



LIFE ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF MARCH 31, 2004

OF THE CONDITION AND AFFAIRS OF THE

UNUM LIFE INSURANCE COMPANY OF AMERICA

NAIC Group Code 0565 0565 NAIC Company Code 62235 Employer's ID Number 01-0278678

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

Country of Domicile United States of America

Incorporated 08/24/1966 Commenced Business 09/03/1966

Statutory Home Office 2211 CONGRESS STREET, PORTLAND, ME 04122

Main Administrative Office 2211 CONGRESS STREET, PORTLAND, ME 04122

Mail Address 2211 CONGRESS STREET, PORTLAND, ME 04122

Primary Location of Books and Records 2211 CONGRESS STREET, PORTLAND, ME 04122

Internet Website Address www.unumprovident.com

Statutory Statement Contact VICKI WRIGHT CORBETT, 423-294-1373

Policyowner Relations Contact 2211 CONGRESS STREET, PORTLAND, ME 04122

OFFICERS

President THOMAS ROS WATJEN, Treasurer JOHN JOSEPH IWANICKI, Secretary SUSAN NANCE ROTH, Actuary ROGER LUC MARTIN

VICE PRESIDENTS

ROBERT O'HARA BEST, FLOYD DEAN COPELAND, VICKI WRIGHT CORBETT, JOSEPH RICHARD FOLEY, ROBERT CARL GREVING, PETER CARL MADEJA, KEVIN PAUL MCCARTHY, RALPH WILSON MOHNEY JR., GEORGE ARTHUR SHELL JR.

DIRECTORS OR TRUSTEES

WILLIAM LESTER ARMSTRONG, FLOYD DEAN COPELAND, THOMAS ROS WATJEN

State of Tennessee, County of Hamilton SS:

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.

THOMAS ROS WATJEN, President and Chief Executive Officer

SUSAN NANCE ROTH, Vice President, Corporate Secretary and Assistant General Counsel

JOHN JOESPH IWANICKI, Vice President and Treasurer

Subscribed and sworn to before me this 7th day of May, 2004

- 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

Joan Porterfield

My commissions expires March 28, 2005

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

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	10,310,467,307		10,310,467,307	10,170,168,856
2. Stocks:				
2.1 Preferred stocks	2,690,443		2,690,443	2,690,443
2.2 Common stocks	194,902,121		194,902,121	192,082,418
3. Mortgage loans on real estate:				
3.1 First liens	397,870,545		397,870,545	410,440,238
3.2 Other than first liens	4,917,166		4,917,166	4,998,378
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	91,044,921		91,044,921	91,190,939
4.2 Properties held for the production of income (less \$0 encumbrances)	10,866,413		10,866,413	10,737,620
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$(55,397,286)), cash equivalents (\$185,154,114) and short-term investments (\$0)	129,756,828		129,756,828	94,043,466
6. Contract loans, (including \$0 premium notes)	82,557,893		82,557,893	82,877,680
7. Other invested assets	5,817,505		5,817,505	7,876,737
8. Receivable for securities	13,810,644		13,810,644	31,993,100
9. Aggregate write-ins for invested assets	0		0	2,700,000
10. Subtotals, cash and invested assets (Lines 1 to 9)	11,244,701,786		11,244,701,786	11,101,799,875
11. Investment income due and accrued	144,726,281		144,726,281	146,328,013
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	233,649,964	13,982,334	219,667,630	227,323,467
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	933,141		933,141	984,279
12.3 Accrued retrospective premiums				
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers	43,202,416	1,526,076	41,676,340	43,070,961
13.2 Funds held by or deposited with reinsured companies				
13.3 Other amounts receivable under reinsurance contracts	70,038,942		70,038,942	62,795,326
14. Amounts receivable relating to uninsured plans	6,740,923		6,740,923	5,671,461
15.1 Current federal and foreign income tax recoverable and interest thereon				
15.2 Net deferred tax asset	311,577,000	282,951,000	28,626,000	37,876,000
16. Guaranty funds receivable or on deposit	6,683,028		6,683,028	6,666,732
17. Electronic data processing equipment and software				
18. Furniture and equipment, including health care delivery assets (\$0)	1,351,093	1,351,093		
19. Net adjustment in assets and liabilities due to foreign exchange rates				
20. Receivables from parent, subsidiaries and affiliates				
21. Health care (\$0) and other amounts receivable	20,211,586	20,211,586		
22. Other assets nonadmitted	472,521	472,521		
23. Aggregate write-ins for other than invested assets	151,507,287	4,150,997	147,356,290	146,726,916
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	12,235,795,968	324,645,607	11,911,150,361	11,779,243,031
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	17,809,191		17,809,191	17,928,932
26. Total (Lines 24 and 25)	12,253,605,159	324,645,607	11,928,959,552	11,797,171,964
DETAILS OF WRITE-INS				
0901. Schedule DB derivatives	0		0	2,700,000
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)	0		0	2,700,000
2301. Corporate owned life insurance	128,392,379		128,392,379	126,667,961
2302. Premiums receivable - other lines	15,357,125		15,357,125	16,075,454
2303. Other assets	7,503,405	3,896,619	3,606,786	3,983,501
2398. Summary of remaining write-ins for Line 23 from overflow page	254,378	254,378		
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	151,507,287	4,150,997	147,356,290	146,726,916

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$846,338,413 less \$0 included in Line 6.3 (including \$0 Modco Reserve)	846,338,413	843,179,309
2. Aggregate reserve for accident and health contracts (including \$0 Modco Reserve)	4,929,446,695	4,923,827,925
3. Liability for deposit-type contracts (including \$0 Modco Reserve)	624,918,542	609,488,392
4. Contract claims:		
4.1 Life	257,947,253	263,032,714
4.2 Accident and health	651,336,980	659,542,900
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 to12/31/2004 (including \$0 Modco)	15,470,000	16,170,000
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 \$19,187,411 discount; including \$ accident and health premiums	27,215,697	21,337,369
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$17,229,336 accident and health experience rating refunds	17,141,470	19,013,775
9.3 Other amounts payable on reinsurance, including \$29,631,394 assumed and \$25,290,093 ceded	54,921,487	72,298,942
9.4 Interest Maintenance Reserve	77,114,338	76,141,805
10. Commissions to agents due or accrued-life and annuity contracts \$13,141,323 , accident and health \$35,091,223 and deposit-type contract funds \$0	48,232,546	51,409,054
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	7,267,630	5,366,601
13. Transfers to Separate Accounts due or accrued (net) (including \$ accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	10,710,304	23,639,570
15.1 Current federal and foreign income taxes, including \$2,630,186 on realized capital gains (losses)	16,181,358	16,784,899
15.2 Net deferred tax liability		
16. Unearned investment income	1,425,297	1,594,186
17. Amounts withheld or retained by company as agent or trustee	346,628	390,742
18. Amounts held for agents' account, including \$20,379,304 agents' credit balances	20,379,304	20,485,549
19. Remittances and items not allocated	62,397,865	72,401,366
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:		
24.1 Asset valuation reserve	40,303,934	30,094,235
24.2 Reinsurance in unauthorized companies	2,326,767	2,326,767
24.3 Funds held under reinsurance treaties with unauthorized reinsurers	2,900,544,863	2,735,563,866
24.4 Payable to parent, subsidiaries and affiliates	73,891,375	85,650,320
24.5 Drafts outstanding		
24.6 Liability for amounts held under uninsured accident and health plans		
24.7 Funds held under coinsurance		
24.8 Payable for securities	3,000,000	0
24.9 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	51,988,174	52,530,756
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	10,740,846,920	10,602,271,041
27. From Separate Accounts Statement	17,809,191	17,928,932
28. Total liabilities (Lines 26 and 27)	10,758,656,111	10,620,199,974
29. Common capital stock	5,000,000	5,000,000
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds	177,127,768	188,496,186
32. Surplus notes		
33. Gross paid in and contributed surplus	1,177,631,865	1,177,631,865
34. Aggregate write-ins for special surplus funds	5,000,000	5,000,000
35. Unassigned funds (surplus)	(194,456,192)	(199,156,061)
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 \$ in Separate Accounts Statement)	1,165,303,441	1,171,971,990
38. Totals of Lines 29, 30 and 37	1,170,303,441	1,176,971,990
39. Totals of Lines 28 and 38	11,928,959,552	11,797,171,964
DETAILS OF WRITE-INS		
2501. Miscellaneous amounts payable	18,348,539	18,359,623
2502. Policy claims - other lines	15,156,934	15,311,803
2503. Deferred gain on sale-leaseback of real estate	7,626,995	8,043,013
2598. Summary of remaining write-ins for Line 25 from overflow page	10,855,706	10,816,317
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	51,988,174	52,530,756
3101. Deferred gain on reinsurance transactions	177,127,768	188,496,186
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page		
3199. Totals (Lines 3101 thru 3103 plus 3198)(Line 31 above)	177,127,768	188,496,186
3401. Other lines reinsurance contingency reserve	5,000,000	5,000,000
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 thru 3403 plus 3498)(Line 34 above)	5,000,000	5,000,000

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SUMMARY OF OPERATIONS

(Excluding Unrealized Capital Gains and Losses)

	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	695,160,402	674,687,872	2,769,683,574
2. Considerations for supplementary contracts with life contingencies	8,246	52,409	244,205
3. Net investment income	190,352,702	189,852,687	785,441,578
4. Amortization of Interest Maintenance Reserve (IMR)	2,274,657	2,570,576	10,611,740
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	47,778,262	9,404,901	167,906,681
7. Reserve adjustments on reinsurance ceded			
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	57,067	46,251	208,138
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	7,328,493	4,842,182	34,626,025
9. Totals (Lines 1 to 8.3)	942,959,829	881,456,877	3,768,721,941
10. Death benefits	133,207,396	121,218,983	472,529,672
11. Matured endowments (excluding guaranteed annual pure endowments)	93,109	127,472	411,911
12. Annuity benefits	7,020,954	7,393,685	28,796,083
13. Disability benefits and benefits under accident and health contracts	438,758,293	455,440,895	1,808,341,184
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	4,453,051	5,004,276	14,591,734
16. Group conversions	(9,807)	(153,187)	(692,791)
17. Interest and adjustments on contract or deposit-type contract funds	3,021,415	3,818,204	13,785,866
18. Payments on supplementary contracts with life contingencies	72,901	79,230	340,886
19. Increase in aggregate reserves for life and accident and health and contracts	(14,246,857)	85,231,939	242,971,993
20. Totals (Lines 10 to 19)	572,370,455	678,161,499	2,581,076,539
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	91,807,118	95,652,342	360,457,476
22. Commissions and expense allowances on reinsurance assumed	1,451,125	103,216	6,190,108
23. General insurance expenses	172,258,968	153,963,395	650,590,520
24. Insurance taxes, licenses and fees, excluding federal income taxes	28,931,348	26,414,719	96,652,885
25. Increase in loading on deferred and uncollected premiums	(35,887)	(134,717)	100,274
26. Net transfers to or (from) Separate Accounts net of reinsurance	(495,335)	(361,035)	(1,324,054)
27. Aggregate write-ins for deductions	45,565,651	30,951,185	149,657,514
28. Totals (Lines 20 to 27)	911,853,443	984,750,604	3,843,401,261
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	31,106,386	(103,293,727)	(74,679,320)
30. Dividends to policyholders	2,797,881	3,656,767	15,584,039
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	28,308,505	(106,950,494)	(90,263,360)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	(3,187,094)	(55,696,390)	(70,884,968)
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)	31,495,599	(51,254,104)	(19,378,392)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 1,912,553 (excluding taxes of \$ (1,748,487) transferred to the IMR)	(5,121,243)	(29,633,371)	(48,912,455)
35. Net income (Line 33 plus Line 34)	26,374,356	(80,887,475)	(68,290,847)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	1,176,971,990	1,130,454,521	1,130,454,521
37. Net income (Line 35)	26,374,356	(80,887,475)	(68,290,847)
38. Change in net unrealized capital gains (losses)	7,187,824	12,625,292	13,277,382
39. Change in net unrealized foreign exchange capital gain (loss)	48,733	1,821,861	(1,268,842)
40. Change in net deferred income tax	(16,441,000)	(34,372,000)	(35,654,000)
41. Change in non-admitted assets and related items	8,299,765	(32,527,735)	(17,870,100)
42. Change in liability for reinsurance in unauthorized companies	0	0	(431,389)
43. Change in reserve on account of change in valuation basis, (increase) or decrease	(10,560,111)	0	(46,911,739)
44. Change in asset valuation reserve	(10,209,699)	4,946,640	(12,334,054)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement			
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in	0	0	210,351,529
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance	(11,368,417)	53,032,966	22,682,479
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus	0	(17,032,950)	(17,032,950)
54. Net change in capital and surplus for the year (Lines 37 through 53)	(6,668,549)	(92,393,401)	46,517,469
55. Capital and surplus, as of statement date (Lines 36 + 54)	1,170,303,441	1,038,061,120	1,176,971,990
DETAILS OF WRITE-INS			
08.301. Miscellaneous income	3,779,261	3,069,060	17,398,880
08.302. Income from modco agreements	3,152,829	2,143,723	22,998,624
08.303. Other income (loss) from other lines	396,403	(370,602)	(5,771,480)
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above)	7,328,493	4,842,182	34,626,025
2701. Income transfer under funds held reinsurance	45,091,931	30,391,272	148,312,024
2702. Change in group life survivor income benefit reserve	406,803	294,603	761,684
2703. Penalties and fines	66,917	265,310	583,806
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 thru 2703 plus 2798)(Line 27 above)	45,565,651	30,951,185	149,657,514
5301. Prior year adjustment for other-than-temporary bond impairment	0	(17,032,950)	(17,032,950)
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Lines 5301 thru 5303 plus 5398)(Line 53 above)	0	(17,032,950)	(17,032,950)

