



LIFE ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF June 30, 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
Secretary SUSAN NANCE ROTH

Treasurer JOHN JOSEPH IWANICKI
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

THOMAS ROS WATJEN, FLOYD DEAN COPELAND

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 JOESPH 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 commissions expires March 28, 2005

## STATEMENT AS OF JUNE 30, 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 .....	10,556,255,227		10,556,255,227	10,170,168,856
2. Stocks:				
2.1 Preferred stocks .....	2,076,188		2,076,188	2,690,443
2.2 Common stocks .....	208,918,947		208,918,947	192,082,418
3. Mortgage loans on real estate:				
3.1 First liens .....	382,831,310		382,831,310	410,440,238
3.2 Other than first liens .....	4,207,319		4,207,319	4,998,378
4. Real estate:				
4.1 Properties occupied by the company (less \$ .....0 encumbrances) .....	90,943,929		90,943,929	91,190,939
4.2 Properties held for the production of income (less \$ .....0 encumbrances) .....	11,248,407		11,248,407	10,737,620
4.3 Properties held for sale (less \$ .....0 encumbrances) .....				
5. Cash (\$ .....(52,549,798) ), cash equivalents (\$ .....192,732,898 ) and short-term investments (\$ .....0 ) .....	140,183,100		140,183,100	94,043,466
6. Contract loans, (including \$ .....0 premium notes) .....	79,299,357		79,299,357	82,877,680
7. Other invested assets .....	6,379,488		6,379,488	7,876,737
8. Receivable for securities .....	11,497,583		11,497,583	31,993,100
9. Aggregate write-ins for invested assets .....	32,649,250		32,649,250	2,700,000
10. Subtotals, cash and invested assets (Lines 1 to 9) .....	11,526,490,105		11,526,490,105	11,101,799,876
11. Investment income due and accrued .....	150,199,924		150,199,924	146,328,013
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection .....	224,773,607	13,505,156	211,268,451	227,323,467
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....0 earned but unbilled premiums) .....	954,405		954,405	984,279
12.3 Accrued retrospective premiums .....				
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers .....	44,670,979	2,896,115	41,774,864	43,070,961
13.2 Funds held by or deposited with reinsured companies .....				
13.3 Other amounts receivable under reinsurance contracts .....	82,294,082		82,294,082	62,795,326
14. Amounts receivable relating to uninsured plans .....	6,163,491		6,163,491	5,671,461
15.1 Current federal and foreign income tax recoverable and interest thereon .....				
15.2 Net deferred tax asset .....	281,661,000	246,677,000	34,984,000	37,876,000
16. Guaranty funds receivable or on deposit .....	6,677,002		6,677,002	6,666,732
17. Electronic data processing equipment and software .....				
18. Furniture and equipment, including health care delivery assets (\$ .....0 ) .....	1,432,249	1,432,249		
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 .....	18,697,249	18,697,249		
22. Other assets nonadmitted .....	427,940	427,940		
23. Aggregate write-ins for other than invested assets .....	159,311,553	5,089,945	154,221,608	146,726,916
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	12,503,753,586	288,725,654	12,215,027,932	11,779,243,031
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	17,314,376		17,314,376	17,928,932
26. Total (Lines 24 and 25) .....	12,521,067,962	288,725,654	12,232,342,308	11,797,171,964
<b>DETAILS OF WRITE-INS</b>				
0901. Schedule DB derivatives .....	32,649,250		32,649,250	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) .....	32,649,250		32,649,250	2,700,000
2301. Corporate owned life insurance .....	130,053,663		130,053,663	126,667,961
2302. Premiums Receivable - other lines .....	20,203,413		20,203,413	16,075,454
2303. Other assets .....	7,887,444	3,922,912	3,964,532	3,983,501
2398. Summary of remaining write-ins for Line 23 from overflow page .....	1,167,033	1,167,033		
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above) .....	159,311,553	5,089,945	154,221,608	146,726,916

STATEMENT AS OF JUNE 30, 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 \$ .....847,618,677 less \$ .....0 included in Line 6.3 (including \$ .....0 Modco Reserve)	847,618,677	843,179,309
2. Aggregate reserve for accident and health contracts (including \$ .....0 Modco Reserve)	4,935,039,392	4,923,827,925
3. Liability for deposit-type contracts (including \$ .....0 Modco Reserve)	627,404,711	609,488,392
4. Contract claims:		
4.1 Life	255,397,366	263,032,714
4.2 Accident and health	648,439,066	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 to .....12/31/2004 (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 \$ .....0 discount; including \$ .....18,339,552 accident and health premiums	24,610,350	21,337,369
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$ ..... accident and health experience rating refunds	18,251,686	19,013,775
9.3 Other amounts payable on reinsurance, including \$ .....40,452,377 assumed and \$ .....30,462,064 ceded	70,914,441	72,298,942
9.4 Interest Maintenance Reserve	75,302,031	76,141,805
10. Commissions to agents due or accrued-life and annuity contracts \$ .....10,359,669 , accident and health \$ .....29,078,671 and deposit-type contract funds \$ .....0	39,438,340	51,409,054
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	5,430,238	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	15,022,342	23,639,570
15.1 Current federal and foreign income taxes, including \$ .....152,375 on realized capital gains (losses)	14,147,720	16,784,899
15.2 Net deferred tax liability		
16. Unearned investment income	1,286,067	1,594,186
17. Amounts withheld or retained by company as agent or trustee	379,680	390,742
18. Amounts held for agents' account, including \$ .....20,184,278 agents' credit balances	20,184,278	20,485,549
19. Remittances and items not allocated	62,047,308	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	51,170,067	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	3,065,539,566	2,735,563,866
24.4 Payable to parent, subsidiaries and affiliates	67,732,549	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	35,931,261	0
24.9 Capital notes \$ ..... and interest thereon \$ .....		
25. Aggregate write-ins for liabilities	51,293,269	52,530,756
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	10,950,377,172	10,602,271,041
27. From Separate Accounts Statement	17,314,376	17,928,932
28. Total liabilities (Lines 26 and 27)	10,967,691,548	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	167,008,612	188,496,186
32. Surplus notes		
33. Gross paid in and contributed surplus	1,207,631,865	1,177,631,865
34. Aggregate write-ins for special surplus funds	5,000,000	5,000,000
35. Unassigned funds (surplus)	(119,989,717)	(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)	1,259,650,760	1,171,971,990
38. Totals of Lines 29, 30 and 37	1,264,650,760	1,176,971,990
39. Totals of Lines 28 and 38	12,232,342,308	11,797,171,964
<b>DETAILS OF WRITE-INS</b>		
2501. Miscellaneous amounts payable	18,801,656	18,359,623
2502. Policy claims - other lines	14,968,001	15,311,803
2503. Deferred gain on sale-leaseback of real estate	7,210,977	8,043,013
2598. Summary of remaining write-ins for Line 25 from overflow page	10,312,635	10,816,317
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	51,293,269	52,530,756
3101. Deferred gain on reinsurance transactions	167,008,612	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)	167,008,612	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 JUNE 30, 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	1,408,308,876	1,366,245,350	2,769,683,574
2. Considerations for supplementary contracts with life contingencies	41,393	147,918	244,205
3. Net investment income	379,058,705	389,941,786	785,441,578
4. Amortization of Interest Maintenance Reserve (IMR)	4,559,411	5,064,147	10,611,740
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	99,213,100	62,278,794	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	111,550	96,477	208,138
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	19,458,852	12,782,226	34,626,025
9. Totals (Lines 1 to 8.3)	1,910,751,887	1,836,556,698	3,768,721,941
10. Death benefits	260,453,469	241,689,353	472,529,672
11. Matured endowments (excluding guaranteed annual pure endowments)	223,503	236,212	411,911
12. Annuity benefits	13,829,420	14,569,181	28,796,083
13. Disability benefits and benefits under accident and health contracts	869,857,316	903,608,632	1,808,341,184
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	9,931,248	8,309,266	14,591,734
16. Group conversions	(187,151)	(301,005)	(692,791)
17. Interest and adjustments on contract or deposit-type contract funds	6,008,658	7,473,426	13,785,866
18. Payments on supplementary contracts with life contingencies	140,452	158,670	340,886
19. Increase in aggregate reserves for life and accident and health and contracts	(16,943,405)	124,979,027	242,971,993
20. Totals (Lines 10 to 19)	1,143,313,510	1,300,722,762	2,581,076,539
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	176,756,453	183,950,615	360,457,476
22. Commissions and expense allowances on reinsurance assumed	6,555,748	5,687,220	6,190,108
23. General insurance expenses	332,234,362	307,404,329	650,590,520
24. Insurance taxes, licenses and fees, excluding federal income taxes	54,887,716	50,671,923	96,652,885
25. Increase in loading on deferred and uncollected premiums	7,102	(47,950)	100,274
26. Net transfers to or (from) Separate Accounts net of reinsurance	(941,340)	(703,886)	(1,324,054)
27. Aggregate write-ins for deductions	92,452,181	66,719,359	149,657,514
28. Totals (Lines 20 to 27)	1,805,265,732	1,914,404,372	3,843,401,261
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	105,486,155	(77,847,672)	(74,679,320)
30. Dividends to policyholders	6,295,739	7,204,648	15,584,039
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	99,190,416	(85,052,319)	(90,263,360)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	(6,768,837)	(65,608,003)	(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)	105,959,253	(19,444,316)	(19,378,392)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 3,143,742 (excluding taxes of \$ (2,002,882) transferred to the IMR)	(10,221,100)	(21,776,936)	(48,912,455)
35. Net income (Line 33 plus Line 34)	95,738,153	(41,221,252)	(68,290,847)
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
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)	95,738,153	(41,221,252)	(68,290,847)
38. Change in net unrealized capital gains (losses)	26,920,594	9,451,193	13,277,382
39. Change in net unrealized foreign exchange capital gain (loss)	53,168	3,824,547	(1,268,842)
40. Change in net deferred income tax	(46,357,000)	(31,804,000)	(35,654,000)
41. Change in non-admitted assets and related items	44,219,717	(35,919,957)	(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	(20,332,457)	(26,361,497)	(46,911,739)
44. Change in asset valuation reserve	(21,075,832)	(2,896,308)	(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	30,000,000	210,351,529	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	(21,487,573)	42,260,245	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)	87,678,770	110,651,550	46,517,469
55. Capital and surplus, as of statement date (Lines 36 + 54)	1,264,650,760	1,241,106,071	1,176,971,990
<b>DETAILS OF WRITE-INS</b>			
08.301. Miscellaneous income	10,321,299	3,450,432	17,398,880
08.302. Income from modco agreements	9,251,392	12,734,481	22,998,624
08.303. Other income (loss) from other lines	(113,839)	(3,402,687)	(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)	19,458,852	12,782,226	34,626,025
2701. Income transfer under funds held reinsurance	91,975,386	65,476,081	148,312,024
2702. Change in group life survivor income benefit reserve	406,450	662,280	761,684
2703. Penalties and fines	70,345	580,998	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)	92,452,181	66,719,359	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 JUNE 30, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

