QUARTERLY STATEMENT

OF THE

MML Bay State Life Insurance Company

TO THE

Insurance Department

OF THE

STATE OF

FOR THE QUARTER ENDED SEPTEMBER 30, 2013

LIFE AND ACCIDENT AND HEALTH

2013



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013 OF THE CONDITION AND AFFAIRS OF THE

MML Bay State Life Insurance Company

NAIC Group Code 0435 0435 NAIC Company Code 70416 Employer's ID Number 43-0581430

Organized under the Laws of	(Current) (Conne	Prior)	State of Domicile or Port of E	Entry Connecticut
Country of Domicile		United States of	America	
Incorporated/Organized	04/01/1935		Commenced Business	07/01/1894
Statutory Home Office	100 Bright Meadow	Boulevard ,		Enfield , CT, US 06082
<u> </u>	(Street and Nu	imber)	(City or	Town, State, Country and Zip Code)
Main Administrative Office		1295 State S		
:	Springfield , MA, US 01111	(Street and No	ımber)	413-788-8411
	own, State, Country and Zip C	ode)	(Aı	rea Code) (Telephone Number)
Mail Address	1295 State Street			Springfield , MA, US 01111
	(Street and Number or P.		(City or	Town, State, Country and Zip Code)
Primary Location of Books and	Records	1295 State \$	Street	
•		(Street and No	ımber)	
	Springfield , MA, US 01111 Town, State, Country and Zip C	,,,,	(Aı	413-788-8411 rea Code) (Telephone Number)
Internet Website Address	,,,	www.massmut	,	, (,
_			ual.com	_
Statutory Statement Contact		A. Peatman (Name)	,	413-744-6327 (Area Code) (Telephone Number)
tp	peatman@massmutual.com			413-226-4086
	(E-mail Address)			(FAX Number)
		OFFICE	RS	
President and Chief	Degar William	Crandall	T	Todd Carett Diekon
Executive Officer Secretary	Roger William Christine Caro		Actuary	Todd Garett Picken Isadore Jermyn
Michael Thomas Rollings E Chief Finan Melvin Timothy Corbett # Roger William Cra Mark Doug	cial Officer Executive Vice President undall - Chairman	Mark Douglas Roellig Exect General Co DIRECTORS OR Michael Rober	TRUSTEES	Michael Robert Fanning Executive Vice President Michael Thomas Rollings
State of County of	Massachusetts Hampden	SS:		
	. iampaon			
all of the herein described assistatement, together with related condition and affairs of the said in accordance with the NAIC A rules or regulations require direspectively. Furthermore, the	ets were the absolute property exhibits, schedules and expla reporting entity as of the reporting nnual Statement Instructions a fferences in reporting not rel scope of this attestation by th	of the said reporting entity, for nations therein contained, anner rting period stated above, and o and Accounting Practices and F ated to accounting practices e described officers also includ	ee and clear from any liens xed or referred to, is a full ar f its income and deductions rocedures manual except to and procedures, according es the related corresponding	orting entity, and that on the reporting period stated above, or claims thereon, except as herein stated, and that this not 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 belief, gelectronic filing with the NAIC, when required, that is an be requested by various regulators in lieu of or in addition
Roger William Cr President and Chief Exe		Christine Carole Secretar		Todd Garett Picken Treasurer
Subscribed and sworn to before day of	e me this		a. Is this an original filing b. If no, 1. State the amendme 2. Date filed	ent number

ASSETS

			Current Statement Date		4
		1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds	151,979,566		151,979,566	142,017,087
2.					
	2.1 Preferred stocks				
	2.2 Common stocks				
3.	Mortgage loans on real estate:	4 044 777		4 044 777	5 044 754
	3.1 First liens				
	3.2 Other than first liens				
4.	Real estate:				
	4.1 Properties occupied by the company (less \$				
	encumbrances)				
	4.2 Properties held for the production of income (less \$ encumbrances)				
	4.3 Properties held for sale (less \$				
	encumbrances)				
5.	Cash (\$(689,776)), cash equivalents				
	(\$90,637,054) and short-term				
	investments (\$23,485,272)	113 432 550		113 432 550	89 585 735
6.	Contract loans (including \$ premium notes)				
7.	Derivatives premium notes)				
8.	Other invested assets				
9.	Receivables for securities				
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	365,375,554		365,375,554	332,272,521
13.	Title plants less \$ charged off (for Title insurers				
	only)				
14.	Investment income due and accrued	4,178,030	8,657	4,169,373	3,564,103
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection	994		994	2,368
	15.2 Deferred premiums, agents' balances and installments booked but				
	deferred and not yet due (including \$				
	earned but unbilled premiums)	(1,612,630)		(1,612,630)	(3,919,282)
	15.3 Accrued retrospective premiums				
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers	1.694.155		1,694,155	5.258.520
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans				
	Current federal and foreign income tax recoverable and interest thereon				
18.1	_				
	Net deferred tax asset		, , ,	, ,	4,933,998
19.	Guaranty funds receivable or on deposit			,	889, 146
20.	Electronic data processing equipment and software				
21.	Furniture and equipment, including health care delivery assets (\$				
22.	Net adjustment in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates	146,865		146,865	133,560
24.	Health care (\$) and other amounts receivable				
25.	Aggregate write-ins for other than invested assets				
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	408,815,656	1,090,532	407,725,124	378,166,063
27.		4, 169, 252, 038		4, 169, 252, 038	4,110,991,095
28.	Total (Lines 26 and 27)	4,578,067,694	1,090,532	4,576,977,162	4,489,157,158
	DETAILS OF WRITE-INS				
1101.					
1102.					
1102.					
1198.	Summary of remaining write-ins for Line 11 from overflow page				
1199.	Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501.					
2502.					
2503.					
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)				

LIABILITIES, SURPLUS AND OTHER FUNDS

	LIABILITIES, SORI ESS AND STILKTS	1 Current	2 December 31
1.	Aggregate reserve for life contracts \$	Statement Date	Prior Year
	(including \$	130 , 432 , 273	124 , 285 , 572
3.	Liability for deposit-type contracts (including \$ Modco Reserve) Contract claims:	5,183,546	6,397,225
٠.	4.1 Life		
	4.2 Accident and health		
6.	Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts: 6.1 Dividends apportioned for payment (including \$ Modco)		
	6.2 Dividends not yet apportioned (including \$ Modco)		
7.	6.3 Coupons and similar benefits (including \$ Modco)		
	Premiums and annuity considerations for life and accident and health contracts received in advance less		
9.	\$ discount; including \$ accident and health premiums		1,385
	9.1 Surrender values on canceled contracts		
	experience rating refunds of which \$ is for medical loss ratio rebate per the Public Health		
	Service Act	19,433,051	15,015,778
	ceded		
10.	9.4 Interest Maintenance Reserve	336,558	313,977
	\$ and deposit-type contract funds \$		
11. 12.	Commissions and expense allowances payable on reinsurance assumed		
	Transfers to Separate Accounts due or accrued (net) (including \$(1.573.564) accrued for expense		
14.	allowances recognized in reserves, net of reinsured allowances)	19,130,607 859,652	23,139,044
15.1	Current federal and foreign income taxes, including \$ on realized capital gains (losses)		
15.2 16.	Net deferred tax liability Unearned investment income		
17.	Amounts withheld or retained by company as agent or trustee	8,886	10,424
18. 19.	Amounts held for agents' account, including \$ agents' credit balances		
20.	Net adjustment in assets and liabilities due to foreign exchange rates		
21. 22.	Liability for benefits for employees and agents if not included above		
23.	Dividends to stockholders declared and unpaid		
24.	Miscellaneous liabilities: 24.01 Asset valuation reserve	4.191.267	3.830.096
	24.02 Reinsurance in unauthorized and certified (\$		
	24.03 Funds held under reinsurance treaties with unauthorized and certified (\$	2,361,729	2,321,266
	24.05 Drafts outstanding		
	24.06 Liability for amounts held under uninsured plans		
	24.08 Derivatives		
	24.09 Payable for securities		
25	24.11 Capital notes \$ and interest thereon \$		
25. 26.	Aggregate write-ins for liabilities	1,579,251 195,587,637	281,886 181,938,986
27.	From Separate Accounts Statement		4,110,990,671
28. 29.	Total liabilities (Lines 26 and 27) Common capital stock	4,364,839,256	4,292,929,657 2,500,200
30.	Preferred capital stock		
31. 32.	Aggregate write-ins for other than special surplus funds		
33.	Gross paid in and contributed surplus	143,736,914	143,736,914
34. 35.	Aggregate write-ins for special surplus funds		
36.	Less treasury stock, at cost: 36.1 shares common (value included in Line 29 \$		
	36.2 shares preferred (value included in Line 30 \$)		
	Surplus (Total Lines 31+32+33+34+35-36) (including \$	209,637,706	193,727,301
38. 39.	Totals of Lines 29, 30 and 37	212,137,906 4,576,977,162	196,227,501 4,489,157,158
	DETAILS OF WRITE-INS		
2501. 2502.	Funds awaiting escheat Miscellaneous liabilities		46,759 235,127
2503.			
2598. 2599.	Summary of remaining write-ins for Line 25 from overflow page	1,579,251	281,886
3101.			
3102. 3103.			
3198.	Summary of remaining write-ins for Line 31 from overflow page		
3199. 3401.	Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)		
3402.			
3403. 3498.	Summary of remaining write-ins for Line 34 from overflow page		
3499.	Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)		

SUMMARY OF OPERATIONS

		1 1	2	3
		Current Year	Prior Year	Prior Year Ended
		To Date	To Date	December 31
	Premiums and annuity considerations for life and accident and health contracts		20 , 407 , 858	29,792,289
	Considerations for supplementary contracts with life contingencies.			12 066 012
3. 4.	Net investment income	8,850,469		13,066,812
5.	Separate Accounts net gain from operations excluding unrealized gains or losses	13	8	11
	Commissions and expense allowances on reinsurance ceded	4,036,393	3,928,020	5,253,881
7.	Reserve adjustments on reinsurance ceded			(8,328,492)
8.	Miscellaneous Income:			
	8.1 Income from fees associated with investment management, administration and contract	EE E00 040	E0 C00 400	70 707 074
	guarantees from Separate Accounts		58,639,480	72,727,071
	8.3 Aggregate write-ins for miscellaneous income	(677,333)	(872,592)	(1.001.277)
9.	Totals (Lines 1 to 8.3)	76.909.917	82,889,172	111,659,976
10.	Death benefits	, , -	16,623,589	31,349,788
11.	Matured endowments (excluding guaranteed annual pure endowments)	, ,		
12.	Annuity benefits		2, 136, 634	2,260,358
13.	Disability benefits and benefits under accident and health contracts	210,044	187,450	255,280
14.	Coupons, guaranteed annual pure endowments and similar benefits			
15.	Surrender benefits and withdrawals for life contracts	104,043,577	48,222,561	160,473,345
16.	Group conversions		470.070	
17.	Interest and adjustments on contract or deposit-type contract funds	422,394	173,979	608,442
18.	Payments on supplementary contracts with life contingencies		11,470,901	12,165,766
19. 20.	Increase in aggregate reserves for life and accident and health contracts		78,815,114	207 112 272
20.	Commissions on premiums, annuity considerations, and deposit-type contract funds (direct	130,004,442	70,013,114	207, 112,979
۲۱.	business only)	2,564,726	2,572,154	3,422,353
22.	Commissions and expense allowances on reinsurance assumed			, ,
23.	General insurance expenses	6,901,425		9,800,287
24.	Insurance taxes, licenses and fees, excluding federal income taxes	416,098	1,226,337	1,315,516
25.	Increase in loading on deferred and uncollected premiums		(4,270)	(596)
26.	Net transfers to or (from) Separate Accounts net of reinsurance		(26,061,417)	(133,324,268)
27.	Aggregate write-ins for deductions	40,406	33,467	60,903
28.	Totals (Lines 20 to 27)	53,718,137	64,014,831	88,387,174
29.	Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	23, 191, 780	18,874,341	23,272,802
30.	Dividends to policyholders	20, 101,700		20,272,002
31.	Net gain from operations after dividends to policyholders and before federal income taxes (Line 29			
	minus Line 30)	23, 191,780	18,874,341	23,272,802
32.	Federal and foreign income taxes incurred (excluding tax on capital gains)	3,888,064	3,236,940	2,963,563
33.	Net gain from operations after dividends to policyholders and federal income taxes and before	10 000 710	15 007 404	00 000 000
24	realized capital gains or (losses) (Line 31 minus Line 32)	19,303,716	15,637,401	20,309,239
34.	Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$134,077 (excluding taxes of \$			
	transferred to the IMR)	(38,515)	(51, 166)	1,940,308
35.	Net income (Line 33 plus Line 34)	19.265.201	15.586.235	22.249.547
00.	CAPITAL AND SURPLUS ACCOUNT	10,200,201	10,000,200	22,210,017
36.	Capital and surplus, December 31, prior year	196,227,501	176,457,255	176,457,255
37.	Net income (Line 35)	19.265.201	15,586,235	22,249,547
38.	Change in net unrealized capital gains (losses) less capital gains tax of \$			13,889
39.	Change in net unrealized foreign exchange capital gain (loss)			
40.	Change in net deferred income tax	(1,138,818)	(2,885,196)	(5,786,947)
41.	Change in nonadmitted assets			
42.	Change in liability for reinsurance in unauthorized and certified companies			417
43.	Change in reserve on account of change in valuation basis, (increase) or decrease			
44.	Change in asset valuation reserve			
45. 46.	Change in treasury stock			
47.	Other changes in surplus in Separate Accounts Statement			5
48.	Change in surplus notes			J
49.	Cumulative effect of changes in accounting principles			
50.	Capital changes:			
	50.1 Paid in			
	50.2 Transferred from surplus (Stock Dividend)			
	50.3 Transferred to surplus			
51.	Surplus adjustment:			
	51.1 Paid in			
	51.2 Transferred to capital (Stock Dividend)			
	51.3 Transferred from capital			
52.	Dividends to stockholders			
	Aggregate write-ins for gains and losses in surplus		1,482,854	28,304
	Net change in capital and surplus for the year (Lines 37 through 53)	15,910,405	17, 131, 524	19,770,246
55.	Capital and surplus, as of statement date (Lines 36 + 54)	212,137,906	193,588,779	196,227,501
	DETAILS OF WRITE-INS	, , ,,,,,,	-,,3	. ,,
08.301.	Sub advisory fees			(1,669,859)
	Other miscellaneous income	550,007		668,582
	, ,	(077, 000)	/	
	Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	(677,333)	(872,592)	(1,001,277)
	Miscellaneous charges to operations			60,903
	Summary of remaining write-ins for Line 27 from overflow page			
	Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	40,406	33,467	60,903
	Other changes in surplus			28,304
	Other Granges III Surprus		1, 402,004	20,004
5303.				
	Summary of remaining write-ins for Line 53 from overflow page			
	Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	17,999	1,482,854	28,304
				

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
			23,782,423	30,570,106
	Net investment income		9,046,759	12,533,084
3.	Miscellaneous income	56,650,474	58,997,496	70,885,216
4.	Total (Lines 1 to 3)	83,580,784	91,826,678	113,988,406
	Benefit and loss related payments			200,674,468
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	(90,276,787)	(29,675,697)	(138,651,109
7.	Commissions, expenses paid and aggregate write-ins for deductions	10,226,477	11,725,026	15,776,807
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$	2,887,484	(2,763,088)	1,436,181
10.	Total (Lines 5 through 9)	53,069,761	46,024,813	79,236,347
11.	Net cash from operations (Line 4 minus Line 10)	30,511,023	45,801,865	34,752,059
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	24,172,618	38,902,003	47, 180, 618
	12.2 Stocks			
	12.3 Mortgage loans	523, 125	520,249	717, 162
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		74	95
	12.7 Miscellaneous proceeds		(19,500)	(22,569
	12.8 Total investment proceeds (Lines 12.1 to 12.7)	24 695 758		47,875,306
	Cost of investments acquired (long-term only):			,0.0,000
	13.1 Bonds	22 490 202	1,903,186	7,597,157
				7,397,137
	13.2 Stocks		0.000	0.000
	13.3 Mortgage loans		3,860	3,860
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications	(2,465,163)		
	13.7 Total investments acquired (Lines 13.1 to 13.6)	31,015,229	1,907,046	7,601,017
14.	Net increase (or decrease) in contract loans and premium notes	(173,288)	995,321	1,824,522
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(6,146,183)	36,500,459	38,449,767
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities	(1,318,744)	1,245,527	2,768,861
	16.5 Dividends to stockholders			
	16.6 Other cash provided (applied)	800,719	588,044	1,231,658
17.	Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(518,025)	1,833,571	4,000,519
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.		23,846,815	84, 135,896	77,202,345
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	89,585,735	12,383,390	12,383,390
	19.2 End of period (Line 18 plus Line 19.1)	113,432,550	96,519,286	89,585,735
	pplemental disclosures of cash flow information for non-cash transactions: 1. Bond conversions and refinancing	999,838	6,207,014	2,148,152
		000, 555	644	2, 140, 132
20.000			044	UL
20.000 20.000 20.000	2. Interest capitalization for long-term debt		044	
20.000 20.000	2. Interest capitalization for long-term debt		044	
20.000 20.000 20.000 20.000	2. Interest capitalization for long-term debt			

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	DIRECT PREMIUMS AND DEPOSIT-TYPE	CONTRACTS	2	3
		Current Year	Prior Year	Prior Year Ended
		To Date	To Date	December 31
1.	Industrial life			
2.	Ordinary life insurance	33 5/1 2/1	36 720 706	48 575 074
۷.	Ordinary life insurance	50,541,241		
_	Outros to the transfer of the	115 174	00 105	07 640
3.	Ordinary individual annuities	115,174	∠ა, 1∠ა	21,042
4.	Credit life (group and individual)			
5.	Group life insurance	(4,388,535)	(8,966,509)	417,546
6.	Group annuities			
7.	A & H - group			
	3 · F			
8.	A & H - credit (group and individual)			
0.	7. a 11 Group and marriadal)			
9.	A 2 H other			
9.	A & H - other			
10.	Aggregate of all other lines of business			
11.	Subtotal	29,267,880	27,777,412	49,020,261
12.	Deposit-type contracts			
13.	Total	29,267,880	27,777,412	49,020,261
	DETAILS OF WRITE-INS			
1001				
1001.				
4000				
1002.				
1003.				
1098.	Summary of remaining write-ins for Line 10 from overflow page			
1099.	Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			
	· · · · · · · · · · · · · · · · · · ·			

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- Note 1 Summary of Significant Accounting Policies

 a. MML Bay State Life Insurance Company (the Company) recognizes statutory accounting practices prescribed or permitted by the State of Connecticut Insurance Department (the Department) for determining and reporting the financial condition and results of operations of an insurance company. The National Association of Insurance Commissioners (NAIC) Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the Department. The Company has adopted certain procedures that differ from NAIC SAP; however, such deviations are not believed to have a material impact on income, statutory surplus or Risk Based Capital (RBC).
 - b. Use of estimates in the preparation of the financial statements No significant changes
 - Accounting policy No significant changes

- Note 2 Accounting Changes and Corrections of Errors

 a. Under statutory accounting principles, corrections of prior year errors are recorded in current year surplus on a pretax basis with any associated tax impact reported through earnings. For the nine months ended September 30, 2013, the Company recorded a net increase to surplus of less than \$1 million related to premium income (ceded). For the nine months ended September 30, 2012, the Company recorded a net increase to surplus of \$1 million related to investment income. Certain prior year amounts within these financial statements have been reclassified to conform to the current year presentation.
 - Adoption of new accounting standards:

In March 2012, the NAIC issued Statement of Statutory Accounting Principles (SSAP) No. 103, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," which superseded SSAP No. 91R, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities". The change to SSAP No. 91R incorporates the United States of America (U.S.) generally accepted accounting principles (GAAP) guidance of the Financial Accounting Standard Board (FASB) Statement No. 166, "Accounting for Transfers and Servicing of Financial Assets, an amendment of FASB Statement No. 140," and Accounting Standards Update No. 2011-03, "Transfers and Servicing (Topic 860), Reconsideration of Effective Control for Repurchase Agreements," with modifications to conform the guidance to statutory accounting concepts. These modifications are primarily related to concepts that are not applicable or consistent with statutory accounting (e.g., rejection of U.S. GAAP consideration for consolidated affiliates, references to U.S. GAAP standards, methods, references and guidance not adopted for/applicable to statutory accounting). The Company adopted the guidance prospectively as of January 1, 2013. Adoption of this guidance did not have an 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

- Mortgage loans No significant changes
- Debt restructuring No significant changes
- Reverse mortgages No significant changes C.
- Loan-backed and structured securities: d.
 - (1) No significant changes
 - Loan-backed and structured securities recognized other-than-temporary impairments (OTTI) totaling less than \$1 million for the nine months ended September 30, 2013 and 2012, all of which were classified as present value of cash flows expected to be collected is less than amortized cost.
 - 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.
 - As of September 30, 2013, 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 follows (in millions):
 - The aggregate amount of unrealized losses:

1. Less than 12 months	\$	-
2. 12 months or longer	\$	-
The aggregate related fair value of securities with unrealized	losses:	
1. Less than 12 months	\$	10
2. 12 months or longer	\$	4

(5) No significant changes

h

- Repurchase agreements No significant changes
- f. The company does not have any investments in real estate.
- Low income housing tax credit properties No significant changes

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

(

a. For the nine months ended September 30, 2013, the Company's net admitted deferred tax asset (DTA) decreased by less than \$1 million from December 31, 2012.