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	707,866,784	2,773,085,921
2. Net investment income	170,084,659	671,909,720
3. Miscellaneous income	8,644,012	94,475,497
4. Total (Lines 1 to 3)	886,595,455	3,539,471,138
5. Benefit and loss related payments	618,166,156	2,291,457,076
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts	(495,336)	(1,324,054)
7. Commissions, expenses paid and aggregate write-ins for deductions	309,806,780	1,506,174,788
8. Dividends paid to policyholders	3,497,881	15,584,039
9. Federal and foreign income taxes paid (recovered) \$ 2,707,000 net of tax on capital gains (losses)	(671,000)	(59,096,000)
10. Total (Lines 5 through 9)	930,304,481	3,752,795,849
11. Net cash from operations (Line 4 minus Line 10)	(43,709,026)	(213,324,711)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	277,538,031	2,608,938,138
12.2 Stocks	251,783	362,687,806
12.3 Mortgage loans	12,650,905	115,508,821
12.4 Real estate	461,720	26,603,769
12.5 Other invested assets	2,057,549	388,691
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(115,618)	236,478
12.7 Miscellaneous proceeds	2,700,000	(3,468,714)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	295,544,370	3,110,894,988
13. Cost of investments acquired (long-term only):		
13.1 Bonds	391,162,460	3,478,655,596
13.2 Stocks	53	350,037,972
13.3 Mortgage loans		
13.4 Real estate	1,099,590	7,046,445
13.5 Other invested assets	0	2,057,029
13.6 Miscellaneous applications	(21,271,666)	16,758,925
13.7 Total investments acquired (Lines 13.1 to 13.6)	370,990,437	3,854,555,967
14. Net increase (or decrease) in policy loans and premium notes	(319,787)	(5,249,085)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(75,126,280)	(738,411,895)
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	0	210,351,529
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities	13,470,772	21,348,587
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	141,077,896	786,002,541
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	154,548,668	1,017,702,657
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11, plus Lines 15 and 17)	35,713,362	65,966,051
19. Cash and short-term investments:		
19.1 Beginning of year	94,043,466	28,077,415
19.2 End of period (Line 18 plus Line 19.1)	129,756,828	94,043,466

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

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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	6,477,551	7,621,029	27,437,824
3. Ordinary individual annuities	752	70,258	74,141
4. Credit life (group and individual)			
5. Group life insurance	333,664,249	317,956,524	1,305,619,227
6. Group annuities			
7. A & H - group	638,340,978	603,026,568	2,472,403,722
8. A & H - credit (group and individual)			
9. A & H - other	122,903,189	123,090,983	504,499,443
10. Aggregate of all other lines of business			
11. Subtotal	1,101,386,719	1,051,765,362	4,310,034,356
12. Deposit-type contracts	2,006,130	1,332,900	4,764,233
13. Total	1,103,392,849	1,053,098,262	4,314,798,589
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page			
1099. Totals (Lines 1001 thru 1003 plus 1098)(Line 10 above)			

NOTES TO FINANCIAL STATEMENTS

1. Contingencies

UnumProvident Corporation (UnumProvident) and its insurance company subsidiaries, including Unum Life Insurance Company of America (the Company), as part of their normal operations in managing disability claims are engaged in claim litigation where disputes arise as a result of a denial or termination of benefits. Most typically those lawsuits are filed on behalf of a single claimant or policyholder, and in some of these individual actions punitive damages are sought, such as claims alleging bad faith in the handling of insurance claims. For claim litigation, UnumProvident and its insurance company subsidiaries, including the Company, maintain reserves based on experience to satisfy judgments and settlements in the normal course. Management expects that the ultimate liability, if any, with respect to claim litigation, after consideration of the reserves maintained, will not be material to the financial condition of the Company. Nevertheless, given the inherent unpredictability of litigation, it is possible that an adverse outcome in certain claim litigation involving punitive damages could, from time to time, have a material adverse effect on the Company's results of operations in a period.

Additionally, from time to time class action allegations are pursued where the claimant or policyholder purports to represent a larger number of individuals who are similarly situated. Since each insurance claim is evaluated based on its own merits, there is rarely a single act or series of actions, which can properly be addressed by a class action. Nevertheless, the Company monitors these cases closely and defends itself appropriately where these allegations are made. Nine such purported class actions are described below.

The Multidistrict Litigation

On May 22, 2003, UnumProvident, several of its subsidiaries, and some of their officers and directors filed a motion with the Judicial Panel on Multidistrict Litigation seeking to transfer a number of class actions suits, now pending against them in various federal district courts to a single district for coordinated or consolidated pre-trial proceedings. On September 2, 2003, the Judicial Panel on Multidistrict Litigation entered an order transferring these cases, including each of the cases described below, to the U.S. District Court for the Eastern District of Tennessee for coordinated or consolidated pretrial proceedings.

Apart from certain preliminary discovery in the Keir and Rombeiro cases, described below, no discovery has yet to take place in these actions.

On November 4, 2002 the case of Keir et al. v. UnumProvident Corporation, et al., was filed in the United States District Court for the Southern District of New York. This case purports to be a class action on behalf of a putative class of group long-term disability participants insured under ERISA plans whose claims were denied or terminated on or after June 30, 1999. The amended complaint alleges that these claimants had their claims improperly challenged and allege that UnumProvident and its insurance subsidiaries, including the Company, breached certain fiduciary duties owed to these participants in ERISA plans in which the Company is the claims adjudicator. The Company maintains that the allegations are false and that the claims, as framed, are not permissible under ERISA's carefully structured avenues of relief. On April 29, 2003, the court denied the defendants' motion to dismiss the complaint. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation transfer order.

On February 11, 2003, the case of Harris, et al. v. UnumProvident Corporation, et al., was filed in the Circuit Court of St. Clair County, Illinois. This case purports to be a class action. The complaint alleges that individuals were wrongfully denied benefits and alleges causes of action under breach of contract, breach of the covenant of good faith and fair dealing, violation of the Illinois Consumer Fraud Act, common law fraud, intentional misrepresentation, and breach of fiduciary duty on behalf of a putative class of policyholders. Alternatively, the complaint alleges violations of ERISA. The complaint seeks injunctive and declaratory relief as well as restitution and punitive damages. On April 4, 2003 the case was removed to the United States District Court for the Southern District of Illinois. The Company strongly denies the allegations in the complaint and will vigorously defend the litigation. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation transfer order.

On February 25, 2003, the case of Davis, et al., v. UnumProvident Corporation, et al., was filed in the United States District Court for the Eastern District of Pennsylvania. The plaintiffs are seeking representative status as a class of disability participants insured under ERISA plans. The complaint alleges that these claimants had their claims improperly denied or terminated and that the Company breached certain fiduciary duties owed to these participants in ERISA plans. The complaint also alleges violations under the federal Racketeer Influenced and Corrupt Organizations Act (RICO). The complaint seeks reversal of claim denials or contract rescissions and re-determination by an independent person of claims of the named plaintiffs and others similarly situated, appointment of a master to oversee certain claim handling matters, and treble damages under RICO. The defendants have not yet answered or otherwise responded to these complaints. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation transfer order.

On July 15, 2002, the case of Rombeiro v. Unum Life Insurance Company of America, et al., was filed in the Superior Court of Sonoma County, California. It was subsequently removed to the United States District Court for the Northern District of California. On January 21, 2003, a First Amended Complaint was filed, purporting to be a class action. This complaint alleges that plaintiff individually was wrongfully denied disability benefits under a group long-term disability plan and alleges breach of state law fiduciary duties on behalf of himself and others covered by similar plans whose disability benefits have been denied or terminated after a claim was made. The complaint seeks, among other things, injunctive and declaratory relief and payment of benefits. On April 30, 2003, the court granted in part and denied in part the defendants' motion to dismiss the complaint. On May 14, 2003, the plaintiff filed a Second Amended Complaint seeking injunctive relief on behalf of a putative nationwide class of long-term disability insurance policyholders. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation transfer order.

On April 30, 2003, the case of Taylor, v. UnumProvident Corporation, et al. was filed in the Circuit Court for Shelby County, Tennessee in the Thirteenth Judicial District at Memphis. The plaintiff seeks to represent all individuals who were insured by long-term disability policies issued by subsidiaries of UnumProvident and who did not obtain their coverage through employer sponsored

NOTES TO FINANCIAL STATEMENTS

plans and who had a claim denied, terminated, or suspended by a UnumProvident subsidiary after January 1, 1995. Plaintiff alleges that UnumProvident and its subsidiaries, including the Company, employed various unfair claim practices in assessing entitlement to benefits by class members during this period and as a result wrongfully denied legitimate claims. The plaintiff and the class seek contractual, equitable and injunctive relief. On June 9, 2003, the defendants removed this action to the United States District Court for the Western District of Tennessee. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation transfer order.

On July 18, 2003, Contreras v. UnumProvident Corporation, et al., was filed in the Southern District of New York. Plaintiffs allege claims on behalf of a putative class of ERISA plan participants, beneficiaries, third-party beneficiaries or assignees of group long-term disability insurance issued by the insuring subsidiaries of UnumProvident, including the Company, who have had a disability claim denied, terminated or suspended by UnumProvident on or after June 30, 1999. Plaintiffs assert bad faith claims practices by UnumProvident in violation of ERISA. Plaintiffs seek equitable and injunctive relief to require, among other things, that UnumProvident re-evaluate all previously denied, terminated, or suspended claims. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation order.

On September 17, 2003, the case of Rudrud et al. v. UnumProvident Corporation et al., was filed in the United States District Court for the District of Massachusetts. The plaintiffs assert claims on behalf of a putative class of disability participants insured under ERISA plans. The complaint alleges that these claimants had their claims improperly denied or terminated and that the Company breached certain fiduciary duties owed to these participants in ERISA plans. The complaint also alleges violations under the federal Racketeer Influenced and Corrupt Organizations Act (RICO) and Massachusetts state law. The complaint seeks payment of benefits, reversal of claim denials or contract rescissions and re-determination by an independent person of claims of the named plaintiffs and others similarly situated, appointment of a master to oversee certain claim handling matters, restitution and damages, and treble damages under RICO. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation transfer order.

On November 13, 2003, the case of Dauphinee et al. v. UnumProvident et al., was filed in the United States District Court for the Eastern District of Tennessee. This action is brought as a putative class action lawsuit on behalf of representative plaintiffs and all disabled individuals insured under a UnumProvident long-term disability plan. The complaint alleges that UnumProvident and its subsidiaries fraudulently and otherwise unlawfully denied and terminated long-term disability insurance benefits. Additionally, the complaint alleges misuse of authority as an ERISA claims fiduciary. The complaint seeks injunctive and declaratory relief to require, among other things, that UnumProvident re-evaluate all previously denied, terminated, or suspended claims. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class.

On December 22, 2003, the Tennessee Federal District Court entered an order consolidating all of the above actions other than the Taylor action for all pretrial purposes under the caption In re UnumProvident Corp. ERISA Benefit Denial Actions. Among other things, the Court in that order appointed a lead counsel in the actions and directed lead counsel to file a consolidated amended complaint in the ERISA Benefit Denial Actions, which was filed on February 20, 2004. On March 26, 2004, the defendants answered the complaints in these actions, and simultaneously filed a motion for judgment on the pleadings in the ERISA Benefit Denial Actions. The parties have engaged in certain limited discovery in connection with a court-ordered mediation to take place later this year.

On April 9, 2004, the plaintiffs in each of these two actions separately filed motions seeking certification of a plaintiff class. The defendants have not yet responded to that motion.

The Court entered a schedule providing for the completion of all pretrial proceedings in these actions by December 2005. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class.

Claim Litigation

On December 11, 2003, the case of Jewel, et al. v. UnumProvident, et al., was filed in the Worcester County Superior Court, Commonwealth of Massachusetts. The Company received service of this matter on March 8, 2004. Plaintiffs seek to represent all individual long-term disability policyholders and all participants in group, long-term disability plans which are not covered by the Employee Retirement Income Security Act of 1974 who (a) had coverage issued by an insuring subsidiary and (b) whose claims for long-term disability benefits were denied, or whose payments of long-term disability benefits were terminated or suspended, on or after July 1, 1999. Plaintiffs allege that the defendants employed various unfair claim practices and seek declaratory, contractual, and injunctive relief. On April 20, 2004, the defendants answered the complaint by denying generally the allegations and asserting various defenses. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class.