**CASH FLOW**

	1 Current Year To Date	2 Prior Year Ended December 31
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance .....	1,428,365,378	2,773,085,921
2. Net investment income .....	334,414,607	671,909,720
3. Miscellaneous income .....	(2,051,885)	94,475,497
4. Total (Lines 1 to 3) .....	1,760,728,100	3,539,471,138
5. Benefit and loss related payments .....	1,180,641,403	2,291,457,076
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts .....	(941,340)	(1,324,054)
7. Commissions, expenses paid and aggregate write-ins for deductions .....	591,532,030	1,506,174,788
8. Dividends paid to policyholders .....	6,995,739	15,584,039
9. Federal and foreign income taxes paid (recovered) \$ ..... (3,454,000) net of tax on capital gains (losses) .....	(987,917)	(59,096,000)
10. Total (Lines 5 through 9) .....	1,777,239,915	3,752,795,849
11. Net cash from operations (Line 4 minus Line 10) .....	(16,511,815)	(213,324,711)
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	600,203,290	2,608,938,138
12.2 Stocks .....	251,783	362,687,806
12.3 Mortgage loans .....	28,399,987	115,508,821
12.4 Real estate .....	877,738	26,603,769
12.5 Other invested assets .....	2,062,366	388,691
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	40,480	236,478
12.7 Miscellaneous proceeds .....	(29,949,250)	(3,468,714)
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	601,886,394	3,110,894,989
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	937,291,930	3,478,655,596
13.2 Stocks .....	53	350,037,972
13.3 Mortgage loans .....		
13.4 Real estate .....	2,530,367	7,046,445
13.5 Other invested assets .....	568,546	2,057,029
13.6 Miscellaneous applications .....	(55,603,334)	16,758,925
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	884,787,562	3,854,555,967
14. Net increase (or decrease) in policy loans and premium notes .....	(3,578,324)	(5,249,085)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(279,322,844)	(738,411,893)
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....		
16.2 Capital and paid in surplus, less treasury stock .....	30,000,000	210,351,529
16.3 Borrowed funds .....		
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	13,930,213	21,348,587
16.5 Dividends to stockholders .....		
16.6 Other cash provided (applied) .....	298,044,078	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) .....	341,974,291	1,017,702,657
<b>RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash and short-term investments (Line 11, plus Lines 15 and 17) .....	46,139,632	65,966,053
19. Cash and short-term investments:		
19.1 Beginning of year .....	94,043,468	28,077,415
19.2 End of period (Line 18 plus Line 19.1) .....	140,183,100	94,043,468

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 .....	12,568,314	13,254,278	27,437,824
3. Ordinary individual annuities .....	82,275	118,145	74,141
4. Credit life (group and individual) .....			
5. Group life insurance .....	666,895,307	644,441,624	1,305,619,227
6. Group annuities .....	291,798	0	0
7. A & H - group .....	1,272,993,136	1,221,800,048	2,472,403,722
8. A & H - credit (group and individual) .....			
9. A & H - other .....	246,308,282	247,509,060	504,499,443
10. Aggregate of all other lines of business .....			
11. Subtotal .....	2,199,139,112	2,127,123,155	4,310,034,356
12. Deposit-type contracts .....	3,399,928	2,482,258	4,764,233
13. Total	2,202,539,040	2,129,605,413	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

#### The Multidistrict Litigation - Policyholder Class Actions

On May 22, 2003, UnumProvident Corporation (UnumProvident), several of its subsidiaries, including the Unum Life Insurance Company of America (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 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 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.

## NOTES TO FINANCIAL STATEMENTS

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 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 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.

## NOTES TO FINANCIAL STATEMENTS

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. 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 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 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.

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.

### 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.

## 2. Other

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

**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. .... 12/31/2002
- 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?
- 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 [ X ] No [ ]

11.2 If yes, give full and complete information relating thereto: The Company has \$51,268,000, \$50,000,000 and \$60,000,000 par value in bonds that are held as collateral for reverse repurchase agreements and \$51,268,000, \$50,000,000 and \$60,000,000 par value in bonds held as collateral for repurchase agreements with Greenwich Capital, Lehman Brothers and Salomon Smith Barney, respectively. In addition, the Company has \$14,107,938 par value in bonds held as collateral for open derivative contracts with Merrill Lynch and \$673,770 par value in bonds held as collateral for open derivative contracts with UBS.

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	\$ 208,863,895
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	\$ 208,863,895
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 .....	\$ .....	387,038,629
1.14	Total Mortgages in Good Standing .....	\$ .....	<u>387,038,629</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 .....	\$ .....	
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>387,038,629</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 .....	\$ .....	

## STATEMENT AS OF JUNE 30, 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 .....	(2,266,589)	(4,550,579)
3. Cost of acquired .....		3,750,000
4. Cost of additions to and permanent improvements .....	2,530,367	3,296,445
5. Total profit (loss) on sales .....		14,679,432
6. Increase (decrease) by foreign exchange adjustment .....		
7. Amount received on sales .....		34,646,782
8. Book/adjusted carrying value at end of current period .....	102,192,337	101,928,559
9. Total valuation allowance .....		
10. Subtotal (Lines 8 plus 9) .....	102,192,337	101,928,559
11. Total nonadmitted amounts .....		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	102,192,337	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 .....	28,399,987	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 .....	387,038,629	415,438,616
10. Total valuation allowance .....		
11. Subtotal (Lines 9 plus 10) .....	387,038,629	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)	387,038,629	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 .....	568,546	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 .....	2,062,366	388,691
7. Amortization of premium .....	3,429	6,506
8. Increase (decrease) by foreign exchange adjustment .....		
9. Book/adjusted carrying value of long-term invested assets at end of current period .....	6,379,488	7,876,737
10. Total valuation allowance .....		
11. Subtotal (Lines 9 plus 10) .....	6,379,488	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)	6,379,488	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 .....	937,291,983	3,989,093,568
3. Accrual of discount .....	51,209,738	131,230,054
4. Increase (decrease) by adjustment .....	20,656,639	(48,359,216)
5. Increase (decrease) by foreign exchange adjustment .....		
6. Total profit (loss) on disposal .....	1,988,017	25,425,754
7. Consideration for bonds and stocks disposed of .....	600,455,073	2,971,625,944
8. Amortization of premium .....	8,382,659	19,186,125
9. Book value/adjusted carrying value, current period .....	10,767,250,362	10,364,941,717
10. Total valuation allowance .....		
11. Subtotal (Lines 9 plus 10) .....	10,767,250,362	10,364,941,717
12. Total nonadmitted amounts .....		
13. Statement value .....	10,767,250,362	10,364,941,717

STATEMENT AS OF JUNE 30, 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
<b>BONDS</b>								
1. Class 1 .....	5,436,696,356	273,285,334	202,273,564	71,483,102	5,436,696,356	5,579,191,228		5,268,340,768
2. Class 2 .....	4,176,364,473	165,783,199	48,257,903	(60,464,942)	4,176,364,473	4,233,424,827		4,144,647,244
3. Class 3 .....	324,317,834	64,004,687	1,602,360	(14,033,757)	324,317,834	372,686,404		342,940,126
4. Class 4 .....	211,571,654	43,056,250	34,850,219	18,043,126	211,571,654	237,820,811		206,428,212
5. Class 5 .....	109,668,703		22,949,863	5,333,272	109,668,703	92,052,112		137,619,188
6. Class 6 .....	51,848,286		14,626,430	3,857,989	51,848,286	41,079,845		70,193,318
7. Total Bonds	10,310,467,306	546,129,470	324,560,339	24,218,790	10,310,467,306	10,556,255,227		10,170,168,856
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....	1,419,270			(614,255)	1,419,270	805,015		1,419,270
11. Class 4 .....	1,250,000				1,250,000	1,250,000		1,250,000
12. Class 5 .....	21,173				21,173	21,173		21,173
13. Class 6 .....								
14. Total Preferred Stock	2,690,443			(614,255)	2,690,443	2,076,188		2,690,443
15. Total Bonds and Preferred Stock	10,313,157,749	546,129,470	324,560,339	23,604,535	10,313,157,749	10,558,331,415		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**



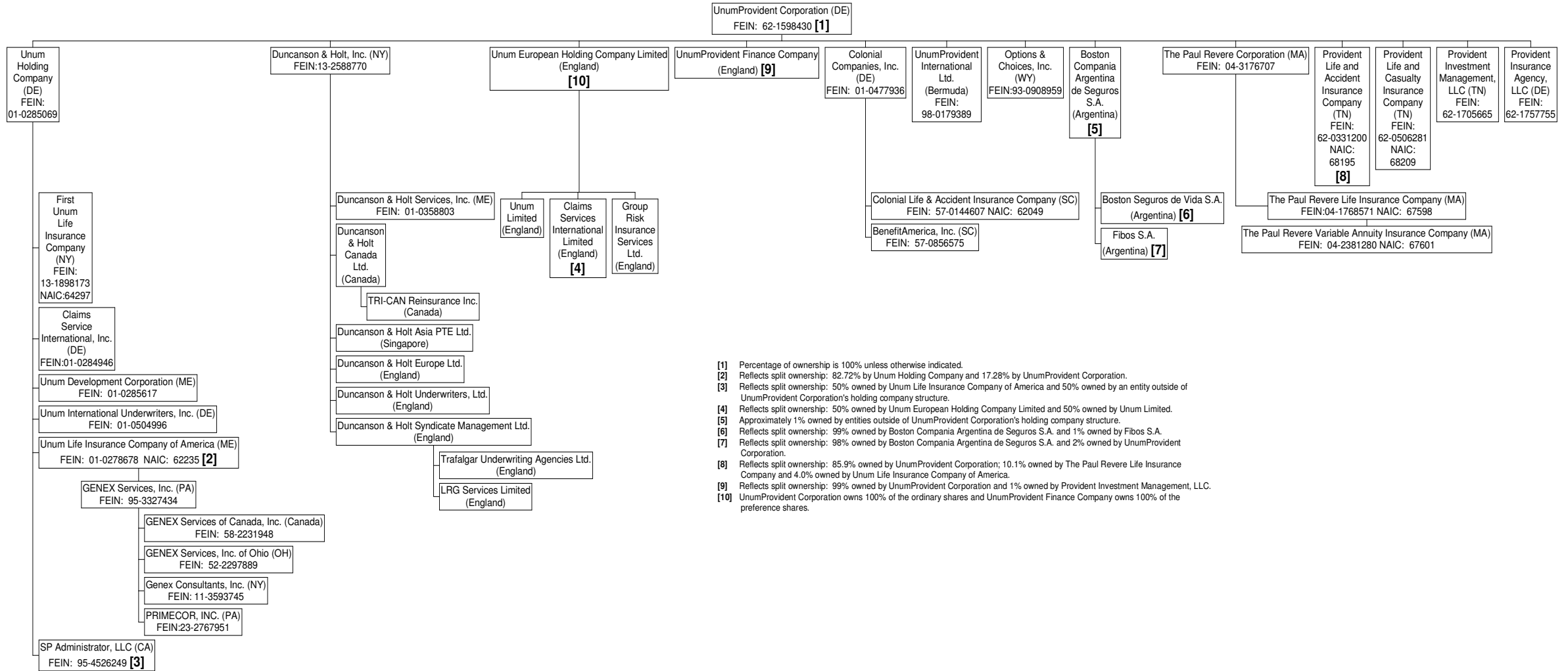
STATEMENT AS OF JUNE 30, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA  
**SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS**

