DE	DS DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			26-3115362				Wood Creek Index Company, LLC	DE	DS	Wood Creek Capital Management LLC	Ownership	100.000	MMLIC	
0000			20 3113302 .				mood of eek fridex company, LLC			Massachusetts Mutual Life Insurance	owner strip	100.000	WML10	
0000			45-4848428				Ceres Farms Holdings W. LLC	DE	NIA	Company	Ownership	41.700	MMLIC	
0000			45-4848428				Ceres Farms Holdings W, LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
0000		-	45-3914146				CERES WCMAF Farms. LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
		1								Massachusetts Mutual Life Insurance				
0000			46-2198442 .		. 0001574089		Eighth Note, Inc.	DE	NIA	Company	Ownership	15.300	MMLIC	
0000			46-2198442 .		0001574089		Eighth Note, Inc.	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
0000			46-5205078 .				GFL Holdings, LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
										Massachusetts Mutual Life Insurance				
0000			46-5205078 .				GFL Holdings, LLC	DE	NIA	Company	Ownership	12.500	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			46-1500495 .				U.S. WIG Holdings, LP	DE	NIA	Company	Ownership	11.700	MMLIC	
0000		-	46-1500495 .		-		U.S. WIG Holdings, LP	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
0000			. 46-1500495 .				U.S. WIG Holdings, LP	DE	NIA	Babson Capital Management LLC	Influence		MMLIC	
										Massachusetts Mutual Life Insurance				
0000			. 90-0841497 . . 90-0841497 .				US Trailer Holdings LLC	DE	NIA	Company	Ownership	19.200	MMLIC	
0000			90-0841497 .				US Trailer Holdings LLC	DE	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
0000			46-3378584				WC Aircraft Holdings US II, LLC	DE	NIA	Company	Ownership	17.900	MMLIC	
0000			46-3378584				WC Aircraft Holdings US II, LLC	DE	NIA	Wood Creek Capital Management LLC	Management	17 . 900	IMMLIC	
0000			46-3378584				WC Aircraft Holdings US II, LLC	DE	NIA	Babson Capital Management LLC	Influence		MMLIC	
5000			140 007 0004 .				NO ATTOTATE HOTATINGS OF TT, LEC			Massachusetts Mutual Life Insurance	THI Tuchoc.		- MML10	
0000							Wood Creek Aircraft Holding I, LP	CYM	NIA	Company	Ownership	12.100	MMLIC	
0000							Wood Creek Aircraft Holding I, LP	CYM	NIA	Wood Creek Capital Management LLC	Management		MMLIC	
							Babson Capital Floating Rate Income Fund							
0000			04-1590850 .		. 0001501011		Management, LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
							Babson Capital Core Fixed Income							
0000		.	27-3523916 .		. 0001503878		Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
		1					Babson Capital Total Return Management LLC							
0000		-	27-3524203 .		. 0001503879			DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000		-	98-0536233 .				Benton Street Advisors, Inc.	CYM	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000		-	04-1590850 .		-		SDCOS Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000		-	04-1590850 .				Credit Strategies Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000		-	. 04-1590850 . 04-1590850 .				Great Lakes III GP, LLC Loan Strategies Management LLC	DE	DS	Babson Capital Management LLC Babson Capital Management LLC	Ownership	100.000	IMMLIC	
0000		-	04-1590850 .				Mezzco LLC	DE	DS DS	Babson Capital Management LLCBabson Capital Management LLC	Ownership	100.000	MMLIC	
0000		-	02-0767001		-		Mezzco II LLC	DE	DS DS	Babson Capital Management LLCBabson Capital Management LLC	Ownership	98.400	MMLIC	
0000		·	41-2280126		-		Mezzco III LLC	DE	DS	Babson Capital Management LLC	Ownership	99.300	MMLIC	
0000			80-0920285 .				Mezzco IV LLC	DE	DS	Babson Capital Management LLC	Ownership.	99.300	MMLIC	
0000		1	90-0666326 .				Mezzco Australia LLC	DE	DS	Babson Capital Management LLC	Ownership.	72.000	MMLIC	
							Somerset Special Opportunities Management						1	
0000			04-1590850 .				LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			04-1590850 .				Winterset Management LLC	DE	DS	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			84-1149206 .	2897101			Oppenheimer Acquisition Corp.	DE	DS	MassMutual Asset Management Holding LLC	Ownership	96.600	MMLIC	
0000			13-2527171	2679183	0000820031		OppenheimerFunds, Inc.	CO	DS	Oppenheimer Acquisition Corp	Ownership	100.000	MMLIC	
0000			13-2953455		. 0000276541		OppenheimerFunds Distributor, Inc.	NY	DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	

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						Exchange		Domi-	ship		Management,	ship	
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide	
Group		Company	ID	Federal		(U.S. or	Parent, Subsidiaries	Loca-	Reporting		Influence,	Percen-	Ultimate Controlling
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s) *
0000			84-1106295				Oppenheimer Real Asset Management, Inc	DE	DS	OppenheimerFunds, Inc.	Ownership	100.000	
0000			13-4160541	3458125	0001179479		OFI Global Institutional, Inc	NY	DS	OppenheimerFunds, Inc.	Ownership	100.000	
										OFI Institutional Asset Management, Inc.			
0000			13-3459790	2914875			OFI Global Trust Company	NY	DS		Ownership	100.000	
										OFI Institutional Asset Management, Inc.			
0000			22-2697140				HarbourView Asset Management Corporation	NY	DS		Ownership	100.000	
0000			05 4054000		0000000700		Total I I I I I I I I I I I I I I I I I I I	DA.	D0	OFI Institutional Asset Management, Inc.	0	100 000	10// 10
0000			25-1951632		. 0000099782 . 0000857468		Trinity Investment Management Corporation	PA	DS	Onnenha i mar Eunda II	Ownership	100.000	MMLIC
0000			84-1128397 84-1066811		. 0000857468		OFI SteelPath, Inc	DE	DS DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC
0000			. 84-1066811 . . 84-0765063 .		. 0000276398		OFI Global Asset Management, Inc.	DE	DS DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC
0000			91-2036414		. 0001041674		OFI Private Investments Inc.	NY	DS DS	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC
0000			62-1210532		. 0001173400		Tremont Group Holdings, Inc.	NY	DS	Oppenheimer Acquisition Corp.	Ownership.	100.000	MMLIC
0000			06-1121864		0000764139		Tremont Partners, Inc.	CT	DS	Tremont Group Holdings, Inc.	Ownership.	100.000	MMLIC
					.   0000701100		Tremont Capital Management (Ireland)			Tromont droup nordings, me.	- 0 m or or p		
0000							Limited	IRL	DS	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC
0000			20-8215352				Tremont GP, Inc.	DE	DS	Tremont Group Holdings, Inc.	Ownership	_100.000	MMLIC
0000			90-0874510				Settlement Agent LLC	DE	DS.	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC
0000							Tremont (Bermuda) Limited	BMU	DS	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC
0000			04-1590850				MassMutual Baring Holding LLC	DE	DS	MassMutual Asset Management Holding LLC .	Ownership	100.000	MMLIC
0000			98-0241935	2363071	. 0000932463		Baring North America LLC	MA	DS	MassMutual Baring Holding LLC	Ownership	100.000	
0000							MassMutual Holdings (Bermuda) Limited	BMU	DS	MassMutual Baring Holding LLC	Ownership	100.000	
0000			98-0241935				Baring Asset Management Limited	GBR	DS	MassMutual Holdings (Bermuda) Limited	Ownership	100.000	
0000			98-0457328		. 0001568131		Baring International Investment Limited	GBR	DS	Baring Asset Management Limited	Ownership	100.000	
							Baring International Investment Management						
0000			98-0457587				Holdings	GBR	DS	Baring Asset Management Limited	Ownership	100.000	
							Baring Asset Management UK Holdings			Baring International Investment			
0000			98-0457576 .				Limited	GBR	DS	Management Holdings	Ownership	100.000	
0000			00 0405004				Decision Accest Newscond Cold	DELL	D0	Baring Asset Management UK Holdings	0	100 000	10// 10
0000			98-0465031 .				Baring Asset Management GmbH	DEU	DS	LimitedBaring Asset Management UK Holdings	Ownership	100.000	
0000			98-0524271				Baring Asset Management (Asia) Holdings Limited	HKG	DS	Limited	Ownership	100.000	MMLIC
0000			. 30-0324211 .		-		Baring International Fund Managers	INU		Baring Asset Management (Asia) Holdings	Owner SITTP	100.000	
0000			98-0457465				(Bermuda) Limited	BMU	DS	Limited	Ownership	100.000	MMLIC
							(Dormada) Elimitoa	טוווע		Baring Asset Management (Asia) Holdings	omior sittp		
0000			98-0457463				Baring Asset Management (Asia) Limited	HKG	DS.	Limited	Ownership	100.000	
0000							Baring Asset Management Korea Limited	KOR	DS	Baring Asset Management (Asia) Limited	Ownership	100.000	MMLIC
							J			Baring Asset Management (Asia) Holdings	,		
0000			98-0236449				Baring Asset Management (Japan) Limited	JPN	DS	Limited	Ownership	100.000	
							Baring Asset Management (Australia) Pty			Baring Asset Management (Asia) Holdings			
0000			98-0457456				Limited	AUS	DS	Limited	Ownership	100.000	MMLIC
							Baring International Fund Managers			Baring Asset Management UK Holdings			
0000			98-0524272				(Ireland) Limited	JRL	DS	Limited	Ownership	100.000	
										Baring Asset Management UK Holdings			
0000							Baring Asset Management Switzerland Sàrl	CHE	DS	Limited	Ownership	100.000	MMLIC
			00.04							Baring Asset Management UK Holdings			
0000			98-0457707				Baring SICE (Taiwan) Limited	JWN	DS	Limited	Ownership	100.000	
0000			00 0407550				D : 5 040	<sub></sub>		Baring Asset Management UK Holdings		100 000	
0000			98-0497550		-		Baring France SAS	FRA	DS	Limited	Ownership	100.000	MMLIC
0000			98-0457586		-		Baring Fund Managers Limited	GBR	DS	Baring Asset Management Limited	Ownership	100.000	MMLIC
0000			98-0457574	.	.		Baring Pension Trustees Limited	GBR	DS	Baring Asset Management Limited	Ownership	100.000	MMLIC

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						Name of Securities			Relation-		Board,	Owner-		
						Exchange		Domi-	ship		Management,	ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Group		Company	ID	Federal		(U.S. or	Parent, Subsidiaries	Loca-	Reporting	Directly Controlled by	Influence,	Percen-	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
0000	aroup Hamo	0000	98-0457578	11002	Ont	momationary	Baring Investment Services Limited	GBR	DS	Baring Asset Management Limited	Ownership	100.000	MMLIC	
							MassMutual International Holding MSC, Inc.							
0000			. 04-3548444 . . 62-0951563 .	1160004	0001259664		Fig. 4 H 4 i.l. T 4 O	MA TN	DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			04-3324233	1160004	. 0001259664		First Mercantile Trust Company	DE	DS DS.	. MassMutual Holding LLC	Ownership		MMLIC	
0000			04-3324233 .				MML Realty Management Corporation	DE	DS DS	MassMutual Holding LLC	Ownership.	100.000	MMLIC	
0000			47-1466022				Society of Grownups, LLC	MA	DS DS	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			47-1400022				Socrety of drownups, LLC	MA		Massachusetts Mutual Life Insurance	Owner Strip		WWLTC	
0000			04-1590850 .				MML Mezzanine Investor II, LLC	DE	DS	Company	Ownership	100.000		
										Massachusetts Mutual Life Insurance				
0000			. 04–1590850 .				MML Mezzanine Investor III, LLC	DE	DS	Company	Ownership	. 100.000		
0000			27-3576835 .				MassMutual External Benefits Group LLC	DE	DS	Company	Ownership	100.000	MMLIC	
							macomataat External Bonott to aroup EEO			Massachusetts Mutual Life Insurance				
0000			04-1590850				MML Re Finance LLC	DE	DS	Company	Ownership	100.000	MMLIC	
			04-1590850					DE		Massachusetts Mutual Life Insurance	•		MMLIC	
0000			104-1590850				MP-Apts, LLC		DS	Company Massachusetts Mutual Life Insurance	Ownership	. 100.000		
0000			27-4349154 .				580 Walnut Cincinnati LLC	DE	NIA	Company	Ownership	50.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			52-2274685 .				C A F I, Inc	MD	DS	Company	Ownership	69.900	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			56-2574604 .				Invicta Advisors LLC	DE	NIA	Company	Ownership	89.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			27-0105644 .				Jefferies Finance LLC	DE	NIA	Company	Ownership	45.000	MMLIC	1
0000			27-0105644 .				Jefferies Finance LLC	DE	NIA	Babson Capital Management LLC	Ownership	5.000	MMLIC	
0000			04 4500050		0000007400		B : 1 E : 1 E . 1 . 1 . 1 . 1 . 1 . 1 . 1 . 1 . 1	DE		Massachusetts Mutual Life Insurance		400 000	188 10	
0000			. 04-1590850 .		0000067160		MML Private Equity Fund Investor LLC	DE	NIA	Company	Ownership	100.000		
0000			. 04–1590850 .				MM Private Equity Intercontinental LLC	DE	NIA	MML Private Equity Fund Investor LLC Massachusetts Mutual Life Insurance	Ownership	100.000	MMLIC	
0000							Almack Mezzanine Fund   LP	GBR	NIA	Company	Ownership	35.600	MMLIC	
0000							Almack Mezzanine Fund   LP	GBR	NIA	C.M. Life Insurance Company	Ownership	4.000	MMLIC	
0000		.					Almack Mezzanine Fund   LP	GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
										Massachusetts Mutual Life Insurance				
0000							Almack Mezzanine Fund II Unleveraged LP	GBR	NIA	Company	Ownership	71.300		
0000							Almack Mezzanine Fund II Unleveraged LP	GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
0000							Alasah Nassasias Food III IB	ODD	NII A	Massachusetts Mutual Life Insurance	0	00.000	188 10	
0000							Almack Mezzanine Fund III LP	GBR	NIA	Company	Ownership	33.000	MMLIC	
0000							Almack Mezzanine Fund III LP	GBR	NIA NIA	C.M. Life Insurance Company	Uwnership Management	4. 100	IMMLIC	
							ATHIAGN MEZZAHITIE FUND III LP	אטע	NIA	Massachusetts Mutual Life Insurance	mandyellerit			
0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Company	Ownership	88.200	MMLIC	
0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	C.M. Life Insurance Company	Ownership	11.800	MMLIC	
0000			55-0886109 .		0001321302		Babson Capital High Yield LLC	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
0000			27-3330830	1	0001521404		Babson Capital Floating Rate Income Fund,	DE	NIA	MassMutual Holding LLC	Ownership.	7.100	MMLIC	
					000 132 1404		Babson Capital Floating Rate Income Fund,	∪⊏	N I M	. massmutuar norunny LLC		100	INMIL I U	
0000			27-3330830 .		0001521404		L.P	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
							Babson Capital Global Investment Funds plc			Massachusetts Mutual Life Insurance				
0000				<u> </u>	0001502146			GBR	NIA	Company	Ownership	0.600	MMLIC	

