



LIFE ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2004

OF THE CONDITION AND AFFAIRS OF THE

FIRST UNUM LIFE INSURANCE COMPANY

NAIC Group Code 0565 0565 NAIC Company Code 64297 Employer's ID Number 13-1898173
(Current Period) (Prior Period)

Organized under the Laws of New York, State of Domicile or Port of Entry NEW YORK

Country of Domicile United States of America

Incorporated 10/15/1959 Commenced Business 01/22/1960

Statutory Home Office 99 PARK AVENUE, 6TH FLOOR, NEW YORK, NY 10016
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 99 PARK AVENUE, 6TH FLOOR
(Street and Number)
NEW YORK, NY 10016 212-953-1130
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 99 PARK AVENUE, 6TH FLOOR, NEW YORK, NY 10016
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 99 PARK AVENUE, 6TH FLOOR
(Street and Number)
NEW YORK, NY 10016 212-953-1130
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.unumprovident.com

Statutory Statement Contact VICKI WRIGHT CORBETT, 423-294-1373
(Name) (Area Code) (Telephone Number)
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Policyowner Relations Contact 99 PARK AVENUE, 6TH FLOOR
(Street and Number)
NEW YORK, NY 10016 866-410-4012
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

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

DIRECTORS OR TRUSTEES

JO ANN BILLE ROBERT EDWARD CASH FLOYD DEAN COPELAND
ROBERT EDMUND DERRAH EDWARD RUDD HILLMAN JOHN FRANCIS OLLIS
THOMAS ROS WATJEN HENRY MARTIN WHITE, JR. DAVID COLLINS WHITNEY

State of Tennessee SS:
County of Hamilton

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 Joseph Iwanicki
Vice President and Treasurer

Subscribed and sworn to before me this
6th day of August, 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 Commission Expires March 28, 2005

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	1,227,818,351		1,227,818,351	1,114,320,453
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens	19,666,723		19,666,723	22,522,160
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$(4,250,418)), cash equivalents (\$4,602,796) and short-term investments (\$0)	352,378		352,378	21,287,194
6. Contract loans, (including \$0 premium notes)	12,077,490		12,077,490	12,168,639
7. Other invested assets				
8. Receivable for securities	4,041,339		4,041,339	138,026
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	1,263,956,281		1,263,956,281	1,170,436,472
11. Investment income due and accrued	16,591,828		16,591,828	15,216,864
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	29,333,575	2,160,341	27,173,234	26,163,496
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	152,975		152,975	104,199
12.3 Accrued retrospective premiums				
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers	4,705,311	2,628,211	2,077,100	2,242,164
13.2 Funds held by or deposited with reinsured companies				
13.3 Other amounts receivable under reinsurance contracts	615,261		615,261	1,052,165
14. Amounts receivable relating to uninsured plans	708,339		708,339	478,549
15.1 Current federal and foreign income tax recoverable and interest thereon				
15.2 Net deferred tax asset	37,452,000	35,223,000	2,229,000	4,858,000
16. Guaranty funds receivable or on deposit				
17. Electronic data processing equipment and software				
18. Furniture and equipment, including health care delivery assets (\$0)	35,916	35,916	0	0
19. Net adjustment in assets and liabilities due to foreign exchange rates				
20. Receivables from parent, subsidiaries and affiliates	0		0	8,332,509
21. Health care (\$0) and other amounts receivable	2,725,083	2,725,083	0	0
22. Other assets nonadmitted	4,329	4,329	0	0
23. Aggregate write-ins for other than invested assets	339,037	174,948	164,089	222,600
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	1,356,619,935	42,951,828	1,313,668,107	1,229,107,019
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	3,144,827		3,144,827	3,147,493
26. Total (Lines 24 and 25)	1,359,764,762	42,951,828	1,316,812,934	1,232,254,512
DETAILS OF WRITE-INS				
0901.				
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)				
2301. Other Assets	164,089		164,089	222,600
2302. Receivables for Securities	174,948	174,948	0	0
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	339,037	174,948	164,089	222,600