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	5,562,295		15,083,041	2,076
2. Alaska	AK	Yes	646,665		2,888,373	
3. Arizona	AZ	Yes	11,412,113		21,503,775	
4. Arkansas	AR	Yes	10,613,559		18,372,563	
5. California	CA	Yes	67,303,857	30,618	185,018,868	208,968
6. Colorado	CO	Yes	9,167,343		16,063,959	3,791
7. Connecticut	CT	Yes	15,489,715	6,794	29,157,260	148
8. Delaware	DE	Yes	2,602,209	406	4,636,561	6,142
9. District of Columbia	DC	Yes	4,219,057		21,060,495	6,317
10. Florida	FL	Yes	27,517,471	1,561	77,012,402	31,067
11. Georgia	GA	Yes	29,915,414	1,158	58,369,189	29,861
12. Hawaii	HI	Yes	1,200,435		8,645,296	25
13. Idaho	ID	Yes	872,204		2,312,889	
14. Illinois	IL	Yes	45,869,458	79	78,371,413	1,998
15. Indiana	IN	Yes	8,030,913		17,735,736	25
16. Iowa	IA	Yes	7,304,474		14,253,588	
17. Kansas	KS	Yes	5,686,121	263	8,269,129	8,921
18. Kentucky	KY	Yes	4,206,616		11,794,913	
19. Louisiana	LA	Yes	4,183,132		20,989,778	
20. Maine	ME	Yes	10,587,910	4,667	28,498,179	9,020
21. Maryland	MD	Yes	14,534,611		32,769,075	
22. Massachusetts	MA	Yes	36,084,647	5,412	66,342,686	116,934
23. Michigan	MI	Yes	20,211,946	1,609	47,037,337	127,957
24. Minnesota	MN	Yes	21,127,136		46,325,697	5,039
25. Mississippi	MS	Yes	5,263,603		8,662,015	2,925
26. Missouri	MO	Yes	16,843,836	14,516	28,409,850	1,881
27. Montana	MT	Yes	1,759,053		2,923,374	
28. Nebraska	NE	Yes	2,460,430		8,140,887	493
29. Nevada	NV	Yes	3,509,672		6,515,835	
30. New Hampshire	NH	Yes	2,199,963	3,413	8,682,278	
31. New Jersey	NJ	Yes	17,357,972		52,079,050	694,014
32. New Mexico	NM	Yes	1,984,036		5,564,571	13,029
33. New York	NY	No	4,352,359	284,517	7,296,857	1,395,141
34. North Carolina	NC	Yes	21,374,137		44,375,072	136,173
35. North Dakota	ND	Yes	405,642		1,463,616	
36. Ohio	OH	Yes	39,328,483	1,463	69,762,854	441
37. Oklahoma	OK	Yes	3,414,502		10,008,082	4,282
38. Oregon	OR	Yes	5,150,131		17,284,110	1,663
39. Pennsylvania	PA	Yes	26,262,849		75,091,794	60,496
40. Rhode Island	RI	Yes	1,584,314	4,388	4,536,455	
41. South Carolina	SC	Yes	3,928,418	122	12,707,016	
42. South Dakota	SD	Yes	540,536		3,253,087	
43. Tennessee	TN	Yes	38,654,877		62,849,739	49
44. Texas	TX	Yes	70,139,316	195	134,604,034	405,307
45. Utah	UT	Yes	2,106,956		5,115,631	52
46. Vermont	VT	Yes	2,119,152	1,463	4,668,245	0
47. Virginia	VA	Yes	11,217,509	3,764	33,836,353	25
48. Washington	WA	Yes	18,616,953	7,668	45,803,851	84,387
49. West Virginia	WV	Yes	1,653,144		5,026,061	
50. Wisconsin	WI	Yes	16,067,348		28,980,343	41,281
51. Wyoming	WY	Yes	119,288		648,581	
52. American Samoa	AS	No				
53. Guam	GU	Yes	8,247			
54. Puerto Rico	PR	Yes	155,693		85,198	
55. U.S. Virgin Islands	VI	No	5,766		1,574	
56. Canada	CN	No	365,604			
57. Aggregate Other Aliens	OT	XXX				
58. Subtotal	(a) 52		683,299,090	374,073	1,520,888,617	3,399,928
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		189,536		8,129,847	
94. Aggregate or other amounts not allocable by State	XXX					
95. Totals (Direct Business)	XXX		683,488,626	374,073	1,529,018,464	3,399,928
96. Plus Reinsurance Assumed	XXX				148,549,863	
97. Totals (All Business)	XXX		683,488,626	374,073	1,677,568,327	3,399,928
98. Less Reinsurance Ceded	XXX		298,959,513	374,073	633,773,455	3,020,423
99. Totals (All Business) less Reinsurance Ceded	XXX		384,529,113		1,043,794,872	379,505
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**



[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**

## Additional Write-ins for Assets Line 23

2304.	Accounts receivable - securities sold .....	1,167,033	1,167,033	
2397.	Summary of remaining write-ins for Line 23 from overflow page	1,167,033	1,167,033	

## Additional Write-ins for Liabilities Line 25

2504.	Missing claimants liability .....	7,045,999	7,951,300
2505.	Group survivor income benefit reserve .....	3,253,114	2,846,665
2506.	Unearned premium reserve - other lines .....	13,522	18,352
2597.	Summary of remaining write-ins for Line 25 from overflow page	10,312,635	10,816,317

Schedule A - Part 2

**NONE**

Schedule A - Part 3

**NONE**

STATEMENT AS OF JUNE 30, 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								
<b>NONE</b>										
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										
004350109	Palmdale	CA		.08/31/1987	6,139,476			6,076,244	6,076,244			
009860089	Troy	MI		.07/01/1994	770,646			748,451	748,451			
004450180	San Diego	CA		.06/21/1979	759,370			689,067	689,067			
009051940	Syracuse	NY		.05/02/1979	19,732			6,485	6,485			
100000236	Aurora	CO		.12/17/1997	3,012,204			2,928,121	2,928,121			
100000267	Aurora	CO		.12/12/1997	639,405			627,291	627,291			
0199999. Mortgages closed by repayment					11,340,833			11,075,659	11,075,659			
9999999 - Totals												
					11,340,833			11,075,659	11,075,659			



STATEMENT AS OF JUNE 30, 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)
	<b>BONDS</b>								
	Special Revenue & Assessment United States								
31339D-4Q-8	FHLMC 2411 ZE 6.500% 02/15/32		06/01/2004	Interest Capitalization		654,521	654,521		1
31339D-MZ-8	FHLMC 2420 Z 6.500% 02/15/32		06/01/2004	Interest Capitalization		374,012	374,012		1
31339G-BY-6	FHLMC 2369 Z 6.500% 10/15/31		06/01/2004	Interest Capitalization		573,273	573,273		1
31339N-G2-6	FHLMC 2413 Z 6.500% 02/15/32		06/01/2004	Interest Capitalization		187,006	187,006		1
31339N-Y5-9	FHLMC 2427 EZ 6.500% 03/15/32		06/01/2004	Interest Capitalization		1,394,989	1,394,989		1
3133TK-2F-6	FHLMC 2134 ZD 6.500% 03/15/29		06/01/2004	Interest Capitalization		451,854	451,854		1
3133TK-B5-8	FHLMC 2136 ZC 6.500% 03/15/29		06/01/2004	Interest Capitalization		677,782	677,782		1
3133TK-DV-9	FHLMC 2145 KZ 6.500% 04/15/29		06/01/2004	Interest Capitalization		226,395	226,395		1
3133TL-M9-6	FHLMC 2173 ZA 6.000% 07/15/29		06/01/2004	Interest Capitalization		282,084	282,084		1
3133TP-5X-3	FHLMC 2235 CZ 7.000% 06/15/30		06/01/2004	Interest Capitalization		390,299	390,299		1
3133TP-6L-8	FHLMC 2235 KZ 6.500% 06/15/30		06/01/2004	Interest Capitalization		354,161	354,161		1
3133TP-B7-3	FHLMC 2237 Z 7.000% 05/15/29		06/01/2004	Interest Capitalization		228,686	228,686		1
3133TR-5P-6	FHLMC 2280 Z 6.000% 01/15/31		06/01/2004	Interest Capitalization		255,093	255,093		1
3133TV-N6-9	FHLMC 2440 Z 6.500% 04/15/32		06/01/2004	Interest Capitalization		462,491	462,491		1
3133TV-NP-7	FHLMC 2433 EZ 6.500% 04/15/32		06/01/2004	Interest Capitalization		369,993	369,993		1
3133TV-JR-5	FHLMC 2434 Z 6.500% 04/15/32		06/01/2004	Interest Capitalization		1,063,730	1,063,730		1
31359L-3W-3	FNMA 1996-10 Z 6.500% 04/25/26		04/01/2004	Interest Capitalization		236,017	236,017		1
31359S-4L-1	FNMA 2001-27 ZB 6.500% 06/25/31		06/01/2004	Interest Capitalization		363,040	363,040		1
31359W-FC-0	FNMA 1999-34 ZG 6.500% 07/25/29		06/01/2004	Interest Capitalization		288,984	288,984		1
31359X-DV-8	FNMA 1999-M5 Z 6.970% 08/17/39		06/01/2004	Interest Capitalization		750,793	750,793		1
31359X-FT-1	FNMA 1999-56 Z 7.000% 12/18/29		06/01/2004	Interest Capitalization		180,052	180,052		1
31359X-SN-0	FNMA 2000-2 Z 7.000% 02/25/30		06/01/2004	Interest Capitalization		235,434	235,434		1
31359X-ZH-5	FNMA 2000-5 ZA 6.500% 03/25/30		06/01/2004	Interest Capitalization		314,464	314,464		1
313920-A2-6	FNMA 2001-42 ZG 6.500% 09/25/31		06/01/2004	Interest Capitalization		579,500	579,500		1
313920-SH-4	FNMA 2001-35 Z 6.000% 08/25/31		06/01/2004	Interest Capitalization		300,624	300,624		1
313920-TW-0	FNMA 2001-35 ZB 6.500% 08/25/31		06/01/2004	Interest Capitalization		128,181	128,181		1
31392B-G6-6	FNMA 2002-10 ZG 6.500% 03/25/32		06/01/2004	Interest Capitalization		387,370	387,370		1
31392B-XQ-4	FNMA 2002-2 QZ 6.000% 02/25/32		06/01/2004	Interest Capitalization		343,248	343,248		1
31392C-J6-0	FNMA 2002-18 ZA 6.500% 04/25/32		06/01/2004	Interest Capitalization		688,195	688,195		1
31392K-K5-4	FHLMC 2453 KZ 6.500% 05/15/32		06/01/2004	Interest Capitalization		331,200	331,200		1
31392M-U3-4	FHLMC 2463 ZA 6.000% 06/15/32		06/01/2004	Interest Capitalization		414,308	414,308		1
31392R-2E-0	FHLMC 2474 ZB 6.000% 07/15/32		06/01/2004	Interest Capitalization		333,129	333,129		1
31392R-MA-6	FHLMC 2470 Z 6.000% 07/15/32		06/01/2004	Interest Capitalization		982,730	982,730		1
31392X-YC-6	FHLMC 2524 TZ 5.500% 11/15/32		06/01/2004	Interest Capitalization		228,870	228,870		1
31393G-V3-5	FHLMC 2533 Z 5.500% 12/15/32		06/01/2004	Interest Capitalization		887,631	887,631		1
31393J-6C-7	FHLMC 2556 KZ 5.500% 01/15/33		06/01/2004	Interest Capitalization		441,790	441,790		1
38373T-M6-9	GNMA 2002-4 Z 6.500% 01/16/32		06/01/2004	Interest Capitalization		338,434	338,434		1
3837H2-HK-8	GNMA 1999-23 Z 6.500% 06/20/29		05/01/2004	Interest Capitalization		369,491	369,491		1
677071-AC-6	OHANA MILITARY CMNTYS LLC NTS 6.193% 04/01/49		04/22/2004	LEHMAN BROTHERS		5,000,000	5,000,000		1FE
911760-MJ-2	VA VENDEE 1991-1 Z 6.500% 12/15/28		06/01/2004	Interest Capitalization		227,151	227,151		1
911760-NF-9	VA VENDEE 1999-3 Z 6.500% 10/15/29		06/01/2004	Interest Capitalization		541,734	541,734		1
911760-NR-3	VA VENDEE 2000-1 Z 7.250% 01/15/30		06/01/2004	Interest Capitalization		239,386	239,386		1
<b>Total United States</b>						<b>23,078,125</b>	<b>23,078,125</b>		<b>XXX</b>
<b>3199999. Bonds - Special Revenues</b>						<b>23,078,125</b>	<b>23,078,125</b>		<b>XXX</b>
	<b>Public Utilities (unaffiliated)</b> United States								
025537-AE-1	AMERICAN ELECTRIC POWER SR NTS 5.250% 06/01/15		04/14/2004	CREDIT SUISSE/FIRST BOSTON		4,890,250	5,000,000	100,625	2
037735-BZ-9	APPALACHIAN POWER BDS 5.950% 05/15/33		05/04/2004	CREDIT SUISSE/FIRST BOSTON		3,766,880	4,000,000	113,711	2FE
048303-CC-3	ATLANTIC CITY ELECTRIC CO 1ST MTG 5.800% 05/15/34		04/01/2004	Various		9,969,300	10,000,000		1FE
195869-AJ-1	COLONIAL PIPELINE SR NTS 6.580% 08/28/32		04/14/2004	UBS WARBURG		2,571,507	2,385,000	22,232	1FE
266228-CS-2	DUQUESNE LIGHT 1ST MTG 5.700% 05/15/14		05/13/2004	Various		20,944,000	21,000,000		2FE