(1)				Septemb	er 30, 2013	3	
		Ord	dinary	Ca	ıpital		Total
				(In M	lillions)		
(a)	Gross DTAs	\$	9	\$	-	\$	9
(b)	Statutory valuation allowance adjustment		-		-		-
(c)	Adjusted gross DTAs		9		-		9
(d)	DTAs nonadmitted		1		-		1
(e)	Subtotal net admitted DTA		8		-		8
(f)	Total gross DTLs		-		(3)		(3)
(g)	Net admitted DTA(L)	<u>\$</u>	8	\$	(3)	\$	5
				Decembe	er 31, 2012	2	
		Ord	dinary	Ca	ıpital		Total
				(In I	Millions)		
(a)	Gross DTAs	\$	10	\$	-	\$	10
(b)	Statutory valuation allowance adjustment		-		-		-
(c)	Adjusted gross DTAs		10		-		10
(d)	DTAs nonadmitted		2		-		2
(e)	Subtotal net admitted DTA		8		-		8
(f)	Total gross DTLs		(1)		(2)		(3)
(g)	Net admitted DTA(L)	\$	7	\$	(2)	\$	5
				Ch	ange		
		Ord	dinary	Ca	ıpital		Total
				(In I	Millions)		
(a)	Gross DTAs	\$	(1)	\$	-	\$	(1)
(b)	Statutory valuation allowance adjustment		-		-		-
(c)	Adjusted gross DTAs		(1)		-		(1)
(d)	DTAs nonadmitted		(1)		-		(1)
(e)	Subtotal net admitted DTA		-		-		-
(f)	Total gross DTLs		1		(1)		-
(g)	Net admitted DTA(L)	\$	1	\$	(1)	\$	-

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates - No significant changes

Note 11 - Debt - No significant changes

Note 12 – Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans - No significant changes

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations - No significant changes

Note 14 - Contingencies

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

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 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

- a. Transfers of receivables reported as sales No significant changes
- b. Transfer and servicing of financial assets No significant changes
- c. Wash sales:
 - (1) In the course of the Company's investment management activities, securities may be sold and 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 third quarter ended September 30, 2013 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 value:

			S	eptembe	er 30,	2013	
	Le	vel 1	L	evel 2	Le	vel 3	Total
				(In M)		
Financial assets:				•			
Cash equivalents and							
short-term investments ⁽¹⁾	\$	-	\$	114	\$	-	\$ 114
Separate account assets ⁽²⁾		885		2,260		-	3,145
Total financial assets carried							
at fair value	\$	885	\$	2,374	\$		\$ 3,259

⁽¹⁾ Does not include cash of \$(1) million.

For the nine months ended September 30, 2013 there were no significant transfers between Level 1 and Level 2.

December 31, 2012

			_		 ,		
	Le	evel 1	L	evel 2	Total		
				(In M			
Financial assets:							
Cash equivalents and							
short-term investments ⁽¹⁾	\$	-	\$	97	\$ -	\$	97
Separate account assets ⁽²⁾		792		2,293	-		3,085
Total financial assets carried							
at fair value	\$	792	\$	2,390	\$ -	\$	3,182

⁽¹⁾Does not include cash of \$(7) million.

For the year ended December 31, 2012 there were no significant transfers between Level 1 and Level 2.

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

	Beginning Balance as o 01/01/2013		T In		sfers O		Gains (Losses) i Net Incom		Gains (Losses) in Surplus	Purch	ases	Issuanc	es	Sa	les	Settleme	ents	Baland	ding ce as of 0/2013
									(In I	Millions)									
Financial assets: Separate account assets	\$ -	-	\$	-	\$	-	\$	-	\$ -	\$	-	\$	-	\$	-	\$	_	\$	_
Total financial assets	\$ -		\$	_	\$	-	\$	_	\$ -	\$	_	\$	_	\$	_	\$	_	\$	-

^{(2)\$1,024} million of book value separate account assets are not carried at fair value and, therefore, are not included in this table.

⁽²⁾\$1,026 million of book value separate account assets are not carried at fair value and, therefore, are not included in this table.

	Beginn Balance 01/01/2	as of	ī Ir	Γrans	fers Ou	ıt	Gains (Losses) in Net Income	Gain (Losses Surpl	s) in	Purch	ases	Issuance	ıs ;	Sales	Settleme	ents	Ending Balance as of 12/31/2012	
									(In I	Millions)							
Financial assets: Separate account assets	\$	-	\$	-	\$	-	\$ -	\$	-	\$	-	\$	-	\$ -	\$	-	\$	-
Total financial assets	\$	-	\$	-	\$	-	\$ -	\$	-	\$	-	\$	-	\$ -	\$	-	\$	_

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

			Septembe	er 30, 2013		
	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
			(In M	illions)		-
Financial assets: Bonds: U. S. government and agencies	\$ 4	\$ 4	\$ -	\$ 4	\$ -	\$ -
Special revenue	-		-	-	-	-
Industrial and miscellaneous	150	144	-	131	19	-
Parent, subsidiaries and affiliates	4 5	4 5	-	4	5	-
Mortgage loans - residential Cash, cash equivalents and	5	5	-	-	5	-
short-term investments	113	113	(1)	114	_	_
Separate account assets	4,191	4,169	887	3,279	25	-
Financial liabilities:	,	,		,		
Individual annuity contracts	2	3	-	-	2	-
Supplementary contracts	5	5	-	-	5	-
			Decembe	er 31, 2012		
	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
-			Level 1		Level 3	Practicable (Carrying
Financial assets: Bonds:			Level 1	Level 2	Level 3	Practicable (Carrying
Bonds: U. S. government and agencies			Level 1	Level 2	Level 3	Practicable (Carrying
Bonds: U. S. government and agencies Special revenue	Fair Value	Assets \$ 4	Level 1 (In M	Level 2 illions)	\$ -	Practicable (Carrying Value)
Bonds: U. S. government and agencies Special revenue Industrial and miscellaneous	\$ 4 142	* 4 - 132	Level 1 (In M	Level 2 illions) \$ 4 - 123		Practicable (Carrying Value)
Bonds: U. S. government and agencies Special revenue Industrial and miscellaneous Parent, subsidiaries and affiliates Mortgage loans - residential	Fair Value	Assets \$ 4	Level 1 (In M	Level 2 illions)	\$ -	Practicable (Carrying Value)
Bonds: U. S. government and agencies Special revenue Industrial and miscellaneous Parent, subsidiaries and affiliates	\$ 4 - 142 6	\$ 4 - 132 6	Level 1 (In M	Level 2 illions) \$ 4 - 123	\$ - - 19	Practicable (Carrying Value)
Bonds: U. S. government and agencies Special revenue Industrial and miscellaneous Parent, subsidiaries and affiliates Mortgage loans - residential Cash, cash equivalents and short-term investments Separate account assets	\$ 4 - 142 6 5	\$ 4 - 132 6 5	Level 1 (In M	Level 2 illions) \$ 4 - 123 6	\$ - - 19	Practicable (Carrying Value)
Bonds: U. S. government and agencies Special revenue Industrial and miscellaneous Parent, subsidiaries and affiliates Mortgage loans - residential Cash, cash equivalents and short-term investments	\$ 4 - 142 6 5 90	\$ 4 - 132 6 5	\$ - - - - - (7)	Level 2 illions) \$ 4 - 123 6 -	\$ - - 19 - 5	Practicable (Carrying Value)

As of September 30, 2013 and December 31, 2012, the Company had no investments where it was not practicable to estimate fair value.

Note 21 Other Items

- Extraordinary items No significant changes
- Troubled debt restructuring No significant changes b.
- Other disclosures No significant changes C.
- Reasonably possible uncollectible balances No significant changes d.
- Business interruption insurance recoveries No significant changes e.
- f. State transferrable tax credits - No significant changes
- Subprime mortgage related risk exposure:
 - (1) No significant changes(2) No significant changes

(3) Direct exposure through other investments:

Residential mortgage-backed securities risk exposure:

As of September 30, 2013 and December 31, 2012, the Company did not have any direct subprime exposure through purchases of unsecuritized whole-loan pools.

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

		Se	ptembe	er 30, 20	013		Nine Months Ended September 30, 2013
	Ac	tual	Carry	ing	F	Fair	
Alt-A:	C	ost	Valu	ie	V	alue	OTTI
				(In	Millio	ns)	
a. Residential mortgage-backed securities	\$	6	\$	4	\$	5	\$ -
b. Commercial mortgage-backed securities		-		-		-	-
c. Collateralized debt obligations		-		-		-	-
d. Structured securities		-		-		-	-
e. Equity investments in subsidiary							
and controlled affiliates		-		-		-	-
f. Other assets		-		-		-	-
g. Total	\$	6	\$	4	\$	5	\$ -
		Se	ptembe	er 30, 20	013		Nine Months Ended September 30, 2013
	Ac	tual	Carry			Fair	
Subprime:		ost	Valu	_	V	alue	OTTI
·	(In Millions)						
a. Residential mortgage-backed securities	\$	5	\$	2	\$	3	\$ -
b. Commercial mortgage-backed securities	,	_	•	_	•	_	-
c. Collateralized debt obligations		_		_		_	-
d. Structured securities		-		-		-	-
e. Equity investments in subsidiary							
and controlled affiliates		-		-		-	-
f. Other assets		-		-		-	
g. Total	\$	5	\$	2	\$	3	\$ -
		[Decemb	per 31, 2	2012		Year Ended December 31, 2012
	Ac	tual	Carr	ying		Fair	
Alt-A:	C	ost	Va	lue		Value	OTTI
				(In	Millio	ns)	
a. Residential mortgage-backed securities	\$	7	\$	5	\$		6 \$ -
b. Commercial mortgage-backed securities		-		-			
c. Collateralized debt obligations		-		-			
d. Structured securities		-		-			
e. Equity investments in subsidiary							
and controlled affiliates		-		-			
f. Other assets		-		-			<u></u>
g. Total	\$	7	\$	5	\$		6 \$ -

		D	ecember	31, 20	12		Year Ende December 2012	-
	Ac	tual	Carryii	ng	F	air		
Subprime:	Cost Value Valu					alue	OTTI	
				(In M	(lillions			
a. Residential mortgage-backed securities	\$	6	\$	3	\$	3	\$	-
b. Commercial mortgage-backed securities		-		-		-		-
c. Collateralized debt obligations		-		-		-		-
d. Structured securities		-		-		-		-
e. Equity investments in subsidiary								
and controlled affiliates		-		-		-		-
f. Other assets		-		-		-		-
g. Total	\$	6	\$	3	\$	3	\$	

- 4) The Company has no underwriting exposure to subprime mortgage risk through Mortgage Guaranty or Financial Guaranty insurance coverage.
- h. Retained asset accounts No significant changes
- i. Business risks

Investment and interest rate risks

As interest rates increase, certain securities may experience slower pay-down and 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 securities may experience greater pay-down and prepayment speeds from 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.

Credit and other market risks

Housing market trends began to improve in May 2012. Real estate values are up approximately 12.4% nationally in 2013 according to the Case-Shiller index. Increased demand and slowing rates of foreclosures and delinquencies have improved the supply/demand fundamentals. There are regional differences in price performance that are likely to continue. The rate of foreclosure resolutions remains low but is improved from their post-crisis bottoms.

Liquidity for securities issued in 2008 and earlier has been good. During the year, prices improved sharply due to a dearth of supply and improved housing market expectations. Profit taking began in mid-May as loss adjusted yields began to widen from very tight levels. More recently, prices have been fairly stable, although they are below their peaks reached earlier this year.

Solid real estate fundamentals are supporting pricing and rent growth expectations, though the recovery is still uneven and susceptible to downside risks. Current conditions reflect improving employment and attracting persistently strong investor demand for core real estate in gateway markets, particularly apartments and downtown offices, as investors seek to benefit from projected increases in rents and occupancy. However, concerns over the Federal Reserve scaling back Treasury and MBS purchases has added to financial market volatility and pushed long-term treasury rates higher.

Despite the recent passage of legislation funding the federal government and increasing debt ceilings, uncertainty related to the U.S. fiscal situation and economic stability remains. These uncertainties continue to be factors for the Company's investment portfolio.

Note 22 – Events Subsequent

The Company has evaluated subsequent events through November 6, 2013, the date the financial statements were available to be issued, and no events have occurred subsequent to the balance sheet date and before the date of evaluation that would require disclosure.

- Note 23 Reinsurance No significant changes
- Note 24 Retrospectively Rated Contracts and Contracts Subject to Redetermination No significant changes
- Note 25 Change in Incurred Losses and Loss Adjustment Expenses No significant changes
- Note 26 Intercompany Pooling Arrangements No significant changes
- Note 27 Structured Settlements No significant changes
- Note 28 Health Care Receivables No significant changes
- Note 29 Participating Policies No significant changes
- Note 30 Premium Deficiency Reserves No significant changes
- Note 31 Reserves for Life Contracts and Annuity Contracts No significant changes

Note 32 - Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics - No significant changes

<u>Note 33 – Premium and Annuity Considerations Deferred and Uncollected</u> - No significant changes

Note 34 - Separate Accounts - No significant changes

<u>Note 35 – Loss/Claim Adjustment Expenses</u> - 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
September 30, 2013	\$ 5,946.55	\$ -	\$ 5,946.55	\$ 5,842.35	\$ (104.20)	\$ 5,842.35	\$ 5,478.02
June 30, 2013	456,120.47	-	456,120.47	445,397.36	(10,723.11)	445,397.36	340,976.95
March 31, 2013	-	1	1	-	1	-	-
December 31, 2012	1,242,595.82	1	1,242,595.82	1,144,981.30	(97,614.52)	1,144,981.30	1,195,404.80
September 30, 2012	2,265,155.66	-	2,265,155.66	2,103,073.10	(162,082.56)	2,103,073.10	2,115,758.98
June 30, 2012	1,884,017.51	1	1,884,017.51	1,845,692.12	(38,325.39)	1,845,692.12	1,521,643.03
March 31, 2012	3,900,635.45	-	3,900,635.45	3,788,244.00	(112,391.45)	3,788,244.00	3,066,813.39
December 31, 2011	3,900,657.97	-	3,900,657.97	3,740,566.23	(160,091.74)	3,740,566.23	3,217,415.48
September 30, 2011	2,070,736.56	-	2,070,736.56	2,014,120.98	(56,615.58)	2,014,120.98	1,664,098.87
June 30, 2011	4,933,708.07	-	4,933,708.07	4,626,546.26	(307,161.81)	4,626,546.26	3,860,445.21
March 31, 2011	3,031,095.16	-	3,031,095.16	2,949,182.01	(81,913.15)	2,949,182.01	2,370,633.14
December 31, 2010	2,843,612.77	-	2,843,612.77	2,795,485.61	(48,127.16)	2,795,485.61	2,189,660.73
September 30, 2010	3,666,522.50	-	3,666,522.50	3,544,040.19	(122,482.31)	3,544,040.19	2,935,439.96
June 30,2010	2,331,449.06	-	2,331,449.06	2,200,016.30	(131,432.76)	2,200,016.30	1,658,548.15
March 31, 2010	3,606,733.30	-	3,606,733.30	3,269,443.64	(337,289.66)	3,269,443.64	2,259,716.96
December 31, 2009	4,888,306.08	-	4,888,306.08	4,101,772.99	(786,533.09)	4,101,772.99	2,994,613.30
September 30, 2009	10,338,098.79	207,960.30	10,546,059.09	9,768,287.29	(777,771.80)	9,768,287.29	6,661,983.49
Totals	\$	\$ 207,960.30	\$	\$	\$ (3,230,660.29)	\$	\$

The following is the impairment listing for loan-backed and structured securities for the three months ended September 30, 2013:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948JAA0	\$ 5,946.55	\$ -	\$ 5,946.55	\$ 5,842.35	\$ (104.20)	\$ 5,842.35	\$ 5,478.02
Total	\$ 5,946.55	\$ -	\$ 5,946.55	\$ 5,842.35	\$ (104.20)	\$ 5,842.35	\$ 5,478.02

The following is the impairment listing for loan-backed and structured securities for the three months ended June 30, 2013:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized Other-than- temporary- impairments	Amortized Cost after OTTI	Fair Value
07325YAB4	329,391.31	-	329,391.31	322,336.98	(7,054.33)	322,336.98	223,368.20
41161PSK0	126,729.16	•	126,729.16	123,060.38	(3,668.78)	123,060.38	117,608.75
Total	456,120.47	-	456,120.47	445,397.36	(10,723.11)	445,397.36	340,976.95

There were no impairments for loan-backed or structured securities for the three months ended March 31, 2013.