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ 61,473,124 less \$ 0 included in Line 6.3 (including \$ 0 Modco Reserve)	61,473,124	60,716,722
2. Aggregate reserve for accident and health contracts (including \$ 0 Modco Reserve)	886,585,553	840,152,422
3. Liability for deposit-type contracts (including \$ 0 Modco Reserve)	40,987,582	38,681,422
4. Contract claims:		
4.1 Life	16,238,457	16,816,223
4.2 Accident and health	101,536,341	101,136,844
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 to (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ 0 discount; including \$ 3,129,269 accident and health premiums	3,328,521	2,747,902
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$ 113,701 accident and health experience rating refunds	213,701	1,178,114
9.3 Other amounts payable on reinsurance, including \$ 306,360 assumed and \$ 894,144 ceded	1,200,504	826,267
9.4 Interest Maintenance Reserve	9,687,227	8,583,202
10. Commissions to agents due or accrued-life and annuity contracts \$ 574,465, accident and health \$ 3,852,784 and deposit-type contract funds \$ 0	4,427,249	4,866,386
11. Commissions and expense allowances payable on reinsurance assumed	8,711	8,599
12. General expenses due or accrued	999,918	1,005,128
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	3,968,206	4,802,017
15.1 Current federal and foreign income taxes, including \$ 387,059 on realized capital gains (losses)	12,854,588	8,946,217
15.2 Net deferred tax liability		
16. Unearned investment income	433,280	433,280
17. Amounts withheld or retained by company as agent or trustee		
18. Amounts held for agents' account, including \$ agents' credit balances		
19. Remittances and items not allocated	4,813,107	2,407,520
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	222,234	1,263,184
24.2 Reinsurance in unauthorized companies	1,014,229	1,014,229
24.3 Funds held under reinsurance treaties with unauthorized reinsurers		
24.4 Payable to parent, subsidiaries and affiliates	1,510,946	0
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		
24.9 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	2,041,246	2,681,983
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	1,153,544,724	1,098,267,660
27. From Separate Accounts Statement	3,144,827	3,147,493
28. Total liabilities (Lines 26 and 27)	1,156,689,551	1,101,415,153
29. Common capital stock	2,000,000	2,000,000
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds	2,897,398	3,398,000
32. Surplus notes		
33. Gross paid in and contributed surplus	158,435,244	133,435,244
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	(3,209,259)	(7,993,885)
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)	158,123,383	128,839,359
38. Totals of Lines 29, 30 and 37	160,123,383	130,839,359
39. Totals of Lines 28 and 38	1,316,812,934	1,232,254,512
DETAILS OF WRITE-INS		
2501. Liability for unclaimed property	1,304,970	1,206,974
2502. Miscellaneous accounts payable	736,276	1,475,009
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page		
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	2,041,246	2,681,983
3101. Deferred gain on reinsurance	2,897,398	3,398,000
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)	2,897,398	3,398,000
3401.		
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)		

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

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	205,039,893	206,488,385	403,777,125
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	42,857,917	39,834,443	82,083,805
4. Amortization of Interest Maintenance Reserve (IMR)	351,811	372,258	756,288
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	3,098,422	3,209,232	5,082,203
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	19,700	14,982	33,326
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	218,908	65,282	195,346
9. Totals (Lines 1 to 8.3)	251,586,651	249,984,583	491,928,092
10. Death benefits	26,882,869	27,479,400	46,336,370
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits			
13. Disability benefits and benefits under accident and health contracts	108,726,743	116,863,784	232,393,100
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	952,624	1,000,576	1,875,728
16. Group conversions	(455,442)	(36,558)	(57,253)
17. Interest and adjustments on contract or deposit-type contract funds	388,927	306,466	583,989
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health and contracts	40,846,415	76,013,030	125,520,150
20. Totals (Lines 10 to 19)	177,342,136	221,626,698	406,652,083
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	19,436,678	20,414,136	39,319,707
22. Commissions and expense allowances on reinsurance assumed	55,917	63,472	126,177
23. General insurance expenses	24,633,767	37,643,195	75,223,261
24. Insurance taxes, licenses and fees, excluding federal income taxes	3,955,941	4,649,210	8,000,151
25. Increase in loading on deferred and uncollected premiums	1,527	(21,597)	(25,498)
26. Net transfers to or (from) Separate Accounts net of reinsurance	(59,327)	126,215	131,475
27. Aggregate write-ins for deductions	1,860	9,841	9,841
28. Totals (Lines 20 to 27)	225,368,499	284,511,171	529,437,197
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	26,218,152	(34,526,588)	(37,509,105)
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	26,218,152	(34,526,588)	(37,509,105)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	9,155,812	(6,850,703)	(8,802,768)
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)	17,062,340	(27,675,885)	(28,706,337)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (991,411) (excluding taxes of \$ (783,912) transferred to the IMR)	(6,089,682)	(4,436,950)	(7,728,860)
35. Net income (Line 33 plus Line 34)	10,972,658	(32,112,834)	(36,435,197)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	130,839,359	141,011,243	141,011,242
37. Net income (Line 35)	10,972,658	(32,112,834)	(36,435,197)
38. Change in net unrealized capital gains (losses)	1,496,272	4,405,957	2,548,564
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax	1,313,000	2,765,000	6,141,000
41. Change in non-admitted assets and related items	(3,696,204)	(269,406)	(4,911,184)
42. Change in liability for reinsurance in unauthorized companies	0	0	(183,571)
43. Change in reserve on account of change in valuation basis, (increase) or decrease	(6,342,050)	(14,853,707)	(24,587,769)
44. Change in asset valuation reserve	1,040,950	(1,840,375)	(156,726)
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	25,000,000	10,000,000	50,000,000
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance	(500,602)	(576,000)	(1,152,000)
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus	0	(1,435,000)	(1,435,000)
54. Net change in capital and surplus for the year (Lines 37 through 53)	29,284,024	(33,916,366)	(10,171,884)
55. Capital and surplus, as of statement date (Lines 36 + 54)	160,123,383	107,094,877	130,839,359
DETAILS OF WRITE-INS			
08.301. Other income	218,908	65,282	195,346
08.302.			
08.303.			
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)	218,908	65,282	195,346
2701. Fines and penalties	1,860	9,841	9,841
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 thru 2703 plus 2798)(Line 27 above)	1,860	9,841	9,841
5301. Prior year adjustment for other-than-temporary bond impairment	0	(1,435,000)	(1,435,000)
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	(1,435,000)	(1,435,000)