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•	_	•									Type	lf		
											of Control	Control		
											(Ownership,	is		
						Name of Securities			Relation	-	Board,	Owner-		
						Exchange		Domi-	ship		Management,	ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Group	Co	ompany	ID	Federal		(U.S. or	Parent, Subsidiaries	Loca-	Reportin	g Directly Controlled by	Influence,	Percen-	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Ėntity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
							Babson Capital Global Investment Fund 2			Massachusetts Mutual Life Insurance				
0000					0001582591		plc	JRL	NIA	Company	Ownership	21.800	MMLIC	
							Babson Capital Global Investment Fund 2							
0000					0001582591		plc	JRL	NIA	Babson Capital Management LLC	Management		MMLIC	
										Massachusetts Mutual Life Insurance				
0000					0001515694		Babson Capital Global Umbrella Fund plc	GBR	NIA	Company	Ownership	52.900	MMLIC	
0000			07 4500447					DE.		Massachusetts Mutual Life Insurance	0 1:	70 400	188.10	
0000			37-1506417				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	Company	Ownership	78.400		
0000			37-1506417 . 37-1506417 .				Babson Capital Loan Strategies Fund, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	3.900	MMLIC	
0000			3/-150641/				Babson Capital Loan Strategies Fund, L.P Babson CLO Ltd. 2005-1	DE	NIA NIA	Babson Capital Management LLC	Management		MMLIC	7
0000							Babson CLO Ltd. 2005-1	CYM	NIA	Babson Capital Management LLC	Influence	-	MMLIC	
0000							Babson CLO Ltd. 2005-11	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	3
0000							Babson CLO Ltd. 2005-111	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	9
0000							Babson CLO Ltd. 2006-11	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	10
0000							Babson CLO Ltd. 2007-1	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	11
0000							Babson CLO Ltd. 2011-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000							Babson CLO Ltd. 2012-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000							Babson CLO Ltd. 2012-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000							Babson CLO Ltd. 2013-1	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	14
0000			98-1128827				Babson CLO Ltd. 2013-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	15
0000			00 1120027 .				Babson CLO Ltd. 2014-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000							Babson Euro CLO 2014-I BV	NLD	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000			46-3133952				Babson Global Floating Rate Fund	MA	NIA	Babson Capital Management LLC	Ownership	45.400	MMLIC	
							Babson Global Income Opportunities Credit				,			
0000			46-3119764				Fund	MA	NIA	Babson Capital Management LLC	Ownership	84.300	MMLIC	
0000							Babson Mid-Market CLO Ltd. 2007-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	2
0000			98-0536233 .				Benton Street Partners I, L.P.	CYM	NIA	MassMutual Capital Partners LLC	Ownership	95.900	MMLIC	
0000			98-0536233 .				Benton Street Partners I, L.P.	CYM	NIA	Babson Capital Management LLC	Management		MMLIC	
0000			98-0536233 .				Benton Street Partners I, L.P.	CYM	NIA	C.M. Life Insurance Company	Ownership	0.100	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			98-0536233 .				Benton Street Partners I, L.P.	CYM	NIA	Company	Ownership	4.000	MMLIC	
0000			98-0536199				Benton Street Partners II, L.P.	CYM	NIA	Babson Capital Management LLC	Ownership	98.800	MMLIC	5
0000							Clear Lake CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence	-	MMLIC	
						1	Connecticut Valley Structured Credit CDO				1			
0000							II, Ltd	CYM	NIA	Babson Capital Management LLC	Influence	-	MMLIC	12
0000						1	Connecticut Valley Structured Credit CDO	0.41			1		MMLIC	
0000							III, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence			
0000				4007418			Diamond Lake CLO, Ltd.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	4
0000				4007418			Duchess I CDO S.A.  Duchess III CDO S.A.	GBR	NIA NIA	Babson Capital Management LLC Babson Capital Management LLC	Influence		MMLIC	
0000				6441004			Duchess IV CDO S.A.	GBR		Babson Capital Management LLCBabson Capital Management LLC	Influence	-	MMLIC	
0000							Duchess V CDO S.A.	GBR	NIANIA	Babson Capital Management LLC Babson Capital Management LLC	Influence	-	MMLIC	
0000				3981641			Duchess VI CLO B.V.	GBR	NIA	Babson Capital Management LLCBabson Capital Management LLC	Influence	-	MMLIC	
0000				4007502			Duchess VII CLO B.V.	GBR	NIA	Babson Capital Management LLCBabson Capital Management LLC	Influence	-	MMLIC	
0000				1001302	-		Fugu CLO B.V.	GBR	NIA	Babson Capital Management LLCBabson Capital Management LLC	Influence	-	MMLIC	6
0000							Fugu Credit Plc	GBR	NIA	Babson Capital Management LLCBabson Capital Management LLC	Influence	-	MMLIC	6
0000							rugu oreurt i io	ווטע	NI /\	Massachusetts Mutual Life Insurance	I THE FUEL CO.			0
0000			80-0691253 .		0001517196	1	Gateway Mezzanine Partners I, L.P.	DE	NIA	Company	Ownership	74.900	MMLIC	
0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	9.300	MMLIC	
0000			80-0691253		0001517196		Gateway Mezzanine Partners I. L.P.	DF	NIA	Babson Capital Management LLC	Management		MMLIC	
טטטע			00 <sup>-</sup> 000 1200 .		1000 10 17 190		uateway   wezzaiiiie raitliels I, L.F	∪Ľ	N I VI	Dansun vapitai manayement LLV	.   mandyement		ww.lo	

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											Type	lf		
											of Control	Control		
											(Ownership,	is		
						Name of Securities			Relation-		Board,	Owner-		
						Exchange		Domi-	ship		Management,	ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Group		Company	ID	Federal		(U.S. or	Parent, Subsidiaries	Loca-	Reporting		Influence,	Percen-	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
0000			80-0691253 .		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NI A	MassMutual Holding LLC	Ownership	10.900	MMLIC	
0000							Gateway Mezzanine Partners I Trust	CYM	NI A	Babson Capital Management LLC	Influence		MMLIC	
										Massachusetts Mutual Life Insurance				
0000			90-0991195 .		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	Company	Ownership	85.500	MMLIC	
0000			90-0991195 <sub>-</sub>		0001597511 0001597511		Gateway Mezzanine Partners II LP	DE	NIA	C.M. Life Insurance Company	Ownership	12.800	MMLIC	
0000			90-0991195 .		0001597511		Gateway Mezzanine Partners II LP	DE	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance	Management		MMLIC	
0000			71-1018134				Great Lakes II LLC	DE	NIA	Company	Ownership	11.200	MMLIC	
0000			71-1018134 .				Great Lakes II LLC	DE	NIA	C.M. Life Insurance Company	Ownership	1.000	MMLIC	
0000		-	. 1 1-1010134 .				ureat Lanes II LLU		NI /\	Massachusetts Mutual Life Insurance	Owner Siffp	1.000		
0000			37-1708623		0001565779		Great Lakes III. L.P.	DE	NIA	Company	Ownership	35.700	MML1C	
0000			37-1708623 .		0001565779		Great Lakes III, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
										Massachusetts Mutual Life Insurance				
0000			56-2505390				Great Lakes LLC	DE	NIA	Company	Ownership	4.400	MMLIC	
0000			56-2505390				Great Lakes LLC	DE	NIA	C.M. Life Insurance Company	Ownership	0.500	MMLIC	
0000			46-2344300 .				Intermodal Holdings II LLC	DE	NIA	Babson Capital Management LLC	Influence		MMLIC	
							-			Massachusetts Mutual Life Insurance				
0000			56-2574568				Invicta Holdings LLC	MA	NIA	Company	Ownership	85.600	MMLIC	
0000							Malin CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000							Newton CDO Ltd	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000							Rockall CLO B.V.	GBR	NI A	Babson Capital Management LLC	. Influence		MMLIC	
0000							Saint James River CDO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000							Salomon Trust 2001-MM	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	13
0000							Sapphire Valley CDO I, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	13
0000			74 0400000				0D000 I D	DE		Massachusetts Mutual Life Insurance	0 1:	400 000	188 10	
0000			74-3182902 <sub>-</sub> 74-3182902 <sub>-</sub>				SDCOS L.P.	DE	NIA NIA	CompanyBabson Capital Management LLC	Ownership	100.000	MMLIC	
0000			. 74-3 182902 .				SDC05 L.P	VE	NI A	Massachusetts Mutual Life Insurance	. management			
0000			20-8856877 .		0001409910		Somerset Special Opportunities Fund L.P	DE	NIA	Company	Ownership	31.600	MMLIC	
0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P	DE	NIA	C.M. Life Insurance Company	Ownership	1.500	MMLIC	
0000			20-8856877		0001409910		Somerset Special Opportunities Fund L.P	DE	NIA	Babson Capital Management LLC	Management	1.000	MMLIC	
0000							Suffield CLO, Limited	CYM	NIA.	Babson Capital Management LLC	Influence		MMLIC	
0000							Summit Lake CLO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence_		MMLIC	
0000			46-3123110 .				Sweet Tree Holding 1 LLC	DE	NIA	Babson Capital Management LLC	Influence		MMLIC	
										Massachusetts Mutual Life Insurance				
0000			46-3123110 .				Sweet Tree Holding 1 LLC	DE	NIA	Company	Ownership	74.500	MMLIC	
		1								Massachusetts Mutual Life Insurance				
0000			. 04-3722906 .		0001228752		Tower Square Capital Partners, L.P	DE	NI A	Company	Ownership	41.200	MMLIC	
0000			04-3722906 .		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership	0.600	MMLIC	
0000			04-3722906 .		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
0000		-	04-3722906 .		0001228752		Tower Square Capital Partners, L.P.	DE	NIA	MassMutual Holding LLC	Ownership	6.100	MMLIC	
0000			00 0000040		0004045070		Towns Course Constant Department 11 1 2	חר	AJ I A	Massachusetts Mutual Life Insurance	Ownership	00.400	MAIL IC	
0000		-	. 30-0336246 . . 30-0336246 .		0001345379 0001345379		Tower Square Capital Partners II, L.P Tower Square Capital Partners II, L.P	DE	NIA NIA	Company	Ownership	4.000	MMLIC	
0000		-	. 30-0336246 . . 30-0336246 .		0001345379		Tower Square Capital Partners II, L.P	DE	NIA NIA	Babson Capital Management LLC	Management	4.000	MMLIC	
0000			30-0336246 .		0001345379		Tower Square Capital Partners II, L.P	DE	NIA NIA	MassMutual Holding LLC	Ownership.	6 . 100	MMLIC	
0000			. 00-0000240 .		0001040079		ionei oquale capital raithers II, L.F	UE	NI /\	Massachusetts Mutual Life Insurance	owner sittp	0. 100		
0000			32-0160190				Tower Square Capital Partners II-A, L.P	DE	NIA	Company	Ownership	76.800	MMLIC	
0000			32-0160190				Tower Square Capital Partners II-A, L.P	DE	NIA	C.M. Life Insurance Company	Ownership	13.600	MMLIC	
0000			32-0160190 .				Tower Square Capital Partners II-A, L.P	DE	NIA	Babson Capital Management LLC	Management	10.000	MMLIC	
0000			41-2280127		0001447547		Tower Square Capital Partners III, L.P	DE	NIA	Babson Capital Management LLC	Management	-	MMLIC	

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											Туре	If		'
											of Control	Control		
											(Ownership,	is		'
						Name of Securities			Relation-		Board,	Owner-		'
						Exchange		Domi-	ship		Management,	ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Group		Company	ID	Federal		(U.S. or	Parent, Subsidiaries	Loca-	Reporting	Directly Controlled by	Influence,	Percen-	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
0000			41-2280127 .		0001447547		Tower Square Capital Partners III, L.P	DE	NIA	MassMutual Holding LLC	Ownership	5.000	MML1C	
										Massachusetts Mutual Life Insurance				'
0000			41-2280127 .		0001447547		Tower Square Capital Partners III, L.P	DE	NIA	Company	Ownership	16.200	. MMLIC	
										Massachusetts Mutual Life Insurance				'
0000			41-2280129 .		0001447548		Tower Square Capital Partners IIIA, L.P	DE	NIA	Company	Ownership	86.500	MMLIC	
0000			41-2280129		0001447548		Tower Square Capital Partners IIIA, L.P	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
0000			80-0920340 .		0001597019		Tower Square Capital Partners IV, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
0000			80-0920367		0001598727		Tower Square Capital Partners IV-A, L.P	DE	NIA	MassMutual Holding LLC	Ownership	21.300	MMLIC	
0000		-	80-0920367		0001598727		Tower Square Capital Partners IV-A, L.P	DE	NIA	Babson Capital Management LLC	Management			
0000		-	46-2104352 .				U.S. Trailer Holdings II LLC	DE	NIA	Babson Capital Management LLC	Influence			
0000							Whately CDO, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
2000					0004004000		W	0)/11		Massachusetts Mutual Life Insurance		75 000	188 10	
0000					0001324680		Winterset Capital Partners, L.P.	CYM	NIA	Company	Ownership	75.800	MMLIC	
0000					0001324680		Winterset Capital Partners, L.P.	CYM	NIA	C.M. Life Insurance Company	Ownership	2.400	MMLIC	
0000					0001324680		Winterset Capital Partners, L.P.	CYM	NIA	Babson Capital Management LLC Massachusetts Mutual Life Insurance	Management		MMLIC	
0000			20-4981369		0001371601		Wood Creek Multi Asset Fund, L.P.	DE	NIA		0	100.000	MMLIC	'
			20-4981369 .		0001371601					Company	Ownership	100.000	MMLIC	
0000			20-4981369 .		. 10001371601		Wood Creek Multi Asset Fund, L.P	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
0000			04-1590850				Ward Creek Venture Fund II C	MA	NIA	Massachusetts Mutual Life Insurance Company	0	60.000	MMLIC	
0000			. 04-1090800 .				Wood Creek Venture Fund LLC	MA	NIA	Company	Ownership	000.00	MML IC	
0000			45-4184261		0001547286		Baring All Country World ex US Equity Fund	DE	NIA	Baring Asset Management Limited	Influence		MMLIC	
0000			40-4104201 .		0001347200			VE	NIA	Massachusetts Mutual Life Insurance	Initiaerice		MINICIO	
0000							Baring Emerging Market Corp Debt Fund	JRL	NIA	Company	Ownership	65.900	MMLIC	
0000							Baring Emerging Market Corp Debt Fund	JRL	NIA	Baring Asset Management Limited	Management		MMLIC	
0000							barring Emergring market corp best Fund	J NL		Massachusetts Mutual Life Insurance	management			
0000			11-3789446				Baring Focused EAFE Equity Fund	DE	NIA	Company	Ownership	14.300		
0000			11-3789446				Baring Focused EAFE Equity Fund	DE	NIA	Baring Asset Management Limited	Management.	14.000	MMLIC	
0000			. 11 0/00440 .				Baring Global Dynamic Asset Allocation			Massachusetts Mutual Life Insurance	managoment		WINE TO	
0000			30-0607379		0001497049		Fund	DE	NIA	Company	Ownership.	50.300	MMLIC	
		-					Baring Global Dynamic Asset Allocation			Company	omici dirip			
0000			30-0607379		0001497049		Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
0000			39-2059577		0001491482		Baring International Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
[					1		Baring International Small Cap Equity Fund			Massachusetts Mutual Life Insurance				
0000			26-4142796 .					DE	NIA	Company	Ownership	100.000	MMLIC	
							Baring International Small Cap Equity Fund			. ,				
0000			26-4142796 .					DE	NIA	Baring Asset Management Limited	Management		MMLIC	
0000			46-1197222				Baring World Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
							Multi-Employer Global Aggregate				-			
0000			26-1896226 .				Diversified Portfolio	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
		1			1		12-18 West 55th Street Predevelopment, LLC			Massachusetts Mutual Life Insurance	-			
0000		.	20-2548283					DE	NIA	Company	Ownership		MMLIC	
					1		12-18 West 55th Street Predevelopment, LLC							
0000			20-2548283 .					DE	NIA	C.M. Life Insurance Company	Ownership	7.700		
					1					Massachusetts Mutual Life Insurance	1			
0000			46-4803557 .				2 Harbor Shore Member LLC	DE	NIA	Company	Ownership	91.000	MMLIC	
0000			46-4803557 .				2 Harbor Shore Member LLC	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
					1					Massachusetts Mutual Life Insurance				
0000			45-5257904 .				21 West 86 LLC	DE	NIA	Company	Ownership	91.200	. MMLIC	
0000		.	45-5257904				21 West 86 LLC	DE	NIA	C.M. Life Insurance Company	Ownership	4.800	MMLIC	

	PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM													
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											Type	If		
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											(Ownership,	is		
						Name of Securities			Relation-		Board,	Owner-		
						Exchange		Domi-	ship		Management,	ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Group		Company	ID	Federal		(U.S. or	Parent, Subsidiaries	Loca-	Reporting	Directly Controlled by	Influence,	Percen-	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
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0000			45-2779931				AT Mid-Atlantic Office Portfolio LLC	DE	NIA	Company	Ownership	90.000	MMLIC	
0000			45-2779931				AT Mid-Atlantic Office Portfolio LLC	DE	NIA	C.M. Life Insurance Company	Ownership	10.000	MMLIC	
0000			40 Z110001				AT WITH ACTUALITY OF THE TOTAL LEG			Massachusetts Mutual Life Insurance	owner strip.		WINE TO	
0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	Company	Ownership	35.800	MMLIC	
0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	C.M. Life Insurance Company	Ownership	1.900	MMLIC	
0000			20-4570515		0001362970		Babson Mezzanine Realty Investors I	DE	NIA	Cornerstone Real Estate Advisers LLC	Management	1.500	MMLIC	
0000			20 40/00/0		. 0001002570		Dabson wczzannie nearty investors i			Massachusetts Mutual Life Insurance	management			
0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Company	Ownership	69.800	MMLIC	
0000			24-1446970		0001362970		Babson Mezzanine Realty Investors II	DE	NIA	Cornerstone Real Estate Advisers LLC	Management	000.60	MMLIC	
0000			27 1770070		. 0001002370		Dabson mczzannie nearty myestols II			Massachusetts Mutual Life Insurance	managoniont	-		
0000			04-1590850				CHC/RFP VI Core LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
0000			06-1595820		-		Cornerstone Apartment Fund I, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
0000			20-5786329		0001386622		Cornerstone Apartment Venture III, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
0000			. 20-3/00329 .		. 0001300022		Cornerstone Apartment venture III, LLC	DE	NIA	Massachusetts Mutual Life Insurance	IIII Tuelice		INWILTO	
0000			56-2639862				Cornerstone Austin Park Central   LP	DE	NIA	Company	Ownership	91.000	MMLIC	
0000			56-2639862				Cornerstone Austin Park Central   LP	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
0000			27-1701733		0001481753		Cornerstone Core Mortgage Fund I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
0000			21-1101133		. 0001401733		Cornerstone core mortgage rund i Er		IN I A	Massachusetts Mutual Life Insurance	management		WWLIV	
0000			27-1701622		0001481752		Cornerstone Core Mortgage Venture   LP	DE	NIA	Company	Ownership	50.000	MMLIC	
0000			27-1701022		. 0001481752		Cornerstone Core Mortgage Venture I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
0000			45-3751572		0001481732		Cornerstone Enhanced Mortgage Fund   LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	16.000	MMLIC	
0000			45 5/5/5/2		. 0001334077		Corner stone Limanced mortgage rund i Li		NIA	Massachusetts Mutual Life Insurance	Owner strip	10.000		
0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	Company	Ownership	83.900	MMLIC	
0000			56-2630592				Cornerstone Fort Pierce Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.100	MMLIC	
0000			. 00 2000002				dorner atone for the refee beveropment LLO			Massachusetts Mutual Life Insurance	owner strip		INNETO	
0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Company	Ownership	92.300	MMLIC	
0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	C.M. Life Insurance Company	Ownership	7.600	MMLIC	
0000			20-8730751				Cornerstone Global Real Estate LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
0000			20 0/00/01				Corner Stone Grobal fical Estate El			Massachusetts Mutual Life Insurance	management			
0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Company	Ownership	49.900	MMLIC	
0000			36-4770946		0001590049		Cornerstone High Yield Venture LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
					355.5500.5		The state of the s			Massachusetts Mutual Life Insurance				
0000			20-5578165				Cornerstone Holding LP	DE	NIA	Company	Ownership	10.000	MMLIC	
							Cornerstone Hotel Income & Equity Fund II			Massachusetts Mutual Life Insurance				
0000			26-1528817		0001423638		LP	DE	NIA	Company	Ownership	16.900	MMLIC	
							Cornerstone Hotel Income and Equity Fund							
0000		1	26-1528817		0001423638		II (PF) LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
							. , =			Massachusetts Mutual Life Insurance			-	
0000			20-5567494	l	.		Cornerstone Non-REIT Holding LLC	DE	NIA	Company	Ownership	33.700	MMLIC	
0000			27-5209432				Cornerstone Real Estate Fund VIII (PF) LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
0000			27-0547156				Cornerstone Real Estate Fund VIII LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC	
			1	1						Massachusetts Mutual Life Insurance				
0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	Company	Ownership	54.000	MMLIC	
0000			26-2399532				CREA/LYON West Gateway, LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.000	MMLIC	
							The state of the s			Massachusetts Mutual Life Insurance				
0000			27-2934589				CREA/Nexus Anaheim Corners Holdings LLC	DE	NIA	Company	Ownership	63.900	MMLIC	
							The state of the s			Massachusetts Mutual Life Insurance				
0000			20-0348173		.		CREA/PPC Venture LLC	DE	NIA	Company	Ownership	93.400	MMLIC	
0000			20-0348173				CREA/PPC Venture LLC	DE	NIA	C.M. Life Insurance Company	Ownership	6.600	MMLIC	

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											Type	If		
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						Name of Securities			Relation-		Board,	Owner-		
						Exchange		Domi-	ship		Management,	ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Group		Company	ID	Federal		(U.S. or	Parent, Subsidiaries	Loca-	Reporting	Directly Controlled by	Influence,	Percen-	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
0000	Group Humo	0000	Hamboi	ПООВ	- Ont	internationary	OI 7 timiatos	1011	Linky	Massachusetts Mutual Life Insurance	Calony	lago	Linkty(100)/1 crocii(c)	+
0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Company	Ownership	63.100		
0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	C.M. Life Insurance Company	Ownership.	6.200	MMLIC	
5000			20 1011001				Tarron cornerstone one will be be			Massachusetts Mutual Life Insurance	owner strip	0.200	MINE 10	
0000			20-3347091				Fan Pier Development LLC	DE	NIA	Company	Ownership.	91.000	MMLIC	
0000			20-3347091				Fan Pier Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
0000			20 004/001				Tan i ici beveropiicit EEO	DL		Massachusetts Mutual Life Insurance	owner strip	0.000	- WINE 10	
0000			46-3880526				Farringdon London Holdings LLC	DE	NIA	Company	Ownership	94.500	MMLIC	
0000			46-3880526				Farringdon London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership	5.500	MMLIC	
0000			40 0000020				Tarringum Emaon nordings EEO			Massachusetts Mutual Life Insurance	omici sirip		- MINE 10	
0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	Company	Ownership	96.000	MMLIC	
0000			46-1586427				Gracechurch London Holdings LLC	DE	NIA	C.M. Life Insurance Company	Ownership.	4.000	MMLIC	
0000			. 40 1300427				di acecharchi Edhadhi noramga EEC			Massachusetts Mutual Life Insurance	Owner Sirrp	4.000	. INVILLIO	
0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	Company	Ownership	45.000	MMLIC	
0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	C.M. Life Insurance Company	Owner ship.	5.000	MMLIC	
0000			20-8298948				Hanover Preferred Facility LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Management	5.000	MMLIC	
0000			20 0230340				Thanover Treferred Facility LLO			Massachusetts Mutual Life Insurance	management		- WWILTO	
0000							Infinity SCD Ltd	GBR	NIA	Company	Ownership	4.200	MMLIC	
0000							illillity 300 Eta	nubn		Massachusetts Mutual Life Insurance	owner sirrp	4.200	INVINETO	
0000			20-4819358				Johnston Groves LLC	DE	NIA	Company	Ownership	57.200	MMLIC	
0000			. 20-40 19330 .				Johnston Groves LLC	UE		Massachusetts Mutual Life Insurance	owner sirrp	1.200		
0000			20-5984759				Metropolitan At Lorton	DE	NIA	Company	Ownership.	93.500	MMLIC	
0000			20-5984759				Metropolitan At Lorton	DE	NIA	C.M. Life Insurance Company	Ownership	6.500	MMLIC	
0000			20-3304733 .				metroporitali At Lorton	UE		Massachusetts Mutual Life Insurance	Owner strip	0.300	. INVINIL TO	
0000			46-3317841				MM Greenhill Office LLC	DE	NIA	Company	Ownership	81.000	MMLIC	
0000			46-3317841				MM Greenhill Office LLC	DE	NIA	C.M. Life Insurance Company	Ownership.	19.000	MMLIC	
0000			40-3317041				www.dreeninini.onnice LLC		NI /	Massachusetts Mutual Life Insurance	owner sirrp	19.000		
0000			46-5347643				MMI/Hines Harrison LLC	DE	NIA	Company	Ownership	92.000	MMLIC	
0000			46-5347643				MMI/Hines Harrison LLC	DE	NIA	C.M. Life Insurance Company	Ownership.	8.000	MMLIC	
0000			10 001/010				WWW.711111C3 TIGHT 13011 EE0			Massachusetts Mutual Life Insurance	owner strip.	0.000	WINE TO	
0000			46-4077059				MM Woodfield Martingale LLC	DE	NIA	Company	Ownership	80.400	MMLIC	
0000			46-4077059				MM Woodfield Martingale LLC	DE	NIA	C.M. Life Insurance Company	Ownership.	19.600	MMLIC	
30000			. 10 7011000 .				""" "OOG! TOTA MAI LINGUID LEO			Massachusetts Mutual Life Insurance	omio: omp	10.000		
0000			46-0808569				PO Parsippany Office Portfolio LLC	DE	NIA	Company	Ownership	95.000	MMLIC	
0000			46-0808569				PO Parsippany Office Portfolio LLC	DE	NIA	C.M. Life Insurance Company	Ownership.	5.000	MMLIC	
			. +0 0000009 .				TO THE STAPPANTY OF THE TOTAL LEG			Massachusetts Mutual Life Insurance	omioi omp		mile IV	
0000			46-5460309	1			Red Lake Ventures LLC	DE	NIA	Company	Ownership	31.500	MMLIC	
							nou Lune Ferrures LLO			Massachusetts Mutual Life Insurance	omioi dirip			
0000			30-0713071	1			Riva Portland LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
5000			00 07 1007 1	-			THE TOTAL CONTROLLED			Massachusetts Mutual Life Insurance	oo. op.			
0000			27-2977720				Sawgrass Village Shopping Center LLC	DE	NIA	Company	Ownership	84.200	MMLIC	
0000			27-2977720				Sawgrass Village Shopping Center LLC	DE	NIA	C.M. Life Insurance Company	Owner ship.	15.800	MMLIC	
0000			2011120				oungrade viringe onepping center LLC			Massachusetts Mutual Life Insurance	omio: omp.		- IIII-10	
0000			46-0606690				Turnpike Executive Park LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
			. 40 0000030 .				Turnpino Executive fair LLO			Massachusetts Mutual Life Insurance	Omioi 3111p			
0000			35-2484550	1			Twenty Two Liberty LLC	MA	NIA	Company	Ownership	91.000	MMLIC	
0000			35-2484550				Twenty Two Liberty LLC	MA	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
0000							I WOILLY INO LIDELLY LLO	niA		Massachusetts Mutual Life Insurance	omici sirip		MINIL I V	
0000			45-4606547	1			UK LIW Manager LLC	DE	NIA	Company	Ownership	1.000	MMLIC	
0000			_ TU TUUUH/ .	1			ON ETH MAHAYET LEV	UE		Massachusetts Mutual Life Insurance	omici sirip	1.000	mmL1V	
0000			45-4606547				UK LIW Member LLC	DF	NIA	Company	Ownership	100.000	MMLIC	
0000			. 400004/ .				TOV FIR MEMBEL FFO	UE	N I M	Uniparty	OWNER SHIP	100.000	.   WWIL I V	

	PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM													
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											Type	If		
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						Name of Securities			Relation-		Board,	Owner-		
						Exchange		Domi-	ship		Management,	ship		
_		NAIC	Federal			if Publicly Traded	Names of	ciliary	_ to		Attorney-in-Fact,	Provide		
Group	<u> </u>	Company	. ID	Federal		(U.S. or	Parent, Subsidiaries	Loca-	Reporting	Directly Controlled by	Influence,	Percen-	Ultimate Controlling	*
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
			.= =							Massachusetts Mutual Life Insurance				
0000			45-5401109 .				Washington Gateway Apartments Venture LLC	DE	NI A	Company	Ownership	90.400	MMLIC	
0000			. 45–5401109 .				Washington Gateway Apartments Venture LLC .	DE	NIA	C.M. Life Insurance Company	Ownership	4.800	MMLIC	
0000			00 0070405				W. t. of and Donald month Association	DE	ALL A	Massachusetts Mutual Life Insurance	0	00.000	MMLIC	
0000			. 20-2970495 .				Waterford Development Associates	DE	NIA	Company	Ownership	90.000	MMLIC	
0000			46-3122029				WeHo Domain LLC	DE	NIA	Massachusetts Mutual Life Insurance	Ownership	86.000	MMLIC	
0000			46-3122029				WeHo Domain LLC	DE	NIA	Company	Ownership		MMLIC	
0000			. 70-3122029 .		-		IIGIO DOIIIA (II LLO	UE	NI /\	Massachusetts Mutual Life Insurance	Onliet 2011b	14.000	INMILIO	
0000			26-2384708				Wesley Chapel Theaters LLC	DE	NIA	Company	Ownership	90.000	MMLIC	
0000			26-2384708		-		Wesley Chapel Theaters LLC	DE	NIA	C.M. Life Insurance Company	Ownership	10.000	MMLIC	
0000			. 20-2004/00 .		-		mestey unaper ineaters LLU	UE	N I M	Massachusetts Mutual Life Insurance	omilial 2011h		. IVIVIL I U	
0000			. 20-5481477 .				Ygnatio Valley Funding	DE	NIA	Company	Ownership.	90.000	MMLIC	
0000			. 20-0401411 .		-		MassMutual Barings Dynamic Allocation Fund	UE	NIA	Massachusetts Mutual Life Insurance	omici ani p	000.00		
0000			45-3168892			00	masswatuar barrings bynamic Arrocation runu	MA	NIA	Company	Ownership	53.700	MMLIC	
0000			- 40 0 100002			OQ		W/\		Massachusetts Mutual Life Insurance	Office 3111p		WILL TO	
0000			04-3212054		0000927972	00	MassMutual Premier Balanced Fund	MA	NIA	Company	Ownership	4.200	MMLIC	
			. 01 02 12001 .		.   0000021012	ou	macomataat fromfor baranooa fana			Massachusetts Mutual Life Insurance	Owner on p			
0000			. 04-3277549 .		. 0000927972	00	MassMutual Premier Core Bond Fund	MA	NI A	Company	Ownership	2.000	MMLIC	
0000			04 02//040 .		. 00000521012	OQ	massimutuar Fremrer oore bond rund			Massachusetts Mutual Life Insurance	- Owner Sirip	2.000	WILL TO	
0000			. 04-3539083 .		. 0000927972	00	MassMutual Premier Disciplined Value Fund	MA	NIA	Company	Ownership	0.200	MMLIC	
						O4	MassMutual Premier Disciplined Growth Fund			Massachusetts Mutual Life Insurance			in Livering and the control of the c	
0000			04-3539084		. 0000927972	00		MA	NIA	Company	Ownership	0.200	MMLIC	
										Massachusetts Mutual Life Insurance	-			
0000			04-3464165		0000927972	0Q	MassMutual Premier Diversified Bond Fund	MA	NIA	Company	Ownership	100.000	MMLIC	
							MassMutual Premier Focused International			Massachusetts Mutual Life Insurance	·			
0000			. 02-0754273 .		. 0000927972	00	Fund	MA	NIA	Company	Ownership	100.000	. MML1C	
										Massachusetts Mutual Life Insurance	·			
0000			. 51-0529334 .		. 0000927972	OQ	MassMutual Premier Global Fund	MA	NIA	Company	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			. 04-3520009 .		. 0000927972	00	MassMutual Premier High Yield Fund	MA	NIA	Company	Ownership	15.500	MMLIC	
							MassMutual Premier Inflation-Protected and			Massachusetts Mutual Life Insurance				
0000			03-0532475 .		. 0000927972	00	Income Fund	MA	NIA	Company	Ownership	9.900	MMLIC	
l							MassMutual Premier International Equity	l		Massachusetts Mutual Life Insurance				
0000			. 04-3212044 .		. 0000927972	0Q	Fund	MA	NI A	Company	Ownership	3.400	MMLIC	
						l.,		l		Massachusetts Mutual Life Insurance				
0000			. 51-0529328 .		. 0000927972	0Q	MassMutual Premier Main Street Fund	MA	NI A	Company	Ownership	73.700	. MMLIC	
0000			04 0040055		0000007070	00	MassMutual Premier Short-Duration Bond		NI A	Massachusetts Mutual Life Insurance	0	100 000	188 10	
0000			. 04-3212057 .		. 0000927972	W	Fund	MA	NIA	Company	Ownership	100.000	MMLIC	
0000			04 0004705		0000007070	00	MassMutual Premier Small/Mid Cap		NI A	Massachusetts Mutual Life Insurance	O	10 400	INH IC	
0000			. 04-3224705 .		. 0000927972	UV	Opportunities Fund	MA	NIA	Company	Ownership	. 10.400	MMLIC	
0000			06 2000054		0000007070	00	MassMutual Premier Strategic Emerging	MA	NII A	Massachusetts Mutual Life Insurance	0	64 400	INH IC	
0000			. 26-3229251 .		. 0000927972	UV	Markets Fund	MA	NIA	CompanyMassachusetts Mutual Life Insurance	Ownership	. 61.400	-  MML1C	
0000			. 04-3277550 .		. 0000927972	00	MassMutual Premier Value Fund	MA	NIA	Company	Ownership	98.200	.MMLIC	
0000			. 04-32//330 .		. 000092/9/2	UV	MassMutual Select Blackrock Global	NA	N I A	Massachusetts Mutual Life Insurance	Owner Strip		INMILIO	
0000			27-1028263		. 0000916053	00	Allocation Fund	MA	NIA	Company	Ownership	0.100	MMLIC	
0000			. 21-1020203 .			VV	ATTOGATION FUND	M.	NIM	Massachusetts Mutual Life Insurance	Omitet 2111h	.	IVENIL I U	
0000			04-3556992		0000916053	00	MassMutual Select Blue Chip Growth Fund	MA	NIA	Company	Ownership	3.900	MMLIC	
0000			. 04-0000002 .		_ 0000310033	OW	MassMutual Select Diversified	m.		Massachusetts Mutual Life Insurance	Omilior 3/11p			
0000			14-1980900		. 0000916053	00	International Fund	MA	NIA	Company	Ownership	0.700	MMLIC	
0000					.   00000 10000	V4	III tornational Lunu	IW/\	IVI //	-   vompally	viiiiGI 3111P	.  0./00	-   INTINLE   V	

	PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM													
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						Name of Committee			Deletien		(Ownership,	is		
						Name of Securities Exchange		Domi-	Relation- ship		Board, Management,	Owner- ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Group		Company	ID	Federal		(U.S. or	Parent, Subsidiaries	Loca-	Reporting	Directly Controlled by	Influence,	Percen-	Ultimate Controlling	
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
										Massachusetts Mutual Life Insurance				
0000			01-0821120 .		0000916053	00	MassMutual Select Diversified Value Fund	MA	NIA	Company	Ownership	0.200	MMLIC	
0000			04 0540500		0000040000	00	North tool Orland Francis Value Food		ALL A	Massachusetts Mutual Life Insurance	O manuful:	0.400	100	
0000			. 04–3512590 .		0000916053 .	. 00	MassMutual Select Focused Value Fund	MA	NIA	Company	Ownership	3.400	MMLIC	
0000			04-3512593		0000916053	00	MassMutual Select Fundamental Growth Fund	MA	NIA	Company	Ownership	0.300	MMLIC	
							and an area of the control of the co			Massachusetts Mutual Life Insurance				
0000			04-3584138		0000916053	. 00	MassMutual Select Fundamental Value Fund	MA	NIA	Company	Ownership	3.300	MMLIC	
							MassMutual Select Growth Opportunities			Massachusetts Mutual Life Insurance				
0000			04-3512589 .		0000916053	. 00	Fund	MA	NI A	Company	Ownership	1.900	MMLIC	
0000			04-3513019		0000916053	00	Nacethytical Calant Large Car Value Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	O	2.400	MMLIC	
0000			. 04-3513019 .		0000916003.	. 00	MassMutual Select Large Cap Value Fund MassMutual Select Mid Cap Growth Equity II	MA	NIA	Massachusetts Mutual Life Insurance	Ownership	2.400	MWLTC	
0000			04-3512596 .		0000916053	00	Fund	MA	NIA	Company	Ownership.	1.700	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			42-1710935		0000916053	. 00	MassMutual Select Mid-Cap Value Fund	MA	NIA	Company	Ownership	100.000	MMLIC	
							MassMutual Select MSCI EAFE International			Massachusetts Mutual Life Insurance				
0000			45-5357167		0000916053	. 00	Index Fund	MA	NIA	Company	Ownership	1.000	MMLIC	
0000			04-3557000		0000916053	00	MassMutual Select Overseas Fund	MA	NIA	Massachusetts Mutual Life Insurance	O	4.700	MMLIC	
0000			. 04-3557000 .		0000916003		Massmutual Select Overseas Fund	MA	NIA	Company	Ownership	4.700	MMLTC	
0000			27-2377446		0000916053	00	MassMutual Select PIMCO Total Return Fund	MA	NIA	Company	Ownership	.99.900	MMLIC	
							MassMutual Select Russell 2000 Small Cap			Massachusetts Mutual Life Insurance				
0000			45-5366542 .		0000916053	. 00	Index Fund	MA	NIA	Company	Ownership	1.800	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			04-3410047		0000916053	00	MassMutual Select S&P 500 Index Fund	MA	NI A	Company	Ownership	2.400	MMLIC	
0000			04-3464205 .		0000916053	00	MassMutual Select Small Cap Growth Equity	MA	NIA	Company	Ownership	5.000	MLIC	
0000			04 0404200 .		00000 10000 .		MassMutual Select Small Capital Value			Massachusetts Mutual Life Insurance	owner strip		WILLIO	
0000			02-0769954 .		0000916053 .	. OQ	Equity Fund	MA	NIA	Company	Ownership	0.600	MMLIC	
							MassMutual Select Small Company Growth			Massachusetts Mutual Life Insurance				
0000			04-3584141		0000916053	00	Fund	MA	NIA	Company	Ownership	1.900	MMLIC	
0000			04 2504440		0000046050	00	MassMutual Select Small Company Value Fund	MA	NI A	Massachusetts Mutual Life Insurance	Ownership	1 000	IMILIC	
0000			. 04–3584140 .		0000916053	.   04		MA	NIA	Company Massachusetts Mutual Life Insurance	Ownership	1.600	MML1C	
0000			45-5349772 .	l	0000916053		MassMutual Select S&P Mid Cap Index Fund	MA	NIA	Company	Ownership	4.100	MMLIC	
							and out the state of the state			Massachusetts Mutual Life Insurance			-	
0000			26-0099965 .		0000916053 .	00	MassMutual Select Strategic Bond Fund	MA	NIA	Company	Ownership	0.500	MMLIC	
			40 40							Massachusetts Mutual Life Insurance				
0000			46-4257056 .		0000067160		MML International Equity Fund	MA	NIA	Company	Ownership	0.100	MMLIC	
0000			03-0532456		0000916053		MassMutual RetireSMART 2010 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	14 . 400	MMLIC	
0000			. 00 0002400 .		00000 10000	-	massmatuar netricomnili 2010 Funa	m/	IVI7	Massachusetts Mutual Life Insurance	- σπισι οπτρ	17.400		
0000			27-1933828 .		0000916053		MassMutual RetireSMART 2015 Fund	MA	NIA	Company	Ownership	2.200	MMLIC	
										Massachusetts Mutual Life Insurance	,			
0000			. 03-0532467 .		0000916053 .		MassMutual RetireSMART 2020 Fund	MA	NIA	Company	Ownership	2.300	MMLIC	
0000			07 4000775		00000 1005		W W L L D L: 0WFT 5555 5			Massachusetts Mutual Life Insurance		4		
0000			27-1933753		0000916053		MassMutual RetireSMART 2025 Fund	MA	NIA	CompanyMassachusetts Mutual Life Insurance	Ownership	1.300	MMLIC	
0000			03-0532468		0000916053		MassMutual RetireSMART 2030 Fund	MA	NIA	Massachusetts Mutual Life Insurance Company	Ownership	2.100	MMLIC	
0000		I	00 0002400		. CCOOL COOL	-	ייים איים וויים			_ voiiipatty	viiiti aiiip	د. ۱۷۷		

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						Name of Securities			Relation-		Board.	Owner-		
						Exchange		Domi-	ship		Management,	ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to		Attorney-in-Fact,	Provide		
Craun			ID	Federal		(U.S. or	Parent. Subsidiaries		Reporting	Directly Controlled by		Percen-	Ultimate Controlling	
Group	Group Name	Company			CIK	International)	Or Affiliates	Loca-	Entity		Influence, Other)			*
Code	Group Name	Code	Number	RSSD	CIK	international)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Otner)	tage	Entity(ies)/Person(s)	
										Massachusetts Mutual Life Insurance				
0000			27-1933389 .		0000916053		MassMutual RetireSMART 2035 Fund	MA	NI A	Company	Ownership	2.300	. MMLIC	
										Massachusetts Mutual Life Insurance				
0000			. 03-0532471 .		0000916053		MassMutual RetireSMART 2040 Fund	MA	NI A	Company	Ownership	2.900	. MMLIC	
										Massachusetts Mutual Life Insurance				
0000			27-1932769 .		0000916053		MassMutual RetireSMART 2045 Fund	MA	NI A	Company	Ownership	7.600	. MMLIC	
										Massachusetts Mutual Life Insurance				
0000			26-1345332		0000916053		MassMutual RetireSMART 2050 Fund	MA	NIA	Company	Ownership	4.800	MMLIC	
										Massachusetts Mutual Life Insurance	·			
0000			46-3289207		0000916053		MassMutual RetireSMART 2055 Fund	MA	NIA	Company	Ownership	61.900	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			45-1618155		0000916053		MassMutual RetireSMART Conservative Fund	MA	NIA	Company	Ownership	100.000	MMLIC	
			10 1010100 :				Indoonataa Tiotifooniiii oonoo vativo Tana			Massachusetts Mutual Life Insurance	Omioi omp.			
0000			45-1618222		0000916053		MassMutual RetireSMART Growth Fund	MA	NIA	Company	Ownership	100.000	MMLIC	
0000			45 10 10222		0000310033		massimutual netheomani diowth fund	IWA	NI /\	Massachusetts Mutual Life Insurance	Owner Sirrp			
0000			03-0532464		0000916053		MassMutual RetireSMART In Retirement Fund	MA	NIA	Company	Ownership	9.800	MMLIC	
0000			03-0332404		0000910033		massmutual netiresmani ili netirement runu	MA	NI A	Massachusetts Mutual Life Insurance	Owner Strip	9.000	.   MINILI C	-
0000			45 4040000		0000040000		N II. A I. D. A OUADT N	144	NII A		0	100 000	MMLIC	
0000			45-1618262 .		0000916053		MassMutual RetireSMART Moderate Fund	MA	NIA	Company	Ownership	100.000		
							MassMutual RetireSMART Moderate Growth			Massachusetts Mutual Life Insurance				
0000			45-1618046 .		0000916053		Fund	MA	NIA	Company	Ownership	100.000		-
0000							HarbourView CLO 2006-1 Limited	CYM	NI A	OppenheimerFunds, Inc.	Influence		MMLIC	-
0000			45-3417590 .		0001530245		Oppenheimer Global High Yield Fund	DE	NIA	OppenheimerFunds, Inc.	Ownership	74.700	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			46-1604428 .		0001562689		Oppenheimer Global Real Estate Fund	DE	NIA	Company	Ownership	50.200	. MMLIC	-
0000			46-1604428 .		0001562689		Oppenheimer Global Real Estate Fund	DE	NIA	C.M. Life Insurance Company	Ownership	4.100		
					1					Massachusetts Mutual Life Insurance				
0000			13-3867060 .		0001005728		Oppenheimer International Growth Fund	MA	NIA	Company	Ownership		MMLIC	.
					1					Massachusetts Mutual Life Insurance				
0000			84-1073463 .		0001116894		Oppenheimer Main Street Fund	MA	NIA	Company	Ownership	1.700	MMLIC	
							,,			Massachusetts Mutual Life Insurance				
0000			22-3849391		0001163166		Oppenheimer Real Estate Fund	MA	NIA	Company	Ownership	1.800	MMLIC	
			00.0001.		1					r				
		1	1		1		T. Control of the con	1				1	1	1

Asterisk	Explanation
1 Massachusetts Mutual	Life Insurance Company owns 3.70% of the affiliated debt of Jefferies Finance LLC
2 Debt investors own 1	18% and include Connecticut Valley Structured Credit CDO IV, Ltd., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, Babson Capital Loan Strategies Fund, L.P., and Sapphire Valley CDO I, Ltd.
3 Debt investors own 2	26% and include Connecticut Valley Structured Credit CDO III, Ltd.I, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
4 Debt investors own 1	1% and include Sapphire Valley CDO I, Ltd.
5 Partnership investor	's own 99% and include Babson Credit Strategies Fund, L.P. and Babson Credit Strategies.
6 Fugu Credit Plc owns	s 100% of the Fugu CLO B.V. assets
7 Massachusetts Mutual	Life Insurance Company owns 3.70% of the affiliated debt of Jefferies Finance LLC
8 Debt investors own 1	12% and include Connecticut Valley Structured Credit CDO III, Ltd.1 and Babson Capital Loan Strategies Fund, L.P.
9 Debt investors own 3	36% and include Connecticut Valley Structured Credit CDO III, Ltd.I, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Babson Mid-Market CLO Ltd. 2007-II
10 Debt investors own 9	% and include Sapphire Valley, Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2007-1, and Babson Mid-Market CLO Ltd. 2007-11
11 Debt investors own 1	11% and include Connecticut Valley CLO Fund IV, Ltd. and Babson Capital Loan Strategies Fund, L.P.
12 Debt investors own 6	55% and include Connecticut Valley Structured Credit CDO III, Ltd. and Connecticut Valley CLO Fund IV, Ltd.
13 Debt investors own 5	51% and includes only Babson Capital Loan Strategies Fund, L.P.
14 Debt investors own 6	% and include Great Lakes III, L.P. and Babson Capital Loan Strategies Fund, L.P.
15 Debt investors own 6	% and include Great Lakes III, L.P.

#### SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

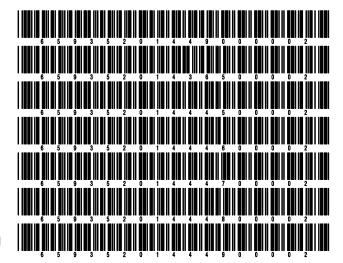
		Response
1.	Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3.	Will the Reasonableness of Assumptions Certification required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

Explanation:

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

Bar Code:

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



### **OVERFLOW PAGE FOR WRITE-INS**

Additional Write-ins for Assets Line 25

			Current Statement Date	)	4
		1	2	3	December 31
				Net Admitted Assets	
		Assets	Nonadmitted Assets	(Cols. 1 - 2)	Admitted Assets
2504.	Real estate notes receivable	24,624,527		24,624,527	27,584,415
2505.	Pension plan asset	685,112,816	685,112,816		
2506.	Cash advances to agents	99, 108, 141	99, 108, 141		
2507.	Commissions and expenses on long-term lease	37,380,867	37,380,867		(113,296)
2508.	Intangible assets	2,055,556	2,055,556		
2509.	Bills receivable	234 , 144	234 , 144		
2597.	Summary of remaining write-ins for Line 25 from overflow page	848,516,051	823,891,524	24,624,527	27,471,119

Additional Write-ins for Liabilities Line 25

		1	2
		Current	December 31
		Statement Date	Prior Year
2504.	Funds awaiting escheat and other miscellaneous	38,084,575	116,558,928
2505.	Deferred liability		5,720,405
2597.	Summary of remaining write-ins for Line 25 from overflow page	38,084,575	122,279,333

 Additional Write-ins for Summary of Operations Line 27

 1 Current Year To Date
 Prior Year Prior Year To Date
 Prior Year December 31

 2704. Change in liability for employee/agent benefit plans
 .13,904,317
 .16,964,689
 .43,735,902

### **SCHEDULE A - VERIFICATION**

Real Estate

		1	2
			Prior Year Ended
		Year to Date	December 31
1.	Book/adjusted carrying value, December 31 of prior year	849,212,095	1, 133, 400, 065
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition	133,372,797	3,863,321
	2.2 Additional investment made after acquisition	52,675,134	91,071,642
3.	Current year change in encumbrances	884,664	(207,278,334)
4.	Total gain (loss) on disposals	(4,589,182)	54,212,534
5.	Deduct amounts received on disposals	10,223,354	130,332,470
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	46,366,747	95,724,663
9.	Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	974,965,407	849,212,095
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)	974,965,407	849,212,095

#### **SCHEDULE B - VERIFICATION**

Mortgage Loans

	* 1	1	2
			Prior Year Ended
		Year to Date	December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year	16,473,709,152	13,970,677,311
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition	1,798,106,368	4,608,650,132
	2.2 Additional investment made after acquisition	173,942,338	140,357,316
3.	Capitalized deferred interest and other	2,139,872	792 , 182
4.	2.2 Additional investment made after acquisition  Capitalized deferred interest and other  Accrual of discount	1,779,634	4,233,256
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals  Deduct amounts received on disposals	883,564	2,420,208
7.	Deduct amounts received on disposals	844,833,988	2,204,321,531
8.	Deduct amortization of premium and mortgage interest points and commitment fees	3,851,907	14,850,179
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest	12,231,590	(12, 176, 610)
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)	17,603,698,178	16,473,709,152
12.	Total valuation allowance		(8,741,273)
13.	Subtotal (Line 11 plus Line 12)	17,603,698,178	16,464,967,879
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)	17,603,698,178	16,464,967,879

### **SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	Other Long-Term Invested Assets		1
		1	2
			Prior Year Ended
		Year to Date	December 31
1.	Book/adjusted carrying value, December 31 of prior year	7,278,892,120	6,633,670,727
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition	135 , 717 , 522	593,448,012
	2.2 Additional investment made after acquisition	470,562,835	1,454,442,174
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		611,393,755
6.	Total gain (loss) on disposals	41,822,601	935,978
7.	Unrealized valuation increase (decrease)  Total gain (loss) on disposals  Deduct amounts received on disposals	1,612,135,109	2,016,330,240
8.	Deduct amortization of premium and depreciation	170,041	(155,407)
9.	Total foreign exchange change in book/adjusted carrying value	102,438	1,915,565
10.	Deduct current year's other than temporary impairment recognized	2,444,718	739,258
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	7,097,042,475	7,278,892,120
12.	Deduct total nonadmitted amounts	99,546,175	89,479,578
13.	Statement value at end of current period (Line 11 minus Line 12)	6,997,496,300	7,189,412,542

### **SCHEDULE D - VERIFICATION**

Bonds and Stocks

		1	2
			Prior Year Ended
		Year to Date	December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	75,067,498,526	63,835,309,247
2.	Cost of bonds and stocks acquired	11,053,736,500	31,014,378,812
3.	Accrual of discount		486, 173, 947
4.	Unrealized valuation increase (decrease)	696,211,151	320, 196, 761
5.	Total gain (loss) on disposals		
6.	Deduct consideration for bonds and stocks disposed of	7,238,518,922	20,535,627,173
7.	Deduct amortization of premium	97,483,274	211,208,481
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized	21,459,894	47,984,975
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	79,822,128,984	75,067,498,526
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	79,822,128,984	75,067,498,526

### **SCHEDULE D - PART 1B**

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value	Acquisitions	Dispositions	Non-Trading Activity	Book/Adjusted Carrying Value	Book/Adjusted Carrying Value	Book/Adjusted Carrying Value	Book/Adjusted Carrying Value
NAIC Designation	Beginning of Current Quarter	During Current Quarter	During Current Quarter	During Current Quarter	End of First Quarter	End of Second Quarter	Énd of Third Quarter	December 31 Prior Year
NAIC Designation	of Current Quarter	Current Quarter	Current Quarter	Current Quarter	First Quarter	Second Quarter	Third Quarter	Prior Year
BONDS								
BONDS								
1. NAIC 1 (a)	40,534,928,401	2,444,792,006	1,742,029,223	155, 191, 587	40,534,928,401	41,392,882,771		38,977,106,462
2. NAIC 2 (a)	26,765,868,838	15 , 133 , 954 , 166	15,350,315,000	(79, 157, 625)	26,765,868,838	26,470,350,379		27,130,607,541
3. NAIC 3 (a)	2,250,735,363	1,316,654,326	1,326,915,629	101,732,268	2,250,735,363	2,342,206,328		2,144,822,444
4. NAIC 4 (a)	1,656,732,750	357,592,832	175,415,672	11,026,122	1,656,732,750	1,849,936,032		1,709,965,452
5. NAIC 5 (a)	517,202,069	51,258,053	42,352,579	71,679,637	517,202,069	597,787,180		525, 139,008
6. NAIC 6 (a)	481,991,331	15,891,687	47,883,240	(111,032,445)	481,991,331	338,967,333		382,224,809
7. Total Bonds	72,207,458,753	19,320,143,070	18,684,911,343	149,439,542	72,207,458,753	72,992,130,023		70,869,865,716
PREFERRED STOCK								
8. NAIC 1	148,843,500				148,843,500	148,843,500		209,341,089
9. NAIC 2	220,757,676			3,704,801	220,757,676	224,462,477		159,248,088
10. NAIC 3	123,000,000				123,000,000	123,000,000		123,000,000
11. NAIC 4	468,277			652,497	468,277	1,120,774		468,277
12. NAIC 5	891,220				891,220	891,220		1,009,349
13. NAIC 6	398,533			(4,946)	398,533	393,587		455,562
14. Total Preferred Stock	494,359,207			4,352,351	494,359,207	498,711,558		493,522,365
15. Total Bonds and Preferred Stock	72,701,817,961	19,320,143,070	18,684,911,343	153,791,893	72,701,817,961	73,490,841,581		71,363,388,081

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	595,730,886	XXX	595,129,701		

### **SCHEDULE DA - VERIFICATION**

Short-Term Investments

	Snort-Term Investments	1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	422,802,547	319,575,782
2.	Cost of short-term investments acquired	1,110,463,271	1,725,799,277
3.	Accrual of discount	1, 164, 218	2,594,682
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	8,760	37,781
6.	Deduct consideration received on disposals	938,707,910	1,625,204,975
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)	595,730,886	422,802,547
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	595,730,886	422,802,547

### **SCHEDULE DB - PART A - VERIFICATION**

Options, Caps, Floors, Collars, Swaps and Forwards

1.	Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	1,698,469,770
2.	Cost Paid/(Consideration Received) on additions	160,211,758
3.	Unrealized Valuation increase/(decrease)	370,865,718
4.	Total gain (loss) on termination recognized	(96,030,782)
5.	Considerations received/(paid) on terminations	17,936,502
6.	Amortization	(1,697,963)
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)	2,113,881,999
10.	Deduct nonadmitted assets	
11.	Statement value at end of current period (Line 9 minus Line 10)	2,113,881,999

# **SCHEDULE DB - PART B - VERIFICATION**

	Futures Cor	ntracts			
1.	Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year)				
2.	Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cu	ımulative Cash Char	nge column)		
3.1	Add:				
	Change in variation margin on open contracts - Highly Effective Hedges				
	3.11 Section 1, Column 15, current year to date minus				
	3.12 Section 1, Column 15, prior year				
	Change in variation margin on open contracts - All Other				
	3.13 Section 1, Column 18, current year to date minus	(9,032,649)			
	3.14 Section 1, Column 18, prior year	(51, 171, 458)	42,138,809	42,138,809	
3.2	Add:				
	Change in adjustment to basis of hedged item				
	3.21 Section 1, Column 17, current year to date minus				
	3.22 Section 1, Column 17, prior year				
	Change in amount recognized				
	3.23 Section 1, Column 19, current year to date minus	(9,032,649)			
	3.24 Section 1, Column 19, prior year	(51, 171, 458)	42,138,809	42,138,809	
3.3	Subtotal (Line 3.1 minus Line 3.2)				
4.1	Cumulative variation margin on terminated contracts during the year		157,065,032		
4.2	Less:				
	4.21 Amount used to adjust basis of hedged item				
	4.22 Amount recognized	208,236,490	208,236,490		
4.3	Subtotal (Line 4.1 minus Line 4.2)				(51, 171, 458)
5.	Dispositions gains (losses) on contracts terminated in prior year:				
	5.1 Total gain (loss) recognized for terminations in prior year				51, 171, 458
	5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year $\dots$				
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				
Ω	Statement value at end of current period (Line 6 minus Line 7)				

# **SCHEDULE DB - PART C - SECTION 1**

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

		Replication (Syr	nthetic Asset) Tra	insactions	neplicati	on (Syntheti	C ASSEL) TT	insactions Open as of (	Jurient Statemen		of the Ren	ication (Synthetic Asset) Trans	actions		
1	2	3	4	5	6	7	8	Derivative	e Instrument(s) Oper		or the riep		Instrument(s) Held		
		NAIC Designation or Other	Notional	Book/Adjusted Carrying		Effective	Maturity	9	10  Book/Adjusted Carrying	11	12	13	14 NAIC Designation or Other	15 Book/Adjusted Carrying	16
Number	Description	Description	Amount	Value	Fair Value	Date	Date	Description	Value	Fair Value	CUSIP	Description	Description	Value	Fair Value
755111 E#4	Raytheon Company		8.350.000	1,578,585	1,641,465	03/22/2010	06/20/2015	Swap/CDS Long	78.585	78.585	K3752#-AB-4	Copenhagen Airports A/S/Senior Note Series B	0	1,500,000	1,562,880
		I		,,								Iberdrola International B.V./Gtd	2		
755111 E#4	Raytheon Company	1	-	8,450,000	9,060,935	03/22/2010	06/20/2015	Swap/CDS Long			N4345#-AC-1	Senior Note Series C	2		9,060,935
666807 C#7	. Northrup Grumman Corporation	2		2,080,584	2,210,994	03/22/2010	06/20/2015	Swap/CDS Long	80,584	80,584	980745-B*-3 .	Note Series C	2	2,000,000	2, 130, 410
666807 C#7	Northrup Grumman Corporation	2		7,600,000	8.405.098	03/22/2010	06/20/2015	Swap/CDS Long			Q3629#-AD-5	ETSA Utilities Finance Pty Ltd./Gtd Senior Secured Note Ser B	1	7,600,000	8,405,098
		-	0.500.000	, ,								Woodward Governor Company/Senior	•		
666807 D*0	. Northrup Grumman Corporation	2		2,082,032	2,212,442	03/22/2010	06/20/2015	Swap/CDS Long	82,032	82,032	980745-B*-3 .	Note Series C ETSA Utilities Finance Pty Ltd./Gtd	2	2,000,000	2, 130, 410
666807 D*0	Northrup Grumman Corporation	2	-		8,405,098	03/22/2010	06/20/2015	Swap/CDS Long			Q3629#-AD-5	Senior Secured Note Ser B	1		8,405,098
666807 D*0	. Northrup Grumman Corporation	2		250,000	271,695	03/22/2010	06/20/2015	Swap/CDS Long			942749-A#-9	Senior Note	2	250,000	271,695
755111 E@6	Raytheon Company	1	8,500,000	2,081,272	2 278 172	03/22/2010	06/20/2015	Swap/CDS Long	81.272	81 272	11283#-AD-3 _	Brookfield Power New York Financing LP/Note Series 4	1	2,000,000	2, 196, 900
		4										Urenco Ltd./Gtd Senior Note Series	•		
755111 E06	Raytheon Company	1	-	7,475,000	8,264,539	03/22/2010	06/20/2015	Swap/CDS Long			G9298#-AN-1 .	Bowater Saluda Note Holdings	2		8,264,539
009158 G*1	Air Products	1		1,079,270	1,205,780	03/22/2010	06/20/2015	Swap/CDS Long	79,270	79,270	10222*-AA-9 .	LLC/Senior Secured Note Urenco Ltd./Gtd Senior Note Series	1	1,000,000	1, 126, 510
009158 G*1	Air Products	1		7,475,000	8,264,539	03/22/2010	06/20/2015	Swap/CDS Long			G9298#-AN-1 .	. В	2		8,264,539
009158 G*1	Air Products	1		1,600,000	1.769.494	03/22/2010	06/20/2015	Swap/CDS Long			Q3629#-AD-5	ETSA Utilities Finance Pty Ltd./Gtd Senior Secured Note Ser B	1	1,600,000	1,769,494
				, ,								Copenhagen Airports A/S/Senior Note		, ,	
755111 E*8	Raytheon Company	1		1,579,838	1,642,718	03/22/2010	06/20/2015	Swap/CDS Long	79,838	/9,838	K3752#-AB-4 .	Series B	2	1,500,000	1,562,880
755111 E*8	Raytheon Company	1	-	8,450,000	9,060,935	03/22/2010	06/20/2015	Swap/CDS Long			N4345#-AC-1	Senior Note Series C Dartmouth College/Senior Secured	2		9,060,935
418056 B@5	Hasbro, Inc	2	4,300,000	4,937,763	5,480,330	03/22/2010	06/20/2015	Swap/CDS Long	37,763	37,763	89838#-AB-3 .	Note	1	4,900,000	5,442,567
57629* AB7	Evergreen Basket of Long Fixed Rate Bank Loans B- or Above	3	50,000,000	16.890.660	10.531.018	10/01/2012	10/01/2042	Swap/Vanilla		(6 968 982)	979JXU-11-6 .	Energy Developments Ltd. Tranche C Term Loan	3		17,500,000
	Evergreen Basket of Long Fixed Rate	-		, , ,	, , ,					,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,					
57629* AB7	Bank Loans B- or Above Evergreen Basket of Long Fixed Rate	3	-	37,318,505	42,231,125	10/01/2012	10/01/2042	Swap/Vanilla			923GQF-II-0 .	. Al Maqsed Development Co	1	37,318,505	42,231,125
57629* AB7	Bank Loans B- or Above Evergreen Basket of Long Fixed Rate	3	-	3,674,110	3,682,297	10/01/2012	10/01/2042	Swap/Vanilla			12543K-AE-4	CHS/Community Health System	3	3,674,110	3,682,297
57629* AA9	Corp Inv Grade Equiv Bonds	2	50,000,000	39,000,000	32,897,238	10/01/2012	10/01/2042	Swap/Vanilla		(6,911,076)	223611-A*-5 .	Note	2	39,000,000	39,808,314
57629* AA9	Evergreen Basket of Long Fixed Rate Corp Inv Grade Equiv Bonds	2		12.800.000	12.789.696	10/01/2012	10/01/2042	Swap/Vanilla			955306-A@-4	West Pharmaceutical Services Senior Note Series B	2	12,800,000	12,789,696
57629* AA9	Evergreen Basket of Long Fixed Rate	•		4.000.000	3,945,256	10/01/2012	10/01/2042	Swap/Vanilla			27965#-AD-4	Edens & Avant Investments LP Gtd Senior Note Series A Tr D	•	4.000.000	
	Evergreen Basket of Long Fixed Rate	2		, , , , , , , , , , , , , , , , , , , ,								Doral CLO Ltd Series 2010-1A Class	2	, ,	3,945,256
57629* AC 5	ABS Bank Loans and Corp Bonds Evergreen Basket of Long Fixed Rate	1	264,000,000	243,477,197	202, 175, 745	11/29/2012	11/29/2042	Swap/Vanilla		(37,823,535)	25812H-AA-5	. A	1	243,477,197	239,999,280
57629* AC 5	_ ABS Bank Loans and Corp Bonds	1	-	16,226,702	15,910,464	11/29/2012	11/29/2042	Swap/Vanilla			87244D-AC-8 _	Class A2	1	16,226,702	15,910,464
57629* AC 5	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds	1		16,528,173	16, 159, 527	11/29/2012	11/29/2042	Swap/Vanilla			87244D-AA-2	Wind River CLO Ltd Series 2013-1A Class A1	1		16, 159, 527
57629* AC 5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds	1		3,732,839	3,649,953	11/29/2012	11/29/2042	Swap/Vanilla			09625Y-AG-6	Bluemountain CLO Ltd Series 2012-1A Class C	1	3,732,839	3,649,953
	Evergreen Basket of Long Fixed Rate	1						·			-	Sapphire Valley CDO Ltd Series	1		
57629* AE 1	ABS Bank Loans and Corp Bonds Evergreen Basket of Long Fixed Rate	1	100,000,000	140,207,004	137,001,783	12/27/2012	12/27/2042	Swap/Vanilla		(10,776,545)	803066-AA-7 .	2006-1A Class A	1	140,207,004	147,778,328
57629* AD 3	_ ABS Bank Loans and Corp Bonds	1	100,000,000	43,800,000	33,022,974	12/27/2012	12/27/2042	Swap/Vanilla		(10,776,545)	00900A-AA-6 .	Aimco Series 2014-AA Class A	1	43,800,000	43,799,519
57629* AD 3	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds	1		10,423,623	10,487,999	12/27/2012	12/27/2042	Swap/Vanilla			16208N-AA-3 .	Chatham Light CLO LimitedSeries 2005-2A Class A1	1		10,487,999
57629* AD 3	Evergreen Basket of Long Fixed Rate	1		11,672,499	10.890.087			·			14309D-AC-4	Carlyle High Yield PartnersSeries 2007-10A Class A2B	4	, ,	
	ABS Bank Loans and Corp Bonds Evergreen Basket of Long Fixed Rate	1		, ,	, ,	12/27/2012	12/27/2042	Swap/Vanilla				Race Point VII CLO Ltd.Series 2012-	1	11,672,499	10,890,087
57629* AD 3	ABS Bank Loans and Corp Bonds Evergreen Basket of Long Fixed Rate	1	-	10,500,000	10,513,787	12/27/2012	12/27/2042	Swap/Vanilla			74982G-AE-1 .	. 7A Class B Dryden Senior Loan Fund Series	1	10,500,000	10,513,787
57629* AD 3	ABS Bank Loans and Corp Bonds	1		28,028,913	27,960,145	12/27/2012	12/27/2042	Swap/Vanilla			26250U-AC-9	2013-26A Class A	1	28,028,913	27,960,145