On July 17, 2003, a qui tam action, The State of California ex rel. Linda Nee and John Metz v. UnumProvident Corporation, et al., was filed under seal in the Superior Court of the State of California, County of Los Angeles. On April 16, 2004, UnumProvident was notified that the Insurance Commissioner decided not to bring an action which permitted the case to go forward with private plaintiffs. To date, the Company has not been served. The complaint alleges unlawful sales, marketing and claims handling practices, including delaying or limiting payment for, denying or terminating claims by California claimants and/or claims that are handled by UnumProvident's Glendale or other claims centers. The complaint seeks civil penalties and assessments, attorneys fees and cost, interest and such other relief as the Court deems proper for violation of California Insurance Code § 1871.7(b). In addition, the complaint seeks injunctive relief. The Company denies the allegations in the complaint and will vigorously defend the litigation.

Other Claim Related Examinations and Investigations

Some of UnumProvident's insuring subsidiaries have experienced increased market conduct examinations by state insurance departments focused specifically on its disability claims handling policies and practices. On March 19, 2003, four UnumProvident

NOTES TO FINANCIAL STATEMENTS

insurance subsidiaries consented to the entry of an order by the Georgia Insurance Commissioner that, among other things, ordered them to each pay a monetary penalty of \$250,000 and to adhere to certain claims handling practices. The order also placed these four companies on regulatory probation for two years, during which period certain Georgia claims and complaints will be reviewed on a quarterly basis by representatives of the Georgia Department of Insurance. The Georgia order did not cite any violations of Georgia law or regulations.

Because of the number of market conduct examinations initiated during 2002 and 2003, a coordinated market conduct examination of UnumProvident's disability claims handling policies and practices was organized during 2003 by Massachusetts, Maine, and Tennessee, the states of domicile for several of the Company's insurance subsidiaries. Currently 44 states and the District of Columbia are participating in this coordinated examination in which the domiciliary states are attempting to address common state concerns and also eliminate or reduce the number of duplicative individual examinations by multiple states. California, Arizona, Minnesota, and New Mexico have chosen to continue pursuing their own examinations and investigations, although California and Minnesota have elected to participate in the multi-state examination as well. Additional state market conduct examinations may be commenced.

In addition, UnumProvident received a letter in September 2003 from the office of the New York State Attorney General indicating that it is reviewing the disability claims-handling procedures of the Company and its insurance subsidiaries. The Company is cooperating and is in the process of gathering and providing information in response.

In a letter dated March 25, 2004, the U.S. Department of Labor informed UnumProvident that it was conducting an examination pursuant to the Employee Retirement Income Security Act of 1974 (ERISA) of the benefit plans UnumProvident provides to its employees and the products and services provided to third party plans. UnumProvident is cooperating and is in the process of gathering and providing information in response.

These regulatory examinations and investigations could result in, among other things, changes in the claims handling and other business practices, increases in policy liabilities, reopening of closed or denied claims, fines, and other administrative action. Such results, singly or in combination, could injure the Company's reputation, cause negative publicity, and impair the Company's ability to sell or retain insurance policies, thereby adversely affecting the Company's business, and potentially materially affecting the consolidated results of operations in a period. Determination by regulatory authorities that the UnumProvident or its insurance subsidiaries have engaged in improper conduct could also adversely affect the UnumProvident's defense of various lawsuits described herein.

Other Proceedings

In certain reinsurance pools associated with the Company's reinsurance businesses there are disputes among the pool members and reinsurance participants concerning the scope of their obligations and liabilities within the complex pool arrangements, including pools for which the Company acted either as underwriting agent, as pool member or as reinsurer. The Company either has been or may in the future be brought into disputes, arbitration proceedings, or litigation with other pool members or reinsurers of the pools in the process of resolving the various claims.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

**PART 1 - COMMON INTERROGATORIES
GENERAL**

- 1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements? Yes [] No [X]
- 1.2 If yes, explain:
- 2.1 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]
- 2.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 3.1 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]
- 3.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
- 4. 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.
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 5.2 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
.....
.....
.....

- 6. 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.
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2002
- 7.2 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. 12/31/1999
- 7.3 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). 08/30/2001
- 7.4 By what department or departments? Maine and Nevada
- 8.1 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? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes [] No [X]
- 8.2 If yes, give full information:
- 9.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 9.2 If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 9.4 If response to 9.3 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
.....
.....
.....

GENERAL INTERROGATORIES

INVESTMENT

10.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [] No [X]

10.2 If yes, explain:

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0

13. Amount of real estate and mortgages held in short-term investments: \$ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No []

14.2 If yes, please complete the following:

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$ 192,023,547	\$ 194,844,250
14.24 Short-Term Investments	\$	\$
14.25 Mortgages, Loans or Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 192,023,547	\$ 194,844,250
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$
14.29 Receivable from Parent not included in Lines 14.21 to 14.26 above	\$	\$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [X] No []

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [X] No []
If no, attach a description with this statement.

16. Excluding items in Schedule E, 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 Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	New York, NY
Bank of New York	New York, NY

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

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

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

16.4 If yes, give full information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
30172	Metropolitan West Securities, LLC	Los Angeles, CA
.....	JP Morgan Fleming Asset Management	New York, NY
.....	Provident Investment Management, LLC	Chattanooga, TN

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

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	\$	
1.13	Commercial Mortgages	\$	402,787,711
1.14	Total Mortgages in Good Standing	\$	402,787,711
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)	\$	402,787,711
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	\$	

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE A - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	101,928,559	119,400,043
2. Increase (decrease) by adjustment	(1,116,815)	(4,550,579)
3. Cost of acquired		3,750,000
4. Cost of additions to and permanent improvements	1,099,590	3,296,445
5. Total profit (loss) on sales	45,702	14,679,432
6. Increase (decrease) by foreign exchange adjustment		
7. Amount received on sales	45,702	34,646,782
8. Book/adjusted carrying value at end of current period	101,911,334	101,928,559
9. Total valuation allowance		
10. Subtotal (Lines 8 plus 9)	101,911,334	101,928,559
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	101,911,334	101,928,559

SCHEDULE B - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	415,438,616	532,270,467
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after acquisitions		
3. Accrual of discount and mortgage interest points and commitment fees		80,628
4. Increase (decrease) by adjustment		2,353,400
5. Total profit (loss) on sale		(3,757,058)
6. Amounts paid on account or in full during the period	12,650,905	115,508,821
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	402,787,711	415,438,616
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	402,787,711	415,438,616
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	402,787,711	415,438,616

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	7,876,737	6,214,905
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		2,057,029
2.2. Additional investment made after acquisitions		
3. Accrual of discount		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period	2,057,549	388,691
7. Amortization of premium	1,683	6,506
8. Increase (decrease) by foreign exchange adjustment		
9. Book/adjusted carrying value of long-term invested assets at end of current period	5,817,505	7,876,737
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	5,817,505	7,876,737
12. Total nonadmitted amounts		
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	5,817,505	7,876,737

SCHEDULE D - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	10,364,941,717	9,258,363,626
2. Cost of bonds and stocks acquired	391,162,513	3,989,093,568
3. Accrual of discount	27,030,469	131,230,054
4. Increase (decrease) by adjustment	2,997,124	(48,359,216)
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal	3,883,098	25,425,754
7. Consideration for bonds and stocks disposed of	277,789,814	2,971,625,944
8. Amortization of premium	4,165,237	19,186,125
9. Book value/adjusted carrying value, current period	10,508,059,870	10,364,941,717
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	10,508,059,870	10,364,941,717
12. Total nonadmitted amounts		
13. Statement value	10,508,059,870	10,364,941,717

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	5,268,340,768	277,133,291	137,802,944	29,025,241	5,436,696,356			5,268,340,768
2. Class 2	4,144,647,244	107,014,169	65,816,417	(9,480,523)	4,176,364,473			4,144,647,244
3. Class 3	342,940,126	4,015,000	12,719,247	(9,918,045)	324,317,834			342,940,126
4. Class 4	206,428,212	3,000,000	23,249,098	25,392,540	211,571,654			206,428,212
5. Class 5	137,619,188		18,108,089	(9,842,396)	109,668,703			137,619,188
6. Class 6	70,193,318		16,210,868	(2,134,164)	51,848,286			70,193,318
7. Total Bonds	10,170,168,856	391,162,460	273,906,663	23,042,653	10,310,467,306			10,170,168,856
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3	1,419,270				1,419,270			1,419,270
11. Class 4	1,250,000				1,250,000			1,250,000
12. Class 5	21,173	53	53		21,173			21,173
13. Class 6								
14. Total Preferred Stock	2,690,443	53	53		2,690,443			2,690,443
15. Total Bonds and Preferred Stock	10,172,859,299	391,162,513	273,906,716	23,042,653	10,313,157,749			10,172,859,299

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
8299999 Totals		XXX			

NONE

SCHEDULE DA - PART 2 - Verification

Short-Term Investments Owned

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	85,363,772
2. Cost of short-term investments acquired	0	10,675,920,633
3. Increase (decrease) by adjustment	0	65,007
4. Increase (decrease) by foreign exchange adjustment		
5. Total profit (loss) on disposal of short-term investments		
6. Consideration received on disposal of short-term investments	0	10,761,349,411
7. Book/adjusted carrying value, current period		
8. Total valuation allowance		
9. Subtotal (Lines 7 plus 8)		
10. Total nonadmitted amounts		
11. Statement value (Lines 9 minus 10)		
12. Income collected during period	0	4,462,847
13. Income earned during period	0	4,444,869

Schedule DB - Part F - Section 1

N O N E

Schedule DB - Part F - Section 2

N O N E

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

States, Etc.	1 Is Insurer Licensed? (Yes or No)	Life Contracts		Direct Business Only		
		2 Life Insurance Premiums	3 Annuity Considerations	4 Accident and Health Insurance Premiums, Including Policy Membership and Other Fees	5 Deposit-Type Contract Funds	6 Other Considerations
1. Alabama	AL	Yes	2,665,628		7,729,332	958
2. Alaska	AK	Yes	330,356		1,487,363	
3. Arizona	AZ	Yes	5,193,197		10,921,722	
4. Arkansas	AR	Yes	5,790,670		9,965,647	
5. California	CA	Yes	34,221,525		93,072,259	89,609
6. Colorado	CO	Yes	4,867,296		8,115,328	2,037
7. Connecticut	CT	Yes	7,836,852		14,372,812	98
8. Delaware	DE	Yes	1,635,538		2,507,674	4,637
9. District of Columbia	DC	Yes	2,119,043		10,425,696	6,549
10. Florida	FL	Yes	14,240,617		38,890,810	14,035
11. Georgia	GA	Yes	15,285,577		28,145,824	1,171
12. Hawaii	HI	Yes	604,808		4,731,281	24
13. Idaho	ID	Yes	513,172		1,216,478	
14. Illinois	IL	Yes	22,819,740		38,033,958	1,232
15. Indiana	IN	Yes	4,207,281		8,868,831	
16. Iowa	IA	Yes	3,779,439		7,244,939	
17. Kansas	KS	Yes	3,623,558		4,174,643	3,984
18. Kentucky	KY	Yes	2,137,025		6,519,428	
19. Louisiana	LA	Yes	2,138,443		10,930,869	
20. Maine	ME	Yes	5,168,734		13,403,804	4,449
21. Maryland	MD	Yes	7,152,643		15,880,510	
22. Massachusetts	MA	Yes	20,670,344		33,622,261	48,778
23. Michigan	MI	Yes	9,991,339		22,670,795	69,804
24. Minnesota	MN	Yes	9,905,468		23,078,140	4,979
25. Mississippi	MS	Yes	2,641,340		4,117,958	1,849
26. Missouri	MO	Yes	8,993,180		14,443,970	1,122
27. Montana	MT	Yes	717,404		1,345,691	
28. Nebraska	NE	Yes	1,234,036		4,115,936	289
29. Nevada	NV	Yes	1,918,390		3,432,694	
30. New Hampshire	NH	Yes	1,008,696		4,253,419	
31. New Jersey	NJ	Yes	9,140,948		24,842,533	292,270
32. New Mexico	NM	Yes	963,856		2,880,785	73
33. New York	NY	No	2,546,330		4,221,192	1,042,607
34. North Carolina	NC	Yes	11,473,049		21,763,405	134,226
35. North Dakota	ND	Yes	195,100		725,146	
36. Ohio	OH	Yes	19,909,116	752	34,655,148	154
37. Oklahoma	OK	Yes	1,642,823		4,966,203	2,110
38. Oregon	OR	Yes	2,518,673		8,627,919	820
39. Pennsylvania	PA	Yes	13,513,537		38,216,767	6,054
40. Rhode Island	RI	Yes	770,602		2,142,098	
41. South Carolina	SC	Yes	1,901,498		6,485,089	
42. South Dakota	SD	Yes	247,988		1,557,334	
43. Tennessee	TN	Yes	19,101,194		31,119,750	49
44. Texas	TX	Yes	34,860,367		71,428,953	191,558
45. Utah	UT	Yes	1,102,845		2,305,615	48
46. Vermont	VT	Yes	1,051,253		2,384,511	
47. Virginia	VA	Yes	5,780,588		18,263,949	
48. Washington	WA	Yes	9,190,533		21,539,659	37,953
49. West Virginia	WV	Yes	829,034		2,541,643	
50. Wisconsin	WI	Yes	7,839,385		14,533,010	42,606
51. Wyoming	WY	Yes	55,709		332,549	
52. American Samoa	AS	No				
53. Guam	GU	Yes	5,979			
54. Puerto Rico	PR	Yes	94,754		42,546	
55. U.S. Virgin Islands	VI	No	1,224		561	
56. Canada	CN	No	184,326			
57. Aggregate Other Aliens	OT	XXX				
58. Subtotal	(a) 52		348,332,050	752	763,296,437	2,006,132
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		100,083		3,625,987	
94. Aggregate or other amounts not allocable by State	XXX					
95. Totals (Direct Business)	XXX		348,432,133	752	766,922,424	2,006,132
96. Plus Reinsurance Assumed	XXX				59,246,457	
97. Totals (All Business)	XXX		348,432,133	752	826,168,881	2,006,132
98. Less Reinsurance Ceded	XXX		155,347,284	752	311,395,192	1,784,153
99. Totals (All Business) less Reinsurance Ceded	XXX		193,084,849		514,773,689	221,979
DETAILS OF WRITE-INS						
5701.	XXX					
5702.	XXX					
5703.	XXX					
5798. Summary of remaining write-ins for Line 57 from overflow page	XXX					
5799. Totals (Lines 5701 thru 5703 plus 5798)(Line 57 above)	XXX					
9401.	XXX					
9402.	XXX					
9403.	XXX					
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX					
9499. Totals (Lines 9401 thru 9403 plus 9498)(Line 94 above)	XXX					

