



LIFE ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF September 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, ROGER CARL EDGREN #

DIRECTORS OR TRUSTEES

THOMAS ROS WATJEN, FLOYD DEAN COPELAND, ROBERT O'HARA BEST #, ROGER CARL EDGREN #, ROBERT CARL GREVING #, PETER CARL MADEJA #, KEVIN PAUL MCCARTHY #

State of Tennessee, County of Hamilton SS:

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

THOMAS ROS WATJEN, President and Chief Executive Officer; SUSAN NANCE ROTH, Vice President, Corporate Secretary and Assistant General Counsel; JOHN JOESPH IWANICKI, Vice President and Treasurer

Subscribed and sworn to before me this 8th day of November, 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 SEPTEMBER 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	10,737,453,007		10,737,453,007	10,170,168,856
2. Stocks:				
2.1 Preferred stocks	2,076,188		2,076,188	2,690,443
2.2 Common stocks	208,136,131		208,136,131	192,082,418
3. Mortgage loans on real estate:				
3.1 First liens	381,101,882		381,101,882	410,440,238
3.2 Other than first liens	3,109,545		3,109,545	4,998,378
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	91,167,554		91,167,554	91,190,939
4.2 Properties held for the production of income (less \$0 encumbrances)	11,299,595		11,299,595	10,737,620
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$(57,947,375)), cash equivalents (\$199,502,487) and short-term investments (\$0)	141,555,112		141,555,112	94,043,466
6. Contract loans, (including \$0 premium notes)	77,933,753		77,933,753	82,877,680
7. Other invested assets	6,398,710		6,398,710	7,876,737
8. Receivable for securities	7,800,715		7,800,715	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)	11,700,681,442		11,700,681,442	11,101,799,876
11. Investment income due and accrued	153,745,803		153,745,803	146,328,013
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	221,826,041	10,393,653	211,432,388	227,323,467
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	762,003		762,003	984,279
12.3 Accrued retrospective premiums				
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers	46,097,814	3,757,901	42,339,913	43,070,961
13.2 Funds held by or deposited with reinsured companies				
13.3 Other amounts receivable under reinsurance contracts	62,965,118		62,965,118	62,795,326
14. Amounts receivable relating to uninsured plans	5,168,111		5,168,111	5,671,461
15.1 Current federal and foreign income tax recoverable and interest thereon				
15.2 Net deferred tax asset	294,987,000	270,809,000	24,178,000	37,876,000
16. Guaranty funds receivable or on deposit	6,683,854		6,683,854	6,666,732
17. Electronic data processing equipment and software				
18. Furniture and equipment, including health care delivery assets (\$0)	1,702,096	1,702,096		
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	16,185,942	16,185,942		
22. Other assets nonadmitted	337,226	337,226		
23. Aggregate write-ins for other than invested assets	155,550,982	4,226,749	151,324,233	146,726,916
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	12,666,693,432	307,412,567	12,359,280,865	11,779,243,031
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	16,297,531		16,297,531	17,928,932
26. Total (Lines 24 and 25)	12,682,990,963	307,412,567	12,375,578,396	11,797,171,964
DETAILS OF WRITE-INS				
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	131,756,683		131,756,683	126,667,961
2302. Premiums Receivable - other lines	15,212,786		15,212,786	16,075,454
2303. Other assets	8,408,552	4,053,788	4,354,764	3,983,501
2398. Summary of remaining write-ins for Line 23 from overflow page	172,961	172,961		
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	155,550,982	4,226,749	151,324,233	146,726,916

STATEMENT AS OF SEPTEMBER 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 \$851,966,417 less \$0 included in Line 6.3 (including \$0 Modco Reserve)	851,966,417	843,179,309
2. Aggregate reserve for accident and health contracts (including \$0 Modco Reserve)	4,981,588,407	4,923,827,925
3. Liability for deposit-type contracts (including \$0 Modco Reserve)	628,898,920	609,488,392
4. Contract claims:		
4.1 Life	253,824,583	263,032,714
4.2 Accident and health	665,723,834	659,542,900
5. Policyholders' dividends \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment to12/31/2004 (including \$0 Modco)	15,470,000	16,170,000
6.2 Dividends not yet apportioned (including \$ Modco)		
6.3 Coupons and similar benefits (including \$ Modco)		
7. Amount provisionally held for deferred dividend policies not included in Line 6		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$0 discount; including \$20,393,324 accident and health premiums	25,549,008	21,337,369
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$20,238,387 accident and health experience rating refunds	22,525,388	19,013,775
9.3 Other amounts payable on reinsurance, including \$7,780,712 assumed and \$27,301,468 ceded	35,082,180	72,298,942
9.4 Interest Maintenance Reserve	74,817,150	76,141,805
10. Commissions to agents due or accrued-life and annuity contracts \$10,508,735 , accident and health \$28,689,221 and deposit-type contract funds \$0	39,197,956	51,409,054
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	6,156,501	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	15,374,369	23,639,570
15.1 Current federal and foreign income taxes, including \$3,716,169 on realized capital gains (losses)	19,344,718	16,784,899
15.2 Net deferred tax liability		
16. Unearned investment income	1,590,320	1,594,186
17. Amounts withheld or retained by company as agent or trustee	1,942,530	390,742
18. Amounts held for agents' account, including \$19,675,235 agents' credit balances	19,675,235	20,485,549
19. Remittances and items not allocated	55,467,971	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	64,302,130	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	3,204,424,439	2,735,563,866
24.4 Payable to parent, subsidiaries and affiliates	60,374,890	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	20,833,466	0
24.9 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	52,519,562	52,530,756
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	11,118,976,741	10,602,271,041
27. From Separate Accounts Statement	16,297,531	17,928,932
28. Total liabilities (Lines 26 and 27)	11,135,274,272	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	159,181,720	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)	(136,509,461)	(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)	1,235,304,124	1,171,971,990
38. Totals of Lines 29, 30 and 37	1,240,304,124	1,176,971,990
39. Totals of Lines 28 and 38	12,375,578,396	11,797,171,964
DETAILS OF WRITE-INS		
2501. Miscellaneous Amounts Payable	15,316,491	18,359,623
2502. Policy claims - other lines	15,263,394	15,311,803
2503. Missing claimants liability	7,284,997	7,951,300
2598. Summary of remaining write-ins for Line 25 from overflow page	14,654,680	10,908,030
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	52,519,562	52,530,756
3101. Deferred gain on reinsurance transactions	159,181,720	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)	159,181,720	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