The following is the impairment listing for loan-backed and structured securities for the three months ended December 31, 2012:

CUSIP	Cu	rtized Cost before mulative justment	Cumulative Adjustment	An	nortized Cost before OTTI	Pro	ojected Cash Flow	ognized OTTI	nortized Cost after OTTI	F	air Value
45660NQ24	\$	33,741.29	\$ -	\$	33,741.29	\$	31,897.80	\$ (1,843.49)	\$ 31,897.80	\$	32,429.13
76110GE23		379,855.98	-		379,855.98		360,809.81	(19,046.17)	360,809.81		376,655.79
76110GG62		466,444.77	-		466,444.77		434,888.15	(31,556.62)	434,888.15		457,634.64
76110GZQ7		258,956.28	-		258,956.28		229,676.81	(29,279.47)	229,676.81		237,203.61
984582AA4		103,597.50	-		103,597.50		87,708.73	(15,888.77)	87,708.73		91,481.63
Totals	\$ 1	,242,595.82	\$.	\$	1,242,595.82	\$	1,144,981.30	\$ (97,614.52)	\$ 1,144,981.30	\$	1,195,404.80

The following is the impairment listing for loan-backed and structured securities for the three months ended September 30, 2012:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
12667GR62	\$ 129,768.51	\$ -	\$ 129,768.51	\$ 125,970.64	\$ (3,797.87)	\$ 125,970.64	\$ 117,092.08
12669FW82	66,954.77	-	66,954.77	60,058.73	(6,896.04)	60,058.73	53,687.67
22540VG71	22,321.49	-	22,321.49	22,296.68	(24.81)	22,296.68	21,670.88
23332UAC8	54,097.44	-	54,097.44	50,980.50	(3,116.94)	50,980.50	47,831.33
41161PFR9	50,550.63	-	50,550.63	50,360.83	(189.80)	50,360.83	46,717.99
41161PQU0	256,929.69	·	256,929.69	255,923.61	(1,006.08)	255,923.61	234,738.03
41161PSK0	139,934.90	·	139,934.90	138,992.43	(942.47)	138,992.43	125,425.23
45254NPU5	158,997.93	·	158,997.93	146,644.09	(12,353.84)	146,644.09	163,007.23
45660NT96	7,167.60	·	7,167.60	6,938.30	(229.30)	6,938.30	6,742.59
46412AAD4	298,947.30	-	298,947.30	179,411.39	(119,535.91)	179,411.39	269,900.51
589929X29	329,815.01	-	329,815.01	323,458.09	(6,356.92)	323,458.09	304,624.33
61750FAE0	112,949.21	-	112,949.21	111,046.17	(1,903.04)	111,046.17	97,920.25
68383NCA9	250,034.25	-	250,034.25	244,651.40	(5,382.85)	244,651.40	242,762.22
76110GE23	386,686.93	-	386,686.93	386,340.24	(346.69)	386,340.24	383,638.64
Totals	\$ 2,265,155.66	\$ -	\$ 2,265,155.66	\$ 2,103,073.10	\$ (162,082.56)	\$ 2,103,073.10	\$ 2,115,758.98

The following is the impairment listing for loan-backed and structured securities for the three months ended June 30, 2012:

CUSIP	Cı	ortized Cost before umulative djustment	Cumulative Adjustment	An	nortized Cost before OTTI	Pro	ojected Cash Flow	F	Recognized OTTI	Amortized Cost after OTTI	Fair Value
12667GS20	\$	196,456.67	\$ -	\$	196,456.67	\$	193,562.99	\$	(2,893.68)	\$ 193,562.99	\$ 149,998.92
12669FW82		70,562.41	-		70,562.41		70,253.21		(309.20)	70,253.21	54,418.81
251510FB4		83,436.88	-		83,436.88		82,006.62		(1,430.26)	82,006.62	65,444.98
41161PQU0		269,660.57	-		269,660.57		266,440.59		(3,219.98)	266,440.59	200,381.05
45254NPU5		179,761.01	-		179,761.01		161,991.32		(17,769.69)	161,991.32	142,656.02
45660NQ24		36,415.36	-		36,415.36		36,242.79		(172.57)	36,242.79	29,786.33
45660NT96		7,353.70	-		7,353.70		7,311.57		(42.13)	7,311.57	5,797.35
589929X29		380,460.80	-		380,460.80		374,783.57		(5,677.23)	374,783.57	316,155.76
68383NCA9		264,893.16	-		264,893.16		258,668.42		(6,224.74)	258,668.42	227,654.39
76110GE23		395,016.95	-		395,016.95		394,431.04		(585.91)	394,431.04	329,349.42
Totals	\$	1,884,017.51	\$ -	\$	1,884,017.51	\$	1,845,692.12	\$	(38,325.39)	\$ 1,845,692.12	\$ 1,521,643.03

The following is the impairment listing for loan-backed and structured securities for the three months ended March 31, 2012:

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
07325YAB4	\$ 410,142.60	\$ -	\$ 410,142.60	\$ 379,387.96	\$ (30,754.64)	\$ 379,387.96	\$ 172,681.54
1248RHAD9	530,737.46	-	530,737.46	507,320.20	(23,417.26)	507,320.20	340,418.00
12667GS20	208,987.00	-	208,987.00	202,305.58	(6,681.42)	202,305.58	160,858.67
12667GWF6	247,905.38	-	247,905.38	239,838.87	(8,066.51)	239,838.87	204,925.34
12669FW82	74,815.10	-	74,815.10	74,185.13	(629.97)	74,185.13	59,409.49
22540VG71	23,485.87	-	23,485.87	23,430.11	(55.76)	23,430.11	22,705.91
23332UAC8	59,401.12	-	59,401.12	58,244.58	(1,156.54)	58,244.58	45,149.21
251510FB4	92,233.64	-	92,233.64	84,863.73	(7,369.91)	84,863.73	69,059.95
41161PFR9	55,897.01	-	55,897.01	53,947.93	(1,949.08)	53,947.93	48,545.15
41161PQU0	280,074.55	-	280,074.55	278,496.68	(1,577.87)	278,496.68	209,699.32
41161PSK0	151,256.70	-	151,256.70	150,154.43	(1,102.27)	150,154.43	109,124.62
45254NPU5	192,140.18	-	192,140.18	183,764.05	(8,376.13)	183,764.05	148,689.45
45660NQ24	37,861.41	-	37,861.41	37,292.96	(568.45)	37,292.96	30,674.51
68383NCA9	287,067.53	-	287,067.53	272,302.44	(14,765.09)	272,302.44	245,539.87

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
76110GG62	504,889.65	-	504,889.65	504,521.24	(368.41)	504,521.24	493,013.57
76110GV40	393,801.77	-	393,801.77	390,324.35	(3,477.42)	390,324.35	393,737.28
76110GZQ7	283,924.15	-	283,924.15	283,608.53	(315.62)	283,608.53	257,644.32
92922FNW4	66,014.33	-	66,014.33	64,255.23	(1,759.10)	64,255.23	54,937.19
Totals	\$ 3,900,635.45	\$ -	\$ 3,900,635.45	\$ 3,788,244.00	\$ (112,391.45)	\$ 3,788,244.00	\$ 3,066,813.39

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

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKX5	\$ 51,017.44	\$ -	\$ 51,017.44	\$ 29,032.93	\$ (21,984.51)	\$ 29,032.93	\$ 35,662.25
12667GS20	220,382.68	-	220,382.68	215,434.94	(4,947.74)	215,434.94	141,763.75
12667GWF6	272,227.93	-	272,227.93	255,004.43	(17,223.50)	255,004.43	172,870.88
152314MJ6	240,867.90	-	240,867.90	195,062.66	(45,805.24)	195,062.66	205,639.80
22540VG71	24,144.61	-	24,144.61	23,892.44	(252.17)	23,892.44	23,066.42
23332UAC8	62,270.57	-	62,270.57	60,575.18	(1,695.39)	60,575.18	40,839.01
41161PFR9	59,402.54	-	59,402.54	59,223.69	(178.85)	59,223.69	47,324.43
41161PQU0	298,031.66	-	298,031.66	290,248.64	(7,783.02)	290,248.64	198,451.48
41161PSK0	156,889.45	-	156,889.45	154,301.19	(2,588.26)	154,301.19	116,566.01
45254NPU5	201,367.77	-	201,367.77	195,146.89	(6,220.88)	195,146.89	154,664.98
45660LCN7	101,750.29	-	101,750.29	99,330.85	(2,419.44)	99,330.85	80,643.92
45660NQ24	38,699.82	-	38,699.82	38,694.38	(5.44)	38,694.38	28,394.03
589929X29	397,423.84	-	397,423.84	396,229.47	(1,194.37)	396,229.47	332,683.88
76110GE23	441,834.01	-	441,834.01	436,308.43	(5,525.58)	436,308.43	402,975.43
76110GG62	517,560.45	-	517,560.45	514,464.57	(3,095.88)	514,464.57	502,419.26
76110GV40	423,503.74	-	423,503.74	402,058.78	(21,444.96)	402,058.78	398,945.92
76110GZQ7	307,245.86	-	307,245.86	296,240.28	(11,005.58)	296,240.28	270,023.78
86359AEH2	15,953.65	-	15,953.65	10,562.07	(5,391.58)	10,562.07	11,925.89
92922FNW4	70,083.76	-	70,083.76	68,754.41	(1,329.35)	68,754.41	52,554.36
Totals	\$ 3,900,657.97	\$ -	\$ 3,900,657.97	\$ 3,740,566.23	\$ (160,091.74)	\$ 3,740,566.23	\$ 3,217,415.48

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

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKX5	\$ 73,054.33	\$ -	\$ 73,054.33	\$ 51,541.03	\$ (21,513.30)	\$ 51,541.03	\$ 35,591.62
12667GS20	237,058.73	-	237,058.73	225,678.51	(11,380.22)	225,678.51	148,133.23
12667GWF6	293,988.28	-	293,988.28	283,443.39	(10,544.89)	283,443.39	195,539.90
12669FW82	79,851.70	-	79,851.70	79,231.97	(619.73)	79,231.97	64,154.15
22540VG71	24,448.70	-	24,448.70	24,363.07	(85.63)	24,363.07	23,249.86
22540VY55	24,708.05	-	24,708.05	24,419.97	(288.08)	24,419.97	20,005.77
251510FB4	98,308.52	-	98,308.52	96,817.16	(1,491.36)	96,817.16	78,739.20
41161PFR9	60,780.44	-	60,780.44	60,357.37	(423.07)	60,357.37	49,165.34
41161PSK0	163,858.19	-	163,858.19	163,112.74	(745.45)	163,112.74	125,268.00
45254NPU5	207,179.28	-	207,179.28	204,146.14	(3,033.14)	204,146.14	156,143.79
45660NQ24	39,488.75	-	39,488.75	38,913.01	(575.74)	38,913.01	29,308.54
65106FAG7	20,164.26	-	20,164.26	15,722.89	(4,441.37)	15,722.89	58,370.00
76110GV40	434,540.54	-	434,540.54	433,536.95	(1,003.59)	433,536.95	407,928.52
76110GZQ7	313,306.79	-	313,306.79	312,836.78	(470.01)	312,836.78	272,500.95
Totals	\$ 2,070,736.56	\$ -	\$ 2,070,736.56	\$ 2,014,120.98	\$ (56,615.58)	\$ 2,014,120.98	\$ 1,664,098.87

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

CUSIP	Amortized Cos before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKX5	\$ 77,717.5	9 \$ -	\$ 77,717.59	\$ 73,955.07	\$ (3,762.52)	\$ 73,955.07	\$ 37,632.77
1248RHAD9	591,061.8	- 6	591,061.86	512,305.02	(78,756.84)	512,305.02	353,044.00
12667GR62	161,682.8	9 -	161,682.89	159,026.49	(2,656.40)	159,026.49	117,046.98
12667GS20	250,118.1	7 -	250,118.17	242,958.52	(7,159.65)	242,958.52	163,151.18
12667GWF6	322,424.4	5 -	322,424.45	301,471.41	(20,953.04)	301,471.41	228,660.11
12669FVD2	104,454.4	1 -	104,454.41	98,456.96	(5,997.45)	98,456.96	100,554.18
12669FW82	84,076.3	2 -	84,076.32	80,839.23	(3,237.09)	80,839.23	64,797.26
41161PFR9	62,597.1	5 -	62,597.15	61,111.04	(1,486.11)	61,111.04	53,862.17
41161PQU0	313,915.9	9 -	313,915.99	310,455.45	(3,460.54)	310,455.45	247,325.41

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
41161PSK0	167,162.20	-	167,162.20	166,560.42	(601.78)	166,560.42	133,267.80
45254NPU5	218,282.82	-	218,282.82	210,403.94	(7,878.88)	210,403.94	158,644.92
45660NQ24	40,397.65	-	40,397.65	39,889.06	(508.59)	39,889.06	32,443.68
61750FAE0	107,982.99	-	107,982.99	101,558.28	(6,424.71)	101,558.28	92,154.75
76110GE23	457,357.04	1	457,357.04	451,735.74	(5,621.30)	451,735.74	383,775.05
76110GV40	474,244.05	-	474,244.05	449,742.81	(24,501.24)	449,742.81	423,776.28
76110GZQ7	330,886.88	-	330,886.88	328,537.26	(2,349.62)	328,537.26	285,305.89
76110GZR5	240,945.04	-	240,945.04	197,837.05	(43,107.99)	197,837.05	203,958.57
80557BAC8	558,983.94	-	558,983.94	526,365.30	(32,618.64)	526,365.30	473,890.00
86358RA23	298,143.06	-	298,143.06	294,253.56	(3,889.50)	294,253.56	257,460.78
86358RL88	46,923.25	-	46,923.25	12,038.89	(34,884.36)	12,038.89	25,347.07
86358RUQ8	24,350.32	-	24,350.32	7,044.76	(17,305.56)	7,044.76	24,346.36
Totals	\$ 4,933,708.07	\$ -	\$ 4,933,708.07	\$ 4,626,546.26	\$ (307,161.81)	\$ 4,626,546.26	\$ 3,860,445.21

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

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

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

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
12667GR62	\$ 188,017.70	\$ -	\$ 188,017.70	\$ 180,339.62	\$ (7,678.08)	\$ 180,339.62	\$ 132,490.63
12667GS20	276,335.44	-	276,335.44	272,206.94	(4,128.50)	272,206.94	178,434.19
12667GWF6	352,694.28	-	352,694.28	348,907.42	(3,786.86)	348,907.42	253,132.08
41161PFR9	66,893.84	-	66,893.84	66,857.20	(36.64)	66,857.20	52,383.83
41161PQU0	349,784.52	-	349,784.52	337,936.44	(11,848.08)	337,936.44	252,777.23
45254NPU5	231,028.25	-	231,028.25	229,395.42	(1,632.83)	229,395.42	167,356.60
45660LCN7	124,469.55	-	124,469.55	118,097.88	(6,371.67)	118,097.88	93,323.79
61750FAE0	112,613.40	-	112,613.40	112,307.99	(305.41)	112,307.99	101,696.75
68383NCA9	344,668.84	-	344,668.84	344,136.56	(532.28)	344,136.56	242,356.48
76110GV40	501,971.79	-	501,971.79	500,911.13	(1,060.66)	500,911.13	445,205.17
76110GZR5	257,287.83	-	257,287.83	255,047.45	(2,240.38)	255,047.45	245,588.19
86358RUQ8	37,847.33	-	37,847.33	29,341.56	(8,505.77)	29,341.56	24,915.79
Totals	\$ 2,843,612.77	\$ -	\$ 2,843,612.77	\$ 2,795,485.61	\$ (48,127.16)	\$ 2,795,485.61	\$ 2,189,660.73

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

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948JAA0	\$ 6,694.15	\$ -	\$ 6,694.15	\$ 6,424.55	\$ (269.60)	\$ 6,424.55	\$ 5,172.18
06050HKY3	1,744.67	-	1,744.67	1,260.76	(483.91)	1,260.76	28,892.43
12667GR62	197,432.80	-	197,432.80	193,481.68	(3,951.12)	193,481.68	131,786.60
12667GS20	288,829.72	-	288,829.72	284,748.85	(4,080.87)	284,748.85	176,676.64
12667GWF6	388,554.95	-	388,554.95	356,180.26	(32,374.69)	356,180.26	237,504.74
12669EH33	20,722.94	-	20,722.94	19,482.30	(1,240.64)	19,482.30	17,368.51
12669FW82	93,926.76	-	93,926.76	90,384.29	(3,542.47)	90,384.29	60,989.79
22540VG71	26,311.24	-	26,311.24	26,015.09	(296.15)	26,015.09	24,400.18
22541NFL8	337,698.01	-	337,698.01	342,575.15	4,877.14	342,575.15	383,854.56

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
23332UAC8	75,417.48	-	75,417.48	74,660.80	(756.68)	74,660.80	51,347.86
251510FB4	118,057.35	-	118,057.35	110,106.59	(7,950.76)	110,106.59	92,394.80
41161PQU0	368,748.24	-	368,748.24	355,633.54	(13,114.70)	355,633.54	245,135.48
45254NKD8	692.12	-	692.12	-	(692.12)	-	-
45254NPU5	240,878.77	-	240,878.77	236,289.36	(4,589.41)	236,289.36	170,829.40
45660LCN7	130,584.00	-	130,584.00	128,448.77	(2,135.23)	128,448.77	81,236.33
45660NT96	9,163.02	-	9,163.02	9,018.92	(144.10)	9,018.92	7,221.00
589929X29	527,194.43	-	527,194.43	492,749.66	(34,444.77)	492,749.66	426,365.50
68383NCA9	361,702.90	-	361,702.90	358,656.40	(3,046.50)	358,656.40	250,474.53
76110GZR5	264,370.47	-	264,370.47	263,313.00	(1,057.47)	263,313.00	259,259.95
79549AYA1	131,269.79	-	131,269.79	120,401.81	(10,867.98)	120,401.81	130,702.00
86358RLG0	4,711.47	-	4,711.47	3,445.64	(1,265.83)	3,445.64	13,891.64
86359AEH2	17,501.08	-	17,501.08	17,491.24	(9.84)	17,491.24	84,460.15
86359ANH2	54,316.14	-	54,316.14	53,271.53	(1,044.61)	53,271.53	55,475.69
Totals	\$ 3,666,522.50	\$ -	\$ 3,666,522.50	\$ 3,544,040.19	\$ (122,482.31)	\$ 3,544,040.19	\$ 2,935,439.96

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

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

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

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

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

CUSIP	С	ortized Cost before umulative djustment	Cumulative Adjustment	A	Amortized Cost before OTTI	Projected Cash Flow		Recognized OTTI	Amortized Cost after OTTI	Fair Value
05948XR52	\$	209,273.05	\$ -	\$	209,273.05	\$ 40,279.19	\$	(168,993.86)	\$ 40,279.19	\$ 82,906.07
1248RHAD9		569,584.07	-		569,584.07	539,400.00)	(30,184.07)	539,400.00	329,629.60
12667GR62		226,499.07	-		226,499.07	224,965.14	ļ	(1,533.93)	224,965.14	131,831.32
12667GS20		313,777.83	-		313,777.83	311,969.93	3	(1,807.90)	311,969.93	174,672.79
12667GWF6		435,837.20	-		435,837.20	433,299.54	ı	(2,537.66)	433,299.54	223,869.30
12669EH33		24,752.49	-		24,752.49	24,318.42	2	(434.07)	24,318.42	18,215.08
12669FVD2		122,585.47	-		122,585.47	122,477.08	3	(108.39)	122,477.08	115,480.67
22541QJR4		350,062.55	-		350,062.55	101,471.14	ı	(248,591.41)	101,471.14	145,905.99
40431KAE0		133,310.75	-		133,310.75	128,250.00)	(5,060.75)	128,250.00	116,051.05
41161PQU0		399,085.12	-		399,085.12	395,514.22	2	(3,570.90)	395,514.22	229,197.03
45254NPU5		265,550.75	-		265,550.75	265,577.55	5	26.80	265,577.55	151,941.17
46412AAD4		265,639.55	-		265,639.55	264,000.00)	(1,639.55)	264,000.00	237,721.00
576433GW0		97,465.21	-		97,465.21	71,696.93	3	(25,768.28)	71,696.93	24,617.15
61750FAE0		119,291.72	-		119,291.72	109,625.00)	(9,666.72)	109,625.00	87,403.93
61755FAE5		2,627.68	-		2,627.68	1,280.00)	(1,347.68)	1,280.00	7,905.52
65106FAG7		35,638.67	-		35,638.67	18,500.00)	(17,138.67)	18,500.00	62,740.60
669884AF5		2,314.30	-		2,314.30	1,350.00)	(964.30)	1,350.00	2,439.66
75971EAK2		20,285.88	-		20,285.88	17,850.00)	(2,435.88)	17,850.00	49,505.75
76110GJ85		546,347.58	-		546,347.58	518,318.57	7	(28,029.01)	518,318.57	432,917.67
79549ASM2		99,953.43	-		99,953.43	101,743.92	2	1,790.49	101,743.92	67,961.60
79549AYA1		191,927.41	-		191,927.41	188,981.58	3	(2,945.83)	188,981.58	86,302.26
86358RUR6		32,286.17	-		32,286.17	1,923.59)	(30,362.58)	1,923.59	5,767.57
86359A6A6		268,863.48	-		268,863.48	119,256.44	ļ	(149,607.04)	119,256.44	188,774.34
86359AEH2		155,346.65	-		155,346.65	99,724.75	5	(55,621.90)	99,724.75	20,856.18
Totals	\$	4,888,306.08	\$ -	\$	4,888,306.08	\$ 4,101,772.99	\$	(786,533.09)	\$ 4,101,772.99	\$ 2,994,613.30