(a) Insert the number of yes 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 SVO Compliance Certification be filed with this statement?	Yes
2. Will the Trusteed Surplus Statement be filed with the State of Domicile and the NAIC with this statement?	No

Explanations:

Bar Codes:



Trusteed Surplus Statement [Document Identifier 490]

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 23

2304.	Accounts receivable - securities sold	254,378	254,378
2397.	Summary of remaining write-ins for Line 23 from overflow page	254,378	254,378

Additional Write-ins for Liabilities Line 25

2504.	Missing claimants liability	7,583,887	7,951,300
2505.	Group survivor income benefit reserve	3,253,467	2,846,665
2506.	Unearned premium reserve - other lines	18,352	18,352
2597.	Summary of remaining write-ins for Line 25 from overflow page	10,855,706	10,816,317

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Expended for Additions and Permanent Improvements
	2 City	3 State						
NONE								
9999999 - Totals								

SCHEDULE A - PART 3

Showing All Real Estate SOLD During the Current Quarter, Including Payments During the Final Year on "Sales under Contract"

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Expended for Additions, Permanent Improvements and Changes in Encumbrances	10 Book/Adjusted Carrying Value Less Encumbrances	11 Amounts Received	12 Foreign Exchange Profit (Loss) on Sale	13 Realized Profit (Loss) on Sale	14 Total Profit (Loss) on Sale	15 Gross Income Earned Less Interest Incurred on Encumbrances	16 Taxes, Repairs and Expenses Incurred
	2 City	3 State													
Retail	Jackson	MS		Additional proceeds						45,702		45,702	45,702		
0199999. Property Sold										45,702		45,702	45,702		
9999999 - Totals															

E01

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE B - PART 1

Showing All Mortgage Loans ACQUIRED During the Current Quarter

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Book Value/Recorded Investment Excluding Accrued Interest	8 Increase (Decrease) by Adjustment	9 Increase (Decrease) by Foreign Exchange Adjustment	10 Value of Land and Buildings	11 Date of Last Appraisal or Valuation
	2 City	3 State								
NONE										
9999999 - Totals										XXX

SCHEDULE B - PART 2

Showing All Mortgage Loans SOLD, Transferred or Paid in Full During the Current Quarter

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Book Value/Recorded Investment Excluding Accrued Interest at Disposition	10 Consideration Received	11 Foreign Exchange Profit (Loss) on Sale	12 Realized Profit (Loss) on Sale	13 Total Profit (Loss) on Sale
	2 City	3 State										
004350057	Fresno	CA		.06/30/1978	134,940			134,940	134,940			
100000716	Irvine	CA		.06/02/1998	950,537			946,821	946,821			
008060851	Blaine	MN		.11/01/1985	28,951			28,951	28,951			
009055807	Monroeville	PA		.09/29/1995	1,975,882			1,964,569	1,964,569			
009055382	Salt Lake City	UT		.02/13/1990	4,571,659			4,541,333	4,541,333			
0199999. Mortgages closed by repayment					7,661,969			7,616,614	7,616,614			
9999999 - Totals												

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets Acquired During the Current Quarter

1 Number of Units and Description	Location		4 Name of Vendor	5 Date Acquired	6 Actual Cost	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Increase (Decrease) by Adjustment	10 Increase (Decrease) by Foreign Exchange Adjustment
	2 City	3 State							
NONE									
9999999 - Totals									

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets SOLD, Transferred or Paid in Full During the Current Quarter

1 Number of Units and Description	Location		4 Name of Purchaser or Nature of Disposition	5 Date Acquired	6 Book/Adjusted Carrying Value Less Encumbrances Prior Year	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Book/Adjusted Carrying Value Less Encumbrances at Disposition	10 Consideration Received	11 Foreign Exchange Profit (Loss) on Sale	12 Realized Profit (Loss) on Sale	13 Total Profit (Loss) on Sale
	2 City	3 State										
Missouri Affordable Housing Fund XIII, LP	Columbia	MO	Liquidation	12/17/2003	926,053			926,053	926,053			
Georgia Tax Credit Fund, LP	Columbia	MO	Liquidation	12/17/2003	840,948			840,948	840,948			
Georgia Tax Credit Fund II, LP	Columbia	MO	Liquidation	12/17/2003	290,028			290,028	290,028			
1499999. Any Other Class of Admitted Assets					2,057,029			2,057,029	2,057,029			
9999999 - Totals												

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
3136F4-6D-1	BONDS US Governments United States FANNIE MAE AGENCY DEB 2.210% 02/17/06		01/30/2004	FIRST TENNESSEE		24,987,500	25,000,000		1FE
Total United States						24,987,500	25,000,000		XXX
0399999. Bonds - U.S. Governments						24,987,500	25,000,000		XXX
	Special Revenue & Assessment United States								
31339D-4Q-8	FHLMC 2411 ZE 6.500% 02/15/32		03/01/2004	Interest Capitalization		644,000	644,000		1FE
31339D-MZ-8	FHLMC 2420 Z 6.500% 02/15/32		03/01/2004	Interest Capitalization		368,000	368,000		1FE
31339G-BY-6	FHLMC 2369 Z 6.500% 10/15/31		03/01/2004	Interest Capitalization		564,057	564,057		1FE
31339N-G2-6	FHLMC 2413 Z 6.500% 02/15/32		03/01/2004	Interest Capitalization		184,000	184,000		1FE
31339N-Y5-9	FHLMC 2427 EZ 6.500% 03/15/32		03/01/2004	Interest Capitalization		1,372,564	1,372,565		1FE
3133TK-2F-6	FHLMC REMIC FHR 2134 ZD 6.500% 03/15/29		03/01/2004	Interest Capitalization		444,591	444,591		1FE
3133TK-B5-8	FHLMC REMIC FHR 2136 ZC 6.500% 03/15/29		03/01/2004	Interest Capitalization		666,886	666,886		1FE
3133TK-DV-9	FHLMC FHR 2145 KZ 6.500% 04/15/29		03/01/2004	Interest Capitalization		222,756	222,756		1FE
3133TL-M9-6	FHLMC 2173 ZA 6.000% 07/15/29		03/01/2004	Interest Capitalization		277,895	277,895		1FE
3133TP-5X-3	FHLMC FHR 2235 CZ 7.000% 06/15/30		03/01/2004	Interest Capitalization		383,548	383,548		1FE
3133TP-6L-8	FHLMC FHR 2235 KZ 6.500% 06/15/30		03/01/2004	Interest Capitalization		348,468	348,468		1FE
3133TP-B7-3	FHLMC FHR 2237 Z 7.000% 05/15/29		03/01/2004	Interest Capitalization		224,730	224,731		1FE
3133TR-5P-6	FHLMC 2280 Z 6.000% 01/15/31		03/01/2004	Interest Capitalization		251,305	251,305		1FE
3133TV-N6-9	FHLMC FHR 2440 Z 6.500% 04/15/32		03/01/2004	Interest Capitalization		455,056	455,057		1FE
3133TV-NP-7	FHLMC 2433 EZ 6.500% 04/15/32		03/01/2004	Interest Capitalization		364,045	364,045		1FE
3133TV-UR-5	FHLMC 2434 Z 6.500% 04/15/32		03/01/2004	Interest Capitalization		1,046,630	1,046,630		1FE
31359L-3W-3	FNMA 1996-10 Z 6.500% 04/25/26		03/01/2004	Interest Capitalization		700,448	700,448		1FE
31359N-UY-5	FNMA 1997-16 ZB 7.000% 02/01/27		03/29/2004	Paul Revere Life Insurance Co		12,899,214	12,300,728	68,281	1FE
31359S-4L-1	FNMA 2001-27 ZB 6.500% 06/25/31		03/01/2004	Interest Capitalization		357,204	357,204		1FE
31359W-FC-0	FNMA FNR 1999-34 ZG 6.500% 07/25/29		03/01/2004	Interest Capitalization		284,338	284,338		1FE
31359X-DV-8	FNMA 1999-M5 Z 6.970% 08/17/39		03/01/2004	Interest Capitalization		737,861	737,861		1FE
31359X-FT-1	FNMA 1999-56 Z 7.000% 12/18/29		03/01/2004	Interest Capitalization		176,938	176,938		1FE
31359X-SN-0	FNMA FNR 2000-2 Z 7.000% 02/25/30		03/01/2004	Interest Capitalization		231,362	231,362		1FE
31359X-ZH-5	FNMA FNR 2000-5 ZA 6.500% 03/25/30		03/01/2004	Various		20,143,205	19,247,212	103,694	1FE
313920-A2-6	FNMA 2001-42 ZG 6.500% 09/25/31		03/01/2004	Interest Capitalization		570,184	570,184		1FE
313920-SH-4	FNMA 2001-35 Z 6.000% 08/25/31		03/01/2004	Interest Capitalization		296,160	296,160		1FE
313920-TW-0	FNMA 2001-35 ZB 6.500% 08/25/31		03/01/2004	Interest Capitalization		126,120	126,120		1FE
31392B-6G-6	FNMA 2002-10 ZG 6.500% 03/25/32		03/01/2004	Interest Capitalization		381,142	381,142		1FE
31392B-XQ-4	FNMA 2002-2 QZ 6.000% 02/25/32		03/01/2004	Interest Capitalization		338,151	338,151		1FE
31392C-JG-0	FNMA 2002-18 ZA 6.500% 04/25/32		03/01/2004	Interest Capitalization		677,131	677,131		1FE
31392K-K5-4	FHLMC 2453 KZ 6.500% 05/15/32		03/01/2004	Interest Capitalization		325,875	325,875		1FE
31392M-U3-4	FHLMC 2463 ZA 6.000% 06/15/32		03/01/2004	Interest Capitalization		408,155	408,155		1FE
31392R-2E-0	FHLMC 2474 ZB 6.000% 07/15/32		03/01/2004	Interest Capitalization		328,181	328,181		1FE
31392R-MA-6	FHLMC 2470 Z 6.000% 07/15/32		03/01/2004	Interest Capitalization		968,135	968,135		1FE
31392X-YC-6	FHLMC 2524 TZ 5.500% 11/15/32		03/01/2004	Interest Capitalization		225,751	225,751		1FE
31393G-V3-5	FHLMC 2533 Z 5.500% 12/15/32		03/01/2004	Interest Capitalization		875,537	875,537		1FE
31393J-6C-7	FHLMC 2556 KZ 5.500% 01/15/33		03/01/2004	Interest Capitalization		435,771	435,771		1FE
38373T-M6-9	GNMA 2002-4 Z 6.500% 01/16/32		03/01/2004	Various		12,161,552	11,655,950	61,999	1
3837H2-HK-8	GNMA 1999-23 Z 6.500% 06/20/29		03/01/2004	Various		35,497,730	34,014,695	183,253	1
911760-MJ-2	VA VENDEE 1991-1 Z 6.500% 12/15/28		03/01/2004	Interest Capitalization		223,499	223,499		1FE
911760-NF-9	VA VENDEE 1999-3 Z 6.500% 10/15/29		03/01/2004	Interest Capitalization		533,026	533,026		1
911760-NR-3	VA VENDEE 2000-1 Z 7.250% 01/15/30		03/01/2004	Various		14,036,547	13,127,486	78,836	1FE
Total United States						111,757,748	107,365,574	496,063	XXX
3199999. Bonds - Special Revenues						111,757,748	107,365,574	496,063	XXX
	Public Utilities (unaffiliated) United States								