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	2,115,496,164	2,084,374,699	2,769,683,574
2. Considerations for supplementary contracts with life contingencies	41,393	232,797	244,205
3. Net investment income	567,551,344	595,180,581	785,441,578
4. Amortization of Interest Maintenance Reserve (IMR)	6,899,259	7,596,221	10,611,740
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	151,742,717	116,115,327	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	165,666	153,440	208,138
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	32,639,805	20,422,807	34,626,025
9. Totals (Lines 1 to 8.3)	2,874,536,348	2,824,075,872	3,768,721,941
10. Death benefits	381,301,629	354,005,972	472,529,672
11. Matured endowments (excluding guaranteed annual pure endowments)	326,753	334,406	411,911
12. Annuity benefits	20,539,546	21,619,139	28,796,083
13. Disability benefits and benefits under accident and health contracts	1,319,846,794	1,364,370,805	1,808,341,184
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	14,938,118	11,774,249	14,591,734
16. Group conversions	(404,949)	(515,664)	(692,791)
17. Interest and adjustments on contract or deposit-type contract funds	9,144,970	10,550,296	13,785,866
18. Payments on supplementary contracts with life contingencies	221,683	269,905	340,886
19. Increase in aggregate reserves for life and accident and health and contracts	27,040,913	192,738,457	242,971,993
20. Totals (Lines 10 to 19)	1,772,955,457	1,955,147,564	2,581,076,539
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	261,840,113	271,138,126	360,457,476
22. Commissions and expense allowances on reinsurance assumed	6,989,802	5,565,744	6,190,108
23. General insurance expenses	488,558,859	468,788,591	650,590,520
24. Insurance taxes, licenses and fees, excluding federal income taxes	77,506,192	75,703,682	96,652,885
25. Increase in loading on deferred and uncollected premiums	177,939	21,633	100,274
26. Net transfers to or (from) Separate Accounts net of reinsurance	(1,383,392)	(1,054,399)	(1,324,054)
27. Aggregate write-ins for deductions	139,774,485	104,689,155	149,657,514
28. Totals (Lines 20 to 27)	2,746,419,455	2,880,000,096	3,843,401,261
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	128,116,893	(55,924,225)	(74,679,320)
30. Dividends to policyholders	10,642,373	11,596,250	15,584,039
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	117,474,520	(67,520,476)	(90,263,360)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	(4,933,634)	(64,886,588)	(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)	122,408,154	(2,633,888)	(19,378,392)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 7,853,536 (excluding taxes of \$ (3,001,710) transferred to the IMR)	(21,545,353)	(20,833,241)	(48,912,455)
35. Net income (Line 33 plus Line 34)	100,862,801	(23,467,129)	(68,290,847)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	1,176,971,990	1,130,454,521	1,130,454,521
37. Net income (Line 35)	100,862,801	(23,467,129)	(68,290,847)
38. Change in net unrealized capital gains (losses)	35,255,695	14,380,307	13,277,382
39. Change in net unrealized foreign exchange capital gain (loss)	(83,349)	3,387,537	(1,268,842)
40. Change in net deferred income tax	(33,028,000)	(52,650,000)	(35,654,000)
41. Change in non-admitted assets and related items	25,529,803	5,787,250	(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	(31,682,455)	(36,750,818)	(46,911,739)
44. Change in asset valuation reserve	(34,207,895)	(6,735,670)	(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	(29,314,466)	31,934,952	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)	63,332,134	129,205,009	46,517,469
55. Capital and surplus, as of statement date (Lines 36 + 54)	1,240,304,124	1,259,659,530	1,176,971,990
DETAILS OF WRITE-INS			
08.301. Income from modco agreements	19,928,899	16,215,007	22,998,624
08.302. Miscellaneous income	13,972,350	11,925,505	17,398,880
08.303. Other income (loss) from other lines	(1,261,444)	(7,717,705)	(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)	32,639,805	20,422,807	34,626,025
2701. Income transfer under funds held reinsurance	139,280,400	103,292,485	148,312,024
2702. Change in group life survivor income benefit reserve	422,239	813,313	761,684
2703. Penalties and fines	71,846	583,357	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)	139,774,485	104,689,155	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 SEPTEMBER 30, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	2,143,735,939	2,773,085,921
2. Net investment income	503,982,250	671,909,720
3. Miscellaneous income	26,969,009	94,475,497
4. Total (Lines 1 to 3)	2,674,687,198	3,539,471,138
5. Benefit and loss related payments	1,784,050,675	2,291,457,076
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts	(1,383,392)	(1,324,054)
7. Commissions, expenses paid and aggregate write-ins for deductions	854,166,983	1,506,174,788
8. Dividends paid to policyholders	11,342,373	15,584,039
9. Federal and foreign income taxes paid (recovered) \$ 7,563,000 net of tax on capital gains (losses)	360,083	(59,096,000)
10. Total (Lines 5 through 9)	2,648,536,722	3,752,795,849
11. Net cash from operations (Line 4 minus Line 10)	26,150,476	(213,324,711)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	858,572,190	2,608,938,138
12.2 Stocks	755,051	362,687,806
12.3 Mortgage loans	44,597,189	115,508,821
12.4 Real estate	1,293,756	26,603,769
12.5 Other invested assets	2,067,908	388,691
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(1,189,611)	236,478
12.7 Miscellaneous proceeds	19,826,858	(3,468,714)
12.8 Total investment proceeds (Lines 12.1 to 12.7)	925,923,341	3,110,894,988
13. Cost of investments acquired (long-term only):		
13.1 Bonds	1,352,552,889	3,478,655,596
13.2 Stocks	929,495	350,037,972
13.3 Mortgage loans	13,370,000	0
13.4 Real estate	3,995,522	7,046,445
13.5 Other invested assets	595,053	2,057,029
13.6 Miscellaneous applications	0	16,758,925
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,371,442,959	3,854,555,967
14. Net increase (or decrease) in policy loans and premium notes	(4,943,927)	(5,249,085)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(440,575,691)	(738,411,895)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock	30,000,000	210,351,529
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities	13,177,131	21,348,587
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	418,759,730	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)	461,936,861	1,017,702,657
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11, plus Lines 15 and 17)	47,511,646	65,966,051
19. Cash and short-term investments:		
19.1 Beginning of year	94,043,466	28,077,415
19.2 End of period (Line 18 plus Line 19.1)	141,555,112	94,043,466

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

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EXHIBIT 1**DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life			
2. Ordinary life insurance	20,446,425	20,915,180	27,437,824
3. Ordinary individual annuities	88,979	177,612	74,141
4. Credit life (group and individual)			
5. Group life insurance	994,472,429	973,589,837	1,305,619,227
6. Group annuities	291,798	0	0
7. A & H - group	1,912,668,416	1,848,652,791	2,472,403,722
8. A & H - credit (group and individual)			
9. A & H - other	372,432,633	374,434,446	504,499,443
10. Aggregate of all other lines of business			
11. Subtotal	3,300,400,680	3,217,769,865	4,310,034,356
12. Deposit-type contracts	4,316,273	3,824,032	4,764,233
13. Total	3,304,716,953	3,221,593,896	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. On August 5, 2004, the Company filed several motions challenging the sufficiency of the complaint. The plaintiffs have responded to those motions and a hearing will be held during November 2004.

Examinations and Investigations

Broker Compensation, Quoting Process, and Related Matters

In June 2004, UnumProvident received a subpoena from the Office of the New York Attorney General (NYAG) requesting documents and information relating to compensation agreements between insurance brokers and UnumProvident and its subsidiaries. UnumProvident has received subpoenas for additional information, including information regarding its quoting process and the placement of reinsurance coverages. UnumProvident is reviewing its compensation policies and procedures for compliance with applicable legal requirements. As announced on October 19, 2004, UnumProvident and its subsidiaries will not enter into any new broker compensation agreements until this review is completed, and UnumProvident fully supports the complete and timely disclosure of compensation paid to the broker of a customer. UnumProvident is cooperating with the NYAG's requests and is in the process of gathering and providing information in response to these requests.

On October 26, 2004, UnumProvident received a subpoena from the Office of the Attorney General of the State of Connecticut. This subpoena also requested information regarding the quoting process and information regarding compensation agreements with brokers. UnumProvident will fully cooperate with this investigation.

On October 25, 2004, UnumProvident received a letter from the Massachusetts Division of Insurance announcing its intention to conduct a limited scope market conduct examination to determine whether the allegations raised in the NYAG's complaint against Marsh & McLennan are prevalent in the Commonwealth of Massachusetts. UnumProvident will fully cooperate with the Division's conduct of this examination.

Claim Related

UnumProvident has experienced increased market conduct examinations by state insurance departments focused specifically on its disability claims handling policies and practices. On March 19, 2003, UnumProvident consented to the entry of an order by the Georgia Insurance Commissioner that, among other things, ordered four UnumProvident insurance subsidiaries 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, the insurance commissioners of Maine, Massachusetts, and Tennessee, the states of domicile of UnumProvident's principal insurance subsidiaries, initiated a multistate targeted market conduct examination in September 2003 that focused on the disability claims handling policies and practices of these subsidiaries and whether they reflected unfair claim settlement practices. These three insurance commissioners have acted as the lead state regulators in conducting the exam. The insurance departments of 47 other states, the District of Columbia, and American Samoa have joined as participants in the multistate exam.

While the multistate exam was in progress, other investigations of UnumProvident's claims handling practices were proceeding. UnumProvident received a letter in September 2003 from the NYAG indicating that it was reviewing the disability claims handling practices and related issues of UnumProvident and its insurance subsidiaries. UnumProvident received several subsequent requests for additional information relating to several claims handling related issues and has been providing information in response to those requests.

In a letter dated March 25, 2004, the U.S. Department of Labor (DOL) 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 has been in the process of gathering and providing information in response to several requests.

As a result of the multistate exam and the other claim-related investigations, UnumProvident has had extensive discussions beginning with the lead state regulators that were joined later by the DOL, the NYAG, and the insurance department of the State of New York, which joined because UnumProvident has two insurance companies writing disability insurance that are domesticated in New York. Discussions also included the insurance department of California, which had an examination and investigation relating in part to claims handling practices that raised issues similar to the issues raised in the multistate exam. UnumProvident's goal has been to have these regulators and agencies join a combined resolution of the claim handling issues that addresses the needs of the various constituents that have an interest in UnumProvident and affect its business. While UnumProvident acknowledges that this objective adds complexity to the process, it believes that substantial progress has been made. The discussions are ongoing, and no assurances can be given as to their outcome or the number of parties that may join a combined resolution.

NOTES TO FINANCIAL STATEMENTS

While the multistate examination has been in progress, several states have chosen to pursue their own market conduct examinations and investigations, which include claim related as well as certain other state specific issues. These include California, Arizona, Minnesota and New Mexico. Although these states are also participants in the multistate examination, it is uncertain as to whether any of these states will join in any combined resolution of the claims handling matters, pursue their own examination to conclusion, or pursue a combination of joining a multistate resolution and resolving certain state specific issues separately.

These regulatory examinations and investigations could result in, among other things, changes in business practices, including broker compensation and related disclosure practices, changes in the Company's claims handling 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, adversely affect the Company's ratings, or 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 the Company's defense of various lawsuits described herein.

Other Litigation

On October 20, 2004, a purported class action complaint for violations of the Racketeer Influenced and Corrupt Organizations Act (RICO), Ronald Scott Shirley v. Universal Life Resources, et al., was filed in the United States District Court for the Southern District of California. The allegations are made against Universal Life Resources, a major broker, and several major insurers, including UnumProvident, claiming there was a conspiracy to fraudulently market, sell and administer insurance products to employee benefit plans by extracting undisclosed compensation and fees from the employers sponsoring the plans and from the participants of those plans. The Company will vigorously defend the litigation.