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

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKY3	\$ 50,529.68	\$ 28,694.35	\$ 79,224.03	\$ 81,395.32	\$ 2,171.29	\$ 81,395.32	\$ 25,750.87
07384MS60	106,631.74	(13,457.03)	93,174.71	92,853.58	(321.13)	92,853.58	78,118.69
1248RHAD9	592,114.02	67,182.93	659,296.95	575,228.02	(84,068.93)	575,228.02	321,725.40
12667GR62	247,827.70	(15,340.04)	232,487.66	231,226.34	(1,261.32)	231,226.34	132,307.76
12667GS20	336,947.49	(16,080.96)	320,866.53	319,449.67	(1,416.86)	319,449.67	182,305.34
12667GWF6	505,139.36	(36,629.93)	468,509.43	447,001.98	(21,507.45)	447,001.98	272,934.88
126684AC3	481,031.83	7,432.40	488,464.23	330,113.04	(158,351.19)	330,113.04	356,009.66
12669FP23	71,393.13	(8,232.96)	63,160.17	42,897.29	(20,262.88)	42,897.29	59,791.95
12669FVD2	142,902.26	(8,411.86)	134,490.40	131,679.43	(2,810.97)	131,679.43	118,028.85
12669FW82	109,143.94	(1,351.64)	107,792.30	107,040.61	(751.69)	107,040.61	73,052.87
22541NBT5	247,340.52	101,410.48	348,751.00	327,047.76	(21,703.24)	327,047.76	197,830.23
22541NFL8	425,287.22	(10,464.13)	414,823.09	414,823.09	-	414,823.09	190,708.33
22541QJR4	208,460.53	150,860.19	359,320.72	361,940.30	2,619.58	361,940.30	165,984.17
23332UAC8	86,710.28	(982.25)	85,728.03	85,597.96	(130.07)	85,597.96	49,090.56
251510FB4	165,030.97	(6,323.00)	158,707.97	145,281.00	(13,426.97)	145,281.00	103,830.06
40431KAE0	165,141.89	(5,756.85)	159,385.04	133,310.75	(26,074.29)	133,310.75	101,841.98
41161PFR9	83,786.38	(2,134.53)	81,651.85	81,636.57	(15.28)	81,636.57	52,964.87
41161PQU0	421,088.07	(14,282.88)	406,805.19	403,491.54	(3,313.65)	403,491.54	225,388.82
45254NKD8	103,032.36	-	103,032.36	102,629.64	(402.72)	102,629.64	66,210.43
45254NPU5	279,260.29	(2,589.02)	276,671.27	276,442.46	(228.81)	276,442.46	157,083.91
45660LCN7	176,865.67	(10,755.81)	166,109.86	164,853.35	(1,256.51)	164,853.35	79,182.85
45660NQ24	52,303.61	(3,113.71)	49,189.90	49,200.36	10.46	49,200.36	33,674.55
45660NT96	12,994.94	-	12,994.94	12,846.96	(147.98)	12,846.96	8,178.77
46412AAD4	288,126.40	(22,486.85)	265,639.55	265,639.55	-	265,639.55	210,149.50
61750FAE0	141,946.29	1,012.36	142,958.65	119,291.72	(23,666.93)	119,291.72	81,362.80
61755FAE5	7,149.11	(5,160.76)	1,988.35	2,627.68	639.33	2,627.68	2,051.12
65106FAG7	107,752.94	(7,443.63)	100,309.31	35,638.67	(64,670.64)	35,638.67	58,612.70
669884AF5	45,262.13	(38,415.47)	6,846.66	2,314.30	(4,532.36)	2,314.30	7,803.18
68383NCA9	435,252.51	(7,492.00)	427,760.51	417,589.96	(10,170.55)	417,589.96	278,269.12
75406AAB5	444,770.19	(5,601.97)	439,168.22	426,737.28	(12,430.94)	426,737.28	320,459.90
75971EAK2	51,519.14	(11,349.12)	40,170.02	20,285.88	(19,884.14)	20,285.88	53,107.25
76110GG62	640,399.34	(7,589.41)	632,809.93	632,809.93	-	632,809.93	498,118.34

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
76110GG70	425,247.01	(40,501.92)	384,745.09	384,859.50	114.41	384,859.50	335,315.43
76110GJ85	565,248.31	(10,829.57)	554,418.74	554,418.74	-	554,418.74	483,783.78
76110GZQ7	388,898.46	(4,213.90)	384,684.56	384,684.57	0.01	384,684.57	338,916.79
76110GZR5	300,982.74	(2,790.90)	298,191.84	298,240.98	49.14	298,240.98	270,914.17
79549AYA1	91,487.65	112,841.72	204,329.37	206,044.42	1,715.05	206,044.42	87,854.83
80557BAC8	816,524.56	(12,517.60)	804,006.96	541,373.82	(262,633.14)	541,373.82	282,700.00
86358RL88	54,881.83	(7,238.94)	47,642.89	47,642.89	-	47,642.89	31,104.91
86358RLG0	39,783.15	19,941.93	59,725.08	61,269.75	1,544.67	61,269.75	28,035.38
86358RUR6	11,592.70	23,285.16	34,877.86	35,229.81	351.95	35,229.81	6,523.75
86359AEH2	110,752.81	45,507.22	156,260.03	165,272.27	9,012.24	165,272.27	21,406.75
86359ANH2	68,740.97	-	68,740.97	67,687.53	(1,053.44)	67,687.53	50,611.35
984582AA4	219,810.32	(4,681.88)	215,128.44	178,649.96	(36,478.48)	178,649.96	152,084.14
984582AB2	11,006.35	(5,987.92)	5,018.43	1,991.06	(3,027.37)	1,991.06	10,802.50
Totals	\$ 10,338,098.79	\$ 207,960.30	\$ 10,546,059.09	\$ 9,768,287.29	\$ (777,771.80)	\$ 9,768,287.29	\$ 6,661,983.49

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1	1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?						Yes [] No [X]]
1.2	If yes, has the report been filed with the domiciliary state?						Yes [] No []
2.1	Has any change been made during the year of this statement in the creporting entity?						Yes [] No [X]]
2.2	If yes, date of change:					<u>-</u>			
3.1	Have there been any substantial changes in the organizational chart	since the prior qu	arter end?				Yes [] No [X]]
3.2	If the response to 3.1 is yes, provide a brief description of those chan	nges.							
4.1	Has the reporting entity been a party to a merger or consolidation du	uring the period co	overed by this statemen	t?			Yes [] No [X]]
4.2	If yes, provide the name of the entity, NAIC Company Code, and state ceased to exist as a result of the merger or consolidation.	e of domicile (use	e two letter state abbrev	riation) for any entity	that has				
	1 Name of Entity		2 NAIC Company Code	3 State of Domicile					
5.	If the reporting entity is subject to a management agreement, includir in-fact, or similar agreement, have there been any significant change if yes, attach an explanation.					/es [] No [X] N/A []
6.1	State as of what date the latest financial examination of the reporting	entity was made	or is being made			<u>-</u>	12/3	31/2009	
6.2	2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.						12/31/2009		
6.3	State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).					eet	et		
6.4	By what department or departments?								
6.5	State of Connecticut Insurance Department Have all financial statement adjustments within the latest financial ex statement filed with Departments?	camination report	been accounted for in a	a subsequent financi	al 	/es [X	[] No [] N/A []
6.6	Have all of the recommendations within the latest financial examination	ion report been co	omplied with?			/es [X	[] No [] N/A []
7.1	Has this reporting entity had any Certificates of Authority, licenses or revoked by any governmental entity during the reporting period?	registrations (inc	luding corporate registr	ation, if applicable) s	uspende	d or	Yes [] No [X]]
7.2	If yes, give full information:								
8.1	Is the company a subsidiary of a bank holding company regulated by	the Federal Rese	erve 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 location regulatory services agency [i.e. the Federal Reserve Board (FRB), the Insurance Corporation (FDIC) and the Securities Exchange Commission (FDIC) and the Securities (FDIC) (FDIC	the Office of the C	Comptroller of the Curre	ncy (OCC), the Fede	eral Depo	eral sit			
	1 Affiliate Name	L	2 ocation (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC		
	The MassMutual Trust Company, FSB MML Distributors, LLC	Enfield, CT			YES		YES		
	MML Investors Services, LLC	Springfield, MA					YES		
	OppenheimerFunds Distributor, Inc.	New York, NY					YES		
	Babson Capital Securities, LLC	Boston, MA					YES		
	MMLISI Financial Alliances, LLC						YES		
	Baring Asset Management (Asia) Limited								
	Baring International Investment Limited	London IIK			l		YES		

GENERAL INTERROGATORIES

9.1	Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controlle similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?	ersonal and profession	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	[] No [X]
9.21	If the response to 9.2 is Yes, provide information related to amendment(s).			
9.3 9.31	Have any provisions of the code of ethics been waived for any of the specified officers?		Yes	[] No [X]
	FINANCIAL			
10.1 10.2	Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement lf yes, indicate any amounts receivable from parent included in the Page 2 amount:			
	INVESTMENT			
11.1 11.2	Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or o use by another person? (Exclude securities under securities lending agreements.) If yes, give full and complete information relating thereto:			[] No [X]
12.	Amount of real estate and mortgages held in other invested assets in Schedule BA:		\$	
13.	Amount of real estate and mortgages held in short-term investments:			
14.1 14.2	Does the reporting entity have any investments in parent, subsidiaries and affiliates?		Yes	[X] No []
		1 Prior Year-End Book/Adjusted Carrying Value		2 Current Quarter Book/Adjusted Carrying Value
14.21	Bonds	\$5,800,9	979 \$	3,946,398
	Preferred Stock			
	Common Stock			
	Short-Term Investments			
	Mortgage Loans on Real Estate			
14.20	All Other	F 000 (Ф 070 Ф	3,946,398
14.27	Total Investment in Parent, Substitutines and Alimates (Subiotal Lines 14.21 to 14.20) Total Investment in Parent included in Lines 14.21 to 14.26 above	\$5,800,8	\$	3,940,398
15.1 15.2	Has the reporting entity entered into any hedging transactions reported on Schedule DB?			

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

18.2 If no, list exceptions:

	16.1 Total fair value	e of reinvested collateral assets report	ted on Schedule DL, Parts 1 a	nd 2	\$
	16.2 Total book ad	usted/carrying value of reinvested col	lateral assets reported on Sch	edule DL, Parts 1 and 2	\$
				·	
17. 17.1	Excluding items in Schedule E - Par offices, vaults or safety deposit bor custodial agreement with a qualifie Outsourcing of Critical Functions, (t 3 - Special Deposits, real estate, modes, were all stocks, bonds and other and bank or trust company in accordan	ortgage loans and investments securities, owned throughout t ce with Section 1, III - General of the NAIC Financial Conditi	s held physically in the reporting entity's the current year held pursuant to a I Examination Considerations, F. on Examiners Handbook?	Yes [X] No []
		1		2	
		Custodian(s)		Custodian Address	
	Citibank, N.A.		333 West 34th Street, New Y	York, NY 10001	
17.2	For all agreements that do not complete explanation	oly with the requirements of the NAIC in:	Financial Condition Examiners	s Handbook, provide the name,	
	1 Name(s)	2 Location(s)	С	3 omplete Explanation(s)	
	Have there been any changes, inclu If yes, give full information relating to	3	(s) identified in 17.1 during the	current quarter?	Yes [] No [X]
	1	2	3	4	
	Old Custodian	New Custodian	Date of Change	Reason	
17.5		I kers/dealers or individuals acting on b ty to make investments on behalf of th		ive access to the investment accounts,	
	1	2		3	
	Central Registration Depository # 106006	Name(s)	.=	Address	
	# 106006	Babson Capital Management, LLC	1500 Main Stre	et, Springfield, MA 01115	
10.1		on Durnoses and Procedures Manual	-f 4h - NIAIO O	or Office has fallened 10	Voc. [V] No. []

GENERAL INTERROGATORIES

PART 2 - LIFE & HEALTH

١.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	Amount
	1.1 Long-Term Mortgages In Good Standing	Amount
	1.11 Farm Mortgages	5
	1.12 Residential Mortgages	\$4,811,777
	1.13 Commercial Mortgages	\$
	1.14 Total Mortgages in Good Standing	4,811,777
	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	Б
	1.33 Commercial Mortgages	5
	1.34 Total Mortgages with Interest Overdue more than Three Months	B
	1.4 Long-Term Mortgage Loans in Process of Foreclosure	
	1.41 Farm Mortgages	
	1.42 Residential Mortgages	
	1.43 Commercial Mortgages	5
	1.44 Total Mortgages in Process of Foreclosure	5
.5	Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$4,811,777
.6	Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
	1.61 Farm Mortgages	\$
	1.62 Residential Mortgages	\$
	1.63 Commercial Mortgages	\$
	1.64 Total Mortgages Foreclosed and Transferred to Real Estate	\$
2.	Operating Percentages:	
	2.1 A&H loss percent	%
	2.2 A&H cost containment percent	%
	2.3 A&H expense percent excluding cost containment expenses	%
.1	Do you act as a custodian for health savings accounts?	Yes [] No [X]
.2	If yes, please provide the amount of custodial funds held as of the reporting date	\$
.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
NAIC Company									Type of	Is Insurer
Company	Federal	Effective			-		_		Reinsurance	Authorized?
Code	ID Number	Date	Name of Reinsurer	\				Domiciliary Jurisdiction	Ceded	(Yes or No)
						B I			,	
,										
					•		\			
				\						

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

				ated by States a	Direct Bus			
		1	Life Co	ontracts 3	4 Accident and Health Insurance Premiums.	5	6	7
	States, Etc.	Active Status	Life Insurance Premiums	Annuity Considerations	Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit-Type Contracts
1.	AlabamaAL		231,657				231,657	
2.	Alaska	L	10,437				10,437	
3.	Arizona	LL	766,460				766,460	
4. 5.	Arkansas	LL	60,499 4,047,450				60,499 4,047,450	
5. 6.	California CA Colorado CO	L	4,047,450	945			4,047,450	
7.	Connecticut	J	495,274	a40			495,274	
8.	Delaware	L	60,758				60,758	
9.	District of Columbia	L	166,301				166,301	
10.	FloridaFL	L	1,709,975				1,709,975	
11.	Georgia GA	LL	625,083				625,083	
12.	Hawaii HI	L	175,416				175,416	
13.	IdahoID	<u>L</u>	53,549				53,549	
14.	IllinoisIL IndianaIN	L	1,240,097				1,240,097	
15. 16.	Indiana IN Iowa IA	LL	610,858 598,989	1.350			610,858 600,339	
17.	Kansas KS	L	363,098	1,350			363,098	
18.	Kentucky KY		314,762	5.000			319,762	
19.	Louisiana LA	I	384.388				384,388	
20.	Maine ME	Ĺ	190,326				190,326	
21.	Maryland MD	L	1,052,304				1,052,304	
22.	Massachusetts MA	L	835, 186				835, 186	
23.	Michigan MI	LL	1,585,727	600			1,586,327	
24.	Minnesota MN	LL	424,462	ļ			424,462	
25.	Mississippi	L	227,506				227,506	
26.	Missouri MO	ļĻ.	598,413				598,413	
27. 28.	Montana MT Nebraska NE	LL	266,618 377,549	1.350			266,618 378,899	
28. 29.	Nevada	L	377,549	1,350				
30.	New Hampshire	I	169.027				169,027	
31.	New Jersey	L	1,475,847	100,729			1,576,576	
32.	New Mexico NM	L	82,354				82,354	
33.	New York NY	N	139,050				139,050	
34.	North CarolinaNC	L	981,969				981,969	
35.	North DakotaND	LL	5,372				5,372	
36.	Ohio OH	L	1, 188, 573				1, 188, 573	
37.	Oklahoma OK	<u>-</u>	849,676				849,676	
38. 39.	Oregon OR Pennsylvania	L	408,068				408,068	
39. 40.	Rhode IslandRl	I	1,918,423				1,918,423	
41.	South Carolina SC	L	662,000				662.000	
42.	South Dakota	L	38,383				38,383	
43.	Tennessee	Ĺ	640,759	1.600			642,359	
44.	Texas TX	L	2,797,136				2,797,136	
45.	Utah UT	L	298,624				298,624	
46.	VermontVT	L	87 , 197	900			88,097	
47.	VirginiaVA	L	1,548,132				1,548,132	
48.	Washington WA	<u>L</u>	744,297				744,297	
49.	West Virginia WV	L	183,428	0.700			183,428	
50. 51.	Wisconsin WI Wyoming WY	LL	379,432 25,004	2,700			382, 132	
51. 52.	American Samoa	N	25,004				25,004	
53.	Guam GU	N N						
54.	Puerto Rico PR	N						
55.	U.S. Virgin Islands VI	N						
56.	Northern Mariana IslandsMP	N						
57.	Canada CAN	N						
58.	Aggregate Other Aliens OT	XXX	118,522	ļ			118,522	
59.	Subtotal	(a)50	33,393,327	115 , 174			33,508,501	
90.	Reporting entity contributions for employee benefits	XXX						
91.	plans Dividends or refunds applied to purchase paid-up	XXX						
91.	additions and annuities	XXX		L			L	
92.	Dividends or refunds applied to shorten endowment							
1	or premium paying period	xxx						
93.	Premium or annuity considerations waived under							
	disability or other contract provisions	XXX	211,943				211,943	
94.	Aggregate or other amounts not allocable by State	XXX	00 005 070	445 474	L		00 700 444	
95. 96	Totals (Direct Business)	XXX	33,605,270	115 , 174			33,720,444	
96. 97	Plus Reinsurance Assumed Totals (All Business)	XXX	33,605,270	115 . 174			33,720,444	
98.	Less Reinsurance Ceded	XXX	14,604,740	113, 1/4			14,604,740	
99.	Totals (All Business) less Reinsurance Ceded	XXX	19,000,530	115, 174			19, 115, 704	
	DETAILS OF WRITE-INS		.5,555,000	.10,114			.5, .10, 104	
58001.	Other foreign	XXX	118,522				118,522	
58002.	-	XXX	<u> </u>	ļ			<u> </u>	
		XXX		ļ				
58998.	Summary of remaining write-ins for Line 58 from							
F000	overflow page	XXX						
58999.	Totals (Lines 58001 through 58003 plus	vvv	110 500				110 500	
9401.	58998)(Line 58 above)	XXX	118,522				118,522	
9401. 9402.		XXX						
9402.		XXX						
	Summary of remaining write-ins for Line 94 from						•	•
	overflow page	XXX		<u> </u>				
9499.	Totals (Lines 9401 through 9403 plus 9498)(Line							
	94 above)	XXX	<u> </u>		0.0		<u></u>	
(L) Licens	sed or Chartered - Licensed Insurance Carrier or Dor					nea or Accredited F	keınsurer; (E) Eligib	ie - Reporting

