



LIFE AND ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

# QUARTERLY STATEMENT

AS OF MARCH 31, 2010

OF THE CONDITION AND AFFAIRS OF THE

## MML Bay State Life Insurance Company

NAIC Group Code 0435 0435 NAIC Company Code 70416 Employer's ID Number 43-0581430  
(Current) (Prior)

Organized under the Laws of Connecticut, State of Domicile or Port of Entry Connecticut

Country of Domicile United States of America

Incorporated/Organized 04/01/1935 Commenced Business 07/01/1894

Statutory Home Office 100 Bright Meadow Boulevard, Enfield, CT 06082  
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 1295 State Street  
(Street and Number)  
Springfield, MA 01111, 413-788-8411  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 1295 State Street, Springfield, MA 01111  
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 1295 State Street  
(Street and Number)  
Springfield, MA 01111, 413-788-8411  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.massmutual.com

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### OFFICERS

President Roger William Crandall Treasurer Todd Garrett Picken  
Secretary Christine Carole Peaslee Actuary Isadore Jermyn

### OTHER

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

### DIRECTORS OR TRUSTEES

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

State of Massachusetts SS:  
County of Hampden

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

Roger William Crandall  
President and Chief Executive Officer

Christine Carole Peaslee  
Secretary

Todd Garrett Picken  
Treasurer

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

a. Is this an original filing? ..... Yes [ X ] No [ ]

- b. If no,  
1. State the amendment number.....  
2. Date filed .....  
3. Number of pages attached.....

STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company

**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	159,143,928		159,143,928	164,470,116
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....	11,844		11,844	8,393
3. Mortgage loans on real estate:				
3.1 First liens .....	7,431,079		7,431,079	7,602,662
3.2 Other than first liens .....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances) .....				
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....				
4.3 Properties held for sale (less \$ encumbrances) .....				
5. Cash (\$ .....(2,958,738) ), cash equivalents (\$ .....12,773,851 ) and short-term investments (\$ ..... ) .....	9,815,114		9,815,114	(2,923,818)
6. Contract loans (including \$ ..... premium notes) .....	94,307,912		94,307,912	98,666,299
7. Derivatives .....	12,341		12,341	13,372
8. Other invested assets .....				
9. Receivables for securities .....	214,975		214,975	
10. Aggregate write-ins for invested assets .....				
11. Subtotals, cash and invested assets (Lines 1 to 10) .....	270,937,193		270,937,193	267,837,024
12. Title plants less \$ ..... charged off (for Title insurers only) .....				
13. Investment income due and accrued .....	2,767,218		2,767,218	2,726,095
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection .....	4,244	1,456	2,788	6,071
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....	(1,734,085)		(1,734,085)	(151,660)
14.3 Accrued retrospective premiums .....				
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers .....	1,871,500		1,871,500	2,712,010
15.2 Funds held by or deposited with reinsured companies .....				
15.3 Other amounts receivable under reinsurance contracts .....	4,869,308		4,869,308	2,163,044
16. Amounts receivable relating to uninsured plans .....				
17.1 Current federal and foreign income tax recoverable and interest thereon .....	5,713,114		5,713,114	4,937,447
17.2 Net deferred tax asset .....	23,651,681	13,705,698	9,945,983	8,343,988
18. Guaranty funds receivable or on deposit .....	1,610,932		1,610,932	1,612,822
19. Electronic data processing equipment and software .....				
20. Furniture and equipment, including health care delivery assets (\$ ..... ) .....				
21. Net adjustment in assets and liabilities due to foreign exchange rates .....				
22. Receivables from parent, subsidiaries and affiliates .....	151,455		151,455	153,485
23. Health care (\$ ..... ) and other amounts receivable .....				
24. Aggregate write-ins for other than invested assets .....	39,655	39,655		
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24) .....	309,882,216	13,746,808	296,135,408	290,340,326
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	4,076,673,917		4,076,673,917	4,054,756,927
27. Total (Lines 25 and 26)	4,386,556,133	13,746,808	4,372,809,325	4,345,097,252
<b>DETAILS OF WRITE-INS</b>				
1001. ....				
1002. ....				
1003. ....				
1098. Summary of remaining write-ins for Line 10 from overflow page .....				
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)				
2401. Cash advanced to agents .....	39,655	39,655		
2402. ....				
2403. ....				
2498. Summary of remaining write-ins for Line 24 from overflow page .....				
2499. Totals (Lines 2401 through 2403 plus 2498)(Line 24 above)	39,655	39,655		

STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company

**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ 110,674,889 less \$ included in Line 6.3 (including \$ Modco Reserve)	110,674,889	115,191,603
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)		
3. Liability for deposit-type contracts (including \$ Modco Reserve)	1,722,071	1,798,191
4. Contract claims:		
4.1 Life	2,038,557	3,653,970
4.2 Accident and health		
5. Policyholders' dividends \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ accident and health premiums	2,116	3,953
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$ accident and health experience rating refunds	14,122,120	12,461,179
9.3 Other amounts payable on reinsurance, including \$ assumed and \$ ceded 4,591,225	4,591,225	333,128
9.4 Interest Maintenance Reserve	76,705	
10. Commissions to agents due or accrued-life and annuity contracts \$ 259,480 , accident and health \$ and deposit-type contract funds \$	259,480	442,642
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	405,145	403,262
13. Transfers to Separate Accounts due or accrued (net) (including \$ (7,843,439) accrued for expense allowances recognized in reserves, net of reinsured allowances)	(6,828,719)	(8,817,572)
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	2,337,519	2,331,324
15.1 Current federal and foreign income taxes, including \$ on realized capital gains (losses)		
15.2 Net deferred tax liability		
16. Unearned investment income		
17. Amounts withheld or retained by company as agent or trustee	10,891	11,763
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	713,697	350,376
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above		
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	357,347	32,654
24.02 Reinsurance in unauthorized companies		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers		
24.04 Payable to parent, subsidiaries and affiliates	3,057,651	3,444,179
24.05 Drafts outstanding		
24.06 Liability for amounts held under uninsured plans		
24.07 Funds held under coinsurance		
24.08 Derivatives		
24.09 Payable for securities		
24.10 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	299,626	606,711
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	133,840,319	132,247,365
27. From Separate Accounts Statement	4,076,673,539	4,054,756,552
28. Total liabilities (Lines 26 and 27)	4,210,513,858	4,187,003,917
29. Common capital stock	2,500,200	2,500,200
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds		
32. Surplus notes		
33. Gross paid in and contributed surplus	146,736,914	146,736,914
34. Aggregate write-ins for special surplus funds	3,418,889	4,224,637
35. Unassigned funds (surplus)	9,639,464	4,631,584
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$ )		
36.2 shares preferred (value included in Line 30 \$ )		
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ 379 in Separate Accounts Statement)	159,795,267	155,593,135
38. Totals of Lines 29, 30 and 37	162,295,467	158,093,335
39. Totals of Lines 28 and 38	4,372,809,325	4,345,097,252
<b>DETAILS OF WRITE-INS</b>		
2501. Miscellaneous liabilities	209,672	524,418
2502. Funds awaiting escheat	89,954	82,293
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	299,626	606,711
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)		
3401. Additional deferred tax as allowed by SSAP 10R	3,418,889	4,224,637
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	3,418,889	4,224,637

## STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company

**SUMMARY OF OPERATIONS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	8,549,747	10,733,968	38,029,328
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	3,485,188	3,374,470	13,926,306
4. Amortization of Interest Maintenance Reserve (IMR)	20,816	(8,639)	45,004
5. Separate Accounts net gain from operations excluding unrealized gains or losses	14	(26)	23
6. Commissions and expense allowances on reinsurance ceded	819,067	647,424	2,623,299
7. Reserve adjustments on reinsurance ceded	(4,396,313)	(5,487,443)	(14,282,520)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	21,399,287	21,751,784	81,255,994
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	(283,162)	(381,283)	(1,208,036)
9. Totals (Lines 1 to 8.3)	29,594,643	30,630,254	120,389,397
10. Death benefits	7,825,697	6,384,294	23,932,065
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits	647,429	(1,289,184)	(223,729)
13. Disability benefits and benefits under accident and health contracts	49,400	50,060	263,077
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	15,710,623	14,778,339	66,086,509
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds	198,665	125,801	496,780
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts	(4,516,714)	4,956,610	6,757,498
20. Totals (Lines 10 to 19)	19,915,100	25,005,919	97,312,199
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	1,045,580	940,997	4,182,095
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	3,069,532	2,625,322	11,258,148
24. Insurance taxes, licenses and fees, excluding federal income taxes	505,457	552,050	1,849,650
25. Increase in loading on deferred and uncollected premiums	(1,928)	(1,211)	(1,757)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(763,954)	(1,634,364)	(8,302,898)
27. Aggregate write-ins for deductions	10,524	5,498	18,456
28. Totals (Lines 20 to 27)	23,780,311	27,494,210	106,315,893
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	5,814,333	3,136,044	14,073,504
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	5,814,333	3,136,044	14,073,504
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	1,098,213	2,418,613	4,368,581
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	4,716,120	717,431	9,704,923
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (541,021) (excluding taxes of \$ (228,346) transferred to the IMR)	(429,111)	(576,090)	(1,980,090)
35. Net income (Line 33 plus Line 34)	4,287,009	141,341	7,724,834
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
36. Capital and surplus, December 31, prior year	158,093,335	191,775,691	191,775,691
37. Net income (Line 35)	4,287,009	141,341	7,724,834
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ (16,459)	(30,566)	(5,295)	2,242
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	517,547	2,128,601	(103,296)
41. Change in nonadmitted assets	2,153,876	1,798,946	(525,807)
42. Change in liability for reinsurance in unauthorized companies			
43. Change in reserve on account of change in valuation basis, (increase) or decrease			
44. Change in asset valuation reserve	(324,693)	26,278	22,636
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period		6,549	6,549
47. Other changes in surplus in Separate Accounts Statement	(10)	21	(7)
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			135,173
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in			
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance			
52. Dividends to stockholders			(45,000,000)
53. Aggregate write-ins for gains and losses in surplus	(2,401,030)		4,055,321
54. Net change in capital and surplus for the year (Lines 37 through 53)	4,202,132	4,096,442	(33,682,356)
55. Capital and surplus, as of statement date (Lines 36 + 54)	162,295,467	195,872,132	158,093,335
<b>DETAILS OF WRITE-INS</b>			
08.301. Administrative fee and other income	(283,162)	(381,283)	(1,208,036)
08.302.			
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	(283,162)	(381,283)	(1,208,036)
2701. Miscellaneous charges to operations	10,524	5,498	18,456
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	10,524	5,498	18,456
5301. Change in additional deferred tax as allowed by SSAP 10R	(805,748)		4,224,637
5302. Other changes in surplus	(1,595,282)		(169,316)
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	(2,401,030)		4,055,321

## STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	10,517,306	12,231,928	38,776,753
2. Net investment income .....	3,308,555	3,412,797	13,903,743
3. Miscellaneous income .....	20,386,666	18,546,348	66,446,674
4. Total (Lines 1 to 3) .....	34,212,527	34,191,072	119,127,170
5. Benefit and loss related payments .....	25,246,131	19,830,655	88,492,521
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	(2,752,806)	(4,416,216)	(11,718,879)
7. Commissions, expenses paid and aggregate write-ins for deductions .....	7,065,730	4,217,406	16,386,100
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$ ..... (1,122,843) tax on capital gains (losses) .....	1,561,204	(1,393,115)	(4,310,736)
10. Total (Lines 5 through 9) .....	31,120,258	18,238,731	88,849,006
11. Net cash from operations (Line 4 minus Line 10) .....	3,092,269	15,952,342	30,278,164
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	5,325,974	4,939,562	29,455,722
12.2 Stocks .....	1,170		110
12.3 Mortgage loans .....	169,698	208,502	938,490
12.4 Real estate .....			
12.5 Other invested assets .....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	(39)	8	625
12.7 Miscellaneous proceeds .....	(257,300)		
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	5,239,503	5,148,072	30,394,947
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	224,548	2,024	51,624,796
13.2 Stocks .....	7,118		
13.3 Mortgage loans .....			
13.4 Real estate .....			
13.5 Other invested assets .....			
13.6 Miscellaneous applications .....			
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	231,666	2,024	51,624,796
14. Net increase (or decrease) in contract loans and premium notes .....	(4,358,387)	586,616	1,987,025
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	9,366,224	4,559,432	(23,216,874)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....			
16.2 Capital and paid in surplus, less treasury stock .....			
16.3 Borrowed funds .....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	(75,784)	(49,162)	633,669
16.5 Dividends to stockholders .....			45,000,000
16.6 Other cash provided (applied) .....	356,224	(1,611,511)	(1,453,103)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	280,439	(1,660,673)	(45,819,434)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	12,738,932	18,851,101	(38,758,144)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	(2,923,818)	35,834,326	35,834,326
19.2 End of period (Line 18 plus Line 19.1) .....	9,815,114	54,685,427	(2,923,818)
<b>Note: Supplemental disclosures of cash flow information for non-cash transactions:</b>			
20.0001. Bond conversion .....	199,727		1,159,439
20.0002. Interest capitalization for long-term debt .....		2,024	19,050

**EXHIBIT 1**

**DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life .....			
2. Ordinary life insurance .....	14,131,637	15,789,004	63,002,350
3. Ordinary individual annuities .....	9,498	14,641	126,718
4. Credit life (group and individual) .....			
5. Group life insurance .....	(1,660,941)	50,977	(632,821)
6. Group annuities .....			
7. A & H - group .....			
8. A & H - credit (group and individual) .....			
9. A & H - other .....			
10. Aggregate of all other lines of business .....			
11. Subtotal .....	12,480,194	15,854,622	62,496,247
12. Deposit-type contracts .....			
13. Total	12,480,194	15,854,622	62,496,247
DETAILS OF WRITE-INS			
1001. ....			
1002. ....			
1003. ....			
1098. Summary of remaining write-ins for Line 10 from overflow page .....			
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)			

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## NOTES TO FINANCIAL STATEMENTS

### **Note 1 – Summary of Significant Accounting Policies**

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

### **Note 2 – Accounting Changes and Corrections of Errors**

- a. Under statutory accounting principles, corrections of prior year errors are recorded in surplus on a pretax basis. For the three month period ended March 31, 2010, the Company recorded a net decrease to surplus of \$2 million attributable to corrections of prior year errors. This decrease was due to a correction of commissions.
- b. In December 2009, the NAIC adopted Statement of Statutory Accounting Principles (“SSAP”) No. 100 “Fair Value Measurements.” This standard provides statutory accounting guidance on defining fair value when other statutory accounting pronouncements require or permit fair value measurements, establishes a framework for measurement of fair value, and expands fair value disclosures. The new SSAP substantially adopts the guidance in Financial Accounting Standards Board (“FASB”) Statement No. 157 and the related guidance (now Accounting Standards Codification (“ASC”) 820 Fair Value Measurements and Disclosures). However, it excludes the consideration of a company’s own credit risk in estimating the fair value of a liability, including derivatives. The new SSAP is effective for December 31, 2010 financial statements, with early application permitted as of December 31, 2009. Adoption of this statement will not have a significant impact on the Company.

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

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

### **Note 3 – Business Combinations and Goodwill**

No significant changes.

### **Note 4 – Discontinued Operations**

No significant changes.

### **Note 5 – Investments**

- d. Loan-backed and structured securities:
- (1) No significant changes.
  - (2) No significant changes.
  - (3) No significant changes.
  - (4) No significant changes.
  - (5) No significant changes.
  - (6) For the first two quarters of 2009, statutory OTTI of structured and other loan-backed securities were based on undiscounted cash flow models which produced \$1 million of impairments. The Company adopted a new accounting standard for determining whether or not an impairment is other than temporary for structured and loan-backed



## NOTES TO FINANCIAL STATEMENTS

securities. The effect of adopting the new standard, as of July 1, 2009, was a decrease of less than \$1 million in the book value of associated bonds. This adjustment was recorded as a cumulative effect of an accounting change in surplus.

Loan-backed and structured securities recognized less than \$1 million of OTTI through the three months ended March 31, 2010.