E04

STATEMENT AS OF JUNE 30, 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)
665789-AV-5	NORTHERN STATES PIW-WISC SR NTS 5.250% 10/01/18		05/06/2004	CREDIT SUISSE/FIRST BOSTON		9,490,000	10,000,000	58,333	2FE
842400-ES-8	SO CALIF EDISON 1ST MTG 6.000% 01/15/34		04/02/2004	BANK OF AMERICA		9,998,900	10,000,000	138,333	2FE
882440-AS-9	TEXAS GAS TRANSMISSION NTS 4.600% 06/01/15		04/21/2004	UBS WARBURG		2,819,370	3,000,000	55,583	2FE
<b>Total United States</b>						<b>64,450,207</b>	<b>65,385,000</b>	<b>488,817</b>	<b>XXX</b>
<b>3899999. Bonds - Public Utilities</b>						<b>64,450,207</b>	<b>65,385,000</b>	<b>488,817</b>	<b>XXX</b>
<b>Industrial &amp; Miscellaneous United States</b>									
054937-AE-7	BB AND T CORPORATION SUB NTS 5.200% 12/23/15		05/06/2004	BANK OF AMERICA		6,701,730	7,000,000	139,533	1
060505-BG-8	BANKAMERICA CORPORATION SUB NTS 5.250% 12/01/15		05/05/2004	BANK OF AMERICA		9,688,100	10,000,000	250,833	1FE
079860-AE-2	BELLSOUTH CORP NTS 6.550% 06/15/34		06/22/2004	Various		5,962,020	6,000,000		1FE
097023-AK-1	BOEING COMPANY DEB 7.875% 04/15/43		06/01/2004	Paul Revere Life Insurance Co		23,171,600	20,000,000	201,250	1FE
102183-AK-6	BOWATER INC NTS 6.500% 06/15/13		05/12/2004	Various		5,692,000	6,000,000	145,889	3FE
120568-AL-4	BUNGE LTD FINANCE CORP NTS 5.350% 04/15/14		04/15/2004	J P MORGAN CHASE		14,749,500	15,000,000	15,604	2FE
126304-AG-9	CSC HOLDINGS INC DEBS 7.875% 02/15/18		05/07/2004	Various		1,976,250	2,000,000	38,062	3FE
126304-AK-0	CSC HOLDINGS INC NTS 7.625% 07/15/18		05/24/2004	Various		1,900,000	2,000,000	53,799	3Z
126304-AQ-7	CSC HOLDINGS INC 144A SR NTS 6.750% 04/15/12		04/23/2004	J P MORGAN CHASE		4,002,500	4,000,000	13,125	3FE
141781-AD-6	CARGILL INC DEBS 6.875% 02/01/36		06/01/2004	Paul Revere Life Insurance Co		16,318,050	15,000,000	343,750	1FE
162456-AM-9	CHATTEM INC SR SUB NTS 7.000% 03/01/14		04/23/2004	BANK OF AMERICA		988,750	1,000,000	12,056	4FE
200339-AD-1	COMERICA BANK SUB NTS 7.125% 12/01/13		06/01/2004	Paul Revere Life Insurance Co		2,215,060	2,000,000	71,250	1FE
235811-AL-0	DANA CORP NTS 7.000% 03/01/29		05/25/2004	Various		7,551,580	8,190,000	132,178	3FE
242361-AB-9	DEAN FOODS COMPANY SR NTS 6.900% 10/15/17		06/30/2004	Various		16,570,375	16,350,000	74,894	3Z
2515E0-AA-7	DEUTSCHE BK FINL LLC NTS 5.375% 03/02/15		05/03/2004	DEUTSCHE BANK		14,986,350	15,000,000	167,969	1FE
256605-AN-6	DOLE CO GTD NTS 7.250% 06/15/10		04/21/2004	Various		5,123,750	5,000,000	127,882	4FE
316773-AD-2	FIFTH THIRD BANCORP SUB NTS 4.500% 06/01/18		04/29/2004	LEHMAN BROTHERS		19,506,390	21,500,000	397,437	1FE
410768-AG-0	HANOVER COMPRESS CO SR NTS 9.000% 06/01/14		05/25/2004	J P MORGAN CHASE		1,000,000	1,000,000		4FE
459200-AN-1	INTERNATIONAL BUSINESS MACHINE DEB 7.000% 10/30/45		06/01/2004	Paul Revere Life Insurance Co		18,629,760	16,000,000	96,444	1FE
462846-AC-0	IRON MOUNTAIN INC CO GTD 6.625% 01/01/16		04/28/2004	Various		5,685,000	6,000,000	131,396	4FE
482732-AC-8	K2 CORPORATION NTS 7.375% 07/01/14		06/24/2004	J P MORGAN CHASE		500,000	500,000		3FE
502413-AQ-0	L-3 COMMUNICATIONS CORP SR SUB NTS 6.125% 01/15/14		05/26/2004	Various		10,367,500	11,000,000	267,628	3FE
577778-BD-4	MAY DEPT STORES DEBS 7.875% 08/15/36		06/01/2004	Paul Revere Life Insurance Co		11,549,600	10,000,000	231,875	2FE
580135-BY-6	MCDONALDS CORP DEBS 6.375% 01/08/28		04/02/2004	CREDIT SUISSE/FIRST BOSTON		5,696,722	5,250,000	82,742	1FE
585515-AD-1	MELLON FUNDING CORP CO GTD 5.000% 12/01/14		05/07/2004	BANK OF AMERICA		6,692,140	7,000,000	156,528	1FE
585515-AE-9	MELLON FUNDING CORP BDS 5.500% 11/15/18		04/05/2004	BANK OF AMERICA		5,163,750	5,000,000	116,111	1FE
65332V-BD-4	NEXTEL COMMUNICATIONS SR NTS 7.375% 08/01/15		05/14/2004	BANK OF AMERICA		1,950,000	2,000,000	44,250	3FE
655044-AB-1	NOBLE ENERGY INC 144A SR NTS 5.250% 04/15/14		04/14/2004	Various		6,964,580	7,000,000		2FE
693476-AT-0	PNC FUNDING CORPORATION CO GTD 5.250% 11/15/15		05/12/2004	GOLDMAN SACHS		9,503,800	10,000,000	2,917	1FE
704549-AD-6	PEABODY ENERGY CORP SR NTS 5.875% 04/15/16		05/10/2004	MORGAN STANLEY		6,032,812	6,750,000	30,844	3FE
723787-AB-3	PIONEER NATURAL RESOURCE SR GTD 7.200% 01/15/28		04/14/2004	Various		10,478,769	9,550,000	176,540	2FE
726505-AA-8	PLAINS E&P COMPANY 144A SR NTS 7.125% 06/15/14		06/18/2004	Various		1,989,560	2,000,000		3FE
74153Q-AE-2	PRIDE INTERNATIONAL INC NTS 7.375% 07/15/14		06/22/2004	SALOMON SMITH BARNEY		1,492,110	1,500,000		3FE
78572M-AA-3	SABMILLER PLC 144A BDS 6.625% 08/15/33		04/05/2004	J P MORGAN CHASE		10,829,200	10,000,000	97,535	2FE
827048-AK-5	SILGAN CORP SR SUB NTS 6.750% 11/15/13		05/14/2004	MORGAN STANLEY		6,883,750	7,000,000	167,438	4FE
834182-AN-7	SOLETRON CORP SR NTS 9.625% 02/15/09		05/19/2004	LEHMAN BROTHERS		2,092,500	2,000,000	52,938	4FE
844730-AG-6	SOUTHTRUST CORP NTS 5.800% 06/15/14		05/19/2004	MERRILL LYNCH		21,466,460	21,500,000		1FE
844741-AM-0	SOUTHWEST AIRLINES COMPANY SF PTC A4 9.150% 07/01/16		06/01/2004	Paul Revere Life Insurance Co		7,810,660	6,500,000	247,813	1FE
86787G-AC-6	SUNTRUST BANK SUB NTS SER BKNT 5.450% 12/01/17		05/03/2004	Various		22,816,438	22,500,000	484,558	1FE
89579K-AF-6	TRIAD HOSPITALS INC SR NTS 7.000% 05/15/12		04/29/2004	Various		5,000,000	5,000,000		4FE
907818-CU-0	UNION PACIFIC RAILROAD NTS 6.250% 05/01/34		04/29/2004	CREDIT SUISSE/FIRST BOSTON		4,922,200	5,000,000		2FE
947075-AA-5	WEATHERFORD INTL INC NTS 4.950% 10/15/13		05/17/2004	UBS WARBURG		4,767,800	5,000,000	24,063	2FE
949746-FS-5	WELLS FARGO COMPANY SUB NTS 4.625% 04/15/14		05/05/2004	UBS WARBURG		18,869,400	20,000,000	87,361	1FE
94977X-AB-5	WFMS 2001-30 A2 6.000% 12/25/31		06/01/2004	Interest Capitalization		86,672	86,672		1FE
984121-BM-4	XEROX CORPORATION SR NTS 7.625% 06/15/13		05/21/2004	Various		2,922,500	3,000,000	101,878	4Z
98412J-BA-1	XEROX CORP DEBS 7.200% 04/01/16		06/30/2004	Various		4,745,000	5,000,000	79,400	4FE
<b>Total United States</b>						<b>374,012,688</b>	<b>369,176,672</b>	<b>4,865,770</b>	<b>XXX</b>