⁽L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Questites 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:	0.10,0000	00,00	11140044114104110
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	70.110	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
CV Apts, LLC	04-1590850		Delaware
PL-Apts, LLC*	26-3911113		Delaware
CB-Apts, 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
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
0976761 B.C. Ltd.	None		Canada
MassMutual Holding LLC	04-2854319		Delaware
MassMutual Assignment Company	06-1597528		North Carolina
MassMutual Capital Partners 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

^{*}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 Asia Investors Ltd.	None		Hong Kong
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
Compañia 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
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 Europe Securities B.V.	98-0590849		Netherlands
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
Cornerstone Managing Director Europe LLC	55-0878489		Delaware
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 04-1590850		Hong Kong
Wood Creek Capital Management LLC			Delaware Delaware
Wood Creek Index Company, LLC Pakson Conital Floating Pata Income Fund Management, LLC	26-3115362 04-1590850		Delaware Delaware
Babson Capital Floating Rate Income Fund Management, LLC Babson Capital Core Fixed Income Management LLC	04-1590850 27-3523916		Delaware Delaware
Babson Capital Total Return Management LLC Babson Capital Total Return Management LLC	27-3523916		Delaware
Babson Capital Loan Partners I GP, LLC	51-0504477		Delaware Delaware
Bauson Capital Loan Patities For, LLC	31-03044//		Delawale

^{*}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
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 Australia LLC	90-0666326		Delaware
Babson Capital Cornerstone Managing Director ASIA LLC	51-0504477		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
OppenheimerFunds International, Ltd.	None		Ireland
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 Asset Management 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
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

^{*}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 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 (CI) Limited	98-0524275		Guernsey
Baring SICE (Taiwan) Limited	98-0457707		Taiwan ROC
Baring France SAS	98-0497550		France
Baring Korea Limited	None		South Korea
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
WW-Apts, LLC	27-0607263		Delaware
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
Baring Emerging Market Equity Fund	27-0439942		Delaware
C A F I, Inc.	52-2274685		Maryland
Eighth Note, Inc.	None		Delaware
Invicta Advisors LLC	56-2574604		Delaware
Jefferies Finance LLC*	27-0105644		Delaware Delaware
MML Private Equity Fund Investor LLC	04-1590850 04-1590850		Delaware Delaware
MM Private Equity Intercontinental LLC Babson Affiliates & Funds:	04-1390830		Delaware
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 Core Fixed Income Fund L.P.*	27-3524082		Delaware
Babson Capital Floating Rate Income Fund, L.P.*	27-3324082		Delaware
Babson Capital Floating Rate Income Funds, E.F.	None		United Kingdom
Babson Capital Global Umbrella Fund plc	None		United Kingdom
Babson Capital Global Investment Fund 2 plc*	None		Ireland
	5.1.0		

^{*}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 Loan Strategies Fund, L.P.*	37-1506417		Delaware
Babson Capital Total Return Fund L.P.*	27-3524290		Delaware
Babson CLO Ltd. 2004-I	None		Cayman Islands
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 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
Connecticut Valley CLO Fund IV, Ltd.	None		Cayman Islands
Diamond Lake CLO, Ltd.	None		Cayman Islands
Duchess I CDO S.A.	None		United Kingdom
Duchess III CDO S.A.	None		United Kingdom
Duchess IV CDO S.A.	None		United Kingdom
Duchess V CDO S.A.	None		United Kingdom
Duchess VI CLO B.V.	None		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
Great Lakes II LLC*	71-1018134		Delaware
Great Lakes III, L.P.	37-1708623		Delaware
Great Lakes LLC*	56-2505390		Delaware
Hampden CBO Ltd	None		Cayman Islands
Intermodal Holding II LLC	46-2344300		Delaware
Invicta Holdings LLC	56-2574568		Massachusetts
Loan Strategies Funding LLC	None		Cayman Islands
Malin CLO B.V.	None		United Kingdom
Newton CDO Ltd	None		Cayman Islands
Osprey CDO 2006-1	None		Cayman Islands

^{*}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
	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
	U.S. Trailer Holdings II LLC	46-2104352		Delaware
	U.S. WIG Holding L.P.	46-1500495		Delaware
	Victoria Falls CLO, Ltd.	None		Cayman Islands
	Vinacasa CLO, Ltd.	None		Cayman Islands
	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 A	ffiliates & 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 Focused International Equity Fund	01-0850479		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
Cornerst	one Affiliates & Funds:	00 0500505		70.1
	11 Fan Pier Boulevard Member LLC*	90-0728785		Delaware
	12-18 West 55th Street Predevelopment, LLC*	20-2548283		Delaware
	21 West 86 LLC*	45-5257904		Delaware
	50 Northern Avenue Member LLC*	80-0729557		Delaware
	Ygnatio Valley Funding	20-5481477		Delaware
	AT Mid-Atlantic Office Portfolio LLC*	45-2779931		Delaware
	Babson Mezzanine Realty Investors I*	20-4570515		Delaware
	Babson Mezzanine Realty Investors II*	24-1446970		Delaware

^{*}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
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 Industrial LP	20-5775782		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 Fort Pierce Development LLC*	56-2630592		Delaware
Cornerstone Global REIT Corporation*	20-8730751		Delaware
Cornerstone Holding LP	20-5578165		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/Legacy Federal Way LLC	26-1816861		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
CREA/Windstar Dublin-Pleasanton LLC*	20-4087568		Delaware
Fallon Cornerstone One MPD LLC*	26-1611591		Delaware
FP Development LLC*	20-3347091		Delaware
Flower Mound Warehouse*	20-4834392		Delaware
Gallery Place Equity LLC	11-3677334		Delaware
Gracechurch London Holdings LLC*	46-1586427		Delaware
Hanover Preferred Facility LLC*	20-8298948		Delaware
Infinity SCD Ltd.	None		Connecticut
Johnston Groves LLC	20-4819358		Delaware
MassMutual Boston Capital Mezzanine Partners II LP*	20-4570515		Delaware
Metropolitan At Lorton*	20-5984759		Delaware
MM Greenhill Office LLC*	46-3317841		Massachusetts
PO Parsippany Office Portfolio LLC*	46-0808569		Delaware
Riva Portland LLC	30-0713071		Delaware
Sawgrass Village Shopping Center LLC*	27-2977720		Delaware
Turnpike Executive Park LLC	46-0606690		Delaware
UK LIW Manager LLC	45-4606547		Delaware
UK LIW Member LLC	45-4606547		Delaware
Washington Gateway Apartments Venture LLC*	45-5401109		Delaware
Waterford Development Associates	20-2970495		Delaware
WeHo Domain LLC	46-3122029		Delaware
Wesley Chapel Theaters LLC*	26-2384708		Delaware

^{*}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 Premier Funds:			
MassMutual Barings Dynamic Allocation Fund	45-3168892		Massachusetts
MassMutual Premier Balanced Fund	04-3212054		Massachusetts
MassMutual Premier Capital Appreciation Fund	51-0529336		Massachusetts
MassMutual Premier Core Bond Fund	04-3277549		Massachusetts
MassMutual Premier Disciplined Value Fund	04-3539084		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 International Bond Fund	26-1345534		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 Blue Chip Growth Fund	04-3556992		Massachusetts
MassMutual Select Diversified Value Fund	01-0821120		Massachusetts
MassMutual Select Focused Value Fund	04-3512590		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 Overseas Fund	04-3557000		Massachusetts
MassMutual Select Small Cap Growth Equity Fund	04-3464205		Massachusetts
MassMutual Select Small Company Value Fund	04-3584140		Massachusetts
MassMutual Select S&P Mid Cap Index Fund	45-5349772		Massachusetts
MassMutual Select Russell 2000 Small Cap Index Fund	45-5366542		Massachusetts
MassMutual Select MSCI EAFE International Index Fund	45-5357167		Massachusetts
MML Series Investment Funds:			
MML China Fund	26-2997893		Massachusetts
MML Focused Equity Fund Class I	45-3612851		Massachusetts
MML Fundamental Growth Fund Class I	45-3612938		Massachusetts
MML Fundamental Value Fund Class I	27-2959469		Massachusetts
MassMutual RetireSMART Funds:	27 1022020		Nr. 1
MassMutual RetireSMART 2015 Fund	27-1933828		Massachusetts
MassMutual RetireSMART 2035 Fund	27-1933389		Massachusetts
MassMutual RetireSMART 2045 Fund	27-1932769		Massachusetts
MassMutual RetireSMART In Retirement Fund	03-0532464		Massachusetts
Oppenheimer Funds: Harbour View CLO 2006-1 Limited	N		C I
Harboury iew CLO 2000-1 Limited	None		Cayman Islands

^{*}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
OFI Institutional Commodities Strategy II	26-1143312		Delaware
Oppenheimer Diversified Alternatives Fund	46-1232921		Delaware
Oppenheimer Capital Appreciation Fund	13-3054122		Massachusetts
Oppenheimer Main Street Fund	84-1073463		Massachusetts
Oppenheimer Global Real Estate Fund	46-1604428		Delaware
Oppenheimer Real Estate Fund	22-3849391		Massachusetts
Rve Select Broad Market Prime	13-3949688		Delaware

^{*}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

No.						/ I I /	V - DE I AIL	LOF INSURANC		JLDI	ING COMPAINT				
Name of Securities Professor Profess	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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Part									Domi-						
Company Comp			NAIC	Federal				Names of	_						
Code Group Name Code Number RESD Cit Information Cit City C	Group				Endoral						Directly Controlled by			Liltimate Controlling	
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MAL Nezzarine Invester I, LLC SE AIL Organy Control 300,000 ML Company	0000									NIA					
Machine Mach	0000			06-1041383		.		CML Re Finance LLC	DE	NIA		Ownership	100.000		
											Massachusetts Mutual Life Insurance				
	0000			. 04-1590850 .				MML Mezzanine Investor L, LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
											Massachusetts Mutual Life Insurance	,			
One	0000			04-1590850				Berkshire Way LLC	DE	NIA		Ownership	100.000	MMLIC	
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Prints LLC DE NIA Convery Conversity Section Dec	0000			04-1590850				CV Ants IIC	DE	NΙΔ		Ownership	100 000	MMLIC	
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One One															
Operation				. 20-3911113 .				PL-Apis, LLC	I	NIA		Ownership	/ .800	MML10	
	0000			04 4500050				00.4.1110	DE.			0 1:	400.000	188 10	
19-50 LC DE Ni A Company Connerthin 51 400 MAIC	0000			. 04-1590850 .				CB-Apts, LLC	DE	NIA		Ownership	100.000	MMLIC	
March Marc															
MSP-SC LLC	0000			. 26-4441097 .				WP-SC, LLC	DE	NI A		Ownership	18.600	MMLIC	
DOOD 27-143692 Country Club Office Plaza LLC DE NIA Company Omership 1190 ML Company Omership 1190 Omer															
1000 27-1435692 Country Club Office Plaza LIC DE	0000			_ 04-1590850 _				MSP-SC, LLC	DE	NIA		Ownership	. 100.000		
	0000							Country Club Office Plaza LLC		NIA		Ownership		MMLIC	
	0000			. 27-1435692 .				Country Club Office Plaza LLC	DE	NIA	C.M. Life Insurance Company	Ownership	11.900	MMLIC	
MassIlutual Retirement Services, LLC DE											Massachusetts Mutual Life Insurance				
	0000			37-1732913				Fern Street LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
Mac Mac											Massachusetts Mutual Life Insurance	·			
0.000 0.4-3356880 0.000943903 0.0009	0000			04-1590850				MassMutual Retirement Services, LLC	DE	NIA	Company	Ownership.	100.000	MMLIC	
0.000 0.4-3356880 0.000943903 0.0009												1		-	
0000 04-3356880 0000943903 MML Distributors LLC MA	0000			04-3356880		0000943903		MML Distributors LLC	MA	NIA		Ownership	99 000	MML IC	
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MML Investment Advisers, LLC DE NIA Company Ownership .100.000 MMLIC	5000							DISTINUTORS ELV				νν		mile 10	
MML Mezzanine Investor, LLC DE NIA Company Ownership .100.000 MMLIC	0000							MM Investment Advisers IIC	n ⊏	NΙΔ		Ownership	100 000	MMI IC	
MML Mezzanine Investor, LLC DE NIA Company Ownership .100.000 MML IC	0000							mine investment nuvisers, LLO	UL	INI /\		οπιοι σπιρ		mmL 10	
MML Strategic Distributors, LLC DE NIA Company Ownership 100.000 MMLIC	0000			04_1500950				MM Mazzanina Investor IIC	ne ne	MIA		Ownership	100,000	MALLO	
MML Strategic Distributors, LLC DE NIA Company	0000			. 04-1080000 .				MINNE MEZZAIIIIE IIIVESTUI, LLO		NI /\		Owner 3111p			
0000	0000			46 2020042				MMI Stratagia Diatributara II.C	DE	MIA		Ownership	100,000	MALLO	
0000 06-1563535 2881445 0001103653 The MassMutual Trust Company, FSB US NIA Company Ownership .100.000 MMLIC				. 40-3∠38013 .				WIVIL STRATEGIC DISTRIBUTORS, LLC	UE	NIA		ownersnip	. 100.000		
Massachusetts Mutual Life Insurance	0000			00 4500505	0004445	0001100050		T. H. H. I. T. I. O	110				400.000	188 10	
.0000 .04-1590850 . MMC Equipment Finance LLC DE. NIA. Company Ownership. .100.000 .mLlC .0000 .26-0073611 .mll MassMutual Asset Finance LLC DE. NIA. MMC Equipment Finance LLC Ownership. .99,600 .mLlC .0000 .mll .26-0073611 .mll MassMutual Asset Finance LLC DE. NIA. C.M. Life Insurance Company. Ownership. .0400 .mLlC .0000 .mll .20-1217159 .mll Winmark Limited Funding, LLC DE. NIA. MassMutual Asset Finance LLC Ownership. .100.000 .mLlC .0000 .mll .27-1379258 .mll MMAF Equipment Finance LLC 2009-A DE. NIA. MassMutual Asset Finance LLC Ownership. .100.000 .mll.C	0000			. 06-1563535 .	2881445	0001103653		ine MassMutual Irust Company, FSB	US	NI A		Uwnership	. 100.000		
.0000 26-0073611 MassMutual Asset Finance LLC DE NIA MMC Equipment Finance LLC Ownership .99.600 MLIC .0000 26-0073611 MassMutual Asset Finance LLC DE NIA C.M. Life Insurance Company Ownership .0400 MMLIC .0000 20-1217159 Winmark Limited Funding, LLC DE NIA MassMutual Asset Finance LLC Ownership .100.000 MMLIC .0000 27-1379258 MMAF Equipment Finance LLC 2009-A DE NIA MassMutual Asset Finance LLC Ownership .100.000 MMLIC				l											
.0000 26-0073611 MassMutual Asset Finance LLC DE NIA C.M. Life Insurance Company Ownership 0.400 MLIC .0000 20-1217159 Winmark Limited Funding, LLC DE NIA MassMutual Asset Finance LLC Ownership .100.000 MLIC .0000 27-1379258 MMAF Equipment Finance LLC 2009-A DE NIA MassMutual Asset Finance LLC Ownership .100.000 MMLIC															
.0000 20-1217159 . Winmark Limited Funding, LLC DE. NIA. MassMutual Asset Finance LLC Ownership. .100.000 MMLIC .0000 27-1379258 . MMAF Equipment Finance LLC 2009-A DE. NIA. MassMutual Asset Finance LLC Ownership. .100.000 MMLIC															
.0000 MMAF Equipment Finance LLC 2009-A DE NIA MassMutual Asset Finance LLC Ownership .100.000 MMLIC	0000														
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	0000			45-2589019					DE	NIA	MassMutual Asset Finance LLC	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.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)	*
	•					,	MML Private Placement Investment Company I,		,	Massachusetts Mutual Life Insurance	,		, , ,	
0000			04-1590850				LLC	DE	NIA	Company	Ownership	100.000		
										Massachusetts Mutual Life Insurance				
0000			45-4376777 .				MSC Holding Company, LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
0000			04-3341767 .				MassMutual Holding MSC, Inc.	MA	NIA	MSC Holding Company, LLC	Ownership	100.000	MMLIC	
0000							0976761 B.C. Ltd.	CAN	NIA	MassMutual Holding MSC, Inc.	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			04-2854319	2392316			MassMutual Holding LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
0000			06-1597528				MassMutual Assignment Company	NC	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			04-1590850		0001399869		MassMutual Capital Partners LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			. 04-1590850 .		0000701059		MML Investors Services, LLC	MA	NI A	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			. 04-1590850 .				MML Insurance Agency, LLC	MA	NIA	MML Investors Services, LLC	Ownership	100.000	MMLIC	
0000			41-2011634 .		0001456663		MMLISI Financial Alliances, LLC	DE	NIA	MML Investors Services, LLC	Ownership	51.000	MMLIC	
0000			. 04-3313782 .				MassMutual International LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000							MassMutual Asia Limited	HKG	IA	MassMutual International LLC	Ownership	100.000	MMLIC	
0000							MassMutual Asia Investors Ltd	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
0000		-					MassMutual Guardian Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
0000							MassMutual Insurance Consultants Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
0000							MassMutual Services Limited	HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
0000							MassMutual Trustees Limited	HKG	NIA	MassMutual Asia Limited	Ownership	80.000	MMLIC	
							Protective Capital (International) Limited							
0000								HKG	NIA	MassMutual Asia Limited	Ownership	100.000	MMLIC	
0000							MassMutual Life Insurance Company	JPN	IA	MassMutual International LLC	Ownership	100.000	MMLIC	
0000							MassMutual Internacional (Chile) SpA	CHL	NIA	MassMutual International LLC	Ownership	100.000	MMLIC	
0000		-					MassMutual (Chile) Limitada	CHL	NIA	MassMutual International LLC	Ownership	100.000	MMLIC	
0000		-					Compania de Seguros CorpVida S.A.	CHL	NIA	MassMutual International LLC	Ownership	33.500	MMLIC	
0000		-	45-4000072				MM Asset Management Holding LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			51-0504477 .		0000009015		Babson Capital Management LLC	DE	NIA	. MassMutual Asset Management Holding LLC	Ownership	100.000	MMLIC	
0000			. 80-0875475 . . 04-3238351 .		0000930012		Babson Capital Finance LLC	DE DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			98-0437588		0000930012		Babson Capital Securities LLC	GGY	NIA	Babson Capital Management LLCBabson Capital Management LLC	Ownership		MMLIC	
0000			98-0437588				Babson Capital Guernsey Limited	GBR	NIA NIA	Babson Capital Management LLC Babson Capital Guernsey Limited	Ownership	100.000	MMLIC	
0000		-	. 50-0432133 .				Almack Mezzanine GP III Limited	GBR	NIA NIA.	Babson Capital Guernsey Limited Babson Capital Europe Limited	Ownership	100.000	MMLIC	
0000		-					Almack Holding Partnership GP Limited	GBR	NIA	Babson Capital Europe Limited	Ownership	100.000	MMLIC	
0000		-					Almack Mezzanine Fund Limited	GBR	NIA NIA	Babson Capital Europe Limited Babson Capital Europe Limited	Ownership	100.000	MMLIC	
0000		-					Almack Mezzanine Fund II Limited	GBR	NIA	Babson Capital Europe Limited Babson Capital Europe Limited	Ownership	100.000	MMLIC	
0000		-					Babson Capital Global Advisors Limited		NIA	Babson Capital Europe Limited Babson Capital Europe Limited	Ownership	100.000	MMLIC	
0000		-					Babson Capital Japan KK	JPN	NIA	Babson Capital Management LLC	Ownership.	100.000	MMLIC	
0000		-	55-0878489	3456895	0001379495		Cornerstone Real Estate Advisers LLC	DE	NIA	Babson Capital Management LLC	Ownership	. 100.000	MMLIC	
0000		-	. 50 00/0408 .	UTUUUJU	. 000 107 3433		Cornerstone Real Estate Advisers Europe	VE	NIA	- Dabson Capital management LLC	οιποι σπιρ		WINE I V	
0000			98-0590849				Securities B.V.	_NLD	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
0000		-	04-3238351	3456895	0001011148		Cornerstone Real Estate Advisers Inc.	CA	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
							Cornerstone Real Estate Advisers Japan			Commondate Lotate Advisors LLO	551 011 p			
0000							K.K.	JPN	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
							Cornerstone Real Estate UK Holdings	וע		Cornerstone near Estate Auvisers LEC	omior dirip			
0000							Limited	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
5000		-					Cornerstone Real Estate UK (No. 2) Limited			Cornerstone Real Estate UK Holdings	отпот отгр			
0000			98-0654401				Connectations lieur Estate on (No. 2) Elimiteu	GBR	NIA	Limited	Ownership.	100.000	MMLIC	
0000		-	. 1077000				Cornerstone Real Estate Advisers Europe	ا السر		Cornerstone Real Estate UK Holdings	οπιοι σιτιρ		, man = 1 V	
0000			98-0654388				LLP	GBR	NIA	Limited	Ownership	100.000	MMLIC	
		-						االاند		· · · · · · · · · · · · · · · · ·	. v ·····v i v · · · p · · · · · · · · · · · · · · ·	_ 100.000		