As of March 31, 2010, investments in structured and loan-backed securities, including holdings for which an OTTI has not been recognized in earnings and which are in an unrealized loss position less than 12 months had a fair value of \$10 million which were in an unrealized loss position of less than \$1 million. These investments in an unrealized loss position greater than 12 months had a fair value of \$12 million which were in an unrealized loss position of \$4 million. These investments were primarily United States of America ("U.S.") government and industrial and miscellaneous.

Refer to Note 35 "Impairment listing for loan-backed and structured securities" for CUSIP level detail of impaired structured securities (present value of cash flows is less than cost or amortized cost), including securities with a recognized OTTI for noninterest related declines for which a nonrecognized interest related impairment remains.

### **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**

In the first quarter of 2010, additional tax planning strategies and an increase in the Company's forecasted taxable income increased the Company's net admitted DTA by approximately \$2 million.

### **Note 10 – Information Concerning Parent, Subsidiaries and Affiliates**

No significant changes.

### **Note 11 – Debt**

No significant changes.

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

No significant changes.

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

No significant changes.

### **Note 14 – Contingencies**

e. All Other Contingencies:

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

### **Note 15 – Leases**

No significant changes.

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

No significant changes.

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

c. Wash Sales:

- (1) In the course of the Company's asset management, securities are sold and repurchased within 30 days of the sale date to enhance the Company's yield on its investment portfolio.
- (2) The Company did not sell any securities at a loss or in a loss position with the NAIC Designation 3 or below through the three months ended March 31, 2010 that were reacquired within 30 days of the sale date.

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

No significant changes.

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

No significant changes.

## NOTES TO FINANCIAL STATEMENTS

**Note 20 – Other Items**

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

Residential mortgage-backed securities risk exposure:

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

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

The Company holds certain investments backed by pools of residential mortgages. The majority of these investments are included in bonds. The mortgages in these pools have varying risk characteristics and are commonly categorized as being of U.S. government agency, non-agency prime, Alt-A and subprime borrower quality. The Alt-A category includes option adjustable rate mortgages, and the subprime category includes “scratch and dent” or reperforming pools, high loan-to-value pools, and pools where the borrowers have very impaired credit even though the average loan-to-value is low, typically 70% or below. In identifying subprime exposure, management used a combination of qualitative and quantitative factors, including FICO scores and loan-to-value ratios.

Beginning in 2007, market conditions for Alt-A and subprime investments deteriorated due to higher delinquencies, reduced home prices, and reduced refinancing opportunities. This market turbulence has spread to other credit markets. It is unclear how long it will take for a return to normal market conditions.

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

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

	March 31, 2010			Three Months Ended March 31, 2010	
	Actual	Carrying	Fair		
	Cost	Value	Value	OTTI	
(In Millions)					
Alt-A:					
a. Residential mortgage-backed securities	\$ 12	\$ 8	\$ 7	\$	-
b. Commercial mortgage-backed securities	-	-	-	-	-
c. Collateralized debt obligations	-	-	-	-	-
d. Structured securities	-	-	-	-	-
e. Equity investment in subsidiary and controlled affiliates	-	-	-	-	-
f. Other assets	-	-	-	-	-
g. Total	\$ 12	\$ 8	\$ 7	\$	-

	March 31, 2010			Three Months Ended March 31, 2010	
	Actual	Carrying	Fair		
	Cost	Value	Value	OTTI	
(In Millions)					
Subprime:					
a. Residential mortgage-backed securities	\$ 9	\$ 5	\$ 4	\$	-
b. Commercial mortgage-backed securities	-	-	-	-	-
c. Collateralized debt obligations	-	-	-	-	-
d. Structured securities	-	-	-	-	-
e. Equity investment in subsidiary and controlled affiliates	-	-	-	-	-
f. Other assets	-	-	-	-	-
g. Total	\$ 9	\$ 5	\$ 4	\$	-

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

## NOTES TO FINANCIAL STATEMENTS

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

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

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

- (4) Underwriting exposure to subprime mortgage risk through Mortgage Guaranty or Financial Guaranty insurance coverage:

Risks related to credit markets:

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

Management's judgment regarding OTTI and estimated fair value depends upon evolving conditions that can alter the anticipated cash flows realized by investors and was impacted by the recent illiquid credit market environment, which made it difficult to obtain readily determinable prices for RMBS and other investments, including leveraged loan exposure. Further deterioration of market conditions, high levels of unemployment, and related management judgments of OTTI and fair value could negatively impact the Company's results of operations, surplus, and the disclosed fair value.

### **Note 21 – Events Subsequent**

The Company has evaluated subsequent events through May 6, 2010, the date the financial statements were available to be issued, and no events have occurred subsequent to the balance sheet date and before the date of evaluation that would require disclosure.

### **Note 22 – Reinsurance**

No significant changes.

### **Note 23 – Retrospectively Rated Contracts and Contracts Subject to Redetermination**

No significant changes.

### **Note 24 – Change in Incurred Losses and Loss Adjustment Expenses**

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

### **Note 25 – Intercompany Pooling Arrangements**

No significant changes.

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## NOTES TO FINANCIAL STATEMENTS

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**Note 26 – Structured Settlements**

No significant changes.

**Note 27 – Health Care Receivables**

No significant changes.

**Note 28 – Participating Policies**

No significant changes.

**Note 29 – Premium Deficiency Reserves**

No significant changes.

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

No significant changes.

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

No significant changes.

**Note 32 – Premium and Annuity Considerations Deferred and Uncollected**

No significant changes.

**Note 33 – Separate Accounts**

No significant changes.