# **SCHEDULE DB - PART C - SECTION 1**

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

		Replication (Syn	thetic Asset) Tra	nsactions	перисац	on (Syntheti	c Asset) ITA	i isaciioiis	Open as or Gu	irrent Statement		of the Renl	ication (Synthetic Asset) Transa	actions		
1	2	3	4	5	6	7	8	Derivative Instrument(s) Open Cash Instrument(s) Held								
		NAIC Designation or Other	Notional	Book/Adjusted Carrying		Effective	Maturity		9	10  Book/Adjusted Carrying	11	12	13	14 NAIC Designation or Other	15 Book/Adjusted Carrying	16
Number	Description	Description	Amount	Value	Fair Value	Date	Date	D	escription	Value	Fair Value	CUSIP	Description	Description	Value	Fair Value
57629* AF 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1		100,000,000	64,077,923	53,960,624	12/28/2012	12/28/2042	Swap/Vanilla			(10,558,739)	49638T-AC-7	Kingsland LTD Series 2006-3A Class	1	64,077,923	64,519,363
	Evergreen Basket of Long Fixed Rate							·			(10,000,700)		Prospect Park CDo Ltd Series 2006-			
57629* AF 8	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			12,914,804	12,935,956	12/28/2012	12/28/2042	Swap/Vanilla				743520-AA-6	1A Class A	1	12,914,804	12,935,956
57629* AF 8	ABS Bank Loans and Corp Bonds 1			11, 138, 559	11,620,056	12/28/2012	12/28/2042	Swap/Vanilla				38136B-AG-7	Series 2007-3A Class A1BJ	1	11, 138,559	11,620,056
57000± 45 0	Evergreen Basket of Long Fixed Rate			40 004 077	44 454 000	40 (00 (0040	10 (00 (00 10	0 0/ 111				55047U AD 0	Madison Park Funding Ltd Series	4	40 004 077	44 454 000
57629* AF 8	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			13,621,377	14,451,863	12/28/2012	12/28/2042	Swap/Vanilla				55817U-AB-6	2007-4A Class A1B ECP CLO Ltd Series 2012-4A Class A2	1	13,621,377	14,451,863
57629* AF 8	ABS Bank Loans and Corp Bonds 1				8,499,958	12/28/2012	12/28/2042	Swap/Vanilla				26828C-AC-2		1		8,499,958
57629* AH 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds		100.000.000	32.028.297	21,087,572	12/28/2012	12/28/2042	Swap/Vanilla			(10 558 730)	67104L-AA-5	OHA Loan Funding Ltd.Series 2013-2A Class A	1	32.028.297	31,646,311
	Evergreen Basket of Long Fixed Rate			, , ,				,			(10,000,700)		Galaxy CLO Ltd Series 2006-7A	'	, , ,	
57629* AH 4	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			11, 123, 401	11,369,927	12/28/2012	12/28/2042	Swap/Vanilla				363184-AB-8	Class A2	1	11, 123, 401	11,369,927
57629* AH 4	ABS Bank Loans and Corp Bonds 1			16,700,000	16,382,116	12/28/2012	12/28/2042	Swap/Vanilla				38137D-AC-1	2013-7A Class B	1	16,700,000	16,382,116
	Evergreen Basket of Long Fixed Rate												Venture CDO Limited Series 2014-16A			
57629* AH 4	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			41,644,785	42,062,790	12/28/2012	12/28/2042	Swap/Vanilla				92329X-AA-6	Class A1L	1	41,644,785	42,062,790
57629* AG 6	ABS Bank Loans and Corp Bonds 1		100,000,000	28,897,493	18,518,551	12/28/2012	12/28/2042	Swap/Vanilla			(10,558,739)	44983K-AB-0	2006-3A Class A2A	1	28,897,493	29,077,290
57629* AG 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1			48.975.296	49.741.763	12/28/2012	12/28/2042	Swap/Vanilla				67085X-AB-0	Oha Park Avenue CLO Ltd Series 2007-1A Class A1B	1		49,741,763
3/029" AU 0	Evergreen Basket of Long Fixed Rate			40,973,290		12/20/2012	12/20/2042	Swap/ vaiii i i a					Bluemountain CLO Ltd Series 2013-2A	I	40,973,290	
57629* AG 6	ABS Bank Loans and Corp Bonds 1			9,000,000	8,846,469	12/28/2012	12/28/2042	Swap/Vanilla				09626Y-AC-4	Class B1	1	9,000,000	8,846,469
57629* AG 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1			6.004.439	5.851.390	12/28/2012	12/28/2042	Swap/Vanilla				74982L-AE-0	Race Point CLO Ltd. Series 2013-8A Class B	1	6.004.439	5,851,390
	Evergreen Basket of Long Fixed Rate			, , ,	,			,					Flatiron CLO LTD Series 2011-1A		, , , ,	
57629* AG 6	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			13,600,000	13,600,177	12/28/2012	12/28/2042	Swap/Vanilla				33882W-AA-1	Class A Emerson Park CLO, Ltd. Series 2013-	1	13,600,000	13,600,177
57629* AG 6	ABS Bank Loans and Corp Bonds 1			12,307,263	11,997,720	12/28/2012	12/28/2042	Swap/Vanilla				29108Q-AC-6	1A Class B1	1	12,307,263	11,997,720
	Evergreen Basket of Long Fixed Rate							,					Inwood Park CDO Ltd Series 2006-1A			
57629* AJ 0	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		50,000,000	27,794,291	22,646,426	12/28/2012	12/28/2042	Swap/Vanilla			(5,279,370)	46186G-AA-1	Clas A1A OHA Intrepid Lev Loan Fund Series	1	27,794,291	27,925,796
57629* AJ 0	ABS Bank Loans and Corp Bonds 1			14,200,000	14,200,994	12/28/2012	12/28/2042	Swap/Vanilla				67089B-AN-8	2011-1AR Class CR	1	14,200,000	14,200,994
57629* AJ 0	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1			6.488.072	7.196.086	12/28/2012	12/28/2042	Swap/Vanilla				803066-AG-4	Sapphire Valley CDO Ltd Series 2006-1A Class D	1	6,488,072	7, 196,086
3/029" AJ U	Evergreen Basket of Long Fixed Rate			0,400,072		12/26/2012	12/20/2042	Swap/ vaiii i i a				003000-AU-4	BlueMountain CLO Ltd Series 2013-3A	·		
57629* AJ 0	ABS Bank Loans and Corp Bonds 1			19,850,201	19,758,532	12/28/2012	12/28/2042	Swap/Vanilla				09625J-AA-2	Class A	1	19,850,201	19,758,532
57629* AK 7	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1		50.000.000	42.636.422	37.839.166	12/28/2012	12/28/2042	Swap/Vanilla			(5,279,370)	131248-AC-0	Callidus Debt Partners CDO Fnd Series 6A Class A1T	1	42.636.422	43, 118, 536
	Evergreen Basket of Long Fixed Rate			, , ,	, ,			,				1	OHA Intrepdid Lev Loan Fund Series			
57629* AK 7	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			7,968,720	8,057,993	12/28/2012	12/28/2042	Swap/Vanilla				67089B-AB-4	2011-1A Class B Cent CDO Ltd Series 2007-14A Class	1	7,968,720	8,057,993
57629* AK 7	ABS Bank Loans and Corp Bonds 1			6,678,069	7,397,487	12/28/2012	12/28/2042	Swap/Vanilla				15135D-AC-1	B	1	6,678,069	7,397,487
57000± AL 5	Evergreen Basket of Long Fixed Rate		50,000,000	44 504 000	F 050 070	40 (00 (0040	10 (00 (00 10	0 0/ 111			(5,279,370)	140400 40 0	Carlyle Global Market Strategy	4	44 504 000	44 000 040
57629* AL 5	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		50,000,000	11,591,983	5,950,873	12/28/2012	12/28/2042	Swap/Vanilla			(5,2/9,3/0)	14310D-AG-2	Series 2013-2A Class C1 St Pauls CLO   B.V. Series 2007-1X	·	11,591,983	11,230,243
57629* AL 5	ABS Bank Loans and Corp Bonds 1			33,697,623	35,573,674	12/28/2012	12/28/2042	Swap/Vanilla				BCCOXF-V8-9	Class A	1	33,697,623	35,573,674
57629* AL 5	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1			23.303.420	22.836.645	12/28/2012	12/28/2042	Swap/Vanilla				00164B-AC-1	A L M Loan Fundiing Series 2013- 7R2A Class A2	1	23,303,420	22,836,645
	Evergreen Basket of Long Fixed Rate							,		-			Eaton Vance CDO Ltd Series 2006-8A			
57629* AM 3	ABS Bank Loans and Corp Bonds 1		50,000,000	29,857,890	24,741,589	12/28/2012	12/28/2042	Swap/Vanilla			(5,279,370)	278287-AA-5	Class A	1	29,857,890	30,020,959
57629* AM 3	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1			30,783,648	31,036,319	12/28/2012	12/28/2042	Swap/Vanilla				38136G-AB-7	Goldentree Loan Opportunities Series 2007-4A Class A1B	1	30,783,648	31,036,319
	Evergreen Basket of Long Fixed Rate			, ,	, , , , ,			,				-	Rampart CLO Ltd Series 2007-1A		, ,	
57629* AN 1	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		50,000,000	17,306,332	11,722,958	12/31/2012	12/31/2042	Swap/Vanilla			(5,738,623)	75157E-AA-0	Class AALM Loan Funding Series 2012-6A	1		17,461,581
57629* AN 1	ABS Bank Loans and Corp Bonds 1			16,255,859	16,518,464	12/31/2012	12/31/2042	Swap/Vanilla				00163E-AC-6	Class A2	1	16,255,859	16,518,464
E7000+ AN 4	Evergreen Basket of Long Fixed Rate			14 070 000	44 500 005	10/01/0010	10 /01 /0010	0				404000 40 7	Inwood Park CDO Ltd Series 2006-1A	•	44 070 000	44 500 005
57629* AN 1	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			14,670,092	14,580,095	12/31/2012	12/31/2042	Swap/Vanilla		-		46186G-AC-7	Class A1BBluemountain CLO Ltd Series 2012-1A	1	14,670,092	14,580,095
57629* AN 1	ABS Bank Loans and Corp Bonds 1			15, 190, 429	15,004,020	12/31/2012	12/31/2042	Swap/Vanilla		. L l		09625Y-AD-3	Class B	1	15, 190, 429	15,004,020