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 subsidiaries of the Company acted either as pool managers or underwriting agents, as pool members or as reinsurers. 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). 08/20/2001
- 7.4 By what department or departments? Maine and Nevada
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes [] No [X]
- 8.2 If yes, give full information:
- 9.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 9.2 If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 9.4 If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

GENERAL INTERROGATORIES

INVESTMENT

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

10.2 If yes, explain:

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

11.2 If yes, give full and complete information relating thereto: The Company has \$50,000,000, \$252,531,000 and \$60,000,000 par value in bonds that are held as collateral for reverse repurchase agreements and \$50,000,000, \$252,531,000 and \$60,000,000 par value in bonds held as collateral for repurchase agreements with Lehman Brothers, Greenwich Capital and Salomon Smith Barney, respectively.

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	\$ 208,102,564
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	\$ 208,102,564
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	\$ 384,211,427
1.14 Total Mortgages in Good Standing	\$ <u>384,211,427</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>384,211,427</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	\$

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	(3,456,932)	(4,550,579)
3. Cost of acquired		3,750,000
4. Cost of additions to and permanent improvements	3,995,522	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	102,467,149	101,928,559
9. Total valuation allowance		
10. Subtotal (Lines 8 plus 9)	102,467,149	101,928,559
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	102,467,149	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	13,370,000	
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	44,597,189	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	384,211,427	415,438,616
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	384,211,427	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)	384,211,427	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	45,578	2,057,029
2.2. Additional investment made after acquisitions	549,475	
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	2,067,908	388,691
7. Amortization of premium	5,172	6,506
8. Increase (decrease) by foreign exchange adjustment		
9. Book/adjusted carrying value of long-term invested assets at end of current period	6,398,710	7,876,737
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	6,398,710	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)	6,398,710	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	1,353,482,384	3,989,093,568
3. Accrual of discount	72,821,629	131,230,054
4. Increase (decrease) by adjustment	27,378,220	(48,359,216)
5. Increase (decrease) by foreign exchange adjustment	1,771,579	
6. Total profit (loss) on disposal	(343,883)	25,425,754
7. Consideration for bonds and stocks disposed of	859,327,241	2,971,625,944
8. Amortization of premium	13,059,080	19,186,125
9. Book value/adjusted carrying value, current period	10,947,665,325	10,364,941,717
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	10,947,665,325	10,364,941,717
12. Total nonadmitted amounts		
13. Statement value	10,947,665,325	10,364,941,717

STATEMENT AS OF SEPTEMBER 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
BONDS								
1. Class 1	5,579,191,228	206,055,763	147,624,932	30,782,761	5,436,696,356	5,579,191,228	5,668,404,820	5,268,340,768
2. Class 2	4,233,424,827	168,627,636	52,678,548	(4,052,736)	4,176,364,473	4,233,424,827	4,345,321,179	4,144,647,244
3. Class 3	372,686,404	30,952,560	607,544	(21,467,001)	324,317,834	372,686,404	381,564,419	342,940,126
4. Class 4	237,820,811	9,625,000	23,944,678	17,569,705	211,571,654	237,820,811	241,070,838	206,428,212
5. Class 5	92,052,112		17,733,203	(745,173)	109,668,703	92,052,112	73,573,736	137,619,188
6. Class 6	41,079,845		18,615,163	5,053,335	51,848,286	41,079,845	27,518,017	70,193,318
7. Total Bonds	10,556,255,227	415,260,959	261,204,068	27,140,891	10,310,467,306	10,556,255,227	10,737,453,009	10,170,168,856
PREFERRED STOCK								
8. Class 1								
9. Class 2				196,500			196,500	
10. Class 3	805,015			(196,500)	1,419,270	805,015	608,515	1,419,270
11. Class 4	1,250,000			21,120	1,250,000	1,250,000	1,271,120	1,250,000
12. Class 5	21,173			(21,120)	21,173	21,173	53	21,173
13. Class 6								
14. Total Preferred Stock	2,076,188				2,690,443	2,076,188	2,076,188	2,690,443
15. Total Bonds and Preferred Stock	10,558,331,415	415,260,959	261,204,068	27,140,891	10,313,157,749	10,558,331,415	10,739,529,197	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 SEPTEMBER 30, 2004 OF THE UNUM LIFE INSURANCE COMPANY OF AMERICA

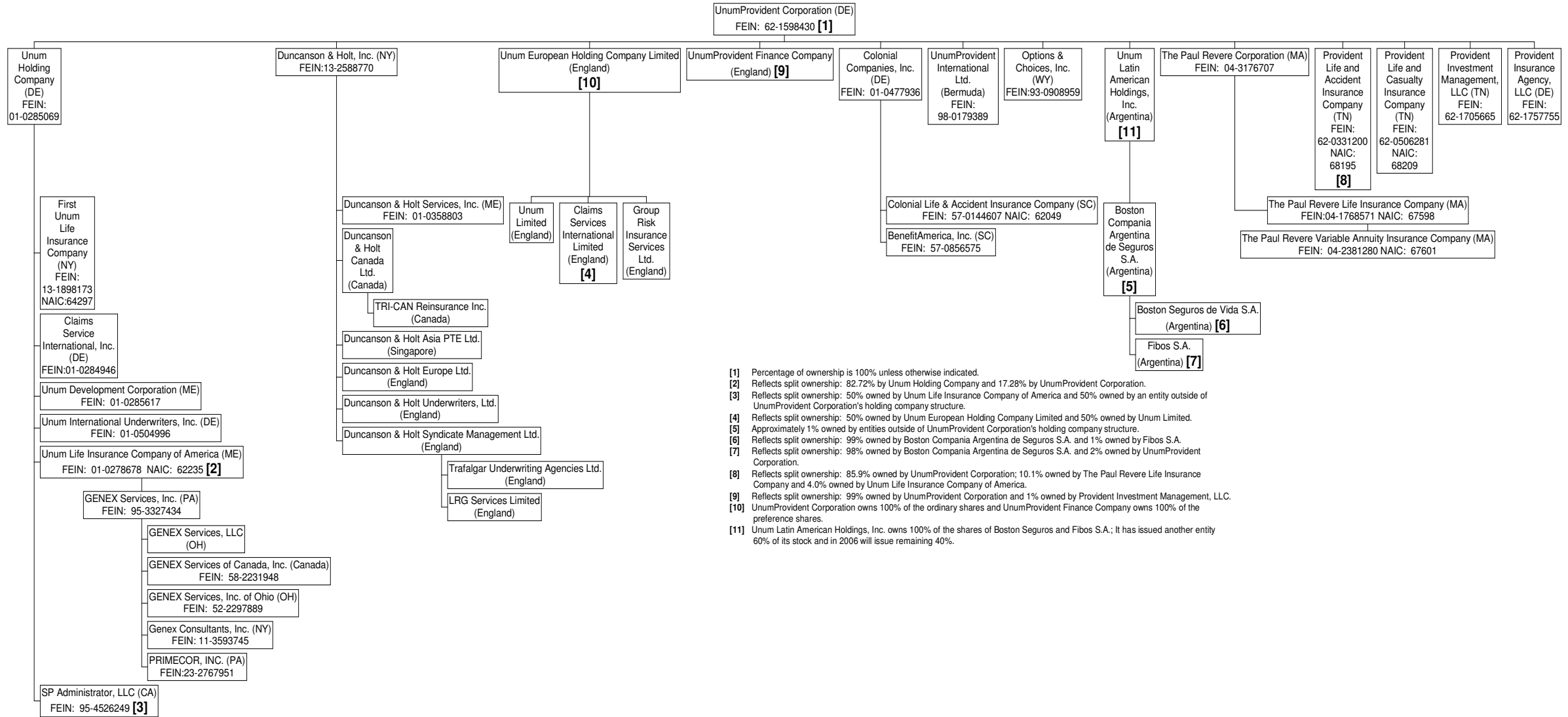
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