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						Exchange		Domi-	ship		Management,	ship		
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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)	*
	•					,	Cornerstone Real Estate Advisers Europe			Cornerstone Real Estate UK Holdings	,		, , , , , , , , , , , , , , , , , , , ,	
0000			98-0654412 .				Finance LLP	GBR	NIA	Limited	Ownership	100.000		
0000			55-0878489 .				Cornerstone Managing Director Europe LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	. MML1C	
0000							Babson Capital Asia Limited	HKG	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
							Babson Capital Australia Holding Company							
0000							Pty Ltd.	AUS	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
										Babson Capital Australia Holding Company				
0000					-		Babson Capital Australia Pty Ltd.	AUS	NIA	Pty Ltd.	Ownership	100.000	MMLIC	
0000			l		.		Babson Capital Cornerstone Asia Limited	HKG	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			04-1590850		-		Wood Creek Capital Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			26-3115362 .		-		Wood Creek Index Company, LLC	DE	NIA	Wood Creek Capital Management LLC	Ownership	100.000	MMLIC	
					l		Babson Capital Floating Rate Income Fund	l						
0000			. 04-1590850 .		. 0001501011		Management, LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
							Babson Capital Core Fixed Income							
0000			27-3523916 .		. 0001503878		Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			07 0504000		0004500070		Babson Capital Total Return Management LLC	DE		2		100 000	MMLIC	
0000			27-3524203		0001503879			DE	NIA	Babson Capital Management LLC	Ownership	100.000		
0000			51-0504477				Babson Capital Loan Partners I GP, LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			98-0536233 ₋ 04-1590850 ₋				Benton Street Advisors, Inc.	CYM DE	NIA NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			04-1590850 .				SDCOS Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			04-1590850 .				Great Lakes III GP. LLC	DE	NIA	Babson Capital Management LLCBabson Capital Management LLC	Ownership	100.000	MMLIC	
0000			04-1590850 .				Loan Strategies Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			04-1590850				Mezzco LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MMLIC	
0000			02-0767001				Mezzco II LLC	DE	NIA	Babson Capital Management LLC	Ownership	98.400	MMLIC	
0000			41-2280126				Mezzco III LLC	DE	NIA	Babson Capital Management LLC	Ownership.	99.300	MMLIC	
0000			90-0666326 .				Mezzco Australia LLC	DE	NIA	Babson Capital Management LLC	Ownership	72.000	MMLIC	
0000			. 00 0000020 .				Babson Capital Cornerstone Managing			Bubson ouprear management LEO	omici sirip		WILL TO	
0000			51-0504477				Director ASIA LLC	DE	NIA	Babson Capital Management LLC	Ownership	100.000	MML1C	
					-		Somerset Special Opportunities Management			Sabout Capital management 220				
0000			04-1590850				LLC	DE	NIA	Babson Capital Management LLC	Ownership.	.100.000	MMLIC	
0000			04-1590850				Winterset Management LLC	DE	NIA	Babson Capital Management LLC	Ownership	_100.000	MMLIC	
0000			84-1149206	2897101			Oppenheimer Acquisition Corp.	DE	NIA	MassMutual Asset Management Holding LLC	Ownership	96.600	MMLIC	
0000			13-2527171	2679183	0000820031		OppenheimerFunds, Inc.	CO	NIA	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	
0000			13-2953455		. 0000276541		OppenheimerFunds Distributor, Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	.MMLIC	
0000			84-1106295 .				Oppenheimer Real Asset Management, Inc	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	.MMLIC	
0000			13-4160541 .	3458125	0001179479 .		OFI Global Institutional, Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
										OFI Institutional Asset Management, Inc.				
0000			13-3459790 .	2914875			OFI Global Trust Company	NY	NIA		Ownership	100.000	MMLIC	
										OFI Institutional Asset Management, Inc.				
0000			22-2697140 .		-		HarbourView Asset Management Corporation	NY	NIA		Ownership	100.000	MMLIC	
								1		OFI Institutional Asset Management, Inc.				
0000			25-1951632		. 0000099782		Trinity Investment Management Corporation	PA	NIA		Ownership	100.000	MMLIC	
0000			84-1128397 .		. 0000857468		OFI SteelPath, Inc.	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
0000			84-1066811 .		. 0000276398		Shareholder Services, Inc.	CO	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
0000			. 84-0765063 .		. 0001041674		OFI Global Asset Management, Inc.	DE	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
0000			91-2036414 .		. 0001179480		OFI Private Investments Inc.	NY	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
0000							OppenheimerFunds International, Ltd.	JRL	NIA	OppenheimerFunds, Inc.	Ownership	100.000	MMLIC	
0000			62-1210532 .				Tremont Group Holdings, Inc.	NY	NIA	Oppenheimer Acquisition Corp.	Ownership	100.000	MMLIC	
0000			06-1121864	.	0000764139	. [Tremont Partners, Inc.	CT	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	

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1	2	3	4	5	6 7	8	9	10	11	12 Type of Control (Ownership,	13 If Control is	14	15
					Name of Securities Exchange		Domi-	Relation- ship		Board, Management,	Owner- ship		
0		NAIC	Federal	F	if Publicly Traded	Names of	ciliary	to	Discostly Constrailed by	Attorney-in-Fact,	Provide		
Group Code	Group Name	Company Code	ID Number	Federal RSSD	(U.S. or CIK International)	Parent, Subsidiaries Or Affiliates	Loca- tion	Reporting Entity	Directly Controlled by (Name of Entity/Person)	Influence, Other)	Percen- tage	Ultimate Controlling Entity(ies)/Person(s)	*
Code	Group Name	Code	Number	KSSD	CIK International)	Tremont Capital Management (Ireland)	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(les)/Person(s)	
0000						Limited	JRL	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
0000			20–8215352			Tremont GP, Inc.	DE	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
0000			90-0874510 .			Settlement Agent LLC	DE	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
0000			30-00/4310 .			Tremont (Bermuda) Limited	BMU	NIA	Tremont Group Holdings, Inc.	Ownership.	. 100.000	MMLIC	
0000			04-1590850			MassMutual Baring Holding LLC	DE	NIA	MassMutual Asset Management Holding LLC	Ownership.	100.000	MMLIC	
0000			98-0241935	2363071		Baring Asset Management LLC	MA	NIA	MassMutual Baring Holding LLC	Ownership	100.000	MMLIC	
0000				200007 1		MassMutual Holdings (Bermuda) Limited	BMU	NIA	MassMutual Baring Holding LLC	Ownership	100.000	MMLIC	
0000			98-0241935			Baring Asset Management Limited	GBR	NIA	MassMutual Holdings (Bermuda) Limited	Ownership.	100.000	MMLIC	
0000			98-0457328			Baring International Investment Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
0000			98-0457587			Baring International Investment Management Holdings	GBR	NIA		Ownership.	.100.000	MMLIC	
0000			98-045/58/			Baring Asset Management UK Holdings	bbn	NIA	Baring Asset Management Limited Baring International Investment	Owner Sn Tp	100.000	MMLIC	
0000			98-0457576 .			Limited	GBR	NIA	Management Holdings	Ownership	100.000	MML1C	
0000			98-0465031			Baring Asset Management Cobil	DELL	NILA	Baring Asset Management UK Holdings	O	100 000	MMLIC	
0000		-				Baring Asset Management GmbH	DEU	NIA	Limited Baring Asset Management UK Holdings	Ownership	. 100.000		
0000		-	98-0524271 .			Limited	HKG	NIA	Limited	Ownership	100.000	MMLIC	
0000			98-0457465			Baring International Fund Managers (Bermuda) Limited	BMU	NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MML1C	
		-				(Baring Asset Management (Asia) Holdings				
0000			98-0457463			Baring Asset Management (Asia) Limited	HKG	NIA	Limited	Ownership	100.000	MMLIC	
0000						Baring Asset Management Korea Limited	KOR	NIA	Baring Asset Management (Asia) Limited Baring Asset Management (Asia) Holdings	Ownership	100.000		
0000			98-0236449			Baring Asset Management (Japan) Limited	JPN	NIA	Limited	Ownership	. 100.000	MMLIC	
0000			98-0457456			Baring Asset Management (Australia) Pty Limited	AUS	NIA	Baring Asset Management (Asia) Holdings Limited	Ownership	100.000	MML1C	
						Baring International Fund Managers			Baring Asset Management UK Holdings				
0000			98-0524272 .			(Ireland) Limited	JRL	NIA	Limited	Ownership	100.000	MMLIC	
0000			98-0524275			Baring Asset Management (CI) Limited	GGY	NIA	Limited	Ownership	100.000	MMLIC	
0000			98-0457707			Baring SICE (Taiwan) Limited	JWN	NIA	Baring Asset Management UK Holdings Limited	Ownership	.100.000	MMLIC	
									Baring Asset Management UK Holdings				
0000		-	98–0497550 .			Baring France SAS	FRA	NIA	Baring Asset Management UK Holdings	Ownership	. 100.000	MMLIC	
0000						Baring Korea Limited	K0R	NIA	Limited	Ownership	100.000	MMLIC	
0000			98-0457586 .			Baring Fund Managers Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
0000			98-0457574			Baring Pension Trustees Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000	MMLIC	
0000		-	98–0457578 .			Baring Investment Services Limited	GBR	NIA	Baring Asset Management Limited	Ownership	100.000		
0000			04-3548444				MA	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			62-0951563	1160004	0001259664	First Mercantile Trust Company	TN	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000			04-3324233			HYP Management LLC	DE	NIA	MassMutual Holding LLC	Ownership	100.000	MMLIC	
0000		-	04–2443240 .			MML Realty Management Corporation	MA	NIA	MassMutual Holding LLC Massachusetts Mutual Life Insurance	Ownership	100.000		
0000		-	27-0607263 .			WW-Apts, LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
0000			04–1590850			MML Mezzanine Investor II, LLC	DE	NIA	Company	Ownership	100.000		
0000			04-1590850				DE	NIA	Company	Ownership	100.000	MMLIC	
	·	-		1		name addeduiiiio iiivootUl III, LLU		↓	-	VIIII VI VIII P	. 100 . 000		

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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)	*
										Massachusetts Mutual Life Insurance				
0000			27-3576835 .				MassMutual External Benefits Group LLC	DE	NI A	Company	Ownership		. MMLIC	
										Massachusetts Mutual Life Insurance				
0000			. 04-1590850 .				MML Re Finance LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
0000			04 4500050				MP-Apts. LLC	DE	NIA	Massachusetts Mutual Life Insurance	0	100,000	MM 10	
0000			04-1590850 .				MP-Apts, LLC	DE	NIA	Company	Ownership	100.000	_MMLIC	
0000			27-4349154				580 Walnut Cincinnati LLC	DE	NIA	Company	Ownership	50.000	MMLIC	
0000			21-4349134				360 Warnut Ciricinnati LLC	UE	NIA	Massachusetts Mutual Life Insurance	Owner strip	000		
0000			52-2274685 .				C A F I, Inc	MD	NI A	Company	Ownership	69.900	.MMLIC	
0000			. 32-2214003 .				O A F I, IIIC	ND	NI A	Massachusetts Mutual Life Insurance	Owner strip	69.900		
0000							Eighth Note. Inc.	DE	NIA	Company	Ownership	16.600	MMLIC	
0000							Ergitti Note, Ilic.		NI A	Massachusetts Mutual Life Insurance	Owner strip			
0000			56-2574604				Invicta Advisors LLC	DE	NIA	Company	Ownership		MMLIC	
0000			. 00 2014004 .				INVICTOR ADVISORS ELO			Massachusetts Mutual Life Insurance	- Omici sirip		WILL TO	
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	
							001101100111111100 220			Massachusetts Mutual Life Insurance				
0000			27-0439942				Baring Emerging Market Equity Fund	DE	NIA	Company	Influence		MMLIC	
							, , , , , , , , , , , , , , , , , , , ,			Massachusetts Mutual Life Insurance				
0000			04-1590850 .		0000067160		MML Private Equity Fund Investor LLC	DE	NIA	Company	Ownership	100.000	.MMLIC	
0000			04-1590850 .				MM Private Equity Intercontinental LLC	DE	NIA	MML Private Equity Fund Investor LLC	Ownership	100.000	.MMLIC	
										Massachusetts Mutual Life Insurance				
0000							Almack Mezzanine Fund LP	GBR	NIA	Company	Ownership	38.900	MMLIC	
0000							Almack Mezzanine Fund LP	GBR	NIA	C.M. Life Insurance Company	Ownership	4.000	MMLIC	
0000							Almack Mezzanine Fund LP	GBR	NI A	Babson Capital Europe Limited	Management		MMLIC	
										Massachusetts Mutual Life Insurance				
0000							Almack Mezzanine Fund II Unleveraged LP	GBR	NI A	Company	Ownership	72.900	MMLIC	
0000							Almack Mezzanine Fund II Unleveraged LP	GBR	NIA	Babson Capital Europe Limited	Management		MMLIC	
0000							Alasada Namanailan Frank III IB	ODD	NII A	Massachusetts Mutual Life Insurance	0	00.000	MMLIC	
0000							Almack Mezzanine Fund III LP	GBR	NIA	Company	Ownership	33.200		
0000							Almack Mezzanine Fund III LP	GBR	NIA NIA	C.M. Life Insurance Company	Ownership	3.600	MMLIC	
0000							ATTIMAGE MEZZATTITE FUND TITLE	חסע	NIA	Massachusetts Mutual Life Insurance	Management		INMILIO	
0000			55-0886109 .		0001321302		Babson Capital High Yield LLC	DE	NIA	Company	Ownership	80.000	MMLIC	
0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	C.M. Life Insurance Company	Ownership		MMLIC	
0000			55-0886109		0001321302		Babson Capital High Yield LLC	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
							Babson Capital Core Fixed Income Fund L.P.			Massachusetts Mutual Life Insurance				
0000			27-3524082		0001503878		I	DE	NIA	Company	Ownership.		MMLIC	
							Babson Capital Core Fixed Income Fund L.P.	.		1 /				
0000			27-3524082		0001503878		,	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
1							Babson Capital Floating Rate Income Fund,			Massachusetts Mutual Life Insurance	-			
0000			27-3330830		0001521404		L.P	DE	NIA	Company	Ownership	2.600	MMLIC	
							Babson Capital Floating Rate Income Fund,							
0000			27-3330830 .		0001521404		L.P	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
							Babson Capital Global Investment Funds plo			Massachusetts Mutual Life Insurance				
0000					0001502146			GBR	NIA	Company	Ownership	0.700	MMLIC	
							Babson Capital Global Investment Fund 2	l	l	Massachusetts Mutual Life Insurance				
0000			l		0001582591		plc	JRL	NIA	Company	Ownership	100.000	MMLIC	
0000							Babson Capital Global Investment Fund 2	1			l., .			
0000							PIC	JRL	NI A	Babson Capital Management LLC	Management		MMLIC	

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											Type	If		
											of Control	Control		
											(Ownership,	is		
						Name of Securities			Relation-		Board,	Owner-		
						Exchange		Domi-	ship		Management,	ship		
		NIAIO	Fadaaal				Names of							
_		NAIC	Federal			if Publicly Traded	Names of	ciliary	to	B: " 0 . "	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)	*
										Massachusetts Mutual Life Insurance				
0000					. 0001515694 .		Babson Capital Global Umbrella Fund plc .	GBR	NI A	Company	Ownership	16.700	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			37-1506417		.		Babson Capital Loan Strategies Fund, L.P	DE	NIA	Company	Ownership	78.100	MMLIC	
0000			37-1506417				Babson Capital Loan Strategies Fund, L.P		NIA	C.M. Life Insurance Company	Ownership	3.900	MMLIC	
0000			37-1506417				Babson Capital Loan Strategies Fund, L.P		NIA	Babson Capital Management LLC	Management		MMLIC	
							Substitute Education and Tallage Tallage			Massachusetts Mutual Life Insurance				
0000			27-3524290		0001503879		Babson Capital Total Return Fund L.P.	DE	NIA	Company	Ownership	100.000	MMLIC	
0000			27-3524290		0001503879		Babson Capital Total Return Fund L.P.	DE	NIA	Babson Capital Management LLC	Management	100.000	MMLIC	
0000			21-3324290	1	. 00010036/9 .		Babson CLO Ltd. 2004-1	CYM	NIA	Babson Capital Management LLCBabson Capital Management LLC	Influence		MMLIC	
					-			CYM				-	MMLIC	
0000					-		Babson CLO Ltd. 2005-1		NIA	Babson Capital Management LLC	Influence	-		7
0000					-		Babson CLO Ltd. 2005-II	CYM	NIA	Babson Capital Management LLC	Influence	-	MMLIC	8
0000		·			-		Babson CLO Ltd. 2005-III	CYM	NIA	Babson Capital Management LLC	Influence	-	MMLIC	3
0000							Babson CLO Ltd. 2005-III	CYM	NIA	MassMutual Holding LLC	Influence		MMLIC	3
0000							Babson CLO Ltd. 2006-I	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	9
0000							Babson CLO Ltd. 2006-II	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	10
0000							Babson CLO Ltd. 2007-I	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	
0000							Babson Mid-Market CLO Ltd. 2007-II	CYM.	NIA	Babson Capital Management LLC	Influence		MMLIC	14
0000			98-0536233					CYM.	NIA	MassMutual Capital Partners LLC	Ownership	95.900	MMLIC	4
							Benton Street Partners I, L.P.	CYM				95.900		
0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	Babson Capital Management LLC	Management			4
0000			98-0536233				Benton Street Partners I, L.P.	CYM	NIA	C.M. Life Insurance Company	Ownership	0.300	MMLIC	4
										Massachusetts Mutual Life Insurance				
0000			98-0536233	-			Benton Street Partners I, L.P	CYM	NIA	Company	Ownership	3.800	MMLIC	4
0000			98-0536199				Benton Street Partners II, L.P.	CYM	NI A	Babson Capital Management LLC	Ownership	98.800	MMLIC	5
0000							Clear Lake CLO, Ltd	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
							Connecticut Valley Structured Credit CDO							
0000							II, Ltd	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	12
							Connecticut Valley Structured Credit CDO							
0000		1					III, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000			1	1			Connecticut Valley CLO Fund IV, Ltd.	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC	
0000			1	1	1		Diamond Lake CLO. Ltd.	CYM	NIA	Babson Capital Management LLC	Influence	-	MMLIC	
0000			1	4007418			Duchess I CDO S.A.	GBR	NIA	Babson Capital Management LLC	Influence	-	MMLIC	
0000				4007416	-		Duchess III CDO S.A.		NIA	Babson Capital Management LLC	Influence	-	MMLIC	
0000				400/445	-		Duchess IV CDO S.A.	GBR	NIA	Babson Capital Management LLCBabson Capital Management LLC	Influence	-	MMLIC	
		· · · · · · · · · · · · · · · · · · ·			-			GBR			Influence	-	MMLIC	
0000					-		Duchess V CDO S.A.		NIA	Babson Capital Management LLC		-		
0000				3981641	-		Duchess VI CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence	-	MMLIC	
0000				4007502			Duchess VII CLO B.V.	GBR	NIA	Babson Capital Management LLC	Influence	-	MMLIC	
0000					.		Fugu CL0 B.V.	GBR	NIA	Babson Capital Management LLC	Influence	-	MMLIC	6
0000					.		Fugu Credit Plc	GBR	NI A	Babson Capital Management LLC	Influence	.	MMLIC	6
		1								Massachusetts Mutual Life Insurance				
0000		l	80-0691253		. 0001517196 .		Gateway Mezzanine Partners I, L.P	DE	NIA	Company	Ownership	85.700		
0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	C.M. Life Insurance Company	Ownership.	10.500	MMLIC	
0000			80-0691253		0001517196		Gateway Mezzanine Partners I, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
0000			1 22 230 1200		1 200 .0 17 100 .		Gateway Mezzanine Partners I Trust	CYM	NIA	Babson Capital Management LLC	Influence	-	MMLIC	
0000				-	-		datoray mozzanino rartifeto i itust	JVIW		Massachusetts Mutual Life Insurance	······································	-		
0000		1	71-1018134				Great Lakes II LLC	DE	NIA	Company	Ownership	11.200	MMLIC	
				1	-	-		DE					IMMLIC	
0000			71-1018134		.	.	Great Lakes II LLC	UE	NIA	C.M. Life Insurance Company	Ownership	1.000	[MMLIU	