E04

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
010392-EK-0	ALABAMA POWER CO BDS 5.125% 02/15/19		02/10/2004	WACHOVIA		14,930,250	15,000,000		1FE
373334-FX-4	GEORGIA POWER CO MTN FLT 1.300% 02/17/09		02/12/2004	GOLDMAN SACHS		20,000,000	20,000,000		1FE
694308-GE-1	PACIFIC GAS & ELEC 1ST MTG 6.050% 03/01/34		03/18/2004	UBS WARBURG		14,926,800	15,000,000		2FE
842400-ES-8	SO CALIF EDISON 1ST MTG 6.000% 01/15/34		01/29/2004	SALOMON SMITH BARNEY		4,999,800	5,000,000	15,833	2FE
842400-ET-6	SO CALIF EDISON MTN FLT 1.440% 01/13/06		01/07/2004	SALOMON SMITH BARNEY		6,000,000	6,000,000		2FE
Total United States						60,856,850	61,000,000	15,833	XXX
3899999. Bonds - Public Utilities						60,856,850	61,000,000	15,833	XXX
Industrial & Miscellaneous United States									
02406P-AD-2	AMERICAN AXLE & MFG 144A SR NTS 5.250% 02/11/14		02/05/2004	Various		9,986,100	10,000,000		2FE
12686C-AV-1	CABLEVISION SYSTEMS CORP 144A SR NTS 8.000% 04/15/12		03/30/2004	Various		3,000,000	3,000,000		4Z
17305E-BR-5	CCGIT 2003-A5 2.500% 04/07/08		01/30/2004	J P MORGAN CHASE		20,093,750	20,000,000	162,500	1FE
29333*-AA-5	ENHANCED ALABAMA LLC SER 2004 NTS 7.800% 03/01/14		02/02/2004	BEAR STEARNS		2,923,977	2,923,977		1Z
31428X-AG-1	FEDEX CORP 144A FLT 1.400% 04/01/05		03/22/2004	J P MORGAN CHASE		15,000,000	15,000,000		2FE
33901H-BJ-1	FLEET CREDIT CARD MASTER TRUST 2003 A 2.400% 07/15/08		01/28/2004	J P MORGAN CHASE		20,109,375	20,000,000	22,667	1FE
38141E-JE-0	GOLDMAN SACHS GROUP INC MTN FLT 1.280% 01/09/07		01/06/2004	GOLDMAN SACHS		20,000,000	20,000,000		1FE
43812C-AD-3	HONDA AUTO RECEIVABLES OWNER T 2003-1 A4 2.480% 07/18/08		01/29/2004	SALOMON SMITH BARNEY		10,032,812	10,000,000	10,333	1FE
44643T-AD-9	HUNTINGTON NATIONAL BANK NTS 5.375% 02/28/19		02/10/2004	SALOMON SMITH BARNEY		9,968,600	10,000,000		1FE
466488-AN-9	J.M. HUBER CORP SR NT 6.110% 01/06/19		09/05/2003	L F ROTHSCHILD		15,000,000	15,000,000		2Z
478165-AF-0	SC JOHNSON & SON INC 144A BDS 5.750% 02/15/33		01/02/2004	Various		19,193,869	20,000,000	453,611	2FE
574599-BA-3	MASCO CORP MTN FLT 1.370% 03/09/07		03/02/2004	MERRILL LYNCH		10,000,000	10,000,000		2FE
604059-AE-5	MINNESOTA MNG & MFG CO DEBS 6.375% 02/15/28		01/26/2004	CREDIT SUISSE/FIRST BOSTON		2,793,325	2,500,000	72,604	1FE
761042-CF-5	RMT 2000-A A4 Z 6.500% 04/19/29		03/01/2004	Interest Capitalization		628,037	628,037		1FE
913017-AT-6	UNITED TECHNOLOGIES NTS 6.700% 08/01/28		01/02/2004	AIG FINANCIAL		18,822,532	17,000,000	493,567	1FE
94977X-AB-5	WFMBBS 2001-30 A2 6.000% 12/25/31		03/01/2004	Interest Capitalization		85,385	85,385		1FE
Total United States						177,637,762	176,137,399	1,215,282	XXX
Canada									
65653R-AE-3	NORSKE SKOG CANADA 144A SR NTS 7.375% 03/01/14	C	03/11/2004	Various		4,015,000	4,000,000		3Z
Total Canada						4,015,000	4,000,000		XXX
Other Country									
02364W-AB-1	AMERICA MOVIL SA DE CV 144A GTD 5.500% 03/01/14	F	03/02/2004	Various		11,907,600	12,000,000		2FE
Total Other Country						11,907,600	12,000,000		XXX
4599999. Bonds - Industrial and Miscellaneous						193,560,362	192,137,399	1,215,282	XXX
6099997. Total - Bonds - Part 3						391,162,460	385,502,973	1,727,178	XXX
6099998. Total - Bonds - Part 5									XXX
6099999. Total - Bonds						391,162,460	385,502,973	1,727,178	XXX
Industrial & Miscellaneous United States									
69367F-30-6	PVT INC PFD		02/03/2004	Exchange	15.000	53			P5UZ
Total United States						53	XXX		XXX
6399999. Preferred Stocks - Industrial and Miscellaneous						53	XXX		XXX
6599997. Total - Preferred Stocks - Part 3						53	XXX		XXX
6599998. Total - Preferred Stocks - Part 5							XXX		XXX
6599999. Total - Preferred Stocks						53	XXX		XXX
7299997. Total - Common Stocks - Part 3							XXX		XXX
7299998. Total - Common Stocks - Part 5							XXX		XXX
7299999. Total - Common Stocks							XXX		XXX
7399999. Total - Preferred and Common Stocks						53	XXX		XXX
7499999 - Totals						391,162,513	XXX	1,727,178	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

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SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
64908P-AA-1	BONDS US Governments United States NEW VALLEY GEN 3 (TVA) DEBS 5.131% 01/15/21		01/15/2004	Redemption 100.0000		357,382	357,382	357,382	357,382						357,382				9,169	01/15/2021	1FE
Total United States						357,382	357,382	357,382	357,382						357,382				9,169	XXX	XXX
0399999. Bonds - U.S. Governments						357,382	357,382	357,382	357,382						357,382				9,169	XXX	XXX
3128F7-DE-1	Special Revenue & Assessment United States FHLMC GOLD POOL FGD67301 7.000% 01/01/26		03/01/2004	Paydown		9,489	9,489	9,442	9,442		47		47		9,489				116	01/01/2026	1FE
3128FR-GT-1	FHLMC GOLD POOL D82010 7.000% 08/01/27		03/01/2004	Paydown		68	68	67	67		1		1		68				1	08/01/2027	1FE
31292G-6S-0	FGLMC PC# C00881 GOLD 7.000% 11/01/29		03/01/2004	Paydown		236,004	236,004	233,054	233,162		2,842		2,842		236,004				5,321	11/01/2029	1FE
31292G-TJ-5	FGLMC GOLD POOL C00553 7.000% 09/01/27		03/01/2004	Paydown		99,462	99,462	98,297	98,313		1,149		1,149		99,462				2,271	09/01/2027	1FE
31293W-W9-7	FGLMC PC# C31572 GOLD 7.000% 10/01/29		03/01/2004	Paydown		1,908	1,908	1,885	1,885		23		23		1,908				46	10/01/2029	1FE
31293X-6H-6	FGLMC PC# C32672 GOLD 7.000% 11/01/29		03/01/2004	Paydown		202,582	202,582	200,050	200,144		2,438		2,438		202,582				5,107	11/01/2029	1FE
31293X-RB-6	FGLMC PC# C32282 GOLD 7.000% 10/01/29		03/01/2004	Paydown		12,763	12,763	12,604	12,609		154		154		12,763				280	10/01/2029	1FE
31293Y-JY-3	FGLMC PC# C32979 GOLD 7.000% 11/01/29		03/01/2004	Paydown		250,557	250,557	247,425	247,541		3,016		3,016		250,557				6,084	11/01/2029	1FE
31293Y-LS-3	FGLMC PL# C33037 GOLD 7.000% 11/01/29		03/01/2004	Paydown		272,713	272,713	269,304	269,431		3,282		3,282		272,713				6,638	11/01/2029	1FE
31339G-JS-1	FHLMC FHR 2367 PD 6.000% 02/15/30		03/01/2004	Paydown		2,829,094	2,829,094	2,788,868	2,788,868		40,226		40,226		2,829,094				72,289	02/15/2030	1FE
3133TN-3V-4	FHLMC 2207 ZA 7.000% 12/15/29		03/01/2004	Paydown		2,537,335	2,537,335	2,232,328	2,289,245		248,090		248,090		2,537,335				278,565	12/15/2029	1FE
31345F-XD-2	FHLMC PC# 304276 8.000% 07/01/18		03/01/2004	Paydown		46,148	46,148	49,926	49,872		(3,724)		(3,724)		46,148				(3,144)	07/01/2018	1FE
31359N-UY-5	FNMA 1997-162B 7.000% 02/01/27		03/01/2004	Paydown		119,732	119,732	126,916	126,916		(7,184)		(7,184)		119,732				(6,485)	02/01/2027	1FE
31359Q-DE-1	FNMA 1997-54 Z 6.500% 08/01/27		03/01/2004	Paydown		1,262,804	1,262,804	1,086,983	1,123,208		139,596		139,596		1,262,804				152,811	08/01/2027	1FE
31371G-BC-3	FNMA POOL 251235 7.000% 10/01/27		03/01/2004	Paydown		27,393	27,393	27,090	27,093		300		300		27,393				641	10/01/2027	1FE
31371G-FF-2	FNMA PC# 251366 8.000% 12/01/27		03/01/2004	Paydown		194,517	194,517	199,197	199,083		(4,566)		(4,566)		194,517				(1,808)	12/01/2027	1FE

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STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31371K-TC-5	FNMA POOL 254447 6.000% 09/01/32		03/01/2004	Paydown		1,946,281	1,946,281	1,953,209	1,952,973		(6,692)		(6,692)		1,946,281				13,251	09/01/2032	1FE
31374G-SM-0	FNMA PC# 313824 8.000% 11/01/27		03/01/2004	Paydown		96,380	96,380	98,699	98,627		(2,247)		(2,247)		96,380				(1,135)	11/01/2027	1FE
31383C-WW-1	FNMA PC# 499361 8.000% 09/01/29		03/01/2004	Paydown		55,966	55,966	57,312	57,259		(1,293)		(1,293)		55,966				(914)	09/01/2029	1FE
31383C-XU-4	FNMA PC# 499391 8.000% 09/01/29		03/01/2004	Paydown		2,737	2,737	2,802	2,801		(64)		(64)		2,737				(27)	09/01/2029	1FE
31383P-H8-2	FNMA PC# 508855 8.000% 08/01/29		03/01/2004	Paydown		91,196	91,196	93,390	93,330		(2,134)		(2,134)		91,196				(728)	08/01/2029	1FE
31383S-Y4-6	FNMA PC# 512031 8.000% 11/01/29		03/01/2004	Paydown		207,044	207,044	212,026	211,767		(4,723)		(4,723)		207,044				(1,963)	11/01/2029	1FE
31384D-LD-2	FNMA PC# 520624 8.000% 11/01/29		03/01/2004	Paydown		43,133	43,133	44,171	44,117		(984)		(984)		43,133				(642)	11/01/2029	1FE
31384V-LN-0	FNMA POOL 535033 7.500% 11/01/29		03/01/2004	Paydown		1,961,848	1,961,848	1,964,530	1,964,022		(2,174)		(2,174)		1,961,848				22,582	11/01/2029	1FE
31384V-LP-5	FNMA PC# 535034 8.000% 11/01/29		03/01/2004	Paydown		358,831	358,831	367,465	367,224		(8,393)		(8,393)		358,831				(4,041)	11/01/2029	1FE
31385H-XB-3	FNMA POOL 545274 6.000% 11/01/31		03/01/2004	Paydown		1,546,213	1,546,213	1,551,599	1,551,404		(5,191)		(5,191)		1,546,213				9,996	11/01/2031	1FE
31385X-NR-4	FNMA POOL 555800 5.500% 10/01/33		03/01/2004	Paydown		249,714	249,714	252,675	252,667		(2,953)		(2,953)		249,714				(523)	10/01/2033	1FE
31388U-JW-1	FNMA POOL 615077 6.500% 01/01/32		03/01/2004	Paydown		2,639,344	2,639,344	2,637,695	2,637,332		2,012		2,012		2,639,344				34,487	01/01/2032	1FE
31388U-YX-2	FNMA POOL 615526 6.000% 11/01/31		03/01/2004	Paydown		438,269	438,269	439,103	439,061		(792)		(792)		438,269				4,402	11/01/2031	1FE
31391L-X9-1	FNMA POOL 670404 6.000% 07/01/32		03/01/2004	Paydown		2,657,157	2,657,157	2,662,214	2,661,967		(4,810)		(4,810)		2,657,157				20,227	07/01/2032	1FE
31400B-ZD-1	FNMA POOL 683040 6.000% 02/01/33		03/01/2004	Paydown		726,231	726,231	727,613	727,548		(1,317)		(1,317)		726,231				7,021	02/01/2033	1FE
31400H-Z2-2	FNMA POOL 688461 6.000% 02/01/33		03/01/2004	Paydown		1,184,465	1,184,465	1,186,719	1,186,613		(2,148)		(2,148)		1,184,465				7,865	02/01/2033	1FE
31400K-GM-2	FNMA POOL 689704 6.000% 02/01/33		03/01/2004	Paydown		214,097	214,097	214,504	214,485		(388)		(388)		214,097				2,597	02/01/2033	1FE
31401K-PL-3	FNMA POOL 710627 5.500% 05/01/33		03/01/2004	Paydown		905,954	905,954	916,695	916,665		(10,711)		(10,711)		905,954				(1,393)	05/01/2033	1FE
31401W-RK-7	FNMA POOL 720590 5.500% 06/01/33		03/01/2004	Paydown		376,187	376,187	380,647	380,635		(4,448)		(4,448)		376,187				(2,223)	06/01/2033	1FE
31403L-F2-2	FNMA POOL 751785 5.500% 10/01/33		03/01/2004	Paydown		14,146	14,146	14,313	14,313		(167)		(167)		14,146				(38)	10/01/2033	1FE
38373Q-KE-0	GNMA 2003-47 A 2.848% 06/16/18		03/01/2004	Paydown		230,774	230,774	230,486	230,486		288		288		230,774				1,386	06/16/2018	1FE
704532-B*-0	PAYSON UTAH CITY OF IND DEV 10.000% 01/01/06		03/01/2004	Redemption 100.0000		10,830	10,830	10,830	10,830						10,830				181	01/01/2006	1
Total United States						24,059,366	24,059,366	23,602,133	23,693,005		366,361		366,361		24,059,366				629,101	XXX	XXX
3199999. Bonds - Special Revenues						24,059,366	24,059,366	23,602,133	23,693,005		366,361		366,361		24,059,366				629,101	XXX	XXX