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	8,168,241		21,564,078	2,772
2. Alaska	AK	Yes	1,034,263		4,462,089	
3. Arizona	AZ	Yes	15,876,241		31,748,565	
4. Arkansas	AR	Yes	17,939,744		29,495,039	
5. California	CA	Yes	101,292,228	31,976	283,164,357	233,600
6. Colorado	CO	Yes	13,619,397		24,839,790	40,889
7. Connecticut	CT	Yes	21,605,510	9,456	43,148,241	175
8. Delaware	DE	Yes	4,647,446	417	7,616,133	7,899
9. District of Columbia	DC	Yes	6,247,480		32,454,923	2,606
10. Florida	FL	Yes	41,409,546	1,601	115,020,995	49,482
11. Georgia	GA	Yes	45,123,486	1,782	83,251,129	31,313
12. Hawaii	HI	Yes	1,733,638		12,855,909	25
13. Idaho	ID	Yes	1,177,437		3,446,977	
14. Illinois	IL	Yes	70,025,494	81	118,376,087	2,681
15. Indiana	IN	Yes	11,991,110		27,101,696	25
16. Iowa	IA	Yes	10,950,547		21,304,140	
17. Kansas	KS	Yes	9,341,495	360	12,324,577	14,067
18. Kentucky	KY	Yes	6,308,867		17,394,035	
19. Louisiana	LA	Yes	6,353,861		31,327,585	
20. Maine	ME	Yes	15,516,840	3,926	41,805,044	20,882
21. Maryland	MD	Yes	22,056,605		48,831,553	25
22. Massachusetts	MA	Yes	52,638,255	5,925	99,525,740	160,176
23. Michigan	MI	Yes	29,752,455	1,725	70,891,331	204,104
24. Minnesota	MN	Yes	32,042,786		69,911,782	5,083
25. Mississippi	MS	Yes	7,963,723		13,387,355	4,369
26. Missouri	MO	Yes	25,856,608	15,547	43,133,059	2,650
27. Montana	MT	Yes	2,409,612		4,250,432	
28. Nebraska	NE	Yes	3,526,953		12,233,857	766
29. Nevada	NV	Yes	5,534,157		10,317,207	
30. New Hampshire	NH	Yes	3,113,486	3,500	12,723,485	
31. New Jersey	NJ	Yes	25,590,498		78,015,444	1,057,068
32. New Mexico	NM	Yes	2,957,072		8,226,209	12,987
33. New York	NY	No	7,039,716	283,947	10,843,819	1,562,588
34. North Carolina	NC	Yes	30,866,928	230	65,950,704	137,550
35. North Dakota	ND	Yes	614,443		2,181,562	
36. Ohio	OH	Yes	59,626,801	1,500	105,626,482	771
37. Oklahoma	OK	Yes	5,064,070		15,177,573	6,489
38. Oregon	OR	Yes	8,181,052		26,468,070	2,520
39. Pennsylvania	PA	Yes	39,100,646		113,554,566	65,572
40. Rhode Island	RI	Yes	2,369,931	4,500	6,776,607	
41. South Carolina	SC	Yes	5,722,094	625	18,717,637	
42. South Dakota	SD	Yes	840,741		5,040,917	
43. Tennessee	TN	Yes	58,682,714		94,464,242	50
44. Texas	TX	Yes	105,512,251	275	203,078,126	520,587
45. Utah	UT	Yes	3,204,591		7,842,938	56
46. Vermont	VT	Yes	3,128,180	1,500	7,232,059	0
47. Virginia	VA	Yes	16,435,180	4,040	50,353,763	50
48. Washington	WA	Yes	27,702,359	7,864	69,143,648	126,048
49. West Virginia	WV	Yes	2,471,733		7,629,888	
50. Wisconsin	WI	Yes	23,585,162		43,179,005	40,349
51. Wyoming	WY	Yes	183,499		959,088	
52. American Samoa	AS	No				
53. Guam	GU	Yes	12,167			
54. Puerto Rico	PR	Yes	214,433		137,947	
55. U.S. Virgin Islands	VI	No	7,765		2,542	
56. Canada	CN	No	394,392			
57. Aggregate Other Aliens	OT	XXX				
58. Subtotal	(a) 52		1,024,765,928	380,777	2,288,510,027	4,316,273
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		306,374		12,087,137	
94. Aggregate or other amounts not allocable by State	XXX					
95. Totals (Direct Business)	XXX		1,025,072,302	380,777	2,300,597,163	4,316,273
96. Plus Reinsurance Assumed	XXX				219,201,116	
97. Totals (All Business)	XXX		1,025,072,302	380,777	2,519,798,279	4,316,273
98. Less Reinsurance Ceded	XXX		451,344,309	380,777	949,831,726	3,825,569
99. Totals (All Business) less Reinsurance Ceded	XXX		573,727,992		1,569,966,553	490,705
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.
 [11] Unum Latin American Holdings, Inc. owns 100% of the shares of Boston Seguros and Fibos S.A.; It has issued another entity 60% of its stock and in 2006 will issue remaining 40%.

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	172,961	172,961	
2397.	Summary of remaining write-ins for Line 23 from overflow page	172,961	172,961	

Additional Write-ins for Liabilities Line 25

2504.	Deferred gain on sale-leaseback of real estate	6,794,959	8,043,013
2505.	Schedule DB Liability	4,579,631	0
2506.	Group survivor income benefit reserve	3,268,904	2,846,665
2507.	Unearned premium reserve - other lines	11,186	18,352
2597.	Summary of remaining write-ins for Line 25 from overflow page	14,654,680	10,908,030

Schedule A - Part 2

N O N E

Schedule A - Part 3

N O N E

STATEMENT AS OF SEPTEMBER 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	2 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								
100001707	Statham	GA		08/26/2004	6.200	8,100,000			10,750,000	08/17/2004
100001743	Philadelphia	PA		09/15/2004	5.950	5,270,000			7,025,000	09/10/2004
0599999. Mortgages in good standing - Commercial mortgages-all other						13,370,000			17,775,000	XXX
0899999. Total Mortgages in good standing						13,370,000			17,775,000	XXX
1699999. Total - Restructured Mortgages										XXX
2499999. Total - Mortgages with overdue interest over 90 days										XXX
3299999. Total - Mortgages in the process of foreclosure										XXX
9999999 - Totals						13,370,000			17,775,000	XXX

SCHEDULE B - PART 2

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

1 Loan Number	2 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										
008060673	Randolph	MA		03/14/1985	849,020			792,694	792,694			
009030204	Randolph	MA		05/12/1995	1,069,405			1,031,036	1,031,036			
009055085	Bristol	CT		12/21/1995	5,749,891			5,532,129	5,532,129			
100000009	Renton	WA		05/13/1997	3,228,293			3,172,456	3,172,456			
100000426	Berne	IN		04/23/1998	911,626			517,714	517,714			
100000771	Danville	CA		05/18/1998	318,973			164,030	164,030			
100000772	Danville	CA		05/18/1998	566,583			291,364	291,364			
0199999. Mortgages closed by repayment						12,693,791		11,501,423	11,501,423			
9999999 - Totals						12,693,791		11,501,423	11,501,423			