STATEMENT AS OF JUNE 30, 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)
Canada									
009037-AA-0	AINSWORTH LUMBER 144A SR NTS 6.750% 03/15/14	C	05/13/2004	GOLDMAN SACHS		4,632,500	5,000,000	69,750	4FE
009037-AC-6	AINSWORTH LUMBER NTS 6.750% 03/15/14	C	06/30/2004	SALOMON SMITH BARNEY		945,000	1,000,000	1,125	4FE
448055-AB-9	HUSKY ENERGY INC NTS 6.150% 06/15/19	C	06/25/2004	Various		10,026,000	10,000,000	22,208	2FE
599908-AE-0	MILLAR WESTERN 144A SR NTS 7.750% 11/15/13	C	06/30/2004	SCOTIA MCLEOD		3,037,500	3,000,000	32,076	4
74022D-AC-4	PRECISION DRILL NTS 5.625% 06/01/14	C	05/25/2004	UBS WARBURG		9,979,500	10,000,000		2FE
87971K-AE-7	TEMBEC INC SR NTS 7.750% 03/15/12	C	04/27/2004	Various		3,980,000	4,000,000	38,750	3
<b>Total Canada</b>						<b>32,600,500</b>	<b>33,000,000</b>	<b>163,909</b>	<b>XXX</b>
Other Country									
06738C-AE-9	BARCLAYS BANK PLC NTS 8.550% 06/15/11	F	06/01/2004	Paul Revere Life Insurance Co		5,953,000	5,000,000	197,125	1FE
12638V-AC-0	CSN ISLANDS VI CORPORATION SA NT 7.427% 05/03/12	F	06/03/2004	SALOMON SMITH BARNEY		15,000,000	15,000,000		2Z
656531-AF-7	NORSK HYDRO A/S NTS 6.700% 01/15/18	F	06/25/2004	BEAR STEARNS		16,428,300	15,000,000	463,417	1FE
66567E-AW-5	NORTHERN ROCK PLC 144A NTS 5.600% 04/30/14	F	05/07/2004	LEHMAN BROTHERS		14,606,650	15,000,000	20,222	2FE
<b>Total Other Country</b>						<b>51,987,950</b>	<b>50,000,000</b>	<b>680,764</b>	<b>XXX</b>
<b>4599999. Bonds - Industrial and Miscellaneous</b>						<b>458,601,138</b>	<b>452,176,672</b>	<b>5,710,443</b>	<b>XXX</b>
<b>6099997. Total - Bonds - Part 3</b>						<b>546,129,470</b>	<b>540,639,797</b>	<b>6,199,260</b>	<b>XXX</b>
<b>6099998. Total - Bonds - Part 5</b>									<b>XXX</b>
<b>6099999. Total - Bonds</b>						<b>546,129,470</b>	<b>540,639,797</b>	<b>6,199,260</b>	<b>XXX</b>
PREFERRED STOCKS Banks, Trust & Insurance Companies United States									
052668-20-9	AUTHORIA CONV PFD STOCK SER C		05/01/2004	Stock Split		36,000,000			P3UZ
<b>Total United States</b>							<b>XXX</b>		<b>XXX</b>
<b>6299999. Preferred Stocks - Banks, Trust, and Insurance Companies</b>							<b>XXX</b>		<b>XXX</b>
<b>6599997. Total - Preferred Stocks - Part 3</b>							<b>XXX</b>		<b>XXX</b>
<b>6599998. Total - Preferred Stocks - Part 5</b>							<b>XXX</b>		<b>XXX</b>
<b>6599999. Total - Preferred Stocks</b>							<b>XXX</b>		<b>XXX</b>
<b>7299997. Total - Common Stocks - Part 3</b>							<b>XXX</b>		<b>XXX</b>
<b>7299998. Total - Common Stocks - Part 5</b>							<b>XXX</b>		<b>XXX</b>
<b>7299999. Total - Common Stocks</b>							<b>XXX</b>		<b>XXX</b>
<b>7399999. Total - Preferred and Common Stocks</b>							<b>XXX</b>		<b>XXX</b>
<b>7499999 - Totals</b>						<b>546,129,470</b>	<b>XXX</b>	<b>6,199,260</b>	<b>XXX</b>

(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 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								
	BONDS US Governments United States																					
312925-6W-5	FREDDIE MAC DEBS 0.000% 10/07/32		04/07/2004	Call	13.9961	61,583,034	440,000,000	55,528,273	60,460,332		1,122,702		1,122,702		61,583,034				1,122,702	10/07/2032	1	
912810-CG-1	U S TREASURY BDS 9.125% 05/15/09		05/15/2004	Call	100.0000	700,000	700,000	696,938	698,805		1,195		1,195		700,000				33,133	05/15/2009	1	
<b>Total United States</b>						62,283,034	440,700,000	56,225,211	61,159,137		1,123,897		1,123,897		62,283,034				1,155,835	XXX	XXX	
0399999. Bonds - U.S. Governments						62,283,034	440,700,000	56,225,211	61,159,137		1,123,897		1,123,897		62,283,034				1,155,835	XXX	XXX	
	Special Revenue & Assessment  United States																					
3128F7-DE-1	FGLMC FGD67301 7.000% 01/01/26		06/01/2004	Paydown		16,550	16,550	16,468	16,468		82		82		16,550				491	01/01/2026	1	
3128FR-GT-1	FGLMC D82010 7.000% 08/01/27		06/01/2004	Paydown		144	144	144	144						144				5	08/01/2027	1	
31292G-6S-0	FGLMC C00881 7.000% 11/01/29		06/01/2004	Paydown		248,941	248,941	245,829	245,943		2,998		2,998		248,941				10,039	11/01/2029	1	
31292G-TJ-5	FGLMC C00553 7.000% 09/01/27		06/23/2004	Various		888,922	850,725	840,756	840,896		1,700		1,700		842,596		46,326	46,326	34,324	09/01/2027	1	
31293W-W9-7	FGLMC C31572 7.000% 10/01/29		06/01/2004	Paydown		98,484	98,484	97,253	97,283		1,201		1,201		98,484				3,502	10/01/2029	1	
31293X-6H-6	FGLMC C32672 7.000% 11/01/29		06/01/2004	Paydown		115,284	115,284	113,843	113,896		1,388		1,388		115,284				4,847	11/01/2029	1	
31293X-RB-6	FGLMC C32282 7.000% 10/01/29		06/01/2004	Paydown		6,333	6,333	6,254	6,257		76		76		6,333				237	10/01/2029	1	
31293Y-JY-3	FGLMC C32979 7.000% 11/01/29		06/01/2004	Paydown		409,232	409,232	404,117	404,306		4,926		4,926		409,232				15,659	11/01/2029	1	
31293Y-LS-3	FGLMC C33037 7.000% 11/01/29		06/01/2004	Paydown		150,806	150,806	148,921	148,991		1,815		1,815		150,806				6,500	11/01/2029	1	
31339G-JS-1	FHLMC 2367 PD 6.000% 02/15/30		06/01/2004	Paydown		5,052,083	5,052,083	4,980,249	4,980,249		71,834		71,834		5,052,083				195,385	02/15/2030	1	
3133TN-3V-4	FHLMC 2207 ZA 7.000% 12/15/29		06/01/2004	Paydown		2,369,714	2,369,714	2,084,856	2,138,013		231,701		231,701		2,369,714				301,371	12/15/2029	1	
31345F-XD-2	FHLMC 304276 8.000% 07/01/18		06/01/2004	Paydown		41,919	41,919	45,351	45,302		(3,383)		(3,383)		41,919				(1,961)	07/01/2018	1	
31359L-3W-3	FNMA 1996-10 Z 6.500% 04/25/26		06/01/2004	Paydown		2,011,430	2,011,430	2,090,168	2,090,168		(78,738)		(78,738)		2,011,430				(16,966)	04/25/2026	1	
31359N-UY-5	FNMA 1997-16 ZB 7.000% 02/01/27		06/01/2004	Paydown		1,707,062	1,707,062	1,789,928	1,797,112		(90,050)		(90,050)		1,707,062				(83,215)	02/01/2027	1	
31359Q-DE-1	FNMA 1997-54 Z 6.500% 08/01/27		06/01/2004	Paydown		1,477,482	1,477,482	1,271,771	1,314,154		163,328		163,328		1,477,482				202,674	08/01/2027	1	
31371G-BC-3	FNMA 251235 7.000% 10/01/27		06/23/2004	Various		205,387	196,557	194,376	194,400		318		318		194,718		10,669	10,669	7,945	10/01/2027	1	
31371G-FF-2	FNMA 251366 8.000% 12/01/27		06/01/2004	Paydown		309,781	309,781	317,236	317,054		(7,273)		(7,273)		309,781				2,797	12/01/2027	1	

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STATEMENT AS OF JUNE 30, 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 254447 6.000% 09/01/32		06/01/2004	Paydown		2,513,430	2,513,430	2,522,376	2,522,072		(8,642)		(8,642)		2,513,430				52,671	09/01/2032	1
31374G-SM-0	FNMA 313824 8.000% 11/01/27		06/01/2004	Paydown		189,711	189,711	194,276	194,133		(4,422)		(4,422)		189,711				1,711	11/01/2027	1
31383C-WW-1	FNMA 499361 8.000% 09/01/29		06/01/2004	Paydown		1,083	1,083	1,109	1,108		(25)		(25)		1,083				11	09/01/2029	1
31383C-XU-4	FNMA 499391 8.000% 09/01/29		06/01/2004	Paydown		20,664	20,664	21,161	21,149		(485)		(485)		20,664				85	09/01/2029	1
31383P-H8-2	FNMA 508855 8.000% 08/01/29		06/01/2004	Paydown		200,968	200,968	205,804	205,670		(4,702)		(4,702)		200,968				1,159	08/01/2029	1
31383S-Y4-6	FNMA 512031 8.000% 11/01/29		06/01/2004	Paydown		676	676	692	691		(15)		(15)		676				7	11/01/2029	1
31384D-LD-2	FNMA 520624 8.000% 11/01/29		06/01/2004	Paydown		94,829	94,829	97,111	96,992		(2,163)		(2,163)		94,829				1,009	11/01/2029	1
31384V-LN-0	FNMA 535033 7.500% 11/01/29		06/01/2004	Paydown		2,401,089	2,401,089	2,404,372	2,403,750		(2,661)		(2,661)		2,401,089				71,834	11/01/2029	1
31384V-LP-5	FNMA 535034 8.000% 11/01/29		06/01/2004	Paydown		582,212	582,212	596,221	595,830		(13,618)		(13,618)		582,212				5,015	11/01/2029	1
31385H-XB-3	FNMA 545274 6.000% 11/01/31		06/01/2004	Paydown		2,424,224	2,424,224	2,432,668	2,432,363		(8,139)		(8,139)		2,424,224				51,334	11/01/2031	1
31385X-NR-4	FNMA 555800 5.500% 10/01/33		06/01/2004	Paydown		555,296	555,296	561,880	561,862		(6,566)		(6,566)		555,296				6,053	10/01/2033	1
31388U-JW-1	FNMA 615077 6.500% 01/01/32		06/01/2004	Paydown		1,703,639	1,703,639	1,702,574	1,702,340		1,299		1,299		1,703,639				47,693	01/01/2032	1
31388U-YX-2	FNMA 615526 6.000% 11/01/31		06/01/2004	Paydown		626,239	626,239	627,431	627,371		(1,132)		(1,132)		626,239				15,074	11/01/2031	1
31391L-X9-1	FNMA 670404 6.000% 07/01/32		06/01/2004	Paydown		3,293,499	3,293,499	3,299,767	3,299,461		(5,962)		(5,962)		3,293,499				77,067	07/01/2032	1
31400B-ZD-1	FNMA 683040 6.000% 02/01/33		06/01/2004	Paydown		1,101,367	1,101,367	1,103,463	1,103,364		(1,997)		(1,997)		1,101,367				23,447	02/01/2033	1
31400H-Z2-2	FNMA 688461 6.000% 02/01/33		06/01/2004	Paydown		1,346,686	1,346,686	1,349,249	1,349,128		(2,442)		(2,442)		1,346,686				32,977	02/01/2033	1
31400K-GM-2	FNMA 689704 6.000% 02/01/33		06/01/2004	Paydown		2,298,050	2,298,050	2,302,423	2,302,218		(4,168)		(4,168)		2,298,050				49,706	02/01/2033	1
31401K-PL-3	FNMA 710627 5.500% 05/01/33		06/01/2004	Paydown		2,577,438	2,577,438	2,607,996	2,607,912		(30,474)		(30,474)		2,577,438				30,767	05/01/2033	1
31401W-RK-7	FNMA 720590 5.500% 06/01/33		06/01/2004	Paydown		1,287,952	1,287,952	1,303,224	1,303,182		(15,230)		(15,230)		1,287,952				12,523	06/01/2033	1
31403L-F2-2	FNMA 751785 5.500% 10/01/33		06/01/2004	Paydown		14,279	14,279	14,448	14,448		(169)		(169)		14,279				158	10/01/2033	1
38373Q-KE-0	GNMA 2003-47 A 2.848% 06/16/18		06/01/2004	Paydown		234,395	234,395	234,102	234,102		293		293		234,395				3,077	06/16/2018	1
3837H2-HK-8	GNMA 1999-23 Z 6.500% 06/20/29		06/01/2004	Paydown		903,098	903,098	942,049	942,049		(38,951)		(38,951)		903,098				(19,542)	06/20/2029	1
605275-CR-5	MISSISSIPPI BUSINESS FIN CORP 7.550% 06/01/04		06/01/2004	Maturity		9,490,000	9,490,000	9,485,065	9,489,731		269		269		9,490,000				358,517	06/01/2004	1FE
704532-B*-0	PAYSON UTAH CITY OF IND DEV 10.000% 01/01/06		06/01/2004	Redemption 100.0000		11,103	11,103	11,103	11,103						11,103				463	01/01/2006	1