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

No significant changes.

## NOTES TO FINANCIAL STATEMENTS

### Note 35 – Impairment Listing for Loan-Backed and Structured Securities

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

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
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	\$ 18,833,138.17	\$ 207,960.30	\$ 19,041,098.47	\$ 17,139,503.92	\$ (1,901,594.55)	\$ 17,139,503.92	\$ 11,916,313.75

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	27,300.31
86358RSJ7	32,846.86	-	32,846.86	1,314.39	(31,532.47)	1,314.39	10,283.45
86359ANH2	58,880.85	-	58,880.85	57,519.00	(1,361.85)	57,519.00	43,673.24
Totals	\$ 3,606,733.30	\$ -	\$ 3,606,733.30	\$ 3,269,443.64	\$ (337,289.66)	\$ 3,269,443.64	\$ 2,259,716.96

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

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

**NOTES TO FINANCIAL STATEMENTS**

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

CUSIP	Amortized Cost before Cumulative Adjustment	Cumulative Adjustment	Amortized Cost before OTTI	Projected Cash Flow	Recognized OTTI	Amortized Cost after OTTI	Fair Value
06050HKY3	\$ 50,529.68	\$ 28,694.35	\$ 79,224.03	\$ 81,395.32	\$ 2,171.29	\$ 81,395.32	\$ 25,750.87
07384MS60	106,631.74	(13,457.03)	93,174.71	92,853.58	(321.13)	92,853.58	78,118.69
1248RHAD9	592,114.02	67,182.93	659,296.95	575,228.02	(84,068.93)	575,228.02	321,725.40
12667GR62	247,827.70	(15,340.04)	232,487.66	231,226.34	(1,261.32)	231,226.34	132,307.76
12667GS20	336,947.49	(16,080.96)	320,866.53	319,449.67	(1,416.86)	319,449.67	182,305.34
12667GW6	505,139.36	(36,629.93)	468,509.43	447,001.98	(21,507.45)	447,001.98	272,934.88
126684AC3	481,031.83	7,432.40	488,464.23	330,113.04	(158,351.19)	330,113.04	356,009.66
12669FP23	71,393.13	(8,232.96)	63,160.17	42,897.29	(20,262.88)	42,897.29	59,791.95
12669FVD2	142,902.26	(8,411.86)	134,490.40	131,679.43	(2,810.97)	131,679.43	118,028.85
12669FW82	109,143.94	(1,351.64)	107,792.30	107,040.61	(751.69)	107,040.61	73,052.87
22541NBT5	247,340.52	101,410.48	348,751.00	327,047.76	(21,703.24)	327,047.76	197,830.23
22541NFL8	425,287.22	(10,464.13)	414,823.09	414,823.09	-	414,823.09	190,708.33
22541QJR4	208,460.53	150,860.19	359,320.72	361,940.30	2,619.58	361,940.30	165,984.17
23332UAC8	86,710.28	(982.25)	85,728.03	85,597.96	(130.07)	85,597.96	49,090.56
251510FB4	165,030.97	(6,323.00)	158,707.97	145,281.00	(13,426.97)	145,281.00	103,830.06
40431KAE0	165,141.89	(5,756.85)	159,385.04	133,310.75	(26,074.29)	133,310.75	101,841.98
41161FFR9	83,786.38	(2,134.53)	81,651.85	81,636.57	(15.28)	81,636.57	52,964.87
41161PQU0	421,088.07	(14,282.88)	406,805.19	403,491.54	(3,313.65)	403,491.54	225,388.82
45254NKD8	103,032.36	-	103,032.36	102,629.64	(402.72)	102,629.64	66,210.43
45254NPU5	279,260.29	(2,589.02)	276,671.27	276,442.46	(228.81)	276,442.46	157,083.91
45660LCN7	176,865.67	(10,755.81)	166,109.86	164,853.35	(1,256.51)	164,853.35	79,182.85
45660NQ24	52,303.61	(3,113.71)	49,189.90	49,200.36	10.46	49,200.36	33,674.55
45660NT96	12,994.94	-	12,994.94	12,846.96	(147.98)	12,846.96	8,178.77
46412AAD4	288,126.40	(22,486.85)	265,639.55	265,639.55	-	265,639.55	210,149.50
61750FAE0	141,946.29	1,012.36	142,958.65	119,291.72	(23,666.93)	119,291.72	81,362.80
61755FAE5	7,149.11	(5,160.76)	1,988.35	2,627.68	639.33	2,627.68	2,051.12
65106FAG7	107,752.94	(7,443.63)	100,309.31	35,638.67	(64,670.64)	35,638.67	58,612.70
669884AF5	45,262.13	(38,415.47)	6,846.66	2,314.30	(4,532.36)	2,314.30	7,803.18
68383NCA9	435,252.51	(7,492.00)	427,760.51	417,589.96	(10,170.55)	417,589.96	278,269.12
75406AAB5	444,770.19	(5,601.97)	439,168.22	426,737.28	(12,430.94)	426,737.28	320,459.90
75971EAK2	51,519.14	(11,349.12)	40,170.02	20,285.88	(19,884.14)	20,285.88	53,107.25
76110GG62	640,399.34	(7,589.41)	632,809.93	632,809.93	-	632,809.93	498,118.34
76110GG70	425,247.01	(40,501.92)	384,745.09	384,859.50	114.41	384,859.50	335,315.43
76110GJ85	565,248.31	(10,829.57)	554,418.74	554,418.74	-	554,418.74	483,783.78
76110GZQ7	388,898.46	(4,213.90)	384,684.56	384,684.57	0.01	384,684.57	338,916.79
76110GZR5	300,982.74	(2,790.90)	298,191.84	298,240.98	49.14	298,240.98	270,914.17
79549AYA1	91,487.65	112,841.72	204,329.37	206,044.42	1,715.05	206,044.42	87,854.83
80557BAC8	816,524.56	(12,517.60)	804,006.96	541,373.82	(262,633.14)	541,373.82	282,700.00
86358RL88	54,881.83	(7,238.94)	47,642.89	47,642.89	-	47,642.89	31,104.91
86358RLG0	39,783.15	19,941.93	59,725.08	61,269.75	1,544.67	61,269.75	28,035.38
86358RUF6	11,592.70	23,285.16	34,877.86	35,229.81	351.95	35,229.81	6,523.75
86359AEH2	110,752.81	45,507.22	156,260.03	165,272.27	9,012.24	165,272.27	21,406.75
86359ANH2	68,740.97	-	68,740.97	67,687.53	(1,053.44)	67,687.53	50,611.35
984582AA4	219,810.32	(4,681.88)	215,128.44	178,649.96	(36,478.48)	178,649.96	152,084.14
984582AB2	11,006.35	(5,987.92)	5,018.43	1,991.06	(3,027.37)	1,991.06	10,802.50
Totals	\$ 10,338,098.79	\$ 207,960.30	\$ 10,546,059.09	\$ 9,768,287.29	\$ (777,771.80)	\$ 9,768,287.29	\$ 6,661,983.49