Schedule BA - Part 1

N O N E

Schedule BA - Part 2

N O N E

STATEMENT AS OF SEPTEMBER 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)
	BONDS All other Governments Canada								
135087-VU-5	CANADA GOVT OF TREASURY NTS 7.000% 12/01/06	C	09/29/2004	Provident Life and Accident		6,950,879	6,444,950	148,322	1FE
135087-WR-1	CANADA GOVT OF BDS 5.500% 06/01/09	C	09/29/2004	Provident Life and Accident		1,482,653	1,388,382	25,105	1FE
Total Canada						8,433,532	7,833,332	173,427	XXX
1099999. Bonds - All Other Governments						8,433,532	7,833,332	173,427	XXX
	Special Revenue & Assessment United States								
31339D-4Q-8	FHLMC 2411 ZE 6.500% 02/15/32		09/01/2004	Interest Capitalization		665,215	665,215		1
31339D-MZ-8	FHLMC 2420 Z 6.500% 02/15/32		09/01/2004	Interest Capitalization		380,123	380,123		1
31339G-BY-6	FHLMC 2369 Z 6.500% 10/15/31		09/01/2004	Interest Capitalization		582,639	582,639		1
31339N-G2-6	FHLMC 2413 Z 6.500% 02/15/32		09/01/2004	Interest Capitalization		190,061	190,061		1
31339N-Y5-9	FHLMC 2427 EZ 6.500% 03/15/32		09/01/2004	Interest Capitalization		1,417,781	1,417,781		1
3133TK-2F-6	FHLMC FHR 2134 ZD 6.500% 03/15/29		09/01/2004	Interest Capitalization		459,237	459,237		1
3133TK-B5-8	FHLMC FHR 2136 ZC 6.500% 03/15/29		09/01/2004	Interest Capitalization		688,855	688,855		1
3133TK-DV-9	FHLMC FHR 2145 KZ 6.500% 04/15/29		09/01/2004	Interest Capitalization		230,094	230,094		1
3133TL-M9-6	FHLMC 2173 ZA 6.000% 07/15/29		08/01/2004	Interest Capitalization		190,414	190,414		1
3133TP-5X-3	FHLMC FHR 2235 CZ 7.000% 06/15/30		09/01/2004	Interest Capitalization		397,169	397,169		1
3133TP-6L-8	FHLMC FHR 2235 KZ 6.500% 06/15/30		09/01/2004	Interest Capitalization		359,947	359,947		1
3133TP-B7-3	FHLMC FHR 2237 Z 7.000% 05/15/29		09/01/2004	Interest Capitalization		232,712	232,712		1
3133TR-5P-6	FHLMC 2280 Z 6.000% 01/15/31		09/01/2004	Interest Capitalization		258,939	258,939		1
3133TV-N6-9	FHLMC FHR 2440 Z 6.500% 04/15/32		09/01/2004	Interest Capitalization		470,048	470,048		1
3133TV-NP-7	FHLMC 2433 EZ 6.500% 04/15/32		09/01/2004	Interest Capitalization		376,038	376,038		1
3133TV-UR-5	FHLMC 2434 Z 6.500% 04/15/32		09/01/2004	Interest Capitalization		1,081,109	1,081,109		1
31359S-4L-1	FNMA 2001-27 ZB 6.500% 06/25/31		09/01/2004	Interest Capitalization		368,971	368,971		1
31359W-FC-0	FNMA FNR 1999-34 ZG 6.500% 07/25/29		09/01/2004	Interest Capitalization		293,705	293,705		1
31359X-DV-8	FNMA 1999-M5 Z 6.970% 08/17/39		09/01/2004	Interest Capitalization		763,951	763,951		1
31359X-FT-1	FNMA 1999-56 Z 7.000% 12/18/29		09/01/2004	Interest Capitalization		183,221	183,221		1
31359X-SN-0	FNMA FNR 2000-2 Z 7.000% 02/25/30		09/01/2004	Interest Capitalization		239,579	239,579		1
31359X-ZH-5	FNMA FNR 2000-5 ZA 6.500% 03/25/30		09/01/2004	Interest Capitalization		319,602	319,602		1
313920-A2-6	FNMA 2001-42 ZG 6.500% 09/25/31		09/01/2004	Interest Capitalization		588,968	588,968		1
313920-SH-4	FNMA 2001-35 Z 6.000% 08/25/31		09/01/2004	Interest Capitalization		305,156	305,156		1
313920-TW-0	FNMA 2001-35 ZB 6.500% 08/25/31		09/01/2004	Interest Capitalization		130,275	130,275		1
31392B-6G-6	FNMA 2002-10 ZG 6.500% 03/25/32		09/01/2004	Interest Capitalization		393,699	393,699		1
31392B-XQ-4	FNMA 2002-2 QZ 6.000% 02/25/32		09/01/2004	Interest Capitalization		348,423	348,423		1
31392C-JG-0	FNMA 2002-18 ZA 6.500% 04/25/32		09/01/2004	Interest Capitalization		699,438	699,438		1
31392K-K5-4	FHLMC 2453 KZ 6.500% 05/15/32		09/01/2004	Interest Capitalization		336,611	336,611		1
31392M-U3-4	FHLMC 2463 ZA 6.000% 06/15/32		09/01/2004	Interest Capitalization		420,554	420,554		1
31392R-2E-0	FHLMC 2474 ZB 6.000% 07/15/32		09/01/2004	Interest Capitalization		338,151	338,151		1
31392R-MA-6	FHLMC 2470 Z 6.000% 07/15/32		09/01/2004	Interest Capitalization		997,545	997,545		1
31392X-YC-6	FHLMC 2524 TZ 5.500% 11/15/32		09/01/2004	Interest Capitalization		232,031	232,031		1
31393G-V3-5	FHLMC 2533 Z 5.500% 12/15/32		09/01/2004	Interest Capitalization		899,892	899,892		1
31393J-6C-7	FHLMC 2556 KZ 5.500% 01/15/33		09/01/2004	Interest Capitalization		447,893	447,893		1
31394L-VL-3	FHLMC 2707 Z 5.000% 10/15/30		09/07/2004	DEUTSCHE BANK		12,678,912	13,656,182	17,070	1
38373T-M6-9	GNMA 2002-4 Z 6.500% 01/16/32		09/01/2004	Interest Capitalization		343,964	343,964		1
911760-MJ-2	VA VENDEE 1991-1 2Z 6.500% 12/15/28		09/01/2004	Interest Capitalization		230,862	230,862		1
911760-NF-9	VA VENDEE 1999-3Z 6.500% 10/15/29		09/01/2004	Interest Capitalization		550,585	550,585		1
911760-NR-3	VA VENDEE 2000-1 2Z 7.250% 01/15/30		09/01/2004	Interest Capitalization		243,741	243,741		1
Total United States						30,336,110	31,313,380	17,070	XXX
3199999. Bonds - Special Revenues						30,336,110	31,313,380	17,070	XXX
	Public Utilities (unaffiliated) United States								
02360F-AA-4	UNION ELECTRIC CO 1ST MTG 5.100% 10/01/19		09/21/2004	LEHMAN BROTHERS		14,993,550	15,000,000		1FE

E04

STATEMENT AS OF SEPTEMBER 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)
202798-C0-1	COMMONWEALTH ELECTRIC SR NTS 7.980% 03/30/13		09/01/2004	Provident Life and Accident		15,030,688	12,500,000	418,396	1FE
210518-CB-0	CONSUMERS ENERGY CO 144A 1ST MTG 5.500% 08/15/16		08/11/2004	Various		11,942,760	12,000,000		2FE
461070-AD-6	INTERSTATE P&L CO BDS 6.300% 05/01/34		08/02/2004	MERRILL LYNCH		5,046,600	5,000,000	77,875	2FE
66526H-AR-9	NO INDIANA PUB SVC (NiSource) MTN 7.350% 07/08/13		09/01/2004	Provident Life and Accident		8,625,000	7,500,000	116,375	2FE
976656-BW-7	WISC ELECTRIC POWER NTS 5.625% 05/15/33		07/27/2004	J P MORGAN CHASE		5,732,902	6,100,000	71,484	1FE
Total United States						61,371,500	58,100,000	684,130	XXX
Canada									
05534Z-AC-0	BC GAS UTILITY LTD MTN SER D 6.200% 06/02/08	C	09/29/2004	Provident Life and Accident		5,815,441	5,435,500	109,872	2FE
05534Z-AF-3	BC GAS UTILITY LTD MTN 6.950% 09/21/29	C	09/29/2004	Provident Life and Accident		18,050,989	16,955,654	25,828	2FE
66990Z-BC-8	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/23	C	09/29/2004	Provident Life and Accident		842,130	2,950,700		2
66990Z-BD-6	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/24	C	09/29/2004	Provident Life and Accident		787,542	2,950,700		2
66990Z-BE-4	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/25	C	09/29/2004	Provident Life and Accident		737,085	2,950,700		2
66990Z-BF-1	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/26	C	09/29/2004	Provident Life and Accident		689,579	2,950,700		2
66990Z-BG-9	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/27	C	09/29/2004	Provident Life and Accident		645,023	2,950,700		2
66990Z-BH-7	NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/28	C	09/29/2004	Provident Life and Accident		603,418	2,950,700		2
89353Z-AP-3	TRANS-CANADA PIPELINES MTN 8.290% 02/05/26	C	09/29/2004	Provident Life and Accident		7,743,258	6,212,000	77,599	1FE
Total Canada						35,914,465	46,307,354	213,299	XXX
3899999. Bonds - Public Utilities						97,285,965	104,407,354	897,429	XXX
Industrial & Miscellaneous United States									
022249-AU-0	ALUMINUM CO OF AMERICA NTS 6.750% 01/15/28		07/13/2004	CREDIT SUISSE/FIRST BOSTON		5,485,250	5,000,000	938	1FE
105100-AC-4	BRAMBLES USA INC SER C SR NT 5.940% 08/04/16		08/04/2004	ROYAL BANK OF SCOTLAND		20,000,000	20,000,000		2FE
149123-BF-7	CATERPILLAR INC NTS 6.625% 07/15/28		07/27/2004	J P MORGAN CHASE		10,779,300	10,000,000	27,604	1FE
162456-AM-9	CHATTEM INC SR SUB NTS 7.000% 03/01/14		08/26/2004	Various		1,967,500	2,000,000	71,944	4
170032-AP-1	CHIQUITA BRANDS 144A SR NTS 7.500% 11/01/14		09/29/2004	MORGAN STANLEY		1,013,750	1,000,000	1,250	4FE
197677-AG-2	COLUMBIA/HCA HEALTHCARE CORP NTS 7.690% 06/15/25		09/29/2004	LEHMAN BROTHERS		1,056,600	1,000,000	23,284	2FE
197670-AQ-8	COLUMBIA/HCA HEALTHCARE NTS 7.580% 09/15/25		09/08/2004	UBS WARBURG		2,598,938	2,505,000	93,885	2FE
197670-AS-4	COLUMBIA/HCA HEALTHCARE NTS 7.750% 07/15/36		09/08/2004	UBS WARBURG		3,157,500	3,000,000	37,458	2Z
242361-AB-9	DEAN FOODS COMPANY SR NTS 6.900% 10/15/17		07/12/2004	WACHOVIA		2,005,000	2,000,000	34,500	3Z
25468P-BW-5	WALT DISNEY CO SR NTS 7.000% 03/01/32		07/28/2004	CREDIT SUISSE/FIRST BOSTON		4,289,680	4,000,000	117,444	2FE
27876G-AQ-1	ECHOSTAR DEBS NTS 6.375% 10/01/11		09/02/2004	Various		4,035,000	4,000,000	110,854	3FE
27876G-AX-6	ECHOSTAR DEBS NTS 6.625% 10/01/14		09/21/2004	CREDIT SUISSE/FIRST BOSTON		4,955,100	5,000,000		3FE
293791-AK-5	ENTERPRISE PRODUCTS PRNTS LP NTS 6.650% 10/15/34		09/24/2004	Various		9,980,340	10,000,000		2FE
35687M-AB-3	FREESCALE SEMICONDUCTOR NTS 6.875% 07/15/11		07/16/2004	J P MORGAN CHASE		2,000,000	2,000,000		3FE
37247D-AB-2	GENWORTH FINANCIAL INC NTS 6.500% 06/15/34		07/09/2004	Various		10,223,800	10,000,000	52,361	1FE
377372-AB-3	GLAXOSMITHKLINE CAP INC NTS 5.375% 04/15/34		07/27/2004	J P MORGAN CHASE		9,137,100	10,000,000	170,208	1FE
404119-AJ-8	HCA - THE HEALTHCARE CO NTS 7.500% 11/06/33		09/29/2004	LEHMAN BROTHERS		1,053,750	1,000,000	30,833	2FE
466480-AC-3	J.M. HUBER CORPORATION SER C SR NT 7.390% 10/30/22		09/24/2004	Centre Reinsurance		9,045,120	8,000,000	236,480	1
482732-AC-8	K2 CORPORATION NTS 7.375% 07/01/14		07/08/2004	LEHMAN BROTHERS		2,045,000	2,000,000	4,917	3FE
50181Q-AH-1	LCOR ALEXANDRIA LLC SER B ABS 6.800% 09/15/28		07/14/2004	LEHMAN BROTHERS		11,038,900	10,000,000		1FE
521865-AH-8	LEAR CORP 144A BDS 5.750% 08/01/14		07/29/2004	Various		17,464,650	17,500,000		2FE
549271-AE-4	LUBRIZOL CORP NTS 5.500% 10/01/14		09/23/2004	SALOMON SMITH BARNEY		13,907,460	14,000,000		3FE
573284-AA-4	MARTIN MARIETTA MTLN DEBS 7.000% 12/01/25		07/12/2004	UBS WARBURG		5,501,300	5,000,000	42,778	1FE
59156R-AJ-7	METLIFE INC SR NTS 6.375% 06/15/34		07/20/2004	SALOMON SMITH BARNEY		10,197,000	10,000,000	88,542	1FE
72650R-AE-2	PLAINS ALL AMER PIPELINE BDS 144A 5.875% 08/15/16		09/20/2004	Various		19,222,410	19,000,000	60,219	2FE
760719-BB-9	REPUBLIC NEW YORK CORP SUB NTS 7.750% 05/15/09		09/01/2004	Provident Life and Accident		1,139,887	1,000,000	22,819	1FE
78387G-AL-7	SBC COMMUNICATIONS NTS 5.625% 06/15/16		08/11/2004	DEUTSCHE BANK		4,995,300	5,000,000		1FE
803111-AM-5	SARA LEE CORP BDS 6.125% 11/01/32		07/13/2004	J P MORGAN CHASE		15,258,300	15,000,000	191,406	1FE
98412J-BA-1	XEROX CORP DEBS 7.200% 04/01/16		08/30/2004	SALOMON SMITH BARNEY		2,005,000	2,000,000	60,400	3FE
Total United States						205,558,935	201,005,000	1,480,124	XXX
Canada									
13645R-AE-4	CANADIAN PACIFIC SR NTS 5.750% 03/15/33	C	07/28/2004	UBS WARBURG		4,712,000	5,000,000	109,410	2FE
350863-AT-3	407 ETR INTERNATIONAL SER 2000-C1 9.000% 08/15/07	C	09/29/2004	Provident Life and Accident		8,797,745	7,765,000	86,160	2FE
47215Q-AA-2	JEAN COUTU GROUP PJC INC 144A SR SUB NTS 8.500% 08/01/14	C	07/20/2004	Various		4,000,000	4,000,000		4FE