STATEMENT AS OF JUNE 30, 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									
<b>Total United States</b>						48,981,481	48,934,454	48,668,084	48,772,665				151,821		151,821	48,924,486		56,995	56,995	1,506,450	XXX	XXX	
<b>3199999. Bonds - Special Revenues</b>						48,981,481	48,934,454	48,668,084	48,772,665				151,821		151,821	48,924,486		56,995	56,995	1,506,450	XXX	XXX	
	Public Utilities (unaffiliated)																						
	United States																						
025537-AE-1	AMERICAN ELECTRIC PWR SR NTS 5.250% 06/01/15		05/04/2004	CREDIT SUISSE/FIRST BOSTON		4,834,500	5,000,000	4,890,250	4,890,250				485		485	4,890,735		(56,235)	(56,235)	114,235	06/01/2015	2	
125152-AC-2	C E GENERATION LLC SR SEC BDS 7.416% 12/15/18		06/15/2004	Redemption 100.0000		460,813	460,813	435,160	439,430				21,383		21,383	460,813				38,469	12/15/2018	3FE	
17185-AA-5	CINCAP IV LLC SR NTS 7.810% 07/06/09		06/06/2004	Redemption 100.0000		543,420	543,420	570,591	564,253				(20,833)		(20,833)	543,420				(3,134)	07/06/2009	2	
190441-AX-3	COASTAL CORP SR NTS 6.375% 02/01/09		06/25/2004	Various		3,000,000	3,500,000	3,489,640	3,493,866				424		424	3,494,290		(494,290)	(494,290)	184,856	02/01/2009	5FE	
437410-AB-9	HOMER CITY FDG LLC SER B SR SEC BD 8.734% 10/01/26		04/01/2004	Redemption 100.0000		7,425	7,425	7,333	7,339				86		86	7,425				411	10/01/2026	3FE	
494492-AA-9	KINCAID GEN SR SEC BDS 144A 7.330% 06/15/20		06/15/2004	Redemption 100.0000		326,100	326,100	296,099	299,553				26,547		26,547	326,100				38,499	06/15/2020	2FE	
67105-AB-5	CSP FINANCE CO SR NTS SER B 7.920% 02/15/06		06/15/2004	Redemption 100.0000		883,022	883,022	845,530	877,887				5,135		5,135	883,022				34,275	02/15/2006	1	
685211-AD-6	ORANGE PLC SR SUB NTS 9.000% 06/01/09		06/01/2004	Call 104.5000 SALOMON SMITH BARNEY		16,197,500	15,500,000	15,505,600	15,504,443				693,057		693,057	16,197,500				1,390,557	06/01/2009	2	
835415-AG-5	SONAT INC SR NT 6.625% 02/01/08		06/30/2004			5,486,250	6,000,000	5,990,180	5,995,215				507		507	5,995,722		(509,472)	(509,472)	367,090	02/01/2008	5FE	
<b>Total United States</b>						31,739,030	32,220,780	32,030,383	32,072,236				726,791		726,791	32,799,027		(1,059,997)	(1,059,997)	2,165,258	XXX	XXX	
	Other Country																						
458182-C*-1	AGUAS ARGENTINAS SA (IDB) SER B SR NT PLC 10.150% 11/15/11	F	06/29/2004	Capital Distribution		60,048		60,048	60,048						60,048						11/15/2011	6	
<b>Total Other Country</b>						60,048		60,048	60,048						60,048							XXX	XXX
<b>3899999. Bonds - Public Utilities</b>						31,799,078	32,220,780	32,090,431	32,132,284				726,791		726,791	32,859,075		(1,059,997)	(1,059,997)	2,165,258	XXX	XXX	
	Industrial & Miscellaneous																						
	United States																						
020039-AF-0	ALLTEL CORP NTS 7.250% 04/01/04		04/01/2004	Maturity		18,000,000	18,000,000	16,914,410	17,959,822				40,178		40,178	18,000,000				692,679	04/01/2004	1FE	
096907-AB-6	BOEING CO PTC SER 1992-A2 7.910% 06/30/04		06/30/2004	Redemption 100.0000		2,644,950	2,644,950	2,543,062	2,638,060				6,890		6,890	2,644,950				111,499	06/30/2004	1FE	

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STATEMENT AS OF JUNE 30, 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)
11448*-AF-4	BROOKSHIRE GROCERY CO SER A-1 SR MTG NT 7.690% 03/01/08		06/01/2004	Redemption	100.0000	43,761	43,761	43,761	42,844						43,761				1,403	03/01/2008	2
11448*-AG-2	BROOKSHIRE GROCERY CO SER A-2 SR MTG NT 7.690% 03/01/08		06/01/2004	Redemption	100.0000	69,809	69,809	69,809	67,546						69,809				2,239	03/01/2008	2
11448*-AH-0	BROOKSHIRE GROCERY CO SER A-3 SR MTG NT 7.690% 03/01/08		06/01/2004	Redemption	100.0000	68,767	68,767	68,767	68,033						68,767				2,205	03/01/2008	2
11448*-AJ-6	BROOKSHIRE GROCERY CO SER A-4 SR MTG NT 7.690% 03/01/08		06/01/2004	Redemption	100.0000	78,145	78,145	78,145	78,145						78,145				2,506	03/01/2008	2
11448*-AL-1	BROOKSHIRE GROCERY CO SR SEC NT 7.670% 06/01/09		06/01/2004	Redemption	100.0000	110,746	110,746	110,746	110,746						110,746				3,542	06/01/2009	2
11448*-CG-0	BROOKSHIRE GROCERY CO SER A-1 SR SEC NTS 6.950% 10/01/17		06/01/2004	Redemption	100.0000	25,546	25,546	25,546	25,546						25,546				740	10/01/2017	2
11448*-CH-8	BROOKSHIRE GROCERY CO SER A-2 SR SEC NTS 6.950% 10/01/17		06/01/2004	Redemption	100.0000	33,024	33,024	33,024	33,024						33,024				957	10/01/2017	2
11448*-CJ-4	BROOKSHIRE GROCERY CO SER A-3 SR SEC NTS 6.950% 10/01/17		06/01/2004	Redemption	100.0000	47,010	47,010	47,010	47,010						47,010				1,362	10/01/2017	2
11448*-CK-1	BROOKSHIRE GROCERY CO SER A-4 SR SEC NTS 6.950% 10/01/17		06/01/2004	Redemption	100.0000	33,763	33,763	33,763	33,763						33,763				978	10/01/2017	2
11448*-CL-9	BROOKSHIRE GROCERY CO SER A-5 SR SEC NTS 6.950% 10/01/17		06/01/2004	Redemption	100.0000	30,915	30,915	30,915	30,915						30,915				896	10/01/2017	2
124860-CC-9	C-BASS LLC TR CRT SER 99-3 M-1 7.312% 01/28/29		05/01/2004	Paydown		42,281	42,281	40,867	41,873		1,325		1,325		42,281				2,098	01/28/2029	1FE
124860-CD-7	C-BASS LLC TR CRT SER 99-3 M-2 7.312% 01/28/29		05/01/2004	Paydown		95,315	95,315	91,234	93,761		3,817		3,817		95,315				5,560	01/28/2029	1FE
124860-CE-5	C-BASS LLC TR CRT SER 99-3 M-3 7.312% 01/28/29		05/01/2004	Paydown		30,913	30,913	29,449	30,280		1,367		1,367		30,913				1,931	01/28/2029	1FE
126408-A*-4	CSX CORP (EL PASO) SER A SEC NT 9.000% 05/20/04		05/20/2004	Redemption	100.0000	942,344	942,344	987,984	960,882		(18,538)		(18,538)		942,344				23,868	05/20/2004	2
12669B-T6-9	COUNTRYWIDE 2001-5 A4 Z1 7.000% 06/25/31		06/01/2004	Paydown		9,439,062	9,439,062	9,232,113	9,220,730		218,332		218,332		9,439,062				528,885	06/25/2031	1FE
131347-AW-6	CALPINE SR NTS 8.500% 02/15/11		06/29/2004	MORGAN STANLEY		662,500	1,000,000	998,214	998,685		69		69		998,754		(336,254)	(336,254)	74,916	02/15/2011	5

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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)
15874*-AB-7	CHAMPLAIN HLDG CORP (NYSEG) COLL TR NTS 8.510% 12/05/05		06/05/2004	Redemption	100.0000	258,523	258,523	258,523	258,523						258,523				11,000	12/05/2005	2
16117P-AF-7	CHARTER COMM HLDG LLC SR NTS 9.920%		04/30/2004	CREDIT SUISSE/FIRST BOSTON		1,665,000	2,000,000	1,227,880	1,953,001		46,997		46,997		1,999,998		(334,998)	(334,998)	65,736	04/01/2011	6FE
161551-BH-8	CHASE 1999-3 M1 7.844% 07/25/29		04/01/2004	Paydown		590,713	590,713	621,726	589,852		861		861		590,713				16,297	07/25/2029	1FE
16162T-W9-3	CHASE 2002-S7 6.500% 06/25/32		04/01/2004	Paydown		331,970	331,970	290,301	292,186		39,784		39,784		331,970				46,899	06/25/2032	1FE
172921-AL-2	CITICORP MTG 1987-10 10.000% 07/01/17		06/01/2004	Paydown		26,429	26,429	26,429	26,429						26,429				1,093	07/01/2017	1FE
210805-CY-1	CONTINENTAL AIR PTC SER 2000-1 8.048% 11/01/20		05/01/2004	Redemption	100.0000	476,437	476,437	473,998	473,873		2,564		2,564		476,437				21,736	11/01/2020	2FE
247361-WL-8	DELTA AIR LINES ETC SER C NTS 9.450% 02/14/06		04/20/2004	The Bank of New York		1,194,540	1,389,000	1,418,283	1,400,878		(1,339)		(1,339)		1,399,539		(204,999)	(204,999)	89,449	02/14/2006	4
26735*-AA-5	DUVAL FDG CORP SEC NTS 13.000% 12/05/04		06/05/2004	Redemption	100.0000	116,611	116,611	116,611	116,611						116,611				6,326	12/05/2004	3
293310-AA-5	ENHANCED COLO ISSUER LLC SER 2002A CAPCO NTS 9.142% 03/01/13		04/30/2004	Redemption	100.0000	267,468	267,468	267,468	267,468						267,468				25,128	03/01/2013	1FE
316351-A#-2	CITICORP SVGS & LN ASSOC MBS PTC 9.250% 10/01/08		06/01/2004	Paydown		2,311	2,311	2,242	2,287		24		24		2,311				109	10/01/2008	5*
345397-HG-1	FORD MOTOR CREDIT NTS 7.500% 06/15/04		06/15/2004	Maturity		5,000,000	5,000,000	4,734,200	4,982,352		17,648		17,648		5,000,000				205,148	06/15/2004	2
35638*-AC-0	FREEDOM COMM INC SR NT SER C 6.725% 06/23/10		05/18/2004	Call	111.0474	18,878,060	17,000,000	17,000,000	17,000,000		1,878,060		1,878,060		18,878,060				2,338,535	06/23/2010	4
36157D-AE-6	GE CAP MTG 1999-HE3 A5 7.795% 10/25/29		06/01/2004	Paydown		2,518,708	2,518,708	2,674,946	2,664,815		(146,107)		(146,107)		2,518,708				(63,392)	10/25/2029	1FE
44060*-AB-1	HORNELL HLDG CORP (NY ST ELEC) SEC NTS 7.750% 01/31/05		06/30/2004	Redemption	100.0000	115,784	115,784	115,784	115,784						115,784				4,360	01/31/2005	2
52465#-AT-2	LEGG MASON MTG (J SAINSBURY) LS NTS 8.310% 05/10/25		06/10/2004	Redemption	100.0000	8,259	8,259	8,259	8,259						8,259				286	05/10/2025	1
52465#-AZ-8	LEGG MASON (FLUOR) SER 2001 CTL 3 PTC 7.560% 06/08/21		06/08/2004	Redemption	100.0000	23,194	23,194	25,716	25,580		(2,386)		(2,386)		23,194				(1,655)	06/08/2021	1
55982#-AA-0	MAHER TERMINALS INC SR SEC NTS 8.470% 07/01/21		06/09/2004	MERRILL LYNCH		3,947,080	4,000,000	4,000,000	4,000,000						4,000,000		(52,920)	(52,920)	325,624	07/01/2021	2
58759*-AA-9	MERCATUS FDG CORP SEC NTS 10.750% 04/01/07		06/01/2004	Redemption	100.0000	28,222	28,222	28,222	28,222						28,222				1,266	04/01/2007	2
589497-AA-4	MEREY SWEENEY LP 144A SR 8.850% 12/18/19		06/18/2004	Redemption	100.0000	77,500	77,500	78,475	78,298		(798)		(798)		77,500				2,632	12/18/2019	2FE