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SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market In- dicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value								
	Public Utilities (unaffiliated)																					
	United States																					
17185#-AA-5	CINCAP IV LLC SR NTS 7.810% 07/06/09		03/06/2004	Redemption 100.0000		535,560	535,560	562,338	556,092		(20,532)		(20,532)		535,560				(15,885)	07/06/2009	2	
172070-BU-7	CINCINNATI GAS & ELEC 1ST MTG BDS 6.450% 02/15/04		02/15/2004	Maturity		4,000,000	4,000,000	3,682,611	3,994,148		5,852		5,852		4,000,000				134,852	02/15/2004	1FE	
177342-AJ-1	CITIZENS UTILITIES CO DEBS 7.600% 06/01/06		03/08/2004	GOLDMAN SACHS		6,438,000	6,000,000	5,879,422	5,966,338		2,458		2,458		5,968,796		469,204	469,204	129,124	06/01/2006	2FE	
190441-AX-3	COASTAL CORP SR NTS 6.375% 02/01/09		02/19/2004	JP MORGAN CHASE		1,740,000	2,000,000	1,994,080	1,996,495		86		86		1,996,581		(256,581)	(256,581)	71,982	02/01/2009	5	
67105#-AB-5	CSP FINANCE CO SR NTS SER B 7.920% 02/15/06		03/15/2004	Redemption 100.0000		883,022	883,022	845,530	877,887		5,135		5,135		883,022				16,791	02/15/2006	1	
744448-AY-7	PUBLIC SERVICE CO COLORADO 1ST MTG 8.125% 03/01/04		03/01/2004	Maturity		10,000,000	10,000,000	10,348,277	10,034,752		(34,752)		(34,752)		10,000,000				371,498	03/01/2004	2FE	
835415-AG-5	SONAT INC SR NT 6.625% 02/01/08		02/27/2004	SALOMON SMITH BARNEY		5,472,500	6,000,000	5,971,860	5,986,260		317		317		5,986,577		(514,077)	(514,077)	209,373	02/01/2008	5	
	Total United States					29,069,082	29,418,582	29,284,118	29,411,972		(41,436)		(41,436)		29,370,536		(301,454)	(301,454)	917,735	XXX	XXX	
	Other Country																					
29244T-AA-9	EMPRESA NACIONAL ELECTRIC SR NTS 7.875% 02/01/27	F	03/31/2004	UBS WARBURG		13,024,000	13,000,000	11,153,166	11,203,634		5,765		5,765		11,209,399		1,814,601	1,814,601	697,671	02/01/2027	2FE	
	Total Other Country					13,024,000	13,000,000	11,153,166	11,203,634		5,765		5,765		11,209,399		1,814,601	1,814,601	697,671	XXX	XXX	
	3899999. Bonds - Public Utilities					42,093,082	42,418,582	40,437,284	40,615,606		(35,671)		(35,671)		40,579,935		1,513,147	1,513,147	1,615,406	XXX	XXX	
	Industrial & Miscellaneous																					
	United States																					
01736#-AB-1	ALLEGHENY GENERAL HOSPITAL NT SER 1993C 7.330% 01/01/04		01/01/2004	Redemption 100.0000		1,033,353	1,033,353	1,033,358	1,033,353						1,033,353				37,872	01/01/2004	4	
029163-AD-4	AMERICAN RE CORP SR NTS 7.450% 12/15/26		01/15/2004	CREDIT SUISSE/FIRST BOSTON		10,404,450	9,000,000	9,564,570	9,550,031		(551)		(551)		9,549,480		854,970	854,970	66,499	12/15/2026	2FE	
11448*-AF-4	BROOKSHIRE GROCERY CO SER A-1 SR MTG NT 7.690% 03/01/08		03/01/2004	Redemption 100.0000		42,930	42,930	42,930	42,930						42,930				551	03/01/2008	2	
11448*-AG-2	BROOKSHIRE GROCERY CO SER A-2 SR MTG NT 7.690% 03/01/08		03/01/2004	Redemption 100.0000		68,484	68,484	68,484	68,484						68,484				880	03/01/2008	2	

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SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
11448*-AH-0	BROOKSHIRE GROCERY CO SER A-3 SR MTG NT 7.690% 03/01/08		03/01/2004	Redemption	100.0000	67,462	67,462	67,462	67,462						67,462				866	03/01/2008	2
11448*-AJ-6	BROOKSHIRE GROCERY CO SER A-4 SR MTG NT 7.690% 03/01/08		03/01/2004	Redemption	100.0000	76,661	76,661	76,661	76,661						76,661				985	03/01/2008	2
11448*-AL-1	BROOKSHIRE GROCERY CO SR SECD NT 7.670% 06/01/09		03/01/2004	Redemption	100.0000	108,650	108,650	108,650	108,650						108,650				1,392	06/01/2009	2
11448*-CG-0	BROOKSHIRE GROCERY CO SER A-1 SR SECD NTS 6.950% 10/01/17		03/01/2004	Redemption	100.0000	25,107	25,107	25,107	25,107						25,107				291	10/01/2017	2
11448*-CH-8	BROOKSHIRE GROCERY CO SER A-2 SR SECD NTS 6.950% 10/01/17		03/01/2004	Redemption	100.0000	32,457	32,457	32,457	32,457						32,457				377	10/01/2017	2
11448*-CJ-4	BROOKSHIRE GROCERY CO SER A-3 SR SECD NTS 6.950% 10/01/17		03/01/2004	Redemption	100.0000	46,203	46,203	46,203	46,203						46,203				536	10/01/2017	2
11448*-CK-1	BROOKSHIRE GROCERY CO SER A-4 SR SECD NTS 6.950% 10/01/17		03/01/2004	Redemption	100.0000	33,183	33,183	33,183	33,183						33,183				385	10/01/2017	2
11448*-CL-9	BROOKSHIRE GROCERY CO SER A-5 SR SECD NTS 6.950% 10/01/17		03/01/2004	Redemption	100.0000	30,384	30,384	30,384	30,384						30,384				353	10/01/2017	2
124860-CC-9	C-BASS LLC TR CRT SER 99-3 M-1 7.312% 01/28/29		03/01/2004	Paydown		130,573	130,573	126,207	126,562		4,011		4,011		130,573				6,012	01/28/2029	1FE
124860-CD-7	C-BASS LLC TR CRT SER 99-3 M-2 7.312% 01/28/29		03/01/2004	Paydown		295,134	295,134	282,499	283,575		11,559		11,559		295,134				16,081	01/28/2029	1FE
124860-CE-5	C-BASS LLC TR CRT SER 99-3 M-3 7.312% 01/28/29		03/01/2004	Paydown		95,719	95,719	91,188	91,579		4,140		4,140		95,719				5,606	01/28/2029	1FE
12669B-T6-9	COUNTRYWIDE 2001-5 A4 Z1 7.000% 06/25/31		03/01/2004	Paydown		5,170,721	5,170,721	5,057,354	5,051,118		119,603		119,603		5,170,721				175,690	06/25/2031	1FE
131347-AW-6	CALPINE SR NTS 8.500% 02/15/11		01/22/2004	Various		3,380,000	4,000,000	3,987,635	3,990,600		47		47		3,990,647		(610,647)	(610,647)	147,852	02/15/2011	5
16117P-AF-7	CHARTER COMM HLDG LLC SR NTS 0.000% 04/01/11		02/13/2004	Various		2,208,750	2,500,000	1,534,850	2,441,251		16,914		16,914		2,458,165		(249,415)	(249,415)	16,914	04/01/2011	6
161551-BH-8	CHASE FUNDING MTG LN 1999-3 M-1 7.844% 07/25/29		01/01/2004	Paydown		310,072	310,072	326,351	309,621		451		451		310,072				2,478	07/25/2029	1FE
16162T-W9-3	CHASE 2002-S7 6.500% 05/31/32		03/01/2004	Paydown		3,771,187	3,771,187	3,297,826	3,319,241		451,946		451,946		3,771,187				492,777	05/31/2032	1FE
162456-AH-0	CHATTEM INC GTD NTS 8.875% 04/01/08		02/26/2004	TENDER OFFER	100.6730	4,822,237	4,790,000	4,618,075	4,689,229		2,960		2,960		4,692,189		130,048	130,048	174,187	04/01/2008	4
172921-AL-2	CITICORP MTG 87-10 10.000% 07/01/17		03/01/2004	Paydown		44,099	44,099	44,099	44,099						44,099				473	07/01/2017	1FE

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STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
18551*-AA-3	CLECO EVANGELINE LLC SR SECD BD 8.820%		03/01/2004	Redemption	100.0000	179,648	179,648	173,009	173,886		5,762		5,762		179,648				13,685	09/01/2019	4
199333-AC-9	COLUMBUS MCKINNON SR SUB NTS 8.500%		04/01/08	LEHMAN BROTHERS		1,925,000	2,000,000	1,820,000	1,875,537		2,074		2,074		1,877,611		47,389	47,389	59,685	04/01/2008	5
207543-V#-3	SSB SER B NT (WHEELABRATOR) 9.600%		01/01/04	Redemption	100.0000	120,550	120,550	120,550	120,550						120,550				5,786	01/01/2004	2
23281P-AD-8	CYPRUS MINERALS NTS 6.625% 10/15/05		03/08/2004	SALOMON SMITH BARNEY		17,235,360	16,000,000	16,100,000	16,065,265		(6,623)		(6,623)		16,058,642		1,176,718	1,176,718	423,266	10/15/2005	2FE
247361-WL-8	DELTA AIR LINES ETC SER C NTS 9.450%		02/14/06	Redemption	100.0000	554,000	554,000	565,679	558,738		(4,738)		(4,738)		554,000				21,439	02/14/2006	4
25513Q-AB-5	DASH 1999-1 A-2 ABS 7.765% 12/30/34		02/13/2004	Various		11,743,983	11,701,176	11,595,134	11,568,379		1,691		1,691		11,570,070		173,913	173,913	347,022	12/30/2034	1
26229*-AD-2	DRUMMOND COMPANY INC SR NTS 9.510%		03/27/07	Redemption	100.0000	2,000,000	2,000,000	2,000,000	2,000,000						2,000,000				95,100	03/27/2007	2
26735*-AA-5	DUVAL FUNDING CORP SECD NTS 13.000%		12/05/04	Redemption	100.0000	112,902	112,902	112,902	112,902						112,902				2,455	12/05/2004	3
29331@-AA-5	ENHANCED COLO ISSUER LLC SER 2002A CAPCO NTS 9.142% 03/01/13		03/01/2004	Redemption	100.0000	32,948	32,948	32,948	32,948						32,948				2,846	03/01/2013	1FE
31331F-AZ-4	FEDERAL EXPRESS PASS THRU CERTS 7.020%		01/15/16	Redemption	100.0000	389,284	389,284	410,025	407,946		(18,662)		(18,662)		389,284				(4,998)	01/15/2016	2FE
316351-A#-2	CITICORP SAVINGS & LOAN ASSOC MBS PTC 9.250% 10/01/08		03/01/2004	Paydown		1,778	1,778	1,725	1,759		19		19		1,778				46	10/01/2008	5*
33632*-TG-2	BASELL AMERICA FINANCE CORP 144A 6.597% 01/06/18		01/06/2004	Redemption	100.0000	466,257	466,257	466,257	466,257						466,257				15,380	01/06/2018	2
36157D-AE-6	GE CAP MTG 1999-HE3 A5 7.795% 10/25/29		03/01/2004	Paydown		1,939,375	1,939,375	2,059,677	2,051,876		(112,501)		(112,501)		1,939,375				(85,543)	10/25/2029	1FE
362311-AC-6	GTE CALIFORNIA INC DEBS SER B 6.750%		03/15/04	Maturity		15,595,000	15,595,000	14,392,964	15,560,102		34,898		34,898		15,595,000				561,229	03/15/2004	1FE
36232*-AB-0	GTE CORP SER B ESOP NT 9.730% 01/02/05		01/02/2004	Redemption	100.0000	2,030,462	2,030,462	2,030,462	2,030,462						2,030,462				197,564	01/02/2005	1FE
42252*-AB-3	HEBCO PROPERTIES THREE INC COLL TR NT SER A-C REG 12.875%		03/01/04	Redemption	100.0000	129,704	129,704	129,704	129,704						129,704				2,793	03/01/2004	1
44060*-AB-1	HORNELL HOLD CORP (NY ST ELEC) SECD NTS 7.750% 01/31/05		03/31/2004	Redemption	100.0000	111,606	111,606	111,606	111,606						111,606				1,425	01/31/2005	2