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STATEMENT AS OF SEPTEMBER 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)
599908-AE-0	MILLAR WESTERN 144A SR NTS 7.750% 11/15/13	.C	09/29/2004	GOLDMAN SACHS		2,643,750	2,500,000	74,809	4
60870T-AF-4	MOLSON COMPANIES LTD DEBS 6.700% 06/02/28	.C	09/29/2004	Provident Life and Accident		10,268,606	9,941,530	217,161	2FE
74925Y-AA-0	RBC CAPITAL TRUST PERP/CALL BDS 7.288% 06/30/10	.C	09/29/2004	Provident Life and Accident		2,405,927	2,135,375	38,800	1FE
780087-K4-3	ROYAL BANK OF CANADA CANADIAN DEPOSIT NTS 5.600% 04/22/08	.C	09/29/2004	Provident Life and Accident		4,920,370	4,659,000	114,369	1
884903-AK-1	THOMSON CORP SR NTS 6.500% 07/09/07	.C	09/29/2004	Provident Life and Accident		4,989,323	4,659,000	68,034	1FE
88490Z-AA-2	THOMSON CORP MTN 6.850% 06/01/11	.C	09/29/2004	Provident Life and Accident		8,668,846	7,765,000	174,872	1FE
Total Canada						51,406,567	48,424,905	883,615	XXX
Other Country									
87927V-AC-2	TELECOM ITALIA CAPITAL CO GTD 6.375% 11/15/33	.F	09/29/2004	Provident Life and Accident		5,239,850	5,000,000	118,646	2FE
N4345#-AD-9	IBERDROLA INTERNATIONAL BV SER D SR NT 5.920% 08/19/19	.F	08/19/2004	ROYAL BANK OF SCOTLAND		10,000,000	10,000,000		1Z
Q3261#-AL-0	DOWNER EDI LTD SER D SR NT 6.500% 09/01/19	.F	09/01/2004	WEST LB		7,000,000	7,000,000		2FE
Total Other Country						22,239,850	22,000,000	118,646	XXX
4599999. Bonds - Industrial and Miscellaneous						279,205,352	271,429,905	2,482,385	XXX
6099997. Total - Bonds - Part 3						415,260,959	414,983,971	3,570,311	XXX
6099998. Total - Bonds - Part 5									XXX
6099999. Total - Bonds						415,260,959	414,983,971	3,570,311	XXX
6599997. Total - Preferred Stocks - Part 3							XXX		XXX
6599998. Total - Preferred Stocks - Part 5							XXX		XXX
6599999. Total - Preferred Stocks							XXX		XXX
Banks, Trust & Insurance Companies									
United States									
000000-00-0	ASSUREX DEVELOPMENT CORP A-79 COMMON		09/14/2004	DIRECT	244,130	929,442			U
Total United States						929,442	XXX		XXX
6799999. Common Stocks - Banks, Trust and Insurance Companies						929,442	XXX		XXX
Industrial & Miscellaneous									
United States									
498780-10-5	KMART HOLDING CORP		07/01/2004	DIRECT	5,869,000				L
Total United States							XXX		XXX
6899999. Common Stocks - Industrial and Miscellaneous							XXX		XXX
7299997. Total - Common Stocks - Part 3						929,442	XXX		XXX
7299998. Total - Common Stocks - Part 5							XXX		XXX
7299999. Total - Common Stocks						929,442	XXX		XXX
7399999. Total - Preferred and Common Stocks						929,442	XXX		XXX
7499999 - Totals						416,190,401	XXX	3,570,311	XXX