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1	2	3	4	5	6	7		8	9	10	11	12	13		14	15
												Type	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	Pare	ent, 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	Croup Humo	0000	37-1708623	ROOD	0001565779	intomational)	Great Lakes III		DE	NIA	Babson Capital Management LLC	Ownership	43.800	MMLIC		
0000			. 37 1700023 .		0001000773		Great Lakes III	, ๒			Massachusetts Mutual Life Insurance	Owner Sirrp	40.000	IVIVIL I C		
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			. 30-2303390 .				Hampden CBO Ltd		CYM	NIA	Babson Capital Management LLC	Influence	0.300	MML I C		
0000			46-2344300				Intermodal Hold		DE	NIA	Babson Capital Management LLC	Influence		MML I C		
0000			. 40-2344300 .				IIIteiiiouai Iioiu	illys II LLC		NIA	Massachusetts Mutual Life Insurance	Till ruence		IVIVIL I C		
0000			56-2574568				Invicta Holding		MA	NIA	Company	Ownership	85.600	MMLIC		
0000			. 30-23/4300 .				Loan Strategies	5 LLV	CYM	NIA	Babson Capital Management LLC	Influence		MML I C		2
0000			1				Malin CLO B.V.	runuing LLC	GBR	NIA	Pohoon Conital Management LLC	Influence	-	MML I C		
			1						CYM	NIA NIA	Babson Capital Management LLC	Influence	-	MML I C		
0000							Newton CDO Ltd	4			Babson Capital Management LLC	Influence	-	MMLIC		
								-1	CYM	NIA	Babson Capital Management LLC	Influence		MML I C		
0000							Rockall CLO B.V		GBR	NIA	Babson Capital Management LLC	Influence		MMLTC		
0000								er CDO, Ltd	CYM	NIA	Babson Capital Management LLC					
0000							Salomon Trust 2		DE	NIA	Cornerstone Real Estate Advisers LLC	Influence		MMLIC		
0000							Sapphire Valley	CDO I, Ltd	CYM	NIA	Babson Capital Management LLC	Influence		MMLIC		13
											Massachusetts Mutual Life Insurance					
0000			. 74-3182902 .				SDCOS L.P		DE	NIA	Company	Ownership	100.000	MML I C		
											Massachusetts Mutual Life Insurance					
0000			. 20-8856877 .		0001409910			I Opportunities Fund L		NIA	Company	Ownership	30.700	MML I C		
0000			. 20-8856877 .		0001409910			I Opportunities Fund L		NIA	C.M. Life Insurance Company	Ownership	1.400	MMLIC		
0000			. 20-8856877 .		0001409910			I Opportunities Fund L		NIA	Babson Capital Management LLC	Management		MMLIC		
0000							Suffield CLO, L		CYM	NIA	Babson Capital Management LLC	Influence		MMLIC		
0000							Summit Lake CLO		CYM	NIA	Babson Capital Management LLC	Influence		MMLIC		
0000			46-3123110				Sweet Tree Hold	ing 1 LLC	DE	NIA	Babson Capital Management LLC	Influence		MMLIC	·	
											Massachusetts Mutual Life Insurance					
0000			. 04-3722906 .		0001228752		Tower Square Ca	pital Partners, L.P	DE	NIA	Company	Ownership	43.800	MML I C		
0000			. 04-3722906 .		0001228752		Tower Square Ca	pital Partners, L.P	DE	NIA	C.M. Life Insurance Company	Ownership	0.800	MMLIC	·	
0000			. 04-3722906 .		0001228752		Tower Square Ca	pital Partners, L.P	DE	NIA	Babson Capital Management LLC	Management		MMLIC	·	
0000			. 04-3722906 .		0001228752		Tower Square Ca	pital Partners, L.P	DE	NIA	MassMutual Holding LLC	Ownership	3.100	MMLIC	·	
							·				Massachusetts Mutual Life Insurance					
0000			30-0336246		0001345379		Tower Square Ca	pital Partners II, L.F	P DE	NIA	Company	Ownership	22.400	MMLIC	,	
0000			30-0336246		0001345379		Tower Square Ca	pital Partners II, L.F		NIA	C.M. Life Insurance Company	Ownership	3.900	MMLIC	,	
0000		.	30-0336246	l	0001345379		Tower Square Ca	pital Partners II, L.F	PDE	NIA	Babson Capital Management LLC	Management	.	MMLIC	,	
0000			30-0336246		0001345379			pital Partners II, L.F		NIA		Ownership	6.300	MMLIC		
											Massachusetts Mutual Life Insurance					
0000			32-0160190				Tower Square Ca	pital Partners II-A, L	L.P DE	NIA	Company	Ownership	76.800	MMLIC	<i>;</i>	
0000			32-0160190					pital Partners II-A, L		NIA	C.M. Life Insurance Company	Ownership	13.600	MMLIC		
0000			32-0160190					pital Partners II-A, L		NIA	Babson Capital Management LLC	Management		MMLIC		
0000			41-2280127		0001447547			pital Partners III, L.		NIA	Babson Capital Management LLC	Management		MMLIC		
0000			41-2280127		0001447547			pital Partners III, L.		NIA	MassMutual Holding LLC	Ownership	5.700	MMLIC		
			1				, 2quui 0 0u	,			Massachusetts Mutual Life Insurance					
0000			41-2280127		0001447547	1	Tower Square Ca	pital Partners III, L.	.P. DE	NIA	Company	Ownership	16.700	MMLIC	4	
			1. 2200127				. Januar oquar o oa	p			Massachusetts Mutual Life Insurance					-
0000			41-2280129		0001447548		Tower Square Ca	pital Partners IIIA, L	L.P DE	NIA	Company	Ownership	87.700	MMLIC	:	
0000			41-2280129		0001447548			pital Partners IIIA, L		NIA	Babson Capital Management LLC	Management		MMLIC		
0000			46-2104352		JUU 1747 J40			Idings II LLC	DE	NIA	Babson Capital Management LLC	Influence		INMLIC		
0000			46-1500495				U.S. WIG Holdin		DE	NIA	Babson Capital Management LLC	Influence		MML I C		
0000			0-1000490 .				Victoria Falls		CYM	NIA	Babson Capital Management LLC	Influence		MMLIC		
0000							Victoria Faiis Vinacasa CLO, L		CYM	NIA NIA	Babson Capital Management LLCBabson Capital Management LLC	Influence	-	MMLIC		
0000		-	1							NIA NIA		Influence	-	MML I C		
0000		.		.			Whately CDO, Lt	u	VYM	N I A	Babson Capital Management LLC	. INTIUENCE	.	MML C	/	

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1	2	3	4	5	6	7	8	9	10	11	12 Type	13 If	14	15
											of Control (Ownership,	Control 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-		
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	,	Ŭ		
0000						W	/interset Capital Partners, L.P	CYM	NI A	Company	Ownership	75.800	MMLIC	
0000						W	/interset Capital Partners, L.P	CYM	NI A	C.M. Life Insurance Company	Ownership	2.400	MMLIC	
0000							/interset Capital Partners, L.P.	CYM	NIA	Babson Capital Management LLC	Management		MMLIC	
							•			Massachusetts Mutual Life Insurance				
0000			. 20-4981369 .		0001371601	N	lood Creek Multi Asset Fund, L.P	DE	NIA	Company	Ownership	100.000 .	MMLIC	
0000			. 20-4981369		0001371601	N	lood Creek Multi Asset Fund, L.P.	DE	NIA	Babson Capital Management LLC	Management		MMLIC	
										Massachusetts Mutual Life Insurance				
0000			04-1590850			N	lood Creek Venture Fund LLC	MA	NI A	Company	Ownership	60.000	MML1C	
0000			. 45-4184261		0001547286	B	Baring All Country World ex US Equity	DE	NI A	Baring Asset Management Limited	Management		MML1C	
		1			1		• •			Massachusetts Mutual Life Insurance				
0000						B	Baring Emerging Market Corp Debt Fund	JRL	NI A	Company	Ownership	59.800	MML1C	
0000						B	Baring Emerging Market Corp Debt Fund	JRL	NIA	Baring Asset Management Limited	Management		MML1C	
										Massachusetts Mutual Life Insurance				
0000			11-3789446			B	Baring Focused EAFE Equity Fund	DE	NIA	Company	Ownership	14.200	MMLIC	
0000			11-3789446			B	Baring Focused EAFE Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
0000			01-0850479		0001443715 _	B	Baring Focused International Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
						В	Baring Global Dynamic Asset Allocation			Massachusetts Mutual Life Insurance				
0000			. 30-0607379 .		0001497049	F	und	DE	NI A	Company	Ownership	37.200	MML1C	
						В	Baring Global Dynamic Asset Allocation				·			
0000			. 30-0607379 .		0001497049	. F	und	DE	NIA	Baring Asset Management Limited	Management		MML1C	
0000			. 39-2059577 .		0001491482	B	Baring International Equity Fund	DE	NIA	Baring Asset Management Limited	Management		MML1C	
						В	Baring International Small Cap Equity Fund			Massachusetts Mutual Life Insurance				
0000			26-4142796					DE	NIA	Company	Ownership	100.000 .	MMLIC	
						В	Baring International Small Cap Equity Fund				•			
0000			26-4142796					DE	NI A	Baring Asset Management Limited	Management		MML1C	
0000			. 46-1197222 .			B	Baring World Equity Fund	DE	NI A	Baring Asset Management Limited	Management		MML1C	
						N	Multi-Employer Global Aggregate							
0000			. 26-1896226 .			D	oiversified Portfolio	DE	NIA	Baring Asset Management Limited	Management		MMLIC	
										Massachusetts Mutual Life Insurance				
0000			. 90-0728785 .			1	11 Fan Pier Boulevard Member LLC	DE	NIA	Company	Ownership	91.000	MMLIC	
0000			90-0728785			1	11 Fan Pier Boulevard Member LLC	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
						1	2-18 West 55th Street Predevelopment, LLC			Massachusetts Mutual Life Insurance				
0000			20-2548283					DE	NIA	Company	Ownership	88.200	MMLIC	
						1	2-18 West 55th Street Predevelopment, LLC							
0000			. 20-2548283 .					DE	NIA	C.M. Life Insurance Company	Ownership	7.700	MMLIC	
		1			1					Massachusetts Mutual Life Insurance				
0000			. 45-5257904 .				?1 West 86 LLC	DE	NIA	Company	Ownership	95.000	MMLIC	
0000			. 45-5257904 .			2	?1 West 86 LLC	DE	NIA	C.M. Life Insurance Company	Ownership	5.000	MMLIC	
		1			1					Massachusetts Mutual Life Insurance				
0000			. 80-0729557				0 Northern Avenue Member LLC	DE	NIA	Company	Ownership	91.000	MMLIC	
0000			80-0729557			5	0 Northern Avenue Member LLC	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
		1			1					Massachusetts Mutual Life Insurance				
0000			. 45-2779931 .				T Mid-Atlantic Office Portfolio LLC	DE	NIA	Company	Ownership	90.000	MMLIC	
0000			. 45-2779931 .			A	T Mid-Atlantic Office Portfolio LLC	DE	NIA	C.M. Life Insurance Company	Ownership	10.000	MMLIC	
		1			1					Massachusetts Mutual Life Insurance				
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	B	Babson Mezzanine Realty Investors I	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
		1								Massachusetts Mutual Life Insurance				
0000			24-1446970	<u> </u>	0001362970	. B	Babson Mezzanine Realty Investors II	DE	NIA	Company	Ownership	73.500	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,	Provide Percen-		
Code	Group Name	Code	Number	RSSD	CIK	International)	Or Affiliates	tion	Entity	(Name of Entity/Person)	Other)	tage	Entity(ies)/Person(s)	*
0000	Group Name	Code	24-1446970	ROOD	0001362970	International)	Babson Mezzanine Realty Investors II	DE	NIA	Cornerstone Real Estate Advisers LLC		lage	MLIC	
0000			24-1446970		. 0001362970		Badson Mezzanine Realty Investors II	UE	NIA	Massachusetts Mutual Life Insurance	Management		MMLIC	
0000			04-1590850				CHC/RFP VI Core LLC	DE	NIIA	Company	O	100 000	MMLIC	
0000			. 06-1595820					DE	NIA NIA	Cornerstone Real Estate Advisers LLC	Ownership	100.000	MMLIC	
0000			20-5786329		0001386622		Cornerstone Apartment Fundl, LLC				Influence		MMLIC	
0000			20-5/86329		. 0001386622		Cornerstone Apartment VentureIII, LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Intluence		MMLIC	
0000			F0 0000000					DE		Massachusetts Mutual Life Insurance		05.000	188 10	
0000			56-2639862				Cornerstone Austin Industrial LP	DE	NIA	Company	Ownership	65.000	MMLIC	
				1				l	ļ "	Massachusetts Mutual Life Insurance				
0000			56-2639862	-	-		Cornerstone Austin Park Central I LP	DE	NIA	Company	Ownership	91.000	MMLIC	
0000			56-2639862	-	-		Cornerstone Austin Park Central I LP	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
0000			27-1701733	-	-		Cornerstone Core Mortgage Fund LP	DE	NIA	Cornerstone Real Estate Advisers LLC Massachusetts Mutual Life Insurance	Management		MMLIC	
0000			27-1701622				Cornerstone Core Mortgage Venture LP	DE	NIA	Company	Ownership	50.000	MMLIC	
0000			27-1701622				Cornerstone Core Mortgage Venture I LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
										Massachusetts Mutual Life Insurance	, and the second			
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	
										Massachusetts Mutual Life Insurance				
0000			20-8730751				Cornerstone Global REIT Corporation	DE	NIA	Company	Ownership	92.300	MMLIC	
0000			20-8730751				Cornerstone Global REIT Corporation	DE	NIA	C.M. Life Insurance Company	Ownership.	7.600	MMLIC	
0000			. 20 0/30/31				Cornerstone Grobal nerr corporation		INI //	Massachusetts Mutual Life Insurance	Owner Sirrp.		INNIL I O	
0000			20-5578165				Cornerstone Holding LP	DE	NIA	Company	Ownership.		MMLIC	
			20 3370103				Cornerstone Hotel Income and Equity Fund		INI //	company	Owner Sirrp	10.000		
0000			26-1528817		0001423638		II (PF) LP	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
0000			20-1320017		. 0001423030		(FF) LF	UE	NIA	Massachusetts Mutual Life Insurance	management.		IWMLIC	
0000			20-5567494				Cornerstone Non-REIT Holding LLC	DE	NIA	Company	Ownership	33.900	MMLIC	
												33.900		
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	
							2001			Massachusetts Mutual Life Insurance				
0000			26-1816861				CREA/Legacy Federal Way LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
										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	
			I	1						Massachusetts Mutual Life Insurance				
0000			27-2934589	-	-		CREA/Nexus Anaheim Corners Holdings LLC	DE	NIA	CompanyMassachusetts Mutual Life Insurance	Ownership	63.900	MMLIC	
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	
			1							Massachusetts Mutual Life Insurance	,			
0000			20-4087568				CREA/Windstar Dublin-Pleasanton LLC	DE	NIA	Company	Ownership	92.000	MMLIC	
0000			20-4087568				CREA/Windstar Dublin-Pleasanton LLC	DE	NIA	C.M. Life Insurance Company	Ownership	8.000	MMLIC	
										Massachusetts Mutual Life Insurance		-		
0000			26-1611591	3956836			Fallon Cornerstone One MPD LLC	DE	NIA	Company	Ownership	62.400	MMLIC	
0000			. 26–1611591	. 3956836			Fallon Cornerstone One MPD LLC	DE	NIA	C.M. Life Insurance Company Massachusetts Mutual Life Insurance	Ownership	6.200	MMLIC	
0000			20-3347091	1			FP Development LLC	DE	NIA	Company	Ownership	91.000	MMLIC	
0000			20-3347091				FP Development LLC	DE	NIA	C.M. Life Insurance Company	Ownership	9.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			20-4834392	1			Flower Mound Warehouse	DE	NIA	Company	Ownership		MMLIC	
0000			20-4834392				Flower Mound Warehouse	DE	NIA	C.M. Life Insurance Company	Ownership	11.500	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)	*
										Massachusetts Mutual Life Insurance				
0000			. 11-3677334 .				Gallery Place Equity LLC	DE	NIA	Company	Ownership	50.000	MMLIC	
										Massachusetts Mutual Life Insurance				
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	
										Massachusetts Mutual Life Insurance				
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	Ownership	5.000	MMLIC	
0000		-	20-8298948 .				Hanover Preferred Facility LLC	DE	NIA	Cornerstone Real Estate Advisers LLC	Management		MMLIC	
0000							Intimit 000 Ltd	CT	MILA	Massachusetts Mutual Life Insurance	0	4 000		
0000							Infinity SCD Ltd	C1	NIA	Company	Ownership	4.200	MML10	
0000			00 4040050				Inhandra Oniona II O	DE	MILA	Massachusetts Mutual Life Insurance	0	F7 000	IMH 10	
0000			20-4819358 .				Johnston Groves LLC	DE	NIA	Company	Ownership	57.200	MMLIC	
0000			00 4570545				MassMutual Boston Capital Mezzanine	DE	MIA	Massachusetts Mutual Life Insurance	O	00.000	MMLIC	
0000			20-4570515 .				Partners II LP	DE	NIA	Company	Ownership	28.600	MMLIC	
0000			20-4570515				MassMutual Boston Capital Mezzanine Partners II LP	DE	NIA	C.M. Life Insurance Company	Ownership	1.000	MMLIC	
0000			20-45/0515				Partners II LP	VE	NIA	Massachusetts Mutual Life Insurance	Owner Sn I p	1.000	MMLTC	
0000			20-5984759 .				Matura Iitaa At Lautaa	DE	MIA		O	93.500	MMLIC	
0000			20-5984759 .				Metropolitan At Lorton Metropolitan At Lorton	DE	NIA NIA	Company	Ownership	93.500	MMLIC	
0000			20-0984709 .				metropolitan at Lorton	VE	NIA	Massachusetts Mutual Life Insurance	Owner sn i p	0.500	MINIL 1 C	
0000			46-3317841				MM Greenhill Office LLC	MA	NIA	Company	Ownership.	81.000	MMLIC	
0000			46-3317841				MM Greenhill Office LLC	MA	NIA	C.M. Life Insurance Company	Ownership	19.000	MMLIC	
0000			. 40 0017041 .				www.dreeimiiii oiiiide LLC	III/	INI /\	Massachusetts Mutual Life Insurance	Owner Sirrp	13.000		
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	
5000		-	140 0000000 1				l ar stppany of free for thorro LLO			Massachusetts Mutual Life Insurance	0#161311p		L10	
0000			30-0713071 .				Riva Portland LLC	DE	NIA	Company	Ownership	100.000		
		-								Massachusetts Mutual Life Insurance				
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	Ownership	15.800	MMLIC	
							J			Massachusetts Mutual Life Insurance	1			
0000			46-0606690 .				Turnpike Executive Park LLC	DE	NIA	Company	Ownership		MMLIC	
]]										Massachusetts Mutual Life Insurance				
0000			45-4606547 .				UK LIW Manager LLC	DE	NIA	Company	Ownership	1.000	MMLIC	
							-			Massachusetts Mutual Life Insurance				
0000			45-4606547 .				UK LIW Member LLC	DE	NIA	Company	Ownership	100.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			45-5401109 .				Washington Gateway Apartments Venture LLC .	DE	NIA	Company	Ownership	95.000	MMLIC	
0000			45-5401109 .				Washington Gateway Apartments Venture LLC	DE	NIA	C.M. Life Insurance Company	Ownership	5.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			20-2970495 .				Waterford Development Associates	DE	NIA	Company	Ownership	90.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000		.	46-3122029 .				WeHo Domain LLC	DE	NIA	Company	Ownership	86.000	MMLIC	
0000		-	46-3122029 .				WeHo Domain LLC	DE	NIA	C.M. Life Insurance Company	Ownership	14.000	MMLIC	
										Massachusetts Mutual Life Insurance				
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	
							l			Massachusetts Mutual Life Insurance				
0000		.	20-5481477		l		Ygnatio Valley Funding	DE	NIA	Company	Ownership	90.000	MMLIC	