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	204,088,571	403,162,321
2. Net investment income	34,955,079	70,157,518
3. Miscellaneous income	4,498,860	3,169,854
4. Total (Lines 1 to 3)	243,542,510	476,489,693
5. Benefit and loss related payments	135,529,388	305,025,461
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts	(59,327)	131,475
7. Commissions, expenses paid and aggregate write-ins for deductions	49,590,286	125,654,301
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) \$ 192,000 net of tax on capital gains (losses)	4,256,000	(10,657,000)
10. Total (Lines 5 through 9)	189,316,347	420,154,237
11. Net cash from operations (Line 4 minus Line 10)	54,226,163	56,335,456
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	73,597,009	328,003,406
12.2 Stocks	0	1,752,503
12.3 Mortgage loans	2,855,437	4,011,602
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7 Miscellaneous proceeds	0	2,154,557
12.8 Total investment proceeds (Lines 12.1 to 12.7)	76,452,446	335,922,068
13. Cost of investments acquired (long-term only):		
13.1 Bonds	185,917,227	423,152,198
13.2 Stocks	0	1,761,995
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications	4,017,676	295,650
13.7 Total investments acquired (Lines 13.1 to 13.6)	189,934,903	425,209,843
14. Net increase (or decrease) in policy loans and premium notes	(91,148)	(147,530)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(113,391,309)	(89,140,246)
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	25,000,000	50,000,000
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities	1,985,518	4,523,617
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	11,244,811	1,428,554
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	38,230,329	55,952,171
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11, plus Lines 15 and 17)	(20,934,817)	23,147,381
19. Cash and short-term investments:		
19.1 Beginning of year	21,287,195	(1,860,185)
19.2 End of period (Line 18 plus Line 19.1)	352,378	21,287,195

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	1,146,898	1,125,342	2,055,896
3. Ordinary individual annuities	1,050	4,450	4,950
4. Credit life (group and individual)			
5. Group life insurance	36,155,723	37,565,021	73,923,527
6. Group annuities			
7. A & H - group	125,522,984	126,001,111	249,673,781
8. A & H - credit (group and individual)			
9. A & H - other	57,185,249	52,628,048	106,569,010
10. Aggregate of all other lines of business			
11. Subtotal	220,011,904	217,323,972	432,227,165
12. Deposit-type contracts	72,442	67,735	141,809
13. Total	220,084,346	217,391,707	432,368,974
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. Information Concerning Parent, Subsidiaries, and Affiliates

During the first and second quarters of 2004, the First Unum Life Insurance Company (the Company) received \$10.0 million and \$15.0 million, respectively, in capital contributions from UnumProvident Corporation (UnumProvident).

2. Contingencies

The Multidistrict Litigation - Policyholder Class Actions

On May 22, 2003, UnumProvident, several of its subsidiaries, including the Company, and some of their officers and directors filed a motion with the Judicial Panel on Multidistrict Litigation seeking to transfer a number of class action suits now pending against them in various federal district courts to a single district for coordinated or consolidated pre-trial proceedings. The action, discussed below, contends, among other things, that the defendants engaged in improper claims handling practices in violation of the Employee Retirement Income Security Act (ERISA) or various state laws. On September 2, 2003, the Judicial Panel on the Multidistrict Litigation entered an order transferring this case, described below, and a number of other class action suits to the U.S. District Court for the Eastern District of Tennessee for coordinated or consolidated pretrial proceedings. The lawsuits are in a very preliminary stage, the outcome is uncertain, and the Company is unable to estimate a range of reasonably possible losses. Reserves have not been established for these matters. An adverse outcome in one or more of these actions could, depending on the nature, scope, and amount of the ruling, materially adversely affect the Company's results of operations in a period.

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. 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 April 30, 2003, the case of Taylor, on behalf of herself and all others similarly situated 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 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 transfer 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.

NOTES TO FINANCIAL STATEMENTS

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 court has not yet ruled upon that motion.

The parties have engaged in certain limited discovery in connection with a court-ordered mediation to take place later this year, as well as certain discovery on the merits of the claims asserted in the actions.

On April 9, 2004, the plaintiffs in Taylor and in the ERISA Benefit Denial Actions separately filed motions seeking certification of a plaintiff class. The defendants opposed each of those motions. The court has not yet ruled upon the motions.

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 complaints and will vigorously defend the litigation and any attempt to certify the putative class.

Claim Litigation

UnumProvident and its insurance company subsidiaries, including 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. The Company is unable to estimate a range of reasonably possible punitive losses.

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 ERISA 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. On July 15, 2004, plaintiffs filed a motion seeking to certify a plaintiff class. The defendants have not yet responded to that motion. The Company denies the allegations in the complaint and will vigorously defend the litigation and any attempt to certify the putative class.

Other Claim Related Examinations and Investigations

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 UnumProvident'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 UnumProvident and its insurance subsidiaries. In June 2004, UnumProvident received a subpoena from the office of the New York State Attorney General requesting documents and information relating to compensation and commissions paid by UnumProvident and its subsidiaries to insurance brokers. UnumProvident is cooperating and is in the process of gathering and providing information in response to both requests.

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.

NOTES TO FINANCIAL STATEMENTS

These regulatory examinations and investigations could result in, among other things, changes in the Company's claims handling and other business practices, increases in policy liabilities, reopening of closed or denied claims, changes in governance and other oversight procedures, 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 adversely affecting the consolidated results of operations in a period. Determination by regulatory authorities that UnumProvident or its insurance subsidiaries have engaged in improper conduct could also adversely affect UnumProvident's defense of various lawsuits described herein.

3. Other

All other notes to the financial statements have not changed significantly since the 2003 annual statement.

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

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 [X] No []
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. 12/31/2000
- 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. 12/31/1997
- 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). 11/29/1999
- 7.4 By what department or departments? New York
- 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: \$

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

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

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	\$	\$
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)	\$	\$
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
.....
.....