**GENERAL INTERROGATORIES**

**PART 1 - COMMON INTERROGATORIES**

**GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [ X ]
- 1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [ X ]
- 2.2 If yes, date of change: .....
- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [ X ]  
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [ ] No [ X ]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [ X ] N/A [ ]  
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2009
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .... 12/31/2004
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .... 05/01/2006
- 6.4 By what department or departments?  
State of Connecticut Insurance Department
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ X ] No [ ] N/A [ ]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [ X ] No [ ] N/A [ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [ ] No [ X ]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? ..... Yes [ ] No [ X ]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? ..... Yes [ X ] No [ ]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
The MassMutual Trust Company, FSB .....	Enfield, CT .....			YES		
Centennial Asset Management Corporation .....	Centennial, CO .....					YES
MML Distributors, LLC .....	Springfield, MA .....					YES
MML Investors Services, Inc. ....	Springfield, MA .....					YES
OppenheimerFunds Distributor, Inc. ....	New York, NY .....					YES
Babson Capital Securities Inc. ....	Boston, MA .....					YES
MMLISI Financial Alliances, LLC .....	Springfield, MA .....					YES
Baring Asset Management, Inc. ....	Boston, MA .....					YES

**GENERAL INTERROGATORIES**

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? ..... Yes  No   
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
 (c) Compliance with applicable governmental laws, rules and regulations;  
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
 (e) Accountability for adherence to the code.  
 9.11 If the response to 9.1 is No, please explain:  
 9.2 Has the code of ethics for senior managers been amended? ..... Yes  No   
 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).  
 The Code of Conduct was revised in March 2010. The revisions in the Code are not material in nature. The revisions clarify or heighten awareness of certain information already incorporated in the Code.  
 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes  No   
 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

**FINANCIAL**

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? ..... Yes  No   
 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ 151,455

**INVESTMENT**

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

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$	\$
14.22 Preferred Stock .....	\$	\$
14.23 Common Stock .....	\$	\$
14.24 Short-Term Investments .....	\$	\$
14.25 Mortgage Loans on Real Estate .....	\$	\$
14.26 All Other .....	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	\$	\$
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$	\$

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



## GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? ..... Yes [  ] No [  ]

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

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

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

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

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

16.4 If yes, give full information relating thereto:

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

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

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

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

17.2 If no, list exceptions:

**GENERAL INTERROGATORIES**

**PART 2 - LIFE & HEALTH**

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	1 Amount
1.1	Long-Term Mortgages In Good Standing	
1.11	Farm Mortgages .....	\$ .....
1.12	Residential Mortgages .....	\$ .....7,431,079
1.13	Commercial Mortgages .....	\$ .....
1.14	Total Mortgages in Good Standing .....	\$ .....7,431,079
1.2	Long-Term Mortgages In Good Standing with Restructured Terms	
1.21	Total Mortgages in Good Standing with Restructured Terms.....	\$ .....
1.3	Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months	
1.31	Farm Mortgages .....	\$ .....
1.32	Residential Mortgages .....	\$ .....
1.33	Commercial Mortgages .....	\$ .....
1.34	Total Mortgages with Interest Overdue more than Three Months .....	\$ .....
1.4	Long-Term Mortgage Loans in Process of Foreclosure	
1.41	Farm Mortgages .....	\$ .....
1.42	Residential Mortgages .....	\$ .....
1.43	Commercial Mortgages .....	\$ .....
1.44	Total Mortgages in Process of Foreclosure .....	\$ .....
1.5	Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2) .....	\$ .....7,431,079
1.6	Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61	Farm Mortgages .....	\$ .....
1.62	Residential Mortgages .....	\$ .....
1.63	Commercial Mortgages .....	\$ .....
1.64	Total Mortgages Foreclosed and Transferred to Real Estate .....	\$ .....
2.	Operating Percentages:	
2.1	A&H loss percent .....	%
2.2	A&H cost containment percent .....	%
2.3	A&H expense percent excluding cost containment expenses .....	%
3.1	Do you act as a custodian for health savings accounts? .....	Yes [ ] No [ X ]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date .....	\$ .....
3.3	Do you act as an administrator for health savings accounts? .....	Yes [ ] No [ X ]
3.4	If yes, please provide the balance of the funds administered as of the reporting date .....	\$ .....

STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

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

STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company  
**SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS**

Current Year To Date - Allocated by States and Territories

1	Direct Business Only						
	2	3	4	5	6	7	
Life Contracts							Life Insurance Premiums
States, Etc.	Active Status						
1. Alabama	AL	L	120,194			120,194	
2. Alaska	AK	L	5,893			5,893	
3. Arizona	AZ	L	309,188			309,188	
4. Arkansas	AR	L	11,029			11,029	
5. California	CA	L	1,802,042			1,802,042	
6. Colorado	CO	L	243,522	315		243,837	
7. Connecticut	CT	L	176,269			176,269	
8. Delaware	DE	L	24,820			24,820	
9. District of Columbia	DC	L	59,793			59,793	
10. Florida	FL	L	759,783			759,783	
11. Georgia	GA	L	308,709			308,709	
12. Hawaii	HI	L	72,456			72,456	
13. Idaho	ID	L	26,414			26,414	
14. Illinois	IL	L	553,687			553,687	
15. Indiana	IN	L	318,407			318,407	
16. Iowa	IA	L	245,426	900		246,326	
17. Kansas	KS	L	160,144			160,144	
18. Kentucky	KY	L	140,052	1,020		141,072	
19. Louisiana	LA	L	158,888			158,888	
20. Maine	ME	L	97,876			97,876	
21. Maryland	MD	L	467,813			467,813	
22. Massachusetts	MA	L	434,795			434,795	
23. Michigan	MI	L	657,831			657,831	
24. Minnesota	MN	L	173,403			173,403	
25. Mississippi	MS	L	98,975			98,975	
26. Missouri	MO	L	259,561			259,561	
27. Montana	MT	L	91,702			91,702	
28. Nebraska	NE	L	156,084	450		156,534	
29. Nevada	NV	L	114,669			114,669	
30. New Hampshire	NH	L	55,761			55,761	
31. New Jersey	NJ	L	611,073	900		611,973	
32. New Mexico	NM	L	31,206			31,206	
33. New York	NY	N	64,564			64,564	
34. North Carolina	NC	L	384,641			384,641	
35. North Dakota	ND	L	3,055			3,055	
36. Ohio	OH	L	457,206			457,206	
37. Oklahoma	OK	L	323,793			323,793	
38. Oregon	OR	L	171,938			171,938	
39. Pennsylvania	PA	L	728,974	766		729,740	
40. Rhode Island	RI	L	80,391			80,391	
41. South Carolina	SC	L	263,870	634		264,504	
42. South Dakota	SD	L	13,995			13,995	
43. Tennessee	TN	L	266,589	1,650		268,239	
44. Texas	TX	L	1,235,591			1,235,591	
45. Utah	UT	L	141,899			141,899	
46. Vermont	VT	L	35,613	300		35,913	
47. Virginia	VA	L	621,131			621,131	
48. Washington	WA	L	290,564			290,564	
49. West Virginia	WV	L	85,800			85,800	
50. Wisconsin	WI	L	140,232	2,562		142,794	
51. Wyoming	WY	L	5,384			5,384	
52. American Samoa	AS	N					
53. Guam	GU	N					
54. Puerto Rico	PR	N	540			540	
55. U.S. Virgin Islands	VI	N	268			268	
56. Northern Mariana Islands	MP	N					
57. Canada	CN	N	140			140	
58. Aggregate Other Aliens	OT	XXX	31,832			31,832	
59. Subtotal	(a)	50	14,095,475	9,497		14,104,972	
90. Reporting entity contributions for employee benefits plans		XXX					
91. Dividends or refunds applied to purchase paid-up additions and annuities		XXX					
92. Dividends or refunds applied to shorten endowment or premium paying period		XXX					
93. Premium or annuity considerations waived under disability or other contract provisions		XXX	49,399			49,399	
94. Aggregate or other amounts not allocable by State		XXX					
95. Totals (Direct Business)		XXX	14,144,874	9,497		14,154,371	
96. Plus Reinsurance Assumed		XXX					
97. Totals (All Business)		XXX	14,144,874	9,497		14,154,371	
98. Less Reinsurance Ceded		XXX	3,637,065			3,637,065	
99. Totals (All Business) less Reinsurance Ceded		XXX	10,507,809	9,497		10,517,306	
DETAILS OF WRITE-INS							
5801. Other foreign		XXX	31,832			31,832	
5802.		XXX					
5803.		XXX					
5898. Summary of remaining write-ins for Line 58 from overflow page		XXX					
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)		XXX	31,832			31,832	
9401.		XXX					
9402.		XXX					
9403.		XXX					
9498. Summary of remaining write-ins for Line 94 from overflow page		XXX					
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)		XXX					