# SCHEDULE DB - PART C - SECTION 1 Replication (Synthetic Asset) Transactions Open as of Current Statement Date

					Replicati	on (Syntheti	c Asset) Tra	ansaction	ns Open as of Cu	urrent Statemen						
		Replication (Syn	thetic Asset) Tra					Derivative Instrument(s) Open			Components of the Replication (Synthetic Asset) Transactions					
1	2	3	4	5	6	/	8					10		Instrument(s) Held	15	10
Number	Description	NAIC Designation or Other Description	Notional Amount	Book/Adjusted Carrying Value	Fair Value	Effective Date	Maturity Date		9 Description	10 Book/Adjusted Carrying Value	11 Fair Value	12 CUSIP	13  Description	14 NAIC Designation or Other Description	15 Book/Adjusted Carrying Value	16 Fair Value
57629* AP 6	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1		50.000.000	28.571.202	23.907.652	12/31/2012	12/31/2042	Swap/Vanil	la		(5,738,623)	74981M-AC-3	Race Point CLO Series 2007-4A Class	1	28.571.202	29,646,275
	Evergreen Basket of Long Fixed Rate			, ,	, ,			, .					Hillmark Funding Series 2006-1A		, ,	
57629* AP 6	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			18,193,077	18,343,300	12/31/2012	12/31/2042	Swap/Vani I	la			43164Q-AA-2	Class A1	1	18,193,077	18,343,300
57629* AP 6	. ABS Bank Loans and Corp Bonds 1			6,895,463	6,913,649	12/31/2012	12/31/2042	Swap/Vani I	la			13124T-AC-4	Series 5A Class A1B	1	6,895,463	6,913,649
57629* AQ 4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1		50.000.000	26,015,831	20,639,309	12/31/2012	12/31/2042	Swap/Vani I	la		(5 738 623)	00175E-AA-6	American Money Mgmt Corp. Series 2006-7A Class A	1	26,015,831	26,377,932
	Evergreen Basket of Long Fixed Rate												Sapphire Valley CDO Ltd Series	*		
57629* AQ 4	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			22,963,098	22,357,377	12/31/2012	12/31/2042	Swap/Vani I	la			803066-AC-3	. 2006-1A Class B	1	22,963,098	22,357,377
57629* AQ 4	_ ABS Bank Loans and Corp Bonds 1			6, 172, 653	6,200,391	12/31/2012	12/31/2042	Swap/Vani I	la			67104L-AC-1 _	2A Class C	1	6, 172,653	6,200,391
57629* AQ 4	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1			11.747.150	11.701.170	12/31/2012	12/31/2042	Swap/Vani I	la			143082-AB-1	Carlyle Global Mkt Strategies Series 2011-1A Class B	1	11,747,150	11,701,170
57000± 4D 0	Evergreen Basket of Long Fixed Rate		50.000.000	22.084.798							/F 700 000\	67073V-AB-8	Nylim Flatiron CLO Ltd Series 2006-	_		
57629* AR 2	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		50,000,000	22,084,798	16,335,965	12/31/2012	12/31/2042	Swap/Vani I	1a		(5,738,623)	6/U/3V-AB-8 _	. 1A Class A2A		22,084,798	22,074,588
57629* AR 2	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			17,457,559	17,653,228	12/31/2012	12/31/2042	Swap/Vani I	la			639107-AA-9	Class A1AOHA Loan Funding Ltd Series 2013-1A	1	17,457,559	17,653,228
57629* AR 2	_ ABS Bank Loans and Corp Bonds 1			5,598,538	5,549,634	12/31/2012	12/31/2042	Swap/Vani I	la			67706H-AG-3 _	Class C	1	5,598,538	5,549,634
57629* AR 2	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1			25,402,001	25 544 170	12/31/2012	12/31/2042	Swap/Vanil	la.			39808F-AC-2	Greywolf CLO Ltd Series 2014-1A Class A2	1	25,402,001	25,544,179
	Evergreen Basket of Long Fixed Rate												Cent CDO XI Limited Series 2006-11A			
57629* AS 0	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		50,000,000	17,666,304	12,204,650	12/31/2012	12/31/2042	Swap/Vani I	la		(5,738,623)	15134D-AA-6	Class A1	1	17,666,304	17,943,273
57629* AS 0	ABS Bank Loans and Corp Bonds 1			15, 144, 903	15, 156, 703	12/31/2012	12/31/2042	Swap/Vani I	la			806713-AC-7	1A Class A2	1	15, 144, 903	15, 156, 703
57629* AS 0	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1			8,969,781	8 729 193	12/31/2012	12/31/2042	Swap/Vanil	la			46616K-AE-4	Jfin CLO Ltd Series 2013-1A Class B	1	8,969,781	8,729,193
	Evergreen Basket of Long Fixed Rate												Apidos CDO Series 2013-12A Class C			
57629* AS 0	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			11,471,809	11, 165, 202	12/31/2012	12/31/2042	Swap/Vani I	la			03764D-AD-3	Adirondack Park CLO Ltd. Series	1	11,471,809	11, 165, 202
57629* AS 0	ABS Bank Loans and Corp Bonds 1			10,600,000	10,410,779	12/31/2012	12/31/2042	Swap/Vani I	la			006897-AE-2 _	2013-1A Class B	1	10,600,000	10,410,779
57629* AT 8	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1		50,000,000	18,425,768	12,809,796	12/31/2012	12/31/2042	Swap/Vani I	la		(5,738,623)	14309B-AJ-3	Carlyle High Yield Partners Series 2006-9A Class A2	1	18,425,768	18,548,419
57629* AT 8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1			11,676,537	11,822,956	12/31/2012	12/31/2042	Swap/Vanil	I-			14308P-AA-2	Carlyle High Yield Partners Series 2006-8A Class A1	4	11,676,537	11,822,956
5/629" AI 8	Evergreen Basket of Long Fixed Rate				11,822,900	12/31/2012							Greywolf CLO Ltd Series 2007-1A	I		
57629* AT 8	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			15,477,364	15,620,439	12/31/2012	12/31/2042	Swap/Vani I	la			398078-AB-1	Class A	1	15,477,364	15,620,439
57629* AT 8	ABS Bank Loans and Corp Bonds 1			4,561,412	4,299,651	12/31/2012	12/31/2042	Swap/Vani I	la			15136R-AJ-4	C1	1	4,561,412	4,299,651
57629* AT 8	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1			6.626.399	6 606 211	12/31/2012	12/31/2042	Swap/Vanil	la			74982G-AC-5	Race Point CLO, Limited Series 2012-7A Class A	1	6.626.399	6,606,211
	Evergreen Basket of Long Fixed Rate		FF. 000 CT	, , , , , , , , , , , , , , , , , , , ,							/5 050 5		Ares XXVI CLO Ltd. Series 2013-26A		, ,	
57629* AW1	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		55,000,000	27,942,871	21, /32, 692	04/09/2013	04/09/2043	Swap/Vani I	ıa		(5,650,005)	04014J-AA-2	Class A	1	27,942,871	27,382,697
57629* AW1	ABS Bank Loans and Corp Bonds 1		ļ	19,230,430	19,533,399	04/09/2013	04/09/2043	Swap/Vani I	la			20779M-AC-2	Series 2006-3A Class A2	1	19,230,430	19,533,399
57629* AW1	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1			2,782,639	3, 126, 230	04/09/2013	04/09/2043	Swap/Vani I	la			26249W-AD-7	Dryden Leveraged Loan CDO Series 2006-11A Class A3	1	2,782,639	3, 126, 230
57629* AW1	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1			11.591.103	11 96/ 905	04/09/2013	04/09/2043	Swap/Vanil	la			14954W-AC-0	Cavalry CLO Ltd Series 2013-3A Class B	1	11,591,103	11,864,395
	Evergreen Basket of Long Fixed Rate			,,,,									Atlas Senior Loan Fund III Ltd	1		
57629* AV3	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		60,000,000	20,400,000	13,813,935	04/09/2013	04/09/2043	Swap/Vani I	la		(6, 163, 642)	04941G-AC-2	Series 2013-1A Class B	1	20,400,000	19,977,577
57629* AV3	ABS Bank Loans and Corp Bonds 1		ļ	16,700,000	16,382,116	04/09/2013	04/09/2043	Swap/Vani I	la			38137D-AC-1	2013-7A Class B	1	16,700,000	16,382,116
57629* AV3	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1			3.732.839	3 649 953	04/09/2013	04/09/2043	Swap/Vanil	la			09625Y-AG-6	Bluemountain CLO Ltd Series 2012-1A Class C	1	3.732.839	3,649,953
	Evergreen Basket of Long Fixed Rate												Bluemountain CLO Ltd Series 2013-1A	_		
57629* AV3	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			23,000,000	22,6/8,230	04/09/2013	04/09/2043	Swap/Vani I	la			09626U-AC-2	Class A2A Galaxy CLO LtdSeries 2012-12A Class	1	23,000,000	22,678,230
57629* AV3	ABS Bank Loans and Corp Bonds 1			11, 185, 243	10,853,537	04/09/2013	04/09/2043	Swap/Vani I	la			36319V-AB-7	В	1	11, 185, 243	10,853,537
57629* AX9	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1		55,000,000	30,333,388	25,495,712	04/09/2013	04/09/2043	Swap/Vani I	la		(5,684,233)	20779M-AA-6 _	Connecticut Valley Str CDO III Series 2006-3A Class A1	1	30,333,388	31, 179, 945

# SCHEDULE DB - PART C - SECTION 1 Replication (Synthetic Asset) Transactions Open as of Current Statement Date

		Replication (Synt	hotio Accot) Tra	neactions	Replication	on (Synthetic	: Asset) Tra	sset) Transactions Open as of Current Statement Date  Components of the Replication (Synthetic Asset) Transactions									
1	2	3	1 ASSEL) TTAI	5	6	7	8		Derivative In	nstrument(s) Open		Cash Instrument(s) Held					
'		3	7	3	U	,	O		9	10	11	12	13	14	15	16	
Number	Description	NAIC Designation or Other Description	Notional Amount	Book/Adjusted Carrying Value	Fair Value	Effective Date	Maturity Date		Description	Book/Adjusted Carrying Value	Fair Value	CUSIP	Description	NAIC Designation or Other Description	Book/Adjusted Carrying Value	Fair Value	
57629* AX9	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1			17.296.657	17.329.288	04/09/2013	04/09/2043	Swap/Vanilla	•			38136B-AE-2	Goldentree Loan Opportunities Series 2007-3A Class A1BS	1	17.296.657	17,329,288	
3/029" AA9	Evergreen Basket of Long Fixed Rate				17,329,200	04/09/2013	04/09/2043	Swap/ vaiii i i a	a			30 130D-AE-2	LCM Ltd Partnership Series 14A	I		17,329,200	
57629* AX9	ABS Bank Loans and Corp Bonds 1			11,216,071	11, 145, 984	04/09/2013	04/09/2043	Swap/Vanilla	a			50184V-AG-9	Class C	1	11,216,071	11,145,984	
	Evergreen Basket of Long Fixed Rate												Eaton Vance CDO Ltd Series 2007-10A				
57629* AY7	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		55,000,000	18,034,469	12,247,281	04/09/2013	04/09/2043	Swap/Vanilla	a		(5,684,233	27829K-AE-7	. Class B2	1		17,931,514	
57629* AY7	ABS Bank Loans and Corp Bonds 1			45,017,229	45,289,418	04/09/2013	04/09/2043	Swap/Vanilla	a			44983W-AA-6	2007-5A Class A1A	1	45,017,229	45,289,418	
070E0 NT7	Evergreen Basket of Long Fixed Rate					04/ 00/ 2010	047 007 2040	Onap/ vaiii i i i	<b>"</b>			44000H 7H 0	Galaxy CLO Ltd Series 2006-6A	'		30,200,410	
57629* AU5	ABS Bank Loans and Corp Bonds 1		55,000,000	13,304,862		04/09/2013	04/09/2043	Swap/Vanilla	a		(5,666,552	363186-AA-5	Class A1	1		13,835,113	
570001 1115	Evergreen Basket of Long Fixed Rate			00 000 044	20 440 275	0.4 (0.0 (0.0 4.0	0.1./00./00.10					0745511 14 0	Symphony CLO Ltd Series 2007-5A		00 000 044	00 440 075	
57629* AU5	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			22,036,214	22,440,675	04/09/2013	04/09/2043	Swap/Vanilla	a			87155M-AA-9	Class A1Babson CLO Ltd 2007-I Series 2007-	1	22,036,214	22,440,675	
57629* AU5	ABS Bank Loans and Corp Bonds 1			42.937.741	43.189.685	04/09/2013	04/09/2043	Swap/Vanilla	a			05616X-AC-6	1A Class A2A	1	42,937,741	43, 189, 685	
	Evergreen Basket of Long Fixed Rate			, , ,	,,	- 0, -0, 10			-				Babson Mid-Market CLO 2007-II				
57629* AU5	ABS Bank Loans and Corp Bonds 1			15,794,622	16, 123, 486	04/09/2013	04/09/2043	Swap/Vanilla	a			056169-AA-3	Series 2007-2A Class A1	1	15,794,622	16, 123, 486	
57629* AU5	Evergreen Basket of Long Fixed Rate			13.522.555	13.770.821	04/09/2013	04/09/2043	0 0/ :11				05615U-AC-3	Babson CLO Ltd 2005-I Series 2005-			13,770,821	
5/629* AUS	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate				13,770,821	04/09/2013	04/09/2043	Swap/Vanilla	a			056 ISU-AC-3	1A Class A1B1Babson CLO Ltd. 2011-1 Series 2011-	I		13,770,821	
57629* AU5	ABS Bank Loans and Corp Bonds 1			19,694,497	19,752,370	04/09/2013	04/09/2043	Swap/Vanilla	a			05617G-AB-4	1A Class A2	1	19,694,497	19,752,370	
	Evergreen Basket of Long Fixed Rate							· ·					Longfellow Place CLO LTDSeries				
57629* AU5	ABS Bank Loans and Corp Bonds 1			16,606,166	16,580,932	04/09/2013	04/09/2043	Swap/Vanilla	a			54303P-AB-1	2013-1A Class B	1	16,606,166	16,580,932	
57629* BA8	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds		60.000.000	37, 100,000	30.325.338	04/09/2013	04/09/2043	Swap/Vanilla	_		(6.181.693	04941G-AA-6	Atlas Senior Loan Fund III Ltd Series 2013-1A Class A	4	37,100,000	36,507,031	
3/629° BA6	Evergreen Basket of Long Fixed Rate		00,000,000	37, 100,000		04/09/2013	04/09/2043	Swap/ vani i i a	a		(0, 181,093	) 0494 IG-AA-6	Carlyle Global Market Strategies	· · · · · · · · · · · · · · · · · · ·	37 , 100 ,000	ا دی, ۵۲, ۵۷, ۵۷	
57629* BA8	ABS Bank Loans and Corp Bonds 1			24.732.873	24.698.204	04/09/2013	04/09/2043	Swap/Vanilla	a			14310G-AA-8	CLO 2013-3 LTD	1	24,732,873	24,698,204	
	Evergreen Basket of Long Fixed Rate			, , ,				· ·					Longfellow Place CLO LTD Series				
57629* BB6	ABS Bank Loans and Corp Bonds 1		50,000,000	55,800,000	50,546,213	04/09/2013	04/09/2043	Swap/Vanilla	a		(5, 142, 633	54303P-AA-3	2013-1A Class A	1	55,800,000	55,688,846	
57629* AZ4	Evergreen Basket of Long Fixed Rate ABS Bank Loans and Corp Bonds 1		50.000.000	55,800,000	E0 E46 010	04/09/2013	04/09/2043	Swap/Vanilla	•		(5, 142, 633	54303P-AA-3	Longfellow Place CLO LTD Series 2013-1A Class A	1	55,800,000	55,688,846	
3/029" AZ4	ABS Balik Loalis and Corp Bolius					04/09/2013	04/09/2043	Swap/ vaiii i i a	a			) 34303F-AA-3	Fletcher Building Intl LP/Gtd			, 000,040	
92553P A*3	Viacom, Inc. Senior Note2		20,000,000	24,051,746	27,248,921	12/20/2013	03/20/2019	CDX Long-Clr	rd	551,746	551,746	Q3915#-AB-2	Senior Note Series B	2	23,500,000	26,697,175	
	Credit Default Indicies																
12513# M40	(CDXNA47/CDX.NA.IG.22)		500,000,000	565,576,055	615,212,250	03/20/2014	06/20/2019	CDX Long-Clr	rd	9,868,500		912828-PX-2	US Treasury 3.625% DUE 2/15/2021	1	555,707,555	605,343,750	
12513# M32	Credit Default Indicies (CDXNA48/CDX.NA.IG.22) 2		200,000,000	222,753,622	242,608,100	03/20/2014	06/20/2024	CDX Long-Clr	rd	470.600	470.600	912828-PX-2	US Treasury 3.625% DUE 2/15/2021	1	222,283,022	242,137,500	
TEO TOT MICE	Evergreen Basket of Long Fixed Rate		200,000,000			00/20/2014	00/20/2024	ODX Long on				0 12020 TX 2 1.	Staniford Street CLO, Ltd Series	'		2242, 107,000	
57629* BC4	ABS Bank Loans and Corp Bonds 1		100,000,000	114,639,882	118,640,788	03/05/2014	03/05/2034	Swap/Vanilla	a		3,473,463	854432-AA-9	_ 2014-1A Class A	1	114,639,882	115, 167, 325	
57000± 500	Evergreen Basket of Long Fixed Rate		400 000 000	400 047 500	110 100 717	00 (05 (0044	00.405.40004				0 440 757	070455 11 0	TICP CLO LTD Series 2014-1A Class		400 047 500	400 705 000	
57629* BD2	ABS Bank Loans and Corp Bonds 1 Credit Default Indicies		100,000,000	109,017,536	113, 168,747	03/05/2014	03/05/2034	Swap/Vanilla	a		3,442,757	872455-AA-8	. A1ETSA Utilities Finance Ptv Ltd./Gtd	I	109,017,536	109,725,990	
	(CDXNA47/CDX.NA.IG.22)		450.000.000	35.031.650	39.969.999	03/20/2014	06/20/2019	CDX Long-Clr	rd	8.881.650		Q3629#-AE-3	Senior Secured Note Ser C	1	26,150,000	31,088,349	
	Credit Default Indicies				, , , , , , , , , , , , , , , , , , , ,			Ů			_,,		I M I Group Limited Gtd Senior Note				
	(CDXNA47/CDX.NA.IG.22)			20,400,000	25,415,136	03/20/2014	06/20/2019	CDX Long-Clr	rd	-   -		G4691#-AC-9	Series B	1	20,400,000	25,415,136	
	Credit Default Indicies (CDXNA47/CDX.NA.IG.22) 1			5.000.000	5,768,540	03/20/2014	06/20/2019	CDX Long-Clr	rd			92964@-AA-7	WY Georgia Holdings 2004 LLC Senior Secured Note	1	5,000,000	5,768,540	
	Credit Default Indicies			,٥٥٥,٥٥٥		00/ 20/ 20 14	00/20/2018	ODA LONG-OTT	ı u	-		J23048-MM-/	Paraxel International Corp. Senior				
	(CDXNA47/CDX.NA.IG.22)1			19,950,000	19,791,537	03/20/2014	06/20/2019	CDX Long-Clr	rd			699462-A*-8	Note	2		19,791,537	
	Credit Default Indicies							, and				Ī	ALS Group General Partnership Gtd				
	(CDXNA47/CDX.NA.IG.22)1			21,600,000	22,277,376	03/20/2014	06/20/2019	CDX Long-Clr	rd	- }		00168@-AF-3 _	Senior Note Series F	2	21,600,000	22,277,376	
	Credit Default Indicies (CDXNA47/CDX.NA.IG.22)			13,700,000	15.626.083	03/20/2014	06/20/2019	CDX Long-Clr	rd			G1252@-AJ-3	Bord Gais Eireann Senior Note Series D	2	13,700,000	15,626,083	
	Credit Default Indicies			10,700,000		50/ 20/ 20 14	00/ £0/ £0 IJ	JUA LUNG-UN	ı u	-		4 15054_VO_9		-		15,020,003	
	(CDXNA47/CDX.NA.IG.22)1			5, 104, 268	5, 165, 122	03/20/2014	06/20/2019	CDX Long-Clr	rd	.		00889V-AC-1 _	Aimco Series 2006-AA Class B	1	5, 104, 268	5, 165, 122	
	Credit Default Indicies							L					Crown Pine Parent LP Senior Secured				
	(CDXNA47/CDX.NA.IG.22)			35,751,406	40,774,295	03/20/2014	06/20/2019	CDX Long-Clr	rd	-		22845#-AE-9	Note Series ENuplex Industries GmbH Gtd Senior	2	35,751,406	40,774,295	
	Credit Default Indicies (CDXNA47/CDX.NA.IG.22) 1			16,850,000	19 365 368	03/20/2014	06/20/2019	CDX Long-Clr	rd			D5861#-AA-7	Note Series A	2	16,850,000	19,365,368	
	Credit Default Indicies			10,000,000		55/ E0/ E0 17	55/ E0/ E0 10	SEA LONG OTT	. •			DOOD IT NO 1					
	(CDXNA47/CDX.NA.IG.22)			68,250,000	68,900,423	03/20/2014	06/20/2019	CDX Long-Clr	rd			78467K-B*-7 .	SSE plcSenior Note Series D	1	68,250,000	68,900,423	
	Credit Default Indicies			75 000 000	70 507 777	00 (00 (00 1	00 (00 (00 10	ODV I C:				04700# 40 6	Broadcast Australia Fin LtdGtd		75 000 555	70 507	
	(CDXNA47/CDX.NA.IG.22)1			75,000,000		03/20/2014	06/20/2019	CDX Long-Clr	rd			Q1798#-AB-8	Senior Secured Note Ser B	2	75,000,000	78,537,750	