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

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

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	\$ 19,666,723
1.14	Total Mortgages in Good Standing	<u>\$ 19,666,723</u>
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	<u>\$</u>
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)	<u>\$ 19,666,723</u>
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	<u>\$</u>

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

SCHEDULE A - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Increase (decrease) by adjustment		
3. Cost of acquired		
4. Cost of additions to and permanent improvements		
5. Total profit (loss) on sales		
6. Increase (decrease) by foreign exchange adjustment		
7. Amount received on sales		
8. Book/adjusted carrying value at end of current period		
9. Total valuation allowance		
10. Subtotal (Lines 8 plus 9)		
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		

NONE

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	22,522,160	26,533,762
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		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period	2,855,437	4,011,602
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	19,666,723	22,522,160
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	19,666,723	22,522,160
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	19,666,723	22,522,160

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		
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		
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		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book/adjusted carrying value of long-term invested assets at end of current period		
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)		
12. Total nonadmitted amounts		
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		

NONE

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	1,114,320,453	1,007,890,932
2. Cost of bonds and stocks acquired	185,917,227	424,914,193
3. Accrual of discount	7,293,467	13,573,411
4. Increase (decrease) by adjustment	(5,729,256)	(7,805,771)
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal	374,714	7,184,654
7. Consideration for bonds and stocks disposed of	73,597,009	329,755,909
8. Amortization of premium	761,245	1,681,057
9. Book value/adjusted carrying value, current period	1,227,818,351	1,114,320,453
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	1,227,818,351	1,114,320,453
12. Total nonadmitted amounts		
13. Statement value	1,227,818,351	1,114,320,453

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	556,904,959	65,192,691	10,821,942	(7,226,318)	556,904,959	604,049,390		539,882,272
2. Class 2	479,673,014	68,960,430	12,484,619	7,058,509	479,673,014	543,207,334		475,144,650
3. Class 3	66,282,898		4,248,903	2,970,841	66,282,898	65,004,836		69,655,005
4. Class 4	7,000,000		5,000,000	6,979,657	7,000,000	8,979,657		10,837,571
5. Class 5	12,191,450		30,433	(6,979,599)	12,191,450	5,181,418		16,231,916
6. Class 6	3,457,441		2,136,725	75,000	3,457,441	1,395,716		2,569,039
7. Total Bonds	1,125,509,762	134,153,121	34,722,622	2,878,090	1,125,509,762	1,227,818,351		1,114,320,453
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	1,125,509,762	134,153,121	34,722,622	2,878,090	1,125,509,762	1,227,818,351		1,114,320,453

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 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	3,923,891
2. Cost of short-term investments acquired	0	1,712,269,766
3. Increase (decrease) by adjustment		
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	1,716,193,657
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	417,125
13. Income earned during period	0	416,445

Schedule DB - Part F - Section 1

N O N E

Schedule DB - Part F - Section 2

N O N E

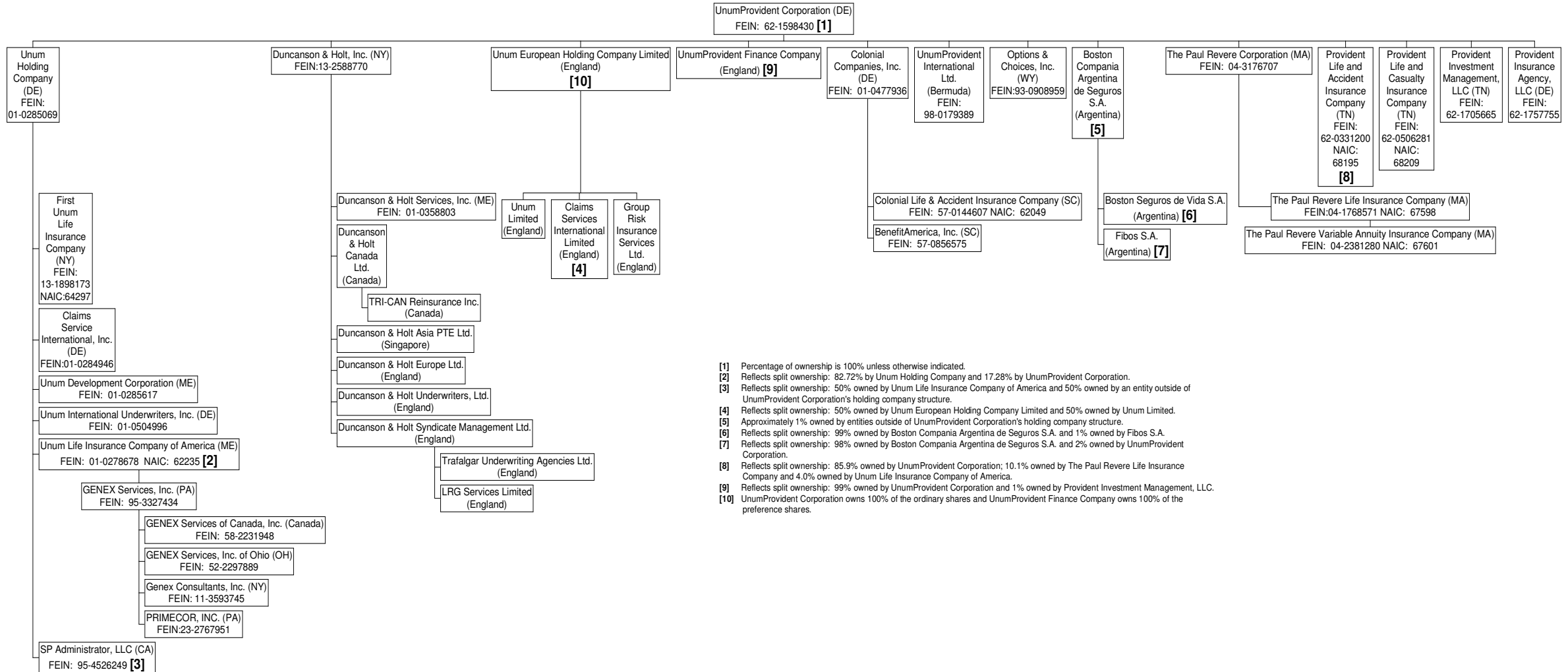
STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