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

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

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

**NONE**

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

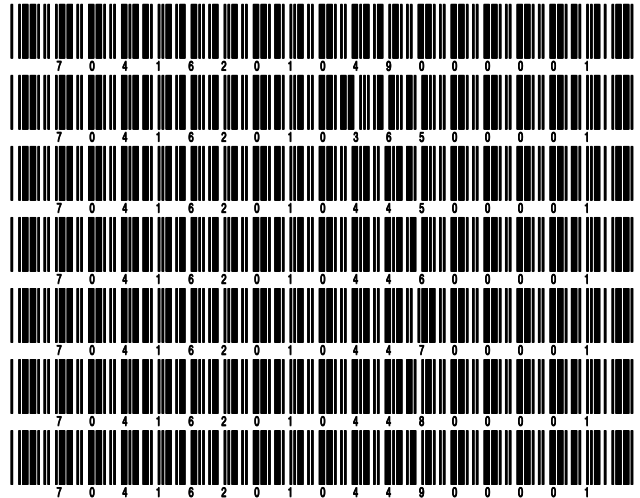
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement? .....	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....	NO
3. Will the Reasonableness of Assumptions Certification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

Explanation:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

Bar Code:

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



**OVERFLOW PAGE FOR WRITE-INS**

**NONE**

STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company

**SCHEDULE A - VERIFICATION**

Real Estate

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

**NONE**

**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	7,602,662	8,550,899
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....	647	3,051
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....	169,698	938,490
8. Deduct amortization of premium and mortgage interest points and commitment fees .....	2,532	12,798
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	7,431,079	7,602,662
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....	7,431,079	7,602,662
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14)	7,431,079	7,602,662

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**NONE**

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	164,478,512	144,427,922
2. Cost of bonds and stocks acquired .....	231,666	51,624,801
3. Accrual of discount .....	286,863	419,876
4. Unrealized valuation increase (decrease) .....	(45,994)	150,577
5. Total gain (loss) on disposals .....	(36,687)	289,756
6. Deduct consideration for bonds and stocks disposed of .....	5,327,145	29,455,840
7. Deduct amortization of premium .....	94,153	497,148
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....	337,290	2,481,432
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	159,155,772	164,478,512
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	159,155,772	164,478,512



STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company

**SCHEDULE D - PART 1B**

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	87,112,337	10,799,114	12,642,365	251,399	85,520,485			87,112,337
2. Class 2 (a) .....	70,336,262	62,358,779	53,087,181	668,090	80,275,950			70,336,262
3. Class 3 (a) .....	4,914,542	199,727	49,377	(615,238)	4,449,654			4,914,542
4. Class 4 (a) .....	1,536,777		8,315	(425,942)	1,102,520			1,536,777
5. Class 5 (a) .....	275,275	24,821	31,939	6,090	274,247			275,275
6. Class 6 (a) .....	294,923				294,923			294,923
7. Total Bonds	164,470,116	73,382,441	65,819,177	(115,601)	171,917,779			164,470,116
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. Total Preferred Stock .....								
15. Total Bonds and Preferred Stock	164,470,116	73,382,441	65,819,177	(115,601)	171,917,779			164,470,116

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 2,499,725 ; NAIC 2 \$ 10,274,126 ; NAIC 3 \$ ; NAIC 4 \$ ; NAIC 5 \$ ; NAIC 6 \$

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**SCHEDULE DA - PART 1**

Short-Term Investments

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

**NONE**

**SCHEDULE DA - VERIFICATION**

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of short-term investments acquired .....		29,242,312
3. Accrual of discount .....		48,038
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		197
6. Deduct consideration received on disposals .....		29,290,547
7. Deduct amortization of premium .....		
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....		
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)		

**SCHEDULE DB - PART A - VERIFICATION**

Options, Caps, Floors, Collars, Swaps and Forwards

1. Book/Adjusted Carrying Value, December 31, prior year (Line 8, prior year) .....	13,372
2. Cost (Paid)/Consideration Received on additions .....	
3. Unrealized Valuation increase/(decrease) .....	(1,032)
4. Total gain (loss) on termination recognized .....	
5. Considerations received/(paid) on terminations .....	
6. Amortization .....	
7. Adjustment to the Book/Adjusted Carrying Value of hedged item .....	
8. Total foreign exchange change in Book/Adjusted Carrying Value .....	
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8) .....	12,340
10. Deduct nonadmitted assets .....	
11. Statement value at end of current period (Line 9 minus Line 10) .....	12,340

**SCHEDULE DB - PART B - VERIFICATION**

Futures Contracts

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

**NONE**

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

**N O N E**

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

**N O N E**

STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company

**SCHEDULE DB - VERIFICATION**

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

Book/Adjusted Carrying Value Check

1. Part A, Section 1, Column 14.....	12,341
2. Part B, Section 1, Net Broker Cash Deposit Write-in (Footnote) .....	
3. Part B, Section 1 Column 17 .....	
4. Subtotal (Line 2 minus Line 3) .....	
5. Total (Line 1 plus Line 4) .....	12,341
6. Part D, Column 5 .....	12,341
7. Part D, Column 6 .....	
8. Total (Line 5 minus Line 6 minus Line 7) .....	

Fair Value Check

9. Part A, Section 1, Column 16 .....	12,341
10. Part B, Section 1, Column 2 (Number of Contracts) multiplied by Column 12 (Reporting Date Price) .....	
11. Total (Line 9 plus Line 10) .....	12,341
12. Part D, Column 8 .....	12,341
13. Part D, Column 9 .....	
14. Total (Line 11 minus Line 12 minus Line 13) .....	

Potential Exposure Check

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

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## STATEMENT AS OF MARCH 31, 2010 OF THE MML Bay State Life Insurance Company

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		37,686,450
2. Cost of cash equivalents acquired .....	73,157,893	919,054,678
3. Accrual of discount .....	3,416	521,275
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	(39)	428
6. Deduct consideration received on disposals .....	60,387,419	957,262,831
7. Deduct amortization of premium .....		
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	12,773,851	
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	12,773,851	