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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)
69348R-PF-7	PNC MTG SECS 1999-8 1A4 6.750% 08/25/29		06/01/2004	Paydown		2,401,207	2,401,207	2,269,140	2,315,178		86,029		86,029		2,401,207				148,743	08/25/2029	1FE
720101-C*-3	PIEDMONT AVIATION SEC NTS 9.900% 10/30/04		04/30/2004	Redemption 100.0000		101,696	101,696	101,696	101,696						101,696				5,082	10/30/2004	6
73664#-AA-8	PORTLAND NAT GAS TRANS SYS SR SEC NT 5.900% 12/31/18		06/30/2004	Redemption 100.0000		131,818	131,818	131,818	131,818						131,818				5,833	12/31/2018	2Z
74955*-AA-8	RGS (AEGCO) FDG CORP COLL TR BD SER B 9.590% 12/07/04		06/07/2004	Redemption 100.0000		466,993	466,993	466,993	466,993						466,993				22,392	12/07/2004	2
74955#-AA-6	RGS (I&M) FDG CORP COLL TR BD SER B 9.590% 12/07/04		06/07/2004	Redemption 100.0000		466,993	466,993	466,993	466,993						466,993				22,392	12/07/2004	2
758052-A*-5	REDWOOD FDG CORP (MCI WORLDCOM) SEC NTS SER A 9.875% 01/01/07		05/03/2004	Various		613,778	613,778	398,956	398,956		214,822		214,822		613,778				240,288	01/01/2007	4Z
761042-CF-5	RMT 2000-A A4 Z 6.500% 04/19/29		06/01/2004	Paydown		33,834,728	33,834,728	28,498,392	28,711,611		5,123,117		5,123,117		33,834,728				5,485,165	04/19/2029	1FE
80417*-AA-7	SAUGERTIES PPTY INC SEC NTS 10.250% 12/31/04		06/30/2004	Redemption 100.0000		49,296	49,296	49,296	49,296						49,296				2,108	12/31/2004	3
805564-G0-8	SAXON 2000-3 AF5 7.850% 12/25/30		06/01/2004	Paydown		1,706,078	1,706,078	1,824,971	1,816,585		(110,507)		(110,507)		1,706,078				(56,194)	12/25/2030	1FE
834376-AB-1	SOLUTION INC DEBS 7.375% 10/15/27		04/21/2004	LEHMAN BROTHERS		1,236,250	2,875,000	1,214,688	977,500	237,188			237,188		1,214,688		21,562	21,562		10/15/2027	6FE
84534E-BZ-0	SOUTHWESTERN BELL CAP MTN 6.450% 04/26/2007		04/26/2004	Maturity		2,000,000	2,000,000	2,038,440	2,030,477		(30,477)		(30,477)		2,000,000				18,781	04/26/2004	1
887321-AA-5	TIME WARNER TELECOM NTS 9.750% 07/15/08		04/30/2004	MORGAN STANLEY		860,000	1,000,000	1,005,000	1,002,267		(278)		(278)		1,001,989		(141,989)	(141,989)	78,264	07/15/2008	5FE
892790-LE-4	TRAILER TRAIN CO EQUIP TR CERT SER 51 9.160% 05/02/06		05/02/2004	Redemption 100.0000		660,259	660,259	660,259	660,259						660,259				30,240	05/02/2006	1
903236-AD-9	URS CORP SR NT 12.250% 05/01/09		06/02/2004	Call 106.1250		1,703,306	1,605,000	1,639,106	1,625,504		77,802		77,802		1,703,306				186,271	05/01/2009	4FE
911363-AH-2	UNITED RENTALS INC NTS 9.000% 04/01/09		04/01/2004	Call 104.5000		2,090,000	2,000,000	1,937,500	1,959,573		130,427		130,427		2,090,000				220,427	04/01/2009	4
939335-E7-6	WASHINGTON MUTUAL 2002-MS1 2A8 6.250% 02/25/32		05/01/2004	Paydown		2,771,781	2,771,781	2,454,734	2,471,316		300,465		300,465		2,771,781				369,827	02/25/2032	1FE
94978#-AK-3	WELLS FARGO 2001A-DC-6-LLC (PTC - CVS) 7.290% 01/10/24		06/10/2004	Redemption 100.0000		33,349	33,349	34,926	34,852		(1,503)		(1,503)		33,349				(489)	01/10/2024	1
94978F-AD-9	WELLS FARGO 2002-3 A4 6.500% 03/25/32		06/01/2004	Paydown		4,757,307	4,757,307	4,329,274	4,335,229		422,078		422,078		4,757,307				545,473	03/25/2032	1FE
97180*-FU-7	WILM (DELTA AIR) SEC LN CERT SER A 10.330% 06/15/04		06/15/2004	Redemption 100.0000		747,468	747,468	747,468	747,468						747,468				38,607	06/15/2004	3

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STATEMENT AS OF JUNE 30, 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)
97180*-NJ-3	WILM (AMER AIR) SER A SEC NT H1 2.675%		04/05/2004	Redemption	100.0000	57,039	57,039	51,335	51,349		5,690		5,690		57,039				6,453	04/05/2007	4
97180*-NR-5	WILM (AMER AIR) SER A SEC NT A1 3.363%		04/18/2004	Redemption	100.0000	17,647	17,647	17,117	17,120		527		527		17,647				824	10/18/2009	4
97180*-NS-3	WILM (AMER AIR) SER A SEC NT A2 3.363%		04/18/2004	Redemption	100.0000	17,647	17,647	17,117	17,120		527		527		17,647				824	10/18/2009	4
97180*-NT-1	WILM (AMER AIR) SER A SEC NT A3 3.363%		04/18/2004	Redemption	100.0000	17,647	17,647	17,117	17,120		527		527		17,647				824	10/18/2009	4
97181#-HE-6	WILM TRUST (SCHLUMBERGER) SER 1 EQUIP NTS 8.520%		06/20/2004	Redemption	100.0000	75,049	75,049	75,049	75,049						75,049				3,188	12/20/2013	1
97181#-HH-9	WILM TRUST (SCHLUMBERGER) SER 2 EQUIP NTS 8.520%		06/20/2004	Redemption	100.0000	123,704	123,704	123,704	123,704						123,704				5,259	06/20/2014	1
97181#-HJ-5	WILM TRUST (SCHLUMBERGER) SER 3 EQUIP NTS 8.520%		06/20/2004	Redemption	100.0000	165,672	165,672	165,672	165,672						165,672				7,043	06/20/2014	1
97181#-HM-8	WILM TRUST (SCHLUMBERGER) SER 4 EQUIP NTS 8.520%		06/20/2004	Redemption	100.0000	127,317	127,317	127,317	127,317						127,317				5,412	06/20/2014	1
97181#-HW-6	WILM TRUST (SCHLUMBERGER) SER 5 NTS 8.520% 06/20/14		06/20/2004	Redemption	100.0000	186,309	186,309	186,309	186,309						186,309				8,143	06/20/2014	1
974272-AB-2	WINN-DIXIE PTC SER 1999-1 A2 8.181%		06/30/2004	Various		7,562,500	9,500,000	9,500,000	9,500,000						9,500,000		(1,937,500)	(1,937,500)	380,189	09/01/2024	4FE
000000-00-0	DERIVATIVES ACTIVITY ON HEDGED BONDS		06/30/2004	Various		7,321,000			7,321,000						7,321,000					05/01/2026	1
Total United States						140,229,498	135,478,262	125,298,269	134,671,414	237,188	8,307,994		8,545,182		143,216,596		(2,987,098)	(2,987,098)	12,336,210	XXX	XXX
01877K-AD-5	Canada ALLIANCE PIPELINE LP 144A BDS 4.591%	C	06/30/2004	Redemption	100.0000	373,600	373,600	374,654	374,623		(1,023)		(1,023)		373,600				7,553	12/31/2025	2FE
65333N-AB-6	NEXFOR INC NTS 7.250%	C	06/21/2004	UBS WARBURG		12,907,320	12,000,000	11,984,040	11,985,731		598		598		11,986,329		920,991	920,991	853,681	07/01/2012	2FE
Total Canada						13,280,920	12,373,600	12,358,694	12,360,354		(425)		(425)		12,359,929		920,991	920,991	861,234	XXX	XXX
Other Country																					

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STATEMENT AS OF JUNE 30, 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)
022202-AA-3	ALUMINA ENTERPRISES LTD SR NTS 10.480%	F	04/15/2004	Redemption	100.0000	220,747	220,747	220,747	220,747						220,747				11,567	07/15/2010	3FE
458182-C@-9	TGS (Transportadora) SER B LP 10.190%	F	04/28/2004	DEUTSCHE BANK		12,712,500	15,000,000	11,250,000	5,250,000	6,000,000			6,000,000		11,250,000		1,462,500	1,462,500		05/15/2011	6
46289#-AC-5	IRON ORE EXPORT MASTER TR (SAMARCO) SR SEC EXP NTS 10.043%	F	05/31/2004	Redemption	100.0000	588,235	588,235	588,235	588,235						588,235				29,538	05/31/2005	2
525392-AA-4	LEISER SA DE CV SER 1999-1 SEC EXP NTS 8.940%	F	06/30/2004	Redemption	100.0000	640,704	640,704	640,704	640,704						640,704				28,639	12/29/2006	2FE
55282@-AA-9	MCM MEXICO LEASE FIN TR CL A CERT 9.920%	F	06/01/2004	Redemption	100.0000	67,680	67,680	67,680	67,680						67,680				2,800	02/01/2016	2
71912N-AA-5	PHOENIX PARK FDG SR GTD BD 7.267%	F	04/01/2004	Redemption	100.0000	137,500	137,500	144,350	143,635		(6,135)		(6,135)		137,500				(1,139)	04/01/2013	2FE
795750-AA-6	SALTA HYDROCARBON RTY TR TARGETED AMORT NTS 11.550%	F	06/28/2004	Various		5,222,195	5,960,397	5,960,397	5,932,193		28,204		28,204		5,960,397		(738,202)	(738,202)	283,367	12/28/2012	5FE
886527-AA-8	AES IHB CAYMAN LTD CERT 11.500%	F	04/01/2004	CREDIT SUISSE/FIRST BOSTON		5,946,131	6,870,500	5,496,400	5,496,400						5,496,400		449,731	449,731		04/15/2016	5FE
M5314#-AA-0	HURRIYET GAZATECILIK MATBAACIL SR NT 12.000%	F	05/05/2004	Redemption	100.0000	555,556	555,556	555,556	555,556						555,556				33,333	05/05/2006	4
Total Other Country						26,091,248	30,041,319	24,924,069	18,895,150	6,000,000	22,069		6,022,069		24,917,219		1,174,029	1,174,029	388,105	XXX	XXX
4599999. Bonds - Industrial and Miscellaneous						179,601,666	177,893,181	162,581,032	165,926,918	6,237,188	8,329,638		14,566,826		180,493,744		(892,078)	(892,078)	13,585,549	XXX	XXX
6099997. Total - Bonds - Part 4						322,665,259	699,748,415	299,564,758	307,991,004	6,237,188	10,332,147		16,569,335		324,560,339		(1,895,080)	(1,895,080)	18,413,092	XXX	XXX
6099998. Total - Bonds - Part 5																				XXX	XXX
6099999. Total - Bonds						322,665,259	699,748,415	299,564,758	307,991,004	6,237,188	10,332,147		16,569,335		324,560,339		(1,895,080)	(1,895,080)	18,413,092	XXX	XXX
6599997. Total - Preferred Stocks - Part 4							XXX													XXX	XXX
6599998. Total - Preferred Stocks - Part 5							XXX													XXX	XXX
6599999. Total - Preferred Stocks							XXX													XXX	XXX
7299997. Total - Common Stocks - Part 4							XXX													XXX	XXX
7299998. Total - Common Stocks - Part 5							XXX													XXX	XXX
7299999. Total - Common Stocks							XXX													XXX	XXX
7399999. Total - Preferred and Common Stocks							XXX													XXX	XXX
7499999 - Totals						322,665,259	XXX	299,564,758	307,991,004	6,237,188	10,332,147		16,569,335		324,560,339		(1,895,080)	(1,895,080)	18,413,092	XXX	XXX