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

STATEMENT AS OF SEPTEMBER 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)	
	BONDS US Governments United States																					
3128X0-YK-9	FREDDIE MAC 30-NC 1 0.000% 02/04/33		08/04/2004	Call	14.0734	49,257,016	350,000,000	44,427,009	47,292,112		1,964,904		1,964,904		49,257,016						02/04/2033	1
Total United States						49,257,016	350,000,000	44,427,009	47,292,112		1,964,904		1,964,904		49,257,016						XXX	XXX
039999. Bonds - U.S. Governments						49,257,016	350,000,000	44,427,009	47,292,112		1,964,904		1,964,904		49,257,016						XXX	XXX
	Special Revenue & Assessment United States																					
3128F7-DE-1	FGLMC POOL FGD67301 7.000% 01/01/26		09/01/2004	Paydown		35,522	35,522	35,344	35,346		176		176		35,522				1,657	01/01/2026	1	
3128FR-GT-1	FGLMC POOL D82010 7.000% 08/01/27		09/01/2004	Paydown		68	68	67	67		1		1		68				3	08/01/2027	1	
31292G-6S-0	FGLMC PC# C00881 7.000% 11/01/29		09/01/2004	Paydown		153,381	153,381	151,463	151,534		1,847		1,847		153,381				7,033	11/01/2029	1	
31293W-W9-7	FGLMC PC# C31572 7.000% 10/01/29		09/01/2004	Paydown		1,596	1,596	1,576	1,577		19		19		1,596				74	10/01/2029	1	
31293X-6H-6	FGLMC PC# C32672 7.000% 11/01/29		09/01/2004	Paydown		102,625	102,625	101,342	101,390		1,235		1,235		102,625				4,235	11/01/2029	1	
31293X-RB-6	FGLMC PC# C32282 7.000% 10/01/29		09/01/2004	Paydown		13,598	13,598	13,428	13,434		164		164		13,598				613	10/01/2029	1	
31293Y-JY-3	FGLMC PC# C32979 7.000% 11/01/29		09/01/2004	Paydown		1,479	1,479	1,460	1,461		18		18		1,479				70	11/01/2029	1	
31293Y-LS-3	FGLMC PL# C33037 7.000% 11/01/29		09/01/2004	Paydown		156,324	156,324	154,370	154,443		1,881		1,881		156,324				7,078	11/01/2029	1	
31339G-JS-1	FHLMC FHR 2367 PD 6.000% 02/15/30		09/01/2004	Paydown		2,609,275	2,609,275	2,572,174	2,572,174		37,101		37,101		2,609,275				102,058	02/15/2030	1	
3133TL-M9-6	FHLMC 2173 ZA 6.000% 07/15/29		09/01/2004	Paydown		444,242	444,242	375,748	380,551		63,691		63,691		444,242				6,631	07/15/2029	1	
3133TN-3V-4	FHLMC 2207 ZA 7.000% 12/15/29		09/01/2004	Paydown		1,743,575	1,743,575	1,533,984	1,573,096		170,479		170,479		1,743,575				80,135	12/15/2029	1	
31345F-XD-2	FHLMC PC #304276 8.000% 07/01/18		09/01/2004	Paydown		38,916	38,916	42,103	42,057		(3,141)		(3,141)		38,916				1,960	07/01/2018	1	
31359L-3W-3	FNMA 1996-10 Z 6.500% 04/25/26		09/01/2004	Paydown		3,869,936	3,869,936	4,021,424	4,021,424		(151,488)		(151,488)		3,869,936				82,510	04/25/2026	1	
31359N-UY-5	FNMA 1997-16 ZB 7.000% 02/01/27		09/01/2004	Paydown		1,092,227	1,092,227	1,145,247	1,145,247		(53,020)		(53,020)		1,092,227				32,688	02/01/2027	1	
31359Q-DE-1	FNMA 1997-54 Z 6.500% 08/01/27		09/01/2004	Paydown		865,253	865,253	744,783	769,603		95,650		95,650		865,253				36,625	08/01/2027	1	
31371G-FF-2	FNMA PC# 251366 8.000% 12/01/27		09/01/2004	Paydown		110,477	110,477	113,136	113,071		(2,594)		(2,594)		110,477				5,801	12/01/2027	1	
31371K-TC-5	FNMA POOL 254447 6.000% 09/01/32		09/01/2004	Paydown		1,146,722	1,146,722	1,150,803	1,150,665		(3,943)		(3,943)		1,146,722				45,529	09/01/2032	1	
31374G-SM-0	FNMA PC# 313824 8.000% 11/01/27		09/01/2004	Paydown		90,085	90,085	92,253	92,185		(2,100)		(2,100)		90,085				4,870	11/01/2027	1	

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STATEMENT AS OF SEPTEMBER 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)
31383C-WW-1	FNMA PC# 499361 8.000% 09/01/29		09/01/2004	Paydown		85,354	85,354	87,408	87,327		(1,973)		(1,973)		85,354				4,551	09/01/2029	1
31383C-XU-4	FNMA PC# 499391 8.000% 09/01/29		09/01/2004	Paydown		106,553	106,553	109,117	109,051		(2,498)		(2,498)		106,553				5,587	09/01/2029	1
31383P-H8-2	FNMA PC# 508855 8.000% 08/01/29		09/01/2004	Paydown		81,447	81,447	83,407	83,353		(1,906)		(1,906)		81,447				3,825	08/01/2029	1
31383S-Y4-6	FNMA PC# 512031 8.000% 11/01/29		09/01/2004	Paydown		688	688	704	703		(15)		(15)		688				37	11/01/2029	1
31384D-LD-2	FNMA PC# 520624 8.000% 11/01/29		09/01/2004	Paydown		23,382	23,382	23,945	23,915		(533)		(533)		23,382				1,137	11/01/2029	1
31384V-LN-0	FNMA POOL 535033 7.500% 11/01/29		09/01/2004	Paydown		1,625,164	1,625,164	1,627,386	1,626,965		(1,801)		(1,801)		1,625,164				81,450	11/01/2029	1
31384V-LP-5	FNMA PC# 535034 8.000% 11/01/29		09/01/2004	Paydown		364,618	364,618	373,392	373,147		(8,529)		(8,529)		364,618				19,769	11/01/2029	1
31385H-XB-3	FNMA POOL 545274 6.000% 11/01/31		09/01/2004	Paydown		1,016,545	1,016,545	1,020,086	1,019,958		(3,413)		(3,413)		1,016,545				40,796	11/01/2031	1
31385X-NR-4	FNMA POOL 555800 5.500% 10/01/33		09/01/2004	Paydown		274,607	274,607	277,862	277,854		(3,247)		(3,247)		274,607				9,966	10/01/2033	1
31388U-JW-1	FNMA POOL 615077 6.500% 01/01/32		09/01/2004	Paydown		1,464,474	1,464,474	1,463,559	1,463,358		1,116		1,116		1,464,474				61,410	01/01/2032	1
31388U-YX-2	FNMA POOL 615526 6.000% 11/01/31		09/01/2004	Paydown		332,755	332,755	333,388	333,356		(601)		(601)		332,755				13,184	11/01/2031	1
31391L-X9-1	FNMA POOL 670404 6.000% 07/01/32		09/01/2004	Paydown		1,353,115	1,353,115	1,355,691	1,355,565		(2,450)		(2,450)		1,353,115				52,341	07/01/2032	1
31392M-5L-2	FHLMC FHR 2448 TW 6.000% 02/15/31		09/01/2004	Paydown		2,516,604	2,516,604	2,488,489	2,488,489		28,115		28,115		2,516,604				113,247	02/15/2031	1
31400B-ZD-1	FNMA POOL 683040 6.000% 02/01/33		09/01/2004	Paydown		680,803	680,803	682,099	682,038		(1,235)		(1,235)		680,803				26,892	02/01/2033	1
31400H-Z2-2	FNMA POOL 688461 6.000% 02/01/33		09/01/2004	Paydown		258,080	258,080	258,571	258,548		(468)		(468)		258,080				11,512	02/01/2033	1
31400K-GM-2	FNMA POOL 689704 6.000% 02/01/33		09/01/2004	Paydown		493,894	493,894	494,834	494,790		(896)		(896)		493,894				19,754	02/01/2033	1
31401K-PL-3	FNMA POOL 710627 5.500% 05/01/33		09/01/2004	Paydown		1,647,642	1,647,642	1,667,177	1,667,123		(19,481)		(19,481)		1,647,642				59,753	05/01/2033	1
31401W-RK-7	FNMA POOL 720590 5.500% 06/01/33		09/01/2004	Paydown		1,375,528	1,375,528	1,391,839	1,391,794		(16,266)		(16,266)		1,375,528				49,701	06/01/2033	1
31403L-F2-2	FNMA POOL 751785 5.500% 10/01/33		09/01/2004	Paydown		15,529	15,529	15,713	15,713		(184)		(184)		15,529				572	10/01/2033	1
38373Q-KE-0	GNMA 2003-47 A 2.848% 06/16/18		09/01/2004	Paydown		238,078	238,078	237,780	237,780		298		298		238,078				4,522	06/16/2018	1
3837H2-HK-8	GNMA 1999-23 Z 6.500% 06/20/29		09/01/2004	Paydown		4,356,758	4,356,758	4,544,671	4,544,671		(187,913)		(187,913)		4,356,758				69,047	06/20/2029	1
613052-JH-3	MONTGOMERY, AL IND DEV BOARD SER 1980 9.250% 08/01/05		08/01/2004	Redemption 100.0000		210,000	210,000	210,000	210,000						210,000				19,425	08/01/2005	3
704532-B*-0	PAYSON, UTAH CITY OF IND DEV 10.000% 01/01/06		09/01/2004	Redemption 100.0000		11,383	11,383	11,383	11,383						11,383				759	01/01/2006	1
Total United States						31,008,302	31,008,302	31,009,206	31,076,206		(67,904)		(67,904)		31,008,302				1,088,807	XXX	XXX