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SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
50570*-AA-3	LACRIS ASSOCIATES LP SECD NTS 12.625%		01/01/2004	Various		8,805,614	8,805,614	8,805,614	8,805,614						8,805,614				92,642	12/01/2007	4
52465#-AT-2	LEGG MASON MTG (J SAINSBURY) LS NTS 8.310% 05/10/25		03/10/2004	Redemption	100.0000	8,089	8,089	8,089	8,089						8,089				112	05/10/2025	1
52465#-AZ-8	LEGG MASON (FLUOR) SER 2001 CTL 3 PTC 7.560% 06/08/21		03/08/2004	Redemption	100.0000	22,761	22,761	25,236	25,103		(2,342)		(2,342)		22,761				(2,054)	06/08/2021	1
56032E-AB-9	MAIL-WELL CORP SR SUB NTS 8.750% 12/15/08		02/04/2004	TENDER OFFER	101.5000	2,030,000	2,000,000	1,907,500	1,940,904		889		889		1,941,793		88,207	88,207	24,709	12/15/2008	4
58759*-AA-9	MERCATUS FUNDING CORP SECD NTS 10.750%		04/01/07	Redemption	100.0000	27,477	27,477	27,477	27,477						27,477				494	04/01/2007	2
655844-AB-4	NORFOLK SOUTHERN CORP NTS 7.875% 02/15/04		02/15/2004	Maturity		1,100,000	1,100,000	1,115,664	1,100,277		(277)		(277)		1,100,000				43,035	02/15/2004	2
67624*-AB-1	0 PROPERTIES II INC SECD NTS 9.250%		03/01/2004	Redemption	100.0000	71,132	71,132	71,132	71,132						71,132				1,058	03/01/2004	2
69348R-PF-7	PNC MORTGAGE SECS 1999-8 1A4 6.750%		03/01/2004	Paydown		1,721,562	1,721,562	1,626,876	1,659,883		61,679		61,679		1,721,562				82,487	08/25/2029	1FE
720101-J#-2	PIEDMONT AVIATION SECD NTS 9.900%		03/31/2004	Redemption	100.0000	101,696	101,696	101,696	97,628	4,068			4,068		101,696				5,034	09/30/2004	6
73664#-AA-8	PORTLAND NAT GAS TRANS SYSTEM SR SECD NT 5.900% 12/31/18		03/31/2004	Redemption	100.0000	131,818	131,818	131,818	131,818						131,818				1,944	12/31/2018	2Z
740540-AF-6	PREMIER PARKS INC SR NTS 9.750% 06/15/07		01/15/2004	Call	104.8750	5,243,750	5,000,000	5,013,750	5,006,091		237,659		237,659		5,243,750				272,288	06/15/2007	4
74913E-AJ-9	QWEST CAP FDG CO GTD 7.750% 02/15/31		03/22/2004	Various		1,640,000	2,000,000	1,993,980	1,994,155		15		15		1,994,170		(354,170)	(354,170)	94,737	02/15/2031	5
749361-AC-5	RCN CORPORATION SR NTS 10.000% 10/15/07		01/15/2004	BEAR STEARNS		780,000	1,500,000	1,475,625	727,500	758,921	162		759,083		1,486,583		(706,583)	(706,583)	162	10/15/2007	6
758052-A*-5	REDWOOD FUNDING CORP (MCI WORLDCOM) SECD NTS SER A 9.875%		03/01/2004	Redemption	100.0000	41,987	41,987	27,291	27,291		14,696		14,696		41,987				15,388	01/01/2007	6
76110Y-GX-4	RFMSI 1999-S12 A4 6.500% 05/25/29		01/01/2004	Paydown		315,033	315,033	279,421	285,491		29,542		29,542		315,033				31,240	05/25/2029	1FE
80417*-AA-7	SAUGERTIES PROPERTIES INC SECD NTS 10.250%		03/31/2004	Redemption	100.0000	48,054	48,054	48,054	48,054						48,054				823	12/31/2004	3
805564-GQ-8	SAXON 2000-3 AF5 7.850% 12/25/30		03/01/2004	Paydown		2,206,751	2,206,751	2,360,535	2,349,688		(142,937)		(142,937)		2,206,751				(115,529)	12/25/2030	1FE
809877-AS-2	SCOTT PAPER DEBS 8.300% 03/15/04		03/15/2004	Maturity		15,000,000	15,000,000	15,345,928	15,044,981		(44,981)		(44,981)		15,000,000				577,519	03/15/2004	1FE
814831-T*-4	EF OXNARD INC (SEC PAC N.B.) SECD NTS 10.850% 07/13/10		02/29/2004	Redemption	100.0000	386,435	386,435	386,435	386,435						386,435				20,964	07/13/2010	3

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1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
834376-AB-1	SOLLITIA INC DEBS 7.375% 10/15/27		03/04/2004	Various		4,409,000	10,200,000	4,309,500	3,468,000	841,500			841,500		4,309,500		99,500	99,500		10/15/2027	6
863572-YV-9	FIRST NATIONWIDE TRUST FNT 1999-1 Z 6.500% 03/25/29		02/01/2004	Paydown		27,802,371	27,802,371	22,570,388	22,267,430		5,534,941		5,534,941		27,802,371				5,761,135	03/25/2029	1FE
87508Q-AE-6	TAMBRANDS INC(P&G) MTN 6.510% 03/02/04		03/02/2004	Maturity		4,000,000	4,000,000	4,052,360	4,035,188		(35,188)		(35,188)		4,000,000				174,323	03/02/2004	1FE
908584-E*-2	UNION TANK CAR CO EQUIP TR CERT SER P9 9.340% 07/15/06		01/15/2004	Redemption 100.0000		363,785	363,785	363,785	363,785						363,785				16,989	07/15/2006	1
91530L-AA-9	UPJOHN CO DEBS 9.790% 02/01/04		02/01/2004	Maturity		1,065,455	1,065,455	1,116,991	1,071,630		(6,175)		(6,175)		1,065,455				98,133	02/01/2004	1FE
939335-E7-6	WASHINGTON MUTUAL 2002-MS1 2A8 6.250% 02/25/32		03/01/2004	Paydown		3,552,516	3,552,516	3,146,165	3,167,419		385,097		385,097		3,552,516				422,513	02/25/2032	1FE
94978#-AK-3	WELLS FARGO WEC-2001A-DC-6-LLC (PTC - CVS) 7.290% 01/10/24		03/10/2004	Redemption 100.0000		32,749	32,749	34,297	34,225		(1,476)		(1,476)		32,749				(1,077)	01/10/2024	1
94978F-AD-9	WELLS FARGO 2002-3 A4 6.500% 03/25/32		03/01/2004	Paydown		3,810,615	3,810,615	3,467,759	3,472,530		338,085		338,085		3,810,615				382,476	03/25/2032	1FE
97180*-MN-5	WILM (AMER AIR) SER A SECD NT #P1 3.062% 09/28/08		03/28/2004	Redemption 100.0000		24,565	24,565	23,828	23,831		734		734		24,565				1,110	09/28/2008	3
97180*-MP-0	WILM (AMER AIR) SER A SECD NT #P2 3.062% 09/28/08		03/28/2004	Redemption 100.0000		24,565	24,565	23,828	23,831		734		734		24,565				1,110	09/28/2008	3
97180*-MQ-8	WILM (AMER AIR) SER A SECD NT #P3 3.062% 09/28/08		03/28/2004	Redemption 100.0000		24,565	24,565	23,828	23,831		734		734		24,565				1,110	09/28/2008	3
97180*-MR-6	WILM (AMER AIR) SER A SECD NT #P4 3.062% 09/28/08		03/28/2004	Redemption 100.0000		24,565	24,565	23,828	23,831		734		734		24,565				1,110	09/28/2008	3
97180*-MS-4	WILM (AMER AIR) SER A SECD NT #P5 3.062% 09/28/08		03/28/2004	Redemption 100.0000		24,565	24,565	23,828	23,831		734		734		24,565				1,110	09/28/2008	3
97180*-MT-2	WILM (AMER AIR) SER A SECD NT #P6 3.062% 09/28/08		03/28/2004	Redemption 100.0000		24,565	24,565	23,828	23,831		734		734		24,565				1,110	09/28/2008	3
97180*-MU-9	WILM (AMER AIR) SER A SECD NT #P7 3.062% 09/28/08		03/28/2004	Redemption 100.0000		24,565	24,565	23,828	23,831		734		734		24,565				1,110	09/28/2008	3
97180*-MV-7	WILM (AMER AIR) SER A SECD NT #P8 3.062% 09/28/08		03/28/2004	Redemption 100.0000		24,565	24,565	23,828	23,831		734		734		24,565				1,110	09/28/2008	3
97180*-MW-5	WILM (AMER AIR) SER A SECD NT #P9 3.061% 09/28/08		03/28/2004	Redemption 100.0000		24,558	24,558	23,822	23,825		733		733		24,558				1,110	09/28/2008	3

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1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
97180*-MX-3	WILM (AMER AIR) SER A SECD NT#P10 3.062% 09/28/08		03/28/2004	Redemption	100.0000	24,565	24,565	23,828	23,831		734		734		24,565				1,110	09/28/2008	3
97180*-UJ-5	WILM (TUCSON ELEC) SECD NT SER B-1 10.211% 01/01/08		01/01/2004	Redemption	100.0000	150,646	150,646	150,646	150,646						150,646				7,691	01/01/2008	3
97180*-UK-2	WILM (TUCSON ELEC) SECD NT SER B-2 10.211% 01/01/08		01/01/2004	Redemption	100.0000	60,024	60,024	60,024	60,024						60,024				3,064	01/01/2008	3
97180*-UL-0	WILM (TUCSON ELEC) SECD NT SER B-3 10.211% 01/01/09		01/01/2004	Redemption	100.0000	51,099	51,099	51,099	51,099						51,099				2,609	01/01/2009	3
97180*-UM-8	WILM (TUCSON ELEC) SECD NT SER B-4 10.211% 01/01/08		01/01/2004	Redemption	100.0000	67,229	67,229	67,229	67,229						67,229				3,432	01/01/2008	3
97180*-UN-6	WILM (TUCSON ELEC) SECD NT SER B-5 10.211% 01/01/08		01/01/2004	Redemption	100.0000	101,780	101,780	101,780	101,780						101,780				5,196	01/01/2008	3
97180*-UP-1	WILM (TUCSON ELEC) SECD NT SER B-6 10.211% 01/01/09		01/01/2004	Redemption	100.0000	626,770	626,770	626,770	626,770						626,770				31,999	01/01/2009	3
97180*-UQ-9	WILM (TUCSON ELEC) SECD NT SER B-7 10.211% 01/01/09		01/01/2004	Redemption	100.0000	161,757	161,757	161,758	161,757						161,757				8,258	01/01/2009	3
971804-@S-9	WILM (DELTA AIR) SECD LN CERT SER F 10.080% 01/02/04		01/02/2004	Redemption	100.0000	798,751	798,751	798,752	798,751						798,751				40,257	01/02/2004	4
977385-AK-9	WITCO CORP DEBS 6.875% 02/01/26		01/13/2004	CREDIT SUISSE/FIRST BOSTON		4,418,750	5,000,000	4,673,200	4,695,950		222		222		4,696,172		(277,422)	(277,422)	157,775	02/01/2026	3
000000-00-0	DERIVATIVES ACTIVITY ON HEDGED BONDS		03/31/2004	Various		6,811,808			6,811,808						6,811,808					05/01/2026	1
Total United States						184,978,580	183,616,668	169,361,073	176,111,633	1,604,489	6,889,950		8,494,439		184,606,072		372,508	372,508	11,081,163	XXX	XXX
01854#-BF-7	Canada BOMBARDIER SECD NT 8.160% 01/02/23	C	01/02/2004	Redemption	100.0000	400,610	400,610	400,610	400,610						400,610				16,345	01/02/2023	2
50730K-AA-5	LAIDLAW INC UNSECD NT 7.700% 08/15/03	C	02/19/2004	CLASS ACTION SETTLEMENT		1,502,265											1,502,265	1,502,265		08/15/2003	6
694940-AC-1	PACIFICA PAPERS SR NTS 10.000% 03/15/09	C	03/23/2004	Call	105.3750	5,795,625	5,500,000	5,558,750	5,539,087		256,538		256,538		5,795,625				543,760	03/15/2009	3
768904-D@-0	RIVERSIDE FOREST SER B 8.640% 05/30/04	C	03/31/2004	Call	101.1922	674,615	666,667	688,604	677,672		(3,057)		(3,057)		674,615				16,143	05/30/2004	1
Total Canada						8,373,115	6,567,277	6,647,964	6,617,369		253,481		253,481		6,870,850		1,502,265	1,502,265	576,248	XXX	XXX
Other Country																					
022202-AA-3	ALUMINA ENTERPRISES LTD SR NTS 10.480% 07/15/10	F	01/15/2004	Redemption	100.0000	215,111	215,111	215,111	215,111						215,111				5,636	07/15/2010	3