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

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

**SCHEDULE DB - PART A - SECTION 1**

Showing all Options, Caps, Floors and Insurance Futures Options Owned at Current Statement Date

1 Description	2 Number of Contracts or Notional Amount	3 Date of Maturity, Expiry or Settlement	4 Strike Price, Rate or Index	5 Date of Acquisition	6 Exchange or Counterparty	7 Cost/Option Premium	8 Book Value	9 *	10 Statement Value	11 Fair Value	12 Year to Date Increase/ (Decrease) by Adjustment	13 Used to Adjust Basis of Hedged Item	14 Other Investment/ Miscellaneous Income
Put Options - Hedging													
Interest Rate Swaption Receive Fixed, Pay LIBOR	145,000,000	10/03/2005	5.730%	04/29/2004	Merrill Lynch	5,952,250	5,952,250		5,952,250	5,173,129			
Interest Rate Swaption Receive Fixed, Pay LIBOR	80,000,000	04/03/2006	5.770%	04/26/2004	Merrill Lynch	3,768,000	3,768,000		3,768,000	2,906,789			
Interest Rate Swaption Receive Fixed, Pay LIBOR	135,000,000	01/03/2006	5.760%	04/28/2004	Deutsche Bank	5,872,500	5,872,500		5,872,500	4,951,682			
Interest Rate Swaption Receive Fixed, Pay LIBOR	120,000,000	07/03/2006	5.835%	04/26/2004	Deutsche Bank	5,850,000	5,850,000		5,850,000	4,546,817			
Interest Rate Swaption Receive Fixed, Pay LIBOR	135,000,000	04/01/2005	5.915%	05/17/2004	Bear Stearns	4,576,500	4,576,500		4,576,500	6,173,417			
Interest Rate Swaption Receive Fixed, Pay LIBOR	170,000,000	07/01/2005	5.980%	05/11/2004	Merrill Lynch	6,630,000	6,630,000		6,630,000	8,105,885			
0199999. Subtotal - Call Options - Hedging						32,649,250	32,649,250	XXX	32,649,250	31,857,719			
0499999. Subtotal - Call Options						32,649,250	32,649,250	XXX	32,649,250	31,857,719			
0899999. Subtotal - Put Options								XXX					
1299999. Subtotal - Caps								XXX					
1699999. Subtotal - Floors								XXX					
2099999. Subtotal - Insurance Futures Call Options								XXX					
2499999. Subtotal - Insurance Futures Put Options								XXX					
2599999. Subtotal - Hedging						32,649,250	32,649,250	XXX	32,649,250	31,857,719			
2799999. Subtotal - Other								XXX					
9999999 - Totals						32,649,250	32,649,250	XXX	32,649,250	31,857,719			

**SCHEDULE DB - PART B - SECTION 1**

Showing all Options, Caps, Floors and Insurance Futures Options Written and In-Force at Current Statement Date

1 Description	2 Number of Contracts or Notional Amount	3 Date of Maturity, Expiry or Settlement	4 Strike Price, Rate or Index	5 Date of Issuance/ Purchase	6 Exchange or Counterparty	7 Consideration Received	8 Book Value	9 *	10 Statement Value	11 Fair Value	12 Year to Date Increase/ (Decrease) by Adjustment	13 Used to Adjust Basis	14 Other Investment/ Miscellaneous Income
<b>NONE</b>													
9999999 - Totals								XXX					

STATEMENT AS OF JUNE 30, 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							
<b>Swaps - Hedging Transactions</b>															
Receive Fixed, Pay LIBOR	36,000,000	08/15/2004	6.782% (LIBOR)	05/10/2001	Goldman Sachs					4,820,266				73,485	
Receive Fixed, Pay LIBOR	37,000,000	11/01/2004	6.786% (LIBOR)	05/10/2001	Goldman Sachs					4,541,974				119,417	
Receive Fixed, Pay LIBOR	38,000,000	02/01/2005	6.8275% (LIBOR)	12/01/2001	Goldman Sachs					4,451,040				155,134	
Receive Fixed, Pay LIBOR	36,000,000	05/01/2005	6.8325% (LIBOR)	12/01/2001	Goldman Sachs					3,904,569				172,337	
Receive Fixed, Pay LIBOR	38,000,000	08/01/2005	6.835% (LIBOR)	12/01/2001	Goldman Sachs					3,820,922				205,223	
Receive Fixed, Pay LIBOR	45,000,000	11/01/2005	6.841% (LIBOR)	12/01/2001	Goldman Sachs					4,237,570				267,804	
Receive Fixed, Pay LIBOR	25,000,000	02/15/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					2,268,091				161,374	
Receive Fixed, Pay LIBOR	25,000,000	05/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					2,115,470				173,055	
Receive Fixed, Pay LIBOR	25,000,000	08/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					1,978,537				183,995	
Receive Fixed, Pay LIBOR	25,000,000	11/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					1,855,445				194,320	
Receive Fixed, Pay LIBOR	45,000,000	02/01/2012	6.5025% (LIBOR)	07/01/2003	Merrill Lynch					56,642				622,997	
Receive Fixed, Pay LIBOR	40,000,000	08/01/2005	6.300% (LIBOR)	07/01/2003	Merrill Lynch					1,676,947				216,025	
Receive Fixed, Pay LIBOR	70,000,000	08/01/2008	6.640% (LIBOR)	07/01/2003	Deutsche Bank					1,617,913				714,435	
Receive Fixed, Pay LIBOR	45,000,000	08/01/2006	6.4250% (LIBOR)	07/01/2003	Deutsche Bank					1,440,859				331,191	
Receive Fixed, Pay LIBOR	45,000,000	05/01/2012	6.472% (LIBOR)	07/01/2003	Goldman Sachs					(236,613)				633,073	
Receive Fixed, Pay LIBOR	45,000,000	08/01/2012	6.482% (LIBOR)	07/01/2003	Goldman Sachs					(235,093)				642,991	
Receive Fixed, Pay LIBOR	50,000,000	11/01/2012	6.500% (LIBOR)	07/01/2003	Goldman Sachs					(232,301)				725,287	
Receive Fixed, Pay LIBOR	40,000,000	02/01/2013	6.510% (LIBOR)	07/01/2003	Goldman Sachs					(178,583)				588,784	
Receive Fixed, Pay LIBOR	50,000,000	11/01/2011	6.6070% (LIBOR)	07/01/2003	Goldman Sachs					137,908				680,839	
Receive Fixed, Pay LIBOR	50,000,000	08/01/2011	6.5960% (LIBOR)	07/01/2003	Goldman Sachs					147,118				669,266	
Receive Fixed, Pay LIBOR	55,000,000	11/01/2010	6.5320% (LIBOR)	07/01/2003	Goldman Sachs					139,709				696,606	
Receive Fixed, Pay LIBOR	70,000,000	08/01/2010	6.5170% (LIBOR)	07/01/2003	Goldman Sachs					193,588				869,147	
Receive Fixed, Pay LIBOR	70,000,000	05/01/2009	6.4260% (LIBOR)	07/01/2003	Goldman Sachs					72,572				776,075	
Receive Fixed, Pay LIBOR	65,000,000	02/01/2009	6.4070% (LIBOR)	07/01/2003	Goldman Sachs					67,173				702,080	
Receive Fixed, Pay LIBOR	70,000,000	11/01/2007	6.540% (LIBOR)	07/01/2003	Goldman Sachs					1,827,167				646,948	
Receive Fixed, Pay LIBOR	75,000,000	08/01/2007	6.5250% (LIBOR)	07/01/2003	Goldman Sachs					2,042,521				667,317	
Receive Fixed, Pay LIBOR	70,000,000	02/01/2007	6.4780% (LIBOR)	07/01/2003	Goldman Sachs					2,050,732				571,548	
Receive Fixed, Pay LIBOR	45,000,000	05/01/2006	6.4030% (LIBOR)	07/01/2003	Goldman Sachs					1,522,070				311,498	
Receive Fixed, Pay LIBOR	55,000,000	02/01/2006	6.360% (LIBOR)	07/01/2003	Goldman Sachs					1,878,132				355,023	
Receive Fixed, Pay LIBOR	40,000,000	08/01/2013	6.6650% (LIBOR)	07/01/2003	Swiss Re					107,507				605,530	
Receive Fixed, Pay LIBOR	35,000,000	05/01/2013	6.6650% (LIBOR)	07/01/2003	Swiss Re					106,200				522,564	
Receive Fixed, Pay LIBOR	50,000,000	05/01/2011	6.5700% (LIBOR)	07/01/2003	Swiss Re					150,442				657,489	
Receive Fixed, Pay LIBOR	55,000,000	02/01/2011	6.5550% (LIBOR)	07/01/2003	Swiss Re					178,701				710,047	
Receive Fixed, Pay LIBOR	40,000,000	11/01/2006	6.4650% (LIBOR)	07/01/2003	Swiss Re					1,344,761				310,913	
Receive Fixed, Pay LIBOR	45,000,000	11/01/2005	6.3350% (LIBOR)	07/01/2003	Swiss Re					1,729,569				267,804	
Receive Fixed, Pay LIBOR	55,000,000	05/01/2010	6.4900% (LIBOR)	07/01/2003	UBS					238,529				668,915	
Receive Fixed, Pay LIBOR	60,000,000	02/01/2010	6.4800% (LIBOR)	07/01/2003	UBS					292,698				714,143	
Receive Fixed, Pay LIBOR	60,000,000	11/01/2009	6.4400% (LIBOR)	07/01/2003	UBS					81,359				698,212	
Receive Fixed, Pay LIBOR	70,000,000	08/01/2009	6.4300% (LIBOR)	07/01/2003	UBS					93,716				795,561	
Receive Fixed, Pay LIBOR	75,000,000	11/01/2008	6.390% (LIBOR)	07/01/2003	UBS					246,573				788,095	
Receive Fixed, Pay LIBOR	35,000,000	11/01/2013	6.820% (LIBOR)	07/01/2003	UBS					357,736				537,015	
Receive Fixed, Pay LIBOR	70,000,000	05/01/2007	6.510% (LIBOR)	07/01/2003	UBS					2,226,997				597,739	
Receive Fixed, Pay LIBOR	70,000,000	05/01/2008	6.790% (LIBOR)	08/01/2003	UBS					2,863,082				692,670	
Receive Fixed, Pay LIBOR	80,000,000	02/01/2008	6.755% (LIBOR)	08/01/2003	UBS					3,271,705				765,942	

E07





**Footnotes:**

(A) The rate of interest varies.

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