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	No	16,801		9,734	
2. Alaska	AK	No	2,448		12,592	
3. Arizona	AZ	No	48,426		198,660	
4. Arkansas	AR	No	1,456		5,491	
5. California	CA	No	317,557		697,367	
6. Colorado	CO	No	7,478		64,229	
7. Connecticut	CT	No	190,074		1,396,453	
8. Delaware	DE	No	351		7,851	
9. District of Columbia	DC	No	35,271		134,451	
10. Florida	FL	No	205,951		1,073,217	
11. Georgia	GA	No	37,516		79,975	
12. Hawaii	HI	No	13,780		6,790	
13. Idaho	ID	No	626		3,883	
14. Illinois	IL	No	176,599		346,385	
15. Indiana	IN	No	40,972		34,879	
16. Iowa	IA	No	2,542		45,820	
17. Kansas	KS	No	2,549		8,568	
18. Kentucky	KY	No	91,205		87,275	
19. Louisiana	LA	No	1,441		5,323	
20. Maine	ME	No	7,111		46,561	
21. Maryland	MD	No	27,214		144,776	
22. Massachusetts	MA	No	46,211		774,020	
23. Michigan	MI	No	22,854		59,216	
24. Minnesota	MN	No	14,878		38,656	
25. Mississippi	MS	No	4,094		3,858	
26. Missouri	MO	No	322,984		323,396	
27. Montana	MT	No	593		7,281	
28. Nebraska	NE	No	199		2,924	
29. Nevada	NV	No	1,846		27,665	
30. New Hampshire	NH	No	3,820		6,606	
31. New Jersey	NJ	No	408,621		5,769,741	
32. New Mexico	NM	No	14,137		15,128	
33. New York	NY	Yes	33,590,585	1,050	167,578,708	72,442
34. North Carolina	NC	No	25,547		693,510	
35. North Dakota	ND	No	216			
36. Ohio	OH	No	271,240		215,852	
37. Oklahoma	OK	No	33,395		25,277	
38. Oregon	OR	No	724		23,299	
39. Pennsylvania	PA	No	91,864		737,493	
40. Rhode Island	RI	No	25,856		26,628	
41. South Carolina	SC	No	73,690		107,599	
42. South Dakota	SD	No	95		4,411	
43. Tennessee	TN	No	10,000		36,438	
44. Texas	TX	No	38,597		121,885	
45. Utah	UT	No	2,255		9,401	
46. Vermont	VT	No	2,441		69,224	
47. Virginia	VA	No	21,066		138,078	
48. Washington	WA	No	8,387		118,148	
49. West Virginia	WV	No	278,888		102,022	
50. Wisconsin	WI	No	13,825		84,995	
51. Wyoming	WY	No	91		1,021	
52. American Samoa	AS	No				
53. Guam	GU	No				
54. Puerto Rico	PR	No	522		3,849	
55. U.S. Virgin Islands	VI	No			481	
56. Canada	CN	No	2,642		1,820	
57. Aggregate Other Aliens	OT	XXX			220	
58. Subtotal	(a) 1		36,559,530	1,050	181,539,131	72,442
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		38,236		910,147	
94. Aggregate or other amounts not allocable by State	XXX					
95. Totals (Direct Business)	XXX		36,597,766	1,050	182,449,278	72,442
96. Plus Reinsurance Assumed	XXX		1,940,238			
97. Totals (All Business)	XXX		38,538,004	1,050	182,449,278	72,442
98. Less Reinsurance Ceded	XXX		1,896,541	1,050	15,002,170	48,759
99. Totals (All Business) less Reinsurance Ceded	XXX		36,641,463		167,447,108	23,684
DETAILS OF WRITE-INS						
5701. Other Alien	XXX				220	
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				220	
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**



[1] Percentage of ownership is 100% unless otherwise indicated.
 [2] Reflects split ownership: 82.72% by Unum Holding Company and 17.28% by UnumProvident Corporation.
 [3] Reflects split ownership: 50% owned by Unum Life Insurance Company of America and 50% owned by an entity outside of UnumProvident Corporation's holding company structure.
 [4] Reflects split ownership: 50% owned by Unum European Holding Company Limited and 50% owned by Unum Limited.
 [5] Approximately 1% owned by entities outside of UnumProvident Corporation's holding company structure.
 [6] Reflects split ownership: 99% owned by Boston Compania Argentina de Seguros S.A. and 1% owned by Fibos S.A.
 [7] Reflects split ownership: 98% owned by Boston Compania Argentina de Seguros S.A. and 2% owned by UnumProvident Corporation.
 [8] Reflects split ownership: 85.9% owned by UnumProvident Corporation; 10.1% owned by The Paul Revere Life Insurance Company and 4.0% owned by Unum Life Insurance Company of America.
 [9] Reflects split ownership: 99% owned by UnumProvident Corporation and 1% owned by Provident Investment Management, LLC.
 [10] UnumProvident Corporation owns 100% of the ordinary shares and UnumProvident Finance Company owns 100% of the preference shares.