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SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
46289#-AC-5	IRON ORE EXPORT MASTER TRUST (SAMARCO) SR SEC EXP NTS 10.043% 05/31/05	F	02/29/2004	Redemption	100.0000	588,235	588,235	588,235	588,235						588,235				14,769	05/31/2005	2	
525392-AA-4	LEISER SA DE CV SER 1999-1 SECD EXP NTS 8.940% 12/29/06	F	03/30/2004	Redemption	100.0000	626,697	626,697	626,697	626,697						626,697					12/29/2006	2FE	
55282#-AA-9	MCM MEXICO LEASE FIN TR CL A CERT 9.920% 02/01/16	F	03/01/2004	Redemption	100.0000	54,353	54,353	54,353	54,353						54,353				944	02/01/2016	2	
71912N-AA-5	PHOENIX PARK FDG SR GTD BD 144A 7.267% 04/01/13	F	01/01/2004	Redemption	100.0000	125,000	125,000	131,228	130,577		(5,577)		(5,577)		125,000				(3,306)	04/01/2013	2FE	
795750-AA-6	SALTA HYDROCARBON RTY TR TARGETED AMORT NTS 11.550% 12/28/12	F	03/28/2004	Redemption	100.0000	50,125	50,125	50,125	50,125						50,125				1,463	12/28/2012	5	
87242R-AA-3	TGN CRIBS FINANCIAL TR I CONV RISK INS BDS 10.875% 07/25/12	F	03/24/2004	DEUTSCHE BANK		7,450,000	10,000,000	7,500,000	6,812,937	1,000,000			1,000,000		7,812,937		(362,937)	(362,937)	89,444	07/25/2012	6	
886527-AA-8	AES IHB CAYMAN LTD CERT 11.500% 04/15/16	F	03/26/2004	Various		2,298,935	2,799,500	2,210,600	2,219,300	580,200		588,900	(8,700)		2,210,600		88,335	88,335	99,704	04/15/2016	5	
63782#-AN-7	GLENCORE FINANCE (BERMUDA) LTD SER M SR NT 9.070% 08/31/19	F	02/09/2004	LEHMAN BROTHERS		5,518,050	5,000,000	5,000,000	5,000,000						5,000,000		518,050	518,050	210,374	08/31/2019	2FE	
P0763#-AA-6	COMISION FEDERAL DE ELECTRICID SR NT 6.829% 10/15/12	F	01/15/2004	Redemption	100.0000	750,000	750,000	750,000	750,000						750,000				25,607	10/15/2012	2	
Total Other Country						17,676,506	20,209,021	17,126,349	16,447,335	1,580,200	(5,577)	588,900	985,723		17,433,058		243,448	243,448	444,635	XXX	XXX	
4599999. Bonds - Industrial and Miscellaneous						211,028,201	210,392,966	193,135,386	199,176,337	3,184,689	7,137,854	588,900	9,733,643		208,909,980		2,118,221	2,118,221	12,102,046	XXX	XXX	
6099997. Total - Bonds - Part 4						277,538,031	277,228,296	257,532,185	263,842,330	3,184,689	7,468,544	588,900	10,064,333		273,906,663		3,631,368	3,631,368	14,355,722	XXX	XXX	
6099998. Total - Bonds - Part 5																				XXX	XXX	
6099999. Total - Bonds						277,538,031	277,228,296	257,532,185	263,842,330	3,184,689	7,468,544	588,900	10,064,333		273,906,663		3,631,368	3,631,368	14,355,722	XXX	XXX	
Industrial & Miscellaneous																						
United States																						
62940R-20-2	NTL PFDS		02/03/2004	Exchange	15.000	53		53	53					53							P5UZ	
Total United States						53	XXX	53	53						53						XXX	XXX
6399999. Preferred Stocks - Industrial and Miscellaneous						53	XXX	53	53						53						XXX	XXX
6599997. Total - Preferred Stocks - Part 4						53	XXX	53	53						53						XXX	XXX
6599998. Total - Preferred Stocks - Part 5							XXX														XXX	XXX
6599999. Total - Preferred Stocks						53	XXX	53	53						53						XXX	XXX
Industrial & Miscellaneous																						

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STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market In- dicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value								
	Other Country																					
477998-99-1	JOHN LAING PLC WARRANTS	F	01/29/2004	PERSHING & CO	177,707.000	251,730										251,730	251,730					U
Total Other Country						251,730	XXX									251,730	251,730			XXX	XXX	
6899999. Common Stocks - Industrial and Miscellaneous						251,730	XXX									251,730	251,730			XXX	XXX	
7299997. Total - Common Stocks - Part 4						251,730	XXX									251,730	251,730			XXX	XXX	
7299998. Total - Common Stocks - Part 5							XXX														XXX	XXX
7299999. Total - Common Stocks						251,730	XXX									251,730	251,730			XXX	XXX	
7399999. Total - Preferred and Common Stocks						251,783	XXX	53	53						53	251,730	251,730			XXX	XXX	
7499999 - Totals						277,789,814	XXX	257,532,238	263,842,383	3,184,689	7,468,544	588,900	10,064,333		273,906,716	3,883,098	3,883,098	14,355,722	XXX	XXX		

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....1

Schedule DB - Part A - Section 1

N O N E

Schedule DB - Part B - Section 1

N O N E

STATEMENT AS OF MARCH 31, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

SCHEDULE DB - PART C - SECTION 1

Showing all Collar, Swap and Forwards Open at Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	
Description	Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure	
0499999. Subtotal - Collars									XXX						
Swaps - Hedging Transactions															
Receive Fixed, Pay LIBOR	36,000,000	08/01/2004	6.782% (LIBOR)	05/01/2001	Goldman Sachs					7,782,557				116,190	
Receive Fixed, Pay LIBOR	37,000,000	11/01/2004	6.786% (LIBOR)	05/01/2001	Goldman Sachs					7,541,174				151,052	
Receive Fixed, Pay LIBOR	39,000,000	05/01/2004	6.755% (LIBOR)	05/01/2001	Merrill Lynch					8,901,851				79,608	
Receive Fixed, Pay LIBOR	38,000,000	02/01/2005	6.8275% (LIBOR)	12/01/2001	Goldman Sachs					7,471,157				181,911	
Receive Fixed, Pay LIBOR	36,000,000	05/01/2005	6.8325% (LIBOR)	12/01/2001	Goldman Sachs					6,683,859				194,422	
Receive Fixed, Pay LIBOR	38,000,000	08/01/2005	6.835% (LIBOR)	12/01/2001	Goldman Sachs					6,654,503				226,145	
Receive Fixed, Pay LIBOR	45,000,000	11/01/2005	6.841% (LIBOR)	12/01/2001	Goldman Sachs					7,473,746				290,474	
Receive Fixed, Pay LIBOR	25,000,000	02/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					3,940,421				173,055	
Receive Fixed, Pay LIBOR	25,000,000	05/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					3,725,717				183,995	
Receive Fixed, Pay LIBOR	25,000,000	08/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					3,526,361				194,320	
Receive Fixed, Pay LIBOR	25,000,000	11/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					3,346,250				204,124	
Receive Fixed, Pay LIBOR	45,000,000	02/01/2012	6.5025% (LIBOR)	07/01/2003	Merrill Lynch					925,031				633,073	
Receive Fixed, Pay LIBOR	40,000,000	08/01/2005	6.300% (LIBOR)	07/01/2003	Merrill Lynch					4,484,299				238,048	
Receive Fixed, Pay LIBOR	70,000,000	08/01/2008	6.640% (LIBOR)	07/01/2003	Deutsche Bank					4,520,942				735,555	
Receive Fixed, Pay LIBOR	45,000,000	08/01/2006	6.4250% (LIBOR)	07/01/2003	Deutsche Bank					4,173,529				349,777	
Receive Fixed, Pay LIBOR	45,000,000	05/01/2012	6.472% (LIBOR)	07/01/2003	Goldman Sachs					591,551				642,991	
Receive Fixed, Pay LIBOR	45,000,000	08/01/2012	6.482% (LIBOR)	07/01/2003	Goldman Sachs					569,213				652,759	
Receive Fixed, Pay LIBOR	50,000,000	11/01/2012	6.500% (LIBOR)	07/01/2003	Goldman Sachs					637,968				735,980	
Receive Fixed, Pay LIBOR	40,000,000	02/01/2013	6.510% (LIBOR)	07/01/2003	Goldman Sachs					498,337				597,216	
Receive Fixed, Pay LIBOR	50,000,000	11/01/2011	6.607% (LIBOR)	07/01/2003	Goldman Sachs					1,147,209				692,219	
Receive Fixed, Pay LIBOR	50,000,000	08/01/2011	6.5960% (LIBOR)	07/01/2003	Goldman Sachs					1,188,999				680,839	
Receive Fixed, Pay LIBOR	55,000,000	11/01/2010	6.5320% (LIBOR)	07/01/2003	Goldman Sachs					1,403,056				710,047	
Receive Fixed, Pay LIBOR	70,000,000	08/01/2010	6.5170% (LIBOR)	07/01/2003	Goldman Sachs					1,860,377				886,590	
Receive Fixed, Pay LIBOR	70,000,000	05/01/2009	6.4260% (LIBOR)	07/01/2003	Goldman Sachs					2,542,103				795,561	
Receive Fixed, Pay LIBOR	65,000,000	02/01/2009	6.4070% (LIBOR)	07/01/2003	Goldman Sachs					2,444,304				720,641	
Receive Fixed, Pay LIBOR	70,000,000	11/01/2007	6.540% (LIBOR)	07/01/2003	Goldman Sachs					5,455,487				670,199	
Receive Fixed, Pay LIBOR	75,000,000	08/01/2007	6.5250% (LIBOR)	07/01/2003	Goldman Sachs					6,062,041				693,159	
Receive Fixed, Pay LIBOR	70,000,000	02/01/2007	6.4780% (LIBOR)	07/01/2003	Goldman Sachs					6,043,898				597,739	
Receive Fixed, Pay LIBOR	45,000,000	05/01/2006	6.4030% (LIBOR)	07/01/2003	Goldman Sachs					4,377,739				331,191	
Receive Fixed, Pay LIBOR	55,000,000	02/01/2006	6.360% (LIBOR)	07/01/2003	Goldman Sachs					5,490,629				380,720	
Receive Fixed, Pay LIBOR	40,000,000	08/01/2013	6.6650% (LIBOR)	07/01/2003	Swiss Re					998,735				613,732	
Receive Fixed, Pay LIBOR	35,000,000	05/01/2013	6.6650% (LIBOR)	07/01/2003	Swiss Re					905,504				529,839	
Receive Fixed, Pay LIBOR	50,000,000	05/01/2011	6.5700% (LIBOR)	07/01/2003	Swiss Re					1,568,646				669,266	
Receive Fixed, Pay LIBOR	55,000,000	02/01/2011	6.5550% (LIBOR)	07/01/2003	Swiss Re					1,777,744				723,238	
Receive Fixed, Pay LIBOR	40,000,000	11/01/2006	6.4650% (LIBOR)	07/01/2003	Swiss Re					4,142,175				326,599	
Receive Fixed, Pay LIBOR	45,000,000	11/01/2005	6.3350% (LIBOR)	07/01/2003	Swiss Re					5,284,793				290,474	
Receive Fixed, Pay LIBOR	55,000,000	05/01/2010	6.4900% (LIBOR)	07/01/2003	UBS					1,679,128				682,901	
Receive Fixed, Pay LIBOR	60,000,000	02/01/2010	6.4800% (LIBOR)	07/01/2003	UBS					1,919,931				729,726	
Receive Fixed, Pay LIBOR	60,000,000	11/01/2009	6.4400% (LIBOR)	07/01/2003	UBS					2,099,642				714,143	
Receive Fixed, Pay LIBOR	70,000,000	08/01/2009	6.4300% (LIBOR)	07/01/2003	UBS					2,526,132				814,581	
Receive Fixed, Pay LIBOR	75,000,000	11/01/2008	6.390% (LIBOR)	07/01/2003	UBS					3,097,439				810,093	
Receive Fixed, Pay LIBOR	35,000,000	11/01/2013	6.820% (LIBOR)	07/01/2003	UBS					933,297				544,097	
Receive Fixed, Pay LIBOR	70,000,000	05/01/2007	6.510% (LIBOR)	07/01/2003	UBS					6,044,582				622,830	
Receive Fixed, Pay LIBOR	70,000,000	05/01/2008	6.790% (LIBOR)	08/01/2003	UBS					5,920,976				714,435	
Receive Fixed, Pay LIBOR	80,000,000	02/01/2008	6.755% (LIBOR)	08/01/2003	UBS					6,888,065				791,623	
0599999. Subtotal - Swaps - Hedging									XXX	167,251,097				23,317,177	
0899999. Subtotal - Swaps									XXX	167,251,097					23,317,177
1299999. Subtotal - Forwards									XXX						
2599999. Subtotal - Hedging									XXX	167,251,097					23,317,177
2799999. Subtotal - Other									XXX						
9999999 - Totals									XXX	167,251,097					23,317,177

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Footnotes:

(A) The rate of interest varies.

(B) Reported per NAIC website instruction "Guidance for Reporting Cash Equivalents in the 2004 Quarterly Statements."