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											of Control	Control		
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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)	*
							MassMutual Barings Dynamic Allocation Fund			Massachusetts Mutual Life Insurance				
0000			45-3168892 .			00		MA	NIA	Company	Ownership	50.900	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			04-3212054 .		0000927972 .	. 0Q	MassMutual Premier Balanced Fund	MA	NIA	Company	Ownership	3.900	MMLIC	
							MassMutual Premier Capital Appreciation			Massachusetts Mutual Life Insurance				
0000			51-0529336 .		0000927972 .	. OQ	Fund	MA	NIA	Company	Ownership	7.100	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			04-3277549 .		0000927972 _	. OQ	MassMutual Premier Core Bond Fund	MA	NIA	Company	Ownership	2.100		
0000			04 0500004		0000007070	00	March March Description District Line 4 V 1 5 1		NII A	Massachusetts Mutual Life Insurance	O manaki:	0.000	100	
0000			04-3539084 .		0000927972 .	. 👊	MassMutual Premier Disciplined Value Fund .	MA	NIA	Company	Ownership	0.800	MMLIC	
0000			04 0500000		0000007070	00	March Accel Described High Vistal Food	144	NII A	Massachusetts Mutual Life Insurance	0	10.700	18# 10	
0000			04-3520009 .		0000927972 .	. OQ	MassMutual Premier High Yield Fund MassMutual Premier Inflation-Protected and	MA	NI A	Company	Ownership	18.700	MMLIC	
0000			03-0532475 .		0000927972 .	00	Income Fund	MA	NIA	Company	O	9.500	MMLIC	
0000			03-0332473 .		0000921912 .	. Ou	MassMutual Premier International Equity	MA	NIA	Massachusetts Mutual Life Insurance	Ownership	9.500	IMMLIC	
0000			04-3212044		0000927972 _	00	Fund	MA	NIA	Company	Ownership	3.800	MMLIC	
0000			04-3212044		0000321312	. 04	MassMutual Premier International Bond Fund	MA	NIA	Massachusetts Mutual Life Insurance	Owner strip	3.000		
0000			26-1345534 .		0000927972 .	00	masswatuar riemier international bond rund	MA	NIA	Company	Ownership	95.900	MML IC	
0000			20-1040004 .		0000321312 .	. 04	MassMutual Premier Small/Mid Cap	WA	NI /\	Massachusetts Mutual Life Insurance	Owner Sirrp			
0000			04-3224705 .		0000927972 .	00	Opportunities Fund	MA	NIA	Company	Ownership	10.000	MML1C	
0000			04 0224700 .		0000021012		MassMutual Premier Strategic Emerging			Massachusetts Mutual Life Insurance	- Offici Sirip		WINE TO	
0000			26-3229251 .		0000927972 .	00	Markets Fund	MA	NIA	Company	Ownership.	56.000	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			04-3277550 .		0000927972	00	MassMutual Premier Value Fund	MA	NIA	Company	Ownership	5.700	MMLIC	
			1							Massachusetts Mutual Life Insurance	1	-		
0000			04-3556992 .		0000916053	00	MassMutual Select Blue Chip Growth Fund	MA	NIA	Company	Ownership	2.700	MMLIC	
							'			Massachusetts Mutual Life Insurance	·			
0000			01-0821120 .		0000916053 .	. OQ	MassMutual Select Diversified Value Fund	MA	NIA	Company	Ownership	0.600	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			04-3512590 .		0000916053 .	. OQ	MassMutual Select Focused Value Fund	MA	NIA	Company	Ownership	2.900	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			04-3584138 .		0000916053 .	. 00	MassMutual Select Fundamental Value Fund	MA	NIA	Company	Ownership	1.300	MMLIC	
							MassMutual Select Growth Opportunities			Massachusetts Mutual Life Insurance				
0000			04-3512589 .		0000916053 .	. 00	Fund	MA	NIA	Company	Ownership	1.100	MMLIC	
1										Massachusetts Mutual Life Insurance			l	
0000			04-3513019 .		0000916053 .	. 00	MassMutual Select Large Cap Value Fund	MA	NIA	Company	Ownership	2.000	MMLIC	
0000			04 05:0505		000001005	00	MassMutual Select Mid Cap Growth Equity II			Massachusetts Mutual Life Insurance		4 000		
0000			04-3512596 .		0000916053 .	. OU	Fund	MA	NIA	Company	Ownership	1.800	MMLIC	
0000			40 4740005		0000040050	00	Marshirtual Calant Mid Co. Villag Ford	144	NI A	Massachusetts Mutual Life Insurance	O	0.000	184 10	
0000			42-1710935 .		0000916053 .	. 👊	MassMutual Select Mid-Cap Value Fund	MA	NIA	Company	Ownership	3.800	MMLIC	
0000			04-3557000 _		0000916053	00	Manahlutual Salaat Ovaraasa Fund	MA	NII A	Massachusetts Mutual Life Insurance	Ownership	4 000	MMLIC	
0000			04-300/000 .		0000910003	. 👊	MassMutual Select Overseas Fund	MA	NIA	Company Massachusetts Mutual Life Insurance	Ownership	4.000		
0000			04-3464205 .		0000916053	00	MassMutual Select Small Cap Growth Equity Fund	MA	NIA	Company	Ownership	2.000	MMLIC	
			U4-04U4ZUO .		0000810033	. 04	MassMutual Select Small Company Value Fund	WA	N I M	Massachusetts Mutual Life Insurance	Owner 2011b	2.000		
0000			04-3584140 .		0000916053 .	00	massimutuar serect sinari company varue Fund	MA	NIA	Company	Ownership	1.200	MMLIC	
			UT UUUH 14U .		. 20000 50000	. Vu		mA	IVI7	Massachusetts Mutual Life Insurance	Omisi ani p	1.200	WINE I V	
0000			45-5349772		0000916053	00	MassMutual Select S&P Mid Cap Index Fund	MA	NIA	Company	Ownership.	18.300	MMLIC	
0000			10 0040112 .				MassMutual Select Russell 2000 Small Cap	m/\		Massachusetts Mutual Life Insurance	Omited Strip	10.000		
0000			45-5366542		0000916053	00	Index Fund	MA	NIA	Company	Ownership	8.400	MMLIC	
		1	.0 0000072		20000 10000		may runu	m/\	III/\	-				

SCHEDULE Y

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
	2	J	7	J	· ·	'	Ŭ .		10	'''	Type	If	''	10
											of Control	Control		
											(Ownership,	is		
						Name of Securities			Relation-		Board.	Owner-		
								D:						
						Exchange		Domi-	ship		Management,	ship		
		NAIC	Federal			if Publicly Traded	Names of	ciliary	to	5: " 6 . " 11	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)	*
							MassMutual Select MSCI EAFE International			Massachusetts Mutual Life Insurance				
0000			45-5357167 .		0000916053	0Q	Index Fund	MA	NI A	Company	Ownership	4.100	MMLIC	
										Massachusetts Mutual Life Insurance				
0000			26-2997893 .		0000067160		MML China Fund	MA	NI A	Company	Ownership	99.200	MMLIC	
								1		Massachusetts Mutual Life Insurance				
0000			45-3612851 .		0000067160		MML Focused Equity Fund Class I	MA	NIA	Company	Ownership	3.400	MMLIC	
							, ,			Massachusetts Mutual Life Insurance				
0000			45-3612938		0000067160		MML Fundamental Growth Fund Class I	MA	NIA	Company	Ownership	11.300	MMLIC	
										Massachusetts Mutual Life Insurance		-		
0000			27-2959469		0000067160		MML Fundamental Value Fund Class I	MA	NIA	Company	Ownership	6.000		
			2. 2000.00				Tanada Tanad			Massachusetts Mutual Life Insurance				
0000			27-1933828		0000916053		MassMutual RetireSMART 2015 Fund	MA	NIA	Company	Ownership	58.000	MMLIC	
			1000020				macomataat notti commit 2010 tana			Massachusetts Mutual Life Insurance	omioi omp		THE TO	
0000			27-1933389		0000916053		MassMutual RetireSMART 2035 Fund	MA	NIA	Company	Ownership	14.700	MMLIC	
0000			27 1000000 _		00000 10000		massimutuar netricomani 2000 i ana			Massachusetts Mutual Life Insurance	owner strip	14.700	WILL TO	
0000			27-1932769		0000916053		MassMutual RetireSMART 2045 Fund	MA	NIA	Company	Ownership		MMLIC	
0000			21-1902109		0000310055		massimutual netilesimani 2045 Fuliu	MA	NI A	Massachusetts Mutual Life Insurance	Owner Sirrp	25.900		
0000			03-0532464		0000916053		MassMutual RetireSMART In Retirement Fund .	MA	NIA	Company	Ownership	97.800	MMLIC	
0000			. 03-0532464 .		0000916053		HarbourView CLO 2006-1 Limited	NA CYM	NIA	OppenheimerFunds. Inc.	Influence	97 .800	MMLIC	
			00 4440040								Ownership	100,000	MMLIC	
0000			26-1143312 .				OFI Institutional Commodities Strategy II	DE	NIA	OppenheimerFunds, Inc.		100.000		
0000			46-1232921 .		0001560050		Oppenheimer Diversified Alternatives Fund	DE	NIA	OppenheimerFunds, Inc.	Ownership	55.200	MMLIC	
2000			10 0051100		0000040707					Massachusetts Mutual Life Insurance			144 10	
0000			13-3054122 .		0000319767		Oppenheimer Capital Appreciation Fund	MA	NIA	Company	Ownership		MMLIC	
			L					l		Massachusetts Mutual Life Insurance				
0000			84-1073463		0001116894		Oppenheimer Main Street Fund	MA	NIA	Company	Ownership		MMLIC	
								1		Massachusetts Mutual Life Insurance				
0000			46-1604428 .		0001562689		Oppenheimer Global Real Estate Fund	DE	NI A	Company	Ownership	0. 100	MMLIC	
								1		Massachusetts Mutual Life Insurance				
0000			22-3849391 .		0001163166		Oppenheimer Real Estate Fund	MA	NIA	Company	Ownership		MMLIC	
0000			13-3949688 .				Rye Select Broad Market Prime	DE	NIA	Tremont Group Holdings, Inc.	Ownership	100.000	MMLIC	
1														

Asterisk	Explanation
1	Massachusetts Mutual Life Insurance Company owns 3.38% of the affiliated debt of Jefferies Finance LLC
2	Babson Loan Strategies owns 100% of the debt
3	Debt investors own 24% 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-II
4	Partnership investors own 100% and include Massachusetts Mutual Life Insurance Company, C.M. Life Insurance Company, MassMutual Capital Partners LLC, Babson Loan Strategies Fund, L.P. and Winterset Capital Partners, L.P.
5	Partnership investors own 99% and include Babson Credit Strategies Fund, L.P. and Babson Credit Strategies.
6	Fugu Credit Plc owns 47% of the Fugu CLO B.V. assets
7	Debt investors own 9% and include Connecticut Valley Structured Credit CDO III, Ltd., Babson Capital Loan Strategies Fund, L.P., Babson CLO Ltd. 2006-II, Babson CLO Ltd. 2007-I, and Mid-Market CLO 2007-II
8	Debt investors own 8% and include Connecticut Valley Structured Credit CDO III, Ltd.I and Babson Capital Loan Strategies Fund, L.P.
9	Debt investors own 22% and include Connecticut Valley Structured Credit CDO III, Ltd.1, 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 8% 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 11% and include Connecticut Valley CLO Fund IV, Ltd. And Babson Capital Loan Strategies Fund, L.P.
12	Debt investors own less than 40% and include Connecticut Valley Structured Credit CDO III, Ltd. and Connecticut Valley CLO Fund IV, Ltd.
	Debt investors own less than 47% and include only Babson Capital Loan Strategies Fund, L.P.
14	Debt investors own 17% and include Connecticut Valley Structured Credit CDO IV, Ltd., Babson CLO Ltd. 2007-I, Babson Capital Loan Strategies Fund, L.P., and Sapphire Valley CDO I, Ltd.

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.

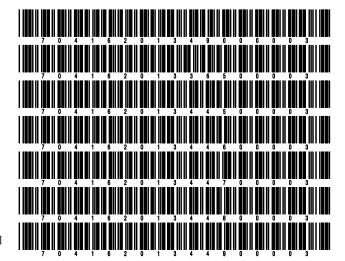
		Response
1.	Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3.	Will the Reasonableness of Assumptions Certification required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



NONE

SCHEDULE A - VERIFICATION

Real Estate

			0
		1	5
			Prior Year Ended
		Year to Date	December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted arrying to the summer to		
7.	Deduct current year's other than temporary impailment recognized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

		1	2
			Prior Year Ended
		Year to Date	December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year	5,344,751	6,068,370
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		3,860
3.	Capitalized deferred interest and other		
4.	Accrual of discount	1,536	1,869
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Total gain (loss) on disposals Deduct amounts received on disposals	523 , 125	717, 162
8.	Deduct amortization of premium and mortgage interest points and commitment fees	11,385	12,186
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	4,811,777	5,344,751
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)	4,811,777	5,344,751
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)	4,811,777	5,344,751

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	Other Long Term invested 7 to oct	1	2
			Prior Year Ended
		Year to Date	December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

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	142,017,087	180,319,571
2.	Cost of bonds and stocks acquired		
3.	Accrual of discount	783,429	
4.	Unrealized valuation increase (decrease)		21,369
5.	Total gain (loss) on disposals	247,981	770,045
6.	Deduct consideration for bonds and stocks disposed of		
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	10,827	410,414
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	151,979,566	142,017,087
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	151,979,566	142,017,087

SCHEDULE D - PART 1B

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

Euring	1	2	eterred Stock by Ra	urig Ciass	5	6	7	8
	Book/Adjusted	2	3	7	Book/Adjusted	Book/Adjusted	Book/Adjusted	Book/Adjusted
	Carrying Value	Acquisitions	Dispositions	Non-Trading Activity	Carrying Value	Carrying Value	Carrying Value	Carrying Value
	Beginning of Current Quarter	During Current Quarter	During	During Current Quarter	End of	End of	End of	December 31 Prior Year
	of Current Quarter	Current Quarter	Current Quarter	Current Quarter	First Quarter	Second Quarter	Third Quarter	Prior Year
BONDS								
1. Class 1 (a)		38,112,619	41,139,314	(416,321)	92.464.942	84 , 130 , 775	80,687,759	100,019,141
2. Class 2 (a)	172,423,774	387.694.196	377.883.395	(205.185)	145,050,980	172,423,774	182,029,389	134,967,064
3. Class 3 (a)	834,874	557,561,166	60.663	999.881	1.935.792	834.874	1,774,092	2,405,433
4. Class 4 (a)	1,085,444			(323,358)	764.023	1.085.444	762,086	1, 108, 288
5. Class 5 (a)	541.866		16.609	322.964	883.335	541.866	848.221	550,779
	· [10,009	, ,		,	,	ŕ
6. Class 6 (a)	. 959			(614)	663	959	345	1, 191
7. Total Bonds	259,017,692	425,806,815	419,099,981	377,367	241,099,735	259,017,692	266, 101, 892	239,051,896
PREFERRED STOCK								
I NEI ENNED STOOK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6		_						
14. Total Preferred Stock	_							
15. Total Bonds and Preferred Stock	259,017,692	425,806,815	419,099,981	377,367	241,099,735	259,017,692	266,101,892	239,051,896

a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$114,122,326 ; NAIC 3 \$
---	------------------------------------

NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	23,485,272	XXX	23,460,553		

SCHEDULE DA - VERIFICATION

Short-Term Investments

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	1,998,249	
2.	Cost of short-term investments acquired		
3.	Accrual of discount	47,204	39,329
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	17,250,000	26,886,000
7.	Deduct amortization of premium		
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	23,485,272	1,998,249
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	23,485,272	1,998,249

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards NONE

Schedule DB - Part B - Verification - Futures Contracts $N\ O\ N\ E$

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open NONE

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open $N\ O\ N\ E$

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

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	/	1	2
		'	2
			Prior Year Ended
		Year To Date	December 31
1.	Book/adjusted carrying value, December 31 of prior year	95,036,559	12,748,702
2.	Cost of cash equivalents acquired	1,036,451,418	887,375,585
3.	Accrual of discount	219,713	278,062
4.	Unrealized valuation increase (decrease)		
_	Total gain (loss) on disposals		05
5.	Total gain (loss) on disposais	IJ	
6.	Deduct consideration received on disposals	1,041,070,651	805,365,885
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)	90,637,054	95,036,559
11.	Deduct total nonadmitted amounts		, , , , , , , , , , , , , , , , , , , ,
'''	South formatting district		
12.	Statement value at end of current period (Line 10 minus Line 11)	90,637,054	95,036,559