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

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

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												
009860089	Troy	MI		.07/01/1994	296,435			287,898	287,898					
009051940	Syracuse	NY		.05/02/1979	2,466			810	810					
100000236	Aurora	CO		.12/17/1997	2,008,135			1,952,081	1,952,081					
0199999. Mortgages closed by repayment					2,307,036			2,240,789	2,240,789					
9999999 - Totals												2,307,036	2,240,789	2,240,789

Schedule BA - Part 1

N O N E

Schedule BA - Part 2

N O N E

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

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)
BONDS									
Special Revenue & Assessment									
United States									
31339D-YK-8	FHLIC 2412-Z 6.500% 02/15/32		06/01/2004	Interest Capitalization		93,503	93,503		1
31339G-BY-6	FHLIC 2369 Z 6.500% 10/15/31		06/01/2004	Interest Capitalization		95,545	95,545		1
31339N-G2-6	FHLIC 2413 Z 6.500% 02/15/32		06/01/2004	Interest Capitalization		187,006	187,006		1
3133TV-NP-7	FHLIC 2433 EZ 6.500% 04/15/32		06/01/2004	Interest Capitalization		323,744	323,744		1
31359X-ZH-5	FNMA FNR 2000-5 ZA 6.500% 03/25/30		06/01/2004	Interest Capitalization		111,322	111,322		1
313920-WU-0	FNMA SERIES 2001-47 CLASS Z 6.000% 09/25/31		06/01/2004	Interest Capitalization		324,273	324,273		1
31392P-R7-2	FHLIC SERIES 2487 ZB 6.000% 07/15/32		06/01/2004	Interest Capitalization		169,896	169,896		1
31392R-MA-6	FHLIC 2470 CLASS Z 6.000% 07/15/32		06/01/2004	Interest Capitalization		83,282	83,282		1
31393G-V3-5	FHLIC 2533 Z 5.500% 12/15/32		06/01/2004	Interest Capitalization		517,785	517,785		1
Total United States						1,906,356	1,906,356		XXX
3199999. Bonds - Special Revenues						1,906,356	1,906,356		XXX
Public Utilities (unaffiliated)									
United States									
048303-CC-3	ATLANTIC CITY ELECTRIC CO 1ST MORT 5.800% 05/15/34		04/14/2004	MERRILL LYNCH		5,261,520	5,500,000	9,747	1FE
505588-BD-4	LACLEDE GAS 1ST MORT 5.500% 05/01/19		04/21/2004	MERRILL LYNCH		3,983,400	4,000,000		1FE
882440-AN-0	TEXAS GAS TRANSMISSION DEB 7.250% 07/15/27		04/14/2004	LEHMAN BROTHERS		11,041,500	10,000,000	189,306	2FE
882440-AS-9	TEXAS GAS TRANSMISSION NTS 4.600% 06/01/15		04/07/2004	LEHMAN BROTHERS		6,696,480	7,000,000	118,067	2FE
Total United States						26,982,900	26,500,000	317,120	XXX
3899999. Bonds - Public Utilities						26,982,900	26,500,000	317,120	XXX
Industrial & Miscellaneous									
United States									
02406P-AE-0	AMERICAN AXLE & MFG SNR NTS 5.250% 02/11/14		04/05/2004	BANK OF AMERICA		10,010,700	10,000,000	83,125	2FE
079860-AE-2	BELLSOUTH CORP NTS 6.550% 06/15/34		06/22/2004	SALOMON SMITH BARNEY		4,471,515	4,500,000		1FE
141781-AT-1	CARGILL INC 144A SNR NTS 6.125% 04/19/34		04/14/2004	Various		9,823,600	10,000,000		1FE
37247D-AE-6	GENWORTH FINANCIAL INC NTS 5.750% 06/15/14		06/14/2004	LEHMAN BROTHERS		9,951,200	10,000,000	3,194	1FE
585515-AE-9	MELLON FUNDING CORP BND 5.500% 11/15/18		04/05/2004	BANK OF AMERICA		10,327,500	10,000,000	232,222	1FE
902118-AK-4	TYCO INTERNATIONAL GROUP COMPANY GUAR 6.875% 01/15/29		06/09/2004	LEHMAN BROTHERS		10,374,900	10,000,000	284,549	2Z
90333W-AC-2	US BANK NA SUB NTS 4.800% 04/15/15		04/14/2004	BANK OF AMERICA		9,678,000	10,000,000	5,333	1FE
92929Q-AQ-0	WMX TECHNOLOGIES INC SNR NTS 7.100% 08/01/26		04/13/2004	J P MORGAN CHASE		10,860,200	10,000,000	147,917	2FE
92976G-AA-9	WACHOVIA BANK NA SUB NTS 5.000% 08/15/15		04/14/2004	BANK OF AMERICA		9,789,600	10,000,000	88,889	1FE
Total United States						85,287,215	84,500,000	845,229	XXX
Canada									
448055-AB-9	HUSKY ENERGY INC NTS 6.150% 06/15/19	C	06/15/2004	SALOMON SMITH BARNEY		9,986,550	10,000,000		2FE
Total Canada						9,986,550	10,000,000		XXX
Other Country									
66567E-AW-5	NORTHERN ROCK PLC 144A NTS 5.600% 04/30/14	F	04/22/2004	LEHMAN BROTHERS		9,990,100	10,000,000		2FE
Total Other Country						9,990,100	10,000,000		XXX
4599999. Bonds - Industrial and Miscellaneous						105,263,865	104,500,000	845,229	XXX
6099997. Total - Bonds - Part 3						134,153,121	132,906,356	1,162,349	XXX
6099998. Total - Bonds - Part 5									XXX
6099999. Total - Bonds						134,153,121	132,906,356	1,162,349	XXX
6599997. Total - Preferred Stocks - Part 3							XXX		XXX
6599998. Total - Preferred Stocks - Part 5							XXX		XXX
6599999. Total - Preferred Stocks							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							XXX		XXX
7499999 - Totals						134,153,121	XXX	1,162,349	XXX