# **SCHEDULE DB - PART C - SECTION 1**

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

		Replication (Syn	thetic Asset) Tra	ansactions	riophoan	on (Oynthich	5 7 1000tj 11d	nsactions Open as of Ci	anoni olalomen		of the Renl	ication (Synthetic Asset) Trans	actions			
1	2	3	4	5	6	7	8	Derivative Instrument(s) Open Cash Instrument(s) Held								
		NAIC						9	10	11	12	13	14	15	16	
Niverbar	Description	Designation or Other	Notional	Book/Adjusted Carrying	Fair Value	Effective	Maturity	<b>D</b>	Book/Adjusted Carrying	F : W !	QUOID		Öther	Book/Adjusted Carrying	F : W !	
Number	Description Credit Default Indicies	Description	Amount	Value	Fair value	Date	Date	Description	Value	Fair Value	CUSIP	Description	Description	Value	Fair Value	
	(CDXNA47/CDX.NA.IG.22)	l		67,300,000	71,930,240	03/20/2014	06/20/2019	CDX Long-Clrd			786584-A#-9	SafranSenior Note Series C	1	67,300,000	71,930,240	
	(CDXNA47/CDX.NA.IG.22)	l		45,100,000	45,365,639	03/20/2014	06/20/2019	CDX Long-Clrd			G0753*-AA-0	Note Series A	2	45, 100,000	45,365,639	
	Credit Default Indicies (CDXNA47/CDX.NA.IG.22)	l		32,900,000	37, 153, 444	03/20/2014	06/20/2019	CDX Long-Clrd			338120-AA-5	Fitch Group Inc.Senior Note	2	32,900,000	37, 153, 444	
	Credit Default Indicies (CDXNA47/CDX.NA.IG.22)1	l <u></u>		41,000,000	45,448,090	03/20/2014	06/20/2019	CDX Long-Cird			G3901#-AA-1	Glanbia Financial ServicesGtd Senior Note Ser 2011-1	2	41,000,000	45,448,090	
	Credit Default Indicies (CDXNA47/CDX.NA.IG.22)	l	250,000,000	265,928,332	290,913,970	03/20/2014	06/20/2019	CDX Long-Clrd	4,934,250	4,934,250	912828-MP-2	US Treasury 3.625% DUE 2/15/2020	1	260,994,082	285,979,720	
	Credit Default Indicies (CDXNA47/CDX.NA.IG.22)1	l	75,000,000	84,331,220	91,731,525	03/20/2014	06/20/2019	CDX Long-Clrd	1,480,275	1,480,275	912828-PX-2	US Treasury 3.625% DUE 2/15/2021	1	82,850,945	90,251,250	
	Credit Default Indicies (CDXNA47/CDX.NA.IG.22)	l	100,000,000	108,063,324	117,539,325	03/20/2014	06/20/2019	CDX Long-Clrd	1,973,700	1,973,700	912828-PX-2	US Treasury 3.625% DUE 2/15/2021	1	106,089,624	115,565,625	
	Credit Default Indicies (CDXNA48/CDX.NA.IG.22)1	I	100,000,000	111,677,156	116,319,620	03/20/2014	06/20/2024	CDX Long-Clrd	235,300	235,300	912810-RE-0	US Treasury 3.625% DUE 2/15/2044	1	111,441,856	116,084,320	
	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1	l	150.000.000	160,858,389	160.828.002	05/19/2014	05/19/2044	Swap/Vanilla		(595,019)	09627L-AA-5	Bluemountain CLO Ltd Series 2014-1A Class A	1	160.858.389	161,423,021	
	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds		125.000.000	82.937.383	, ,	05/19/2014	05/19/2034	Swap/Vanilla		,	43132R-AA-9	Hildene CLO Ltd Series 2013-1A Class A	1	82.937.383	83,864,275	
	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds	 I		39.930.214	,	05/19/2014	05/19/2034	Swap/Vanilla			49638W-AD-8	Kingsland Ltd Series 2013-6A Class	1	39,930,214	39,242,808	
	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds			12.880.088		05/19/2014	05/19/2034	Swap/Vanilla			26249E-AC-9	Dryden Senior Loan Fund Series 2014-31A Class B	1	12.880.088	12.919.660	
	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1		150.000.000	156,000,000	,, ,,	05/19/2014	05/19/2044	Swap/Vanilla		(202 046)	05363U-AC-7	Avery Point CLO Ltd Series 2014-1A	1	156,000,000	156,337,428	
	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1		150,000,000	149.750.000	149,394,858		05/19/2044	Swap/Vanilla		,	04941M-AA-3	Atlas Senior Loan Fund Ltd Series 2014-1A Class A	1	149.750.000	130 , 337 , 428	
	Evergreen Basket of Long Fixed Rate  ABS Bank Loans and Corp Bonds 1		130,000,000			05/19/2014	05/19/2044	Swap/Vanilla		(300,391)	03765D-AE-0	Apidos CDO Series 2014-18A Class B	1	8,507,573		
	Evergreen Basket of Long Fixed Rate	l	150.000.000	153.304.764	, , ,					/74/ 704\	49638W-AB-2	Kingsland Ltd Series 2013-6A Class	1			
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		,,		150,533,569		05/19/2044	Swap/Vanilla				Kingsland Ltd Series 2014-7A Class		153,304,764	151,248,303	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate		150,000,000	142,453,007	142,284,694		05/19/2044	Swap/Vanilla		(/14,/34)	49638Y-AA-0	Galaxy CLO Ltd Series 2014-17A		142,453,007	142,999,428	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate			18,262,454		05/19/2014	05/19/2044	Swap/Vanilla			36320D-AC-2	Class B	1	18,262,454	18,266,507	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate	l	150,000,000	114,639,882	114,512,449		05/19/2044	Swap/Vanilla		(654,876)	854432-AA-9	2014-1A Class AGT Loan Financing Ltd. Series 2013-	1	114,639,882	115, 167, 325	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate	l		37,637,431	, ,	05/19/2014	05/19/2044	Swap/Vanilla			36248M-AA-5	1A Class A	1	37,637,431	37 , 280 , 100	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate	l	150,000,000	, ,		05/19/2014	05/19/2044	Swap/Vanilla		(639,912)	126612-AA-8	CLO1 Class A1Goldentree Loan Opportunities	1	110 , 161 , 471	111,636,028	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate	l		32,325,444	, . ,	05/19/2014	05/19/2044	Swap/Vanilla			38137L-AA-7	Series 2014-8A Class A Race Point CLO Series 2012-6A Class	1	32,325,444	32,439,843	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate	l		15,000,000	15,009,750	05/19/2014	05/19/2044	Swap/Vanilla			74982D-AC-2	B	1	15,000,000	15,009,750	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate	l	135,000,000	109,418,805	109,904,416	05/19/2014	05/19/2044	Swap/Vanilla		(158,944)	48274L-AA-9	A1	1	109,418,805	110,063,360	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate	l		32,507,191	33, 175, 559	05/19/2014	05/19/2044	Swap/Vanilla			48274L-AC-5		1	32,507,191	33,175,559	
	ABS Bank Loans and Corp Bonds 1 Evergreen Basket of Long Fixed Rate	l	85,000,000	92,710,954	94,320,772	05/09/2014	05/09/2034	Swap/Vanilla		1,238,833	67108L-AA-1	Ozlm Ltd Series 2014-6A Class A1 KVK Clo Ltd Series 2013-2A Class A	1	92,710,954	93,081,939	
	ABS Bank Loans and Corp Bonds 1	l <u></u>	60,000,000	65,351,731	67, 159, 989	06/05/2014	06/05/2044	Swap/Vanilla		949,866	48274H-AA-8	5.5 Eta doi 105 Ed lo En 01a55 A	1	65,351,731	66,210,123	
9999999 - To	otals			5,882,280,312	5,866,512,016	XXX	XXX	XXX	28,915,365	(172,217,591)	XXX	XXX	XXX	5,853,364,947	6,038,729,607	

# **SCHEDULE DB - PART C - SECTION 2**

Replication (Synthetic Asset) Transactions Open

				Syntholio 71000tij Trai						
	First Q	uarter	Second	Quarter	Third (	Quarter	Fourth	Quarter	Year T	o Date
	1	2	3	4	5	6	7	8	9	10
	Number of	Total Replication (Synthetic Asset) Transactions								
	Positions	Statement Value								
Beginning Inventory	44	3,054,860,101	46	3,328,850,000					44	3,054,860,101
Add: Opened or Acquired Transactions	7	975,000,000	16	2,430,000,000					23	3,405,000,000
Add: Increases in Replication (Synthetic Asset)     Transactions Statement Value	XXX									
Less: Closed or Disposed of Transactions	5	701,010,101	8	550,000,000					13	1,251,010,101
Less: Positions Disposed of for Failing Effectiveness     Criteria										
Less: Decreases in Replication (Synthetic Asset)     Transactions Statement Value	xxx									
7. Ending Inventory	46	3,328,850,000	54	5,208,850,000					54	5,208,850,000

### **SCHEDULE DB - VERIFICATION**

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

		Book/Adjusted Carryin	ng Value Check
1.	Part A, Section 1, Column 14	2,113,881,999	
2.	Part B, Section 1, Column 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance		
3.	Total (Line 1 plus Line 2)		2,113,881,999
4.	Part D, Section 1, Column 5	6,441,425,301	
5.	Part D, Section 1, Column 6		
6.	Total (Line 3 minus Line 4 minus Line 5)		
		Fair Value 0	Check
7.	Part A, Section 1, Column 16	1,922,822,656	
8.	Part B, Section 1, Column 13		
9.	Total (Line 7 plus Line 8)		1,922,822,656
10.	Part D, Section 1, Column 8	6,457,518,976	
11.	Part D, Section 1, Column 9	(4,534,696,320)	
12	Total (Line 9 minus Line 10 minus Line 11)		
		Potential Exposi	ure Check
13.	Part A, Section 1, Column 21	3,673,590,960	
14.	Part B, Section 1, Column 20	61,676,070	
15.	Part D, Section 1, Column 11	3,735,267,030	
16.	Total (Line 13 plus Line 14 minus Line 15)		

### **SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	(	1	2
		'	_
			Prior Year Ended
		Year To Date	December 31
1.	Book/adjusted carrying value, December 31 of prior year	3,251,475,473	1,767,641,006
2.	Cost of cash equivalents acquired	30,790,040,504	54,747,558,464
3.	Accrual of discount	4,347,616	8,252,347
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	8,050	20,649
6.	Deduct consideration received on disposals	32,549,635,203	53,271,996,993
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)	1,496,236,440	3,251,475,473
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	1,496,236,440	3,251,475,473