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

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

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)
	BONDS US Governments United States																				
362170-DZ-2	GNMA MORTGAGE SERIES 1 POOL 208120 10.000% 08/15/17		06/01/2004	Paydown		96	96	96	96						96				4	08/15/2017	1
362180-4B-4	GNMA MORTGAGE SERIES 1 POOL 237618 10.000% 12/15/17		06/01/2004	Paydown		8	8	8	8						8					12/15/2017	1
36218U-R7-2	GNMA MORTGAGE SERIES 1 POOL 232810 10.000% 02/15/18		06/01/2004	Paydown		108	108	108	108						108				4	02/15/2018	1
Total United States						212	212	212	212						212				8	XXX	XXX
0399999. Bonds - U.S. Governments						212	212	212	212						212				8	XXX	XXX
	Special Revenue & Assessment United States																				
31359Q-DE-1	FNMA 1997-54 Z 6.500% 08/01/27		06/01/2004	Paydown		738,741	738,741	635,885	657,077		81,664		81,664		738,741				101,337	08/01/2027	1
31371H-YC-6	FNMA PC# 252807 8.000% 10/01/29		06/01/2004	Paydown		189,949	189,949	194,519	194,353		(4,404)		(4,404)		189,949				2,347	10/01/2029	1
31381C-EY-9	FNMA PC# 456551 8.000% 08/01/29		06/01/2004	Paydown		278,998	278,998	285,711	285,552		(6,554)		(6,554)		278,998				3,047	08/01/2029	1
31384V-LN-0	FNMA POOL 535033 7.500% 11/01/29		06/01/2004	Paydown		343,013	343,013	343,482	343,393		(380)		(380)		343,013				10,262	11/01/2029	1
31401D-CB-5	FNMA POOL 704866 5.500% 02/01/33		06/01/2004	Paydown		832,838	832,838	842,712	842,684		(9,846)		(9,846)		832,838				9,481	02/01/2033	1
31402E-2E-7	FNMA POOL 727173 5.500% 08/01/33		06/01/2004	Paydown		48,669	48,669	49,246	49,244		(575)		(575)		48,669				539	08/01/2033	1
Total United States						2,432,208	2,432,208	2,351,555	2,372,303		59,905		59,905		2,432,208				127,013	XXX	XXX
3199999. Bonds - Special Revenues						2,432,208	2,432,208	2,351,555	2,372,303		59,905		59,905		2,432,208				127,013	XXX	XXX
	Industrial & Miscellaneous United States																				
00077B-D2-6	ABN AMRO MORTGAGE CORP 2001-8 A7 6.500% 01/25/32		04/01/2004	Paydown		430,926	430,926	382,862	384,115		46,811		46,811		430,926				56,147	01/25/2032	1
02378J-AA-6	AMERICAN AIRLINES ETC 8.390% 01/02/17		06/29/2004	Bank of New York		3,525,000	5,000,000	5,000,000	5,000,000						5,000,000		(1,475,000)	(1,475,000)	209,750	01/02/2017	4FE
096907-AB-6	BOEING COMPANY 144A PASS THRU CERT SER 92 A2 7.910% 06/30/04		06/30/2004	Redemption		1,653,094	1,653,094	1,653,094	1,653,094						1,653,094				65,380	06/30/2004	1FE

E05

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

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)
15874*-AB-7	CHAMPLAIN HLDG CORP (NYSEG) COLLATERAL TRUST NOTES 8.510% 12/05/05		06/05/2004	Redemption	100.0000	107,382	107,382	107,382	107,382						107,382				4,569	12/05/2005	2
29332*-AA-6	ENHANCED NEW YORK ISSUER LLC SER 2000 NTS 9.320% 12/15/11		06/15/2004	Redemption	100.0000	666,381	666,381	666,381	666,381						666,381				31,059	12/15/2011	1FE
294838-AA-1	ERICSSON US HQ LESSOR TRUST SR SEC BND 8.015% 12/29/20		06/29/2004	Redemption	100.0000	28,156	28,156	28,156	28,156						28,156				941	12/29/2020	3
55982#-AA-0	MAHER TERMINALS INC SR SEC NTS 8.470% 07/01/21		06/09/2004	MERRILL LYNCH		11,841,240	12,000,000	12,000,000	12,000,000						12,000,000		(158,760)	(158,760)	976,873	07/01/2021	2
720101-C*-3	PIEDMONT AVIATION SECURED NOTES PIEDMONT AVA INC 9.900% 10/30/04		04/30/2004	Redemption	100.0000	24,225	24,225	24,225	24,225						24,225				1,717	10/30/2004	6
73664#-AA-8	PORTLAND NAT GAS TRANS SYSTEM SR SEC NT 5.900% 12/31/18		06/30/2004	Redemption	100.0000	65,909	65,909	65,909	65,909						65,909				1,944	12/31/2018	2Z
74955*-AA-8	RGS (AEGCO) FUNDING CORP COLLATERAL TRUST BOND SERIES B 9.590% 12/07/04		06/07/2004	Redemption	100.0000	155,664	155,664	155,664	155,664						155,664				7,464	12/07/2004	2
749558-AA-6	RGS (I&M) FUNDING CORP COLLATERAL TRUST BOND SERIES B 9.590% 12/07/04		06/07/2004	Redemption	100.0000	155,664	155,664	155,664	155,664						155,664				7,464	12/07/2004	2
761042-CF-5	RMT 2000-A A4 Z 6.500% 04/19/29		06/01/2004	Paydown		5,639,121	5,639,121	4,749,732	4,785,268		853,853		853,853		5,639,121				914,193	04/19/2029	1FE
834376-AB-1	SOLUTIA INC DEBENTURES 7.375% 10/15/27		04/27/2004	Various		2,120,000	5,000,000	2,112,500	1,700,000	412,500			412,500		2,112,500		7,500	7,500		10/15/2027	6FE
Total United States						26,412,762	30,926,522	27,101,569	26,725,858	412,500	900,664		1,313,164		28,039,022		(1,626,260)	(1,626,260)	2,277,501	XXX	XXX
Other Country																					
022202-AA-3	ALUMINA ENTERPRISES LTD SR NTS 10.480% 07/15/10	F	04/15/2004	Redemption	100.0000	220,747	220,747	220,747	220,747						220,747				11,567	07/15/2010	3FE
795750-AA-6	SALTA HYDROCARBON RTY TRST TARGETED AMORT NTS 11.550% 12/28/12	F	06/28/2004	Redemption	100.0000	30,433	30,433	30,433	30,289		144		144		30,433				1,902	12/28/2012	5FE
65906#-AB-9	MAYFLOWER CORP SER B NTS 8.420% 12/15/10	F	04/20/2004	FIRST BOSTON		3,875,000	10,000,000	4,000,000	4,000,000						4,000,000		(125,000)	(125,000)		12/15/2010	3
Total Other Country						4,126,180	10,251,180	4,251,180	4,251,036		144		144		4,251,180		(125,000)	(125,000)	13,469	XXX	XXX
4599999. Bonds - Industrial and Miscellaneous						30,538,942	41,177,702	31,352,749	30,976,894	412,500	900,808		1,313,308		32,290,202		(1,751,260)	(1,751,260)	2,290,970	XXX	XXX
6099997. Total - Bonds - Part 4						32,971,362	43,610,122	33,704,516	33,349,409	412,500	960,713		1,373,213		34,722,622		(1,751,260)	(1,751,260)	2,417,991	XXX	XXX
6099998. Total - Bonds - Part 5																				XXX	XXX
6099999. Total - Bonds						32,971,362	43,610,122	33,704,516	33,349,409	412,500	960,713		1,373,213		34,722,622		(1,751,260)	(1,751,260)	2,417,991	XXX	XXX
6599997. Total - Preferred Stocks - Part 4							XXX													XXX	XXX

E05.1

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

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													
6599998. Total - Preferred Stocks - Part 5																								XXX	XXX		
6599999. Total - Preferred Stocks																								XXX	XXX		
7299997. Total - Common Stocks - Part 4																								XXX	XXX		
7299998. Total - Common Stocks - Part 5																									XXX	XXX	
7299999. Total - Common Stocks																									XXX	XXX	
7399999. Total - Preferred and Common Stocks																										XXX	XXX
7499999 - Totals											32,971,362		XXX	33,704,516	33,349,409	412,500	960,713		1,373,213		34,722,622		(1,751,260)	(1,751,260)	2,417,991	XXX	XXX

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

Schedule DB - Part A - Section 1

N O N E

Schedule DB - Part B - Section 1

N O N E

STATEMENT AS OF JUNE 30, 2004 OF THE FIRST UNUM LIFE INSURANCE COMPANY

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	15,000,000	11/15/2020	6.500% (LIBOR)	05/13/2004	BEAR STEARNS					545,542				138,632
0599999. Subtotal - Swaps - Hedging								XXX		545,542				138,632
0899999. Subtotal - Swaps								XXX		545,542				138,632
1299999. Subtotal - Forwards								XXX						
2599999. Subtotal - Hedging								XXX		545,542				138,632
2799999. Subtotal - Other								XXX						
9999999 - Totals								XXX		545,542				138,632

SCHEDULE DB - PART D - SECTION 1

Showing all Futures Contracts and Insurance Futures Open at Current Statement Date

1	2	3	4	5	6	7	8	9	Variation Margin Information			13
									10	11	12	
Description	Number of Contracts	Maturity Date	Original Value	Current Value	Variation Margin	Date of Opening Position	Exchange or Counterparty	Cash Deposit	Recognized	Used to Adjust Basis of Hedged Item	Deferred	Potential Exposure
NONE												
9999999 - Totals									XXX	XXX		

E07

Footnotes:

(A) The rate of interest varies.

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