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STATEMENT AS OF SEPTEMBER 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)
3199999	Bonds - Special Revenues					31,008,302	31,008,302	31,009,206	31,076,206				(67,904)		31,008,302				1,088,807	XXX	XXX
	Public Utilities (unaffiliated)																				
	United States																				
05944*-AA-6	BANC ONE EQUIP FIN (DET ED) SECD NTS 9.690% 07/30/07		07/30/2004	Redemption 100.0000		488,535	488,535	488,535	488,535						488,535				47,339	07/30/2007	1
17185*-AA-5	CINCAP IV LLC SR NTS 7.810% 07/06/09		09/06/2004	Redemption 100.0000		548,865	548,865	576,308	569,907		(21,042)		(21,042)		548,865				28,559	07/06/2009	2
48513H-BE-0	KANSAS CITY P&L SECD MTN 7.350% 08/03/04		08/03/2004	Maturity		8,000,000	8,000,000	8,156,176	8,071,636		(71,636)		(71,636)		8,000,000				591,267	08/03/2004	2FE
48513H-CR-0	KANSAS CITY P&L SECD MTN 7.710% 08/26/04		08/26/2004	Maturity		5,000,000	5,000,000	4,982,800	4,998,544		1,456		1,456		5,000,000				380,146	08/26/2004	2FE
67105*-AB-5	CSP FINANCE COMPANY SR NTS SER B 7.920% 02/15/06		09/15/2004	Redemption 100.0000		883,022	883,022	845,530	877,887		5,135		5,135		883,022				46,624	02/15/2006	1
69512E-EE-1	PACIFICORP SECD MTN SER E 7.110% 09/24/04		09/24/2004	Maturity		6,500,000	6,500,000	5,923,710	6,439,906		60,094		60,094		6,500,000				491,676	09/24/2004	1FE
81487*-AR-3	SEC PAC (GA PWR) RAIL CAR LEASE 10.110% 07/30/12		07/30/2004	Redemption 100.0000		846,790	846,790	880,661	877,845		(31,055)		(31,055)		846,790				85,251	07/30/2012	1
835415-AG-5	SONAT INC SR NT 6.625% 02/01/08		07/19/2004	SALOMON SMITH BARNEY		947,500	1,000,000	1,004,470	1,002,188		(265)		(265)		1,001,923		(54,423)	(54,423)	64,594	02/01/2008	5FE
837004-BF-6	SO CAROLINA ELEC & GAS 1ST MTG BDS 7.700% 07/15/04		07/15/2004	Maturity		6,250,000	6,250,000	6,713,500	6,371,275		(121,275)		(121,275)		6,250,000				481,250	07/15/2004	1
87876*-AA-4	DETROIT EDISON SECD NTS SER B 9.480% 09/29/08		09/29/2004	Redemption 100.0000		481,317	481,317	481,317	481,317						481,317				45,629	09/29/2008	1
	Total United States					29,946,029	29,998,529	30,053,007	30,179,040		(178,588)		(178,588)		30,000,452		(54,423)	(54,423)	2,262,335	XXX	XXX
	Other Country																				
458182-C*-1	AGUAS ARGENTINAS SA (1DB) SER B SR NT PL 10.150% 11/15/11	F	08/18/2004	Various		5,235,570	5,912,986	5,235,570	5,235,570						5,235,570					11/15/2011	6
	Total Other Country					5,235,570	5,912,986	5,235,570	5,235,570						5,235,570					XXX	XXX
3899999	Bonds - Public Utilities					35,181,599	35,911,515	35,288,577	35,414,610				(178,588)		35,236,022		(54,423)	(54,423)	2,262,335	XXX	XXX
	Industrial & Miscellaneous																				
	United States																				
049164-BF-2	ATLAS AIR SER 2000-1 B PTC 9.057% 07/02/17		09/14/2004	Various		3,266,709	4,133,586	3,277,396	3,277,396		(66,582)		(66,582)		3,210,814		55,895	55,895	187,189	07/02/2017	5FE

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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)
05361H-BY-9	AVERY DENNISON MTN SER B 7.800% 07/28/04		07/28/2004	Maturity		8,000,000	8,000,000	8,000,000	8,000,000						8,000,000				646,533	07/28/2004	1FE
095173-AE-0	BLOUNT INC SR SUB UNSECD 13.000% 08/01/09		09/08/2004	Call	106.5000	6,390,000	6,000,000	6,047,500	6,039,086		350,914		350,914		6,390,000				860,167	08/01/2009	5
099599-AE-2	BORDEN CHEMICAL INC DEB 8.375% 04/15/16		08/19/2004	Various		6,265,000	7,000,000	6,681,250	6,825,882		10,329		10,329		6,836,211		(571,211)	(571,211)	475,281	04/15/2016	5FE
11448*-AF-4	BROOKSHIRE GROCERY CO SER A-1 SR MTG NT 7.690% 03/01/08		09/01/2004	Redemption	100.0000	44,608	44,608	44,608	44,608						44,608				2,288	03/01/2008	2
11448*-AG-2	BROOKSHIRE GROCERY CO SER A-2 SR MTG NT 7.690% 03/01/08		09/01/2004	Redemption	100.0000	71,160	71,160	71,160	71,160						71,160				3,650	03/01/2008	2
11448*-AH-0	BROOKSHIRE GROCERY CO SER A-3 SR MTG NT 7.690% 03/01/08		09/01/2004	Redemption	100.0000	70,098	70,098	70,098	70,098						70,098				3,596	03/01/2008	2
11448*-AJ-6	BROOKSHIRE GROCERY CO SER A-4 SR MTG NT 7.690% 03/01/08		09/01/2004	Redemption	100.0000	79,657	79,657	79,657	79,657						79,657				4,086	03/01/2008	2
11448*-AL-1	BROOKSHIRE GROCERY CO SR SECD NT 7.670% 06/01/09		09/01/2004	Redemption	100.0000	112,884	112,884	112,884	112,884						112,884				5,775	06/01/2009	2
11448*-CG-0	BROOKSHIRE GROCERY CO SER A-1 SR SECD NTS 6.950% 10/01/17		09/01/2004	Redemption	100.0000	25,993	25,993	25,993	25,993						25,993				1,205	10/01/2017	2
11448*-CH-8	BROOKSHIRE GROCERY CO SER A-2 SR SECD NTS 6.950% 10/01/17		09/01/2004	Redemption	100.0000	33,601	33,601	33,601	33,601						33,601				1,558	10/01/2017	2
11448*-CJ-4	BROOKSHIRE GROCERY CO SER A-3 SR SECD NTS 6.950% 10/01/17		09/01/2004	Redemption	100.0000	47,832	47,832	47,832	47,832						47,832				2,217	10/01/2017	2
11448*-CK-1	BROOKSHIRE GROCERY CO SER A-4 SR SECD NTS 6.950% 10/01/17		09/01/2004	Redemption	100.0000	34,353	34,353	34,353	34,353						34,353				1,592	10/01/2017	2
11448*-CL-9	BROOKSHIRE GROCERY CO SER A-5 SR SECD NTS 6.950% 10/01/17		09/01/2004	Redemption	100.0000	31,455	31,455	31,455	31,455						31,455				1,458	10/01/2017	2
120075-AB-2	BUHRMANN US INC SR NTS 12.250% 11/01/09		07/01/2004	Call	108.5596	5,427,980	5,000,000	5,027,300	5,020,092		407,888		407,888		5,427,980				408,333	11/01/2009	4
124860-CC-9	C-BASS LLC TR CRT SER 99-3 M-1 7.312% 01/28/29		08/01/2004	Paydown		38,829	38,829	37,530	37,636		1,193		1,193		38,829				710	01/28/2029	1FE
124860-CD-7	C-BASS LLC TR CRT SER 99-3 M-2 7.312% 01/28/29		08/01/2004	Paydown		87,708	87,708	83,953	84,273		3,435		3,435		87,708				1,603	01/28/2029	1FE
124860-CE-5	C-BASS LLC TR CRT SER 99-3 M-3 7.312% 01/28/29		08/01/2004	Paydown		28,446	28,446	27,099	27,216		1,230		1,230		28,446				520	01/28/2029	1FE

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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)
12705Q-AB-1	CABOT CORP MTN 7.830% 07/29/04		07/29/2004	Maturity		1,500,000	1,500,000	1,614,540	1,508,662		(8,662)		(8,662)		1,500,000				73,080	07/29/2004	2FE
172921-AL-2	CITICORP MTG 1987-10 10.000% 07/01/17		09/01/2004	Paydown		117,808	117,808	117,808	117,808						117,808				8,698	07/01/2017	1FE
18551*-AA-3	CLECO EVANGELINE LLC SR SECD BD 8.820% 09/01/19		09/01/2004	Redemption 100.0000		179,648	179,648	173,009	173,886		5,762		5,762		179,648				15,845	09/01/2019	4
252125-AF-6	DEX MEDIA EAST LLC/FIN SER WI 12.125% 11/15/12		08/26/2004	Call 112.1250		787,118	702,000	721,305	719,526		67,592		67,592		787,118				66,439	11/15/2012	4FE
26735*-AA-5	DUVAL FUNDING CORP SECD NTS 13.000% 12/05/04		09/05/2004	Redemption 100.0000		120,443	120,443	120,443	120,443						120,443				10,448	12/05/2004	3
277432-AB-6	EASTMAN CHEMICAL CO DEBS 7.250% 01/15/24		09/27/2004	JP MORGAN CHASE		7,943,460	7,000,000	6,896,190	6,905,590		1,609		1,609		6,907,199		1,036,261	1,036,261	613,229	01/15/2024	2FE
29331@-AA-5	ENHANCED COLO ISSUER LLC SER 2002A CAPCO NTS 9.142% 03/01/13		07/30/2004	Redemption 100.0000		11,944	11,944	11,944	11,944						11,944				1,395	03/01/2013	1FE
293791-AB-5	ENTERPRISE PRODUCTS PRNTS LP BDS 7.500% 02/01/11		07/30/2004	GOLDMAN SACHS		10,820,100	10,000,000	9,993,700	9,995,147		315		315		9,995,462		824,638	824,638	756,250	02/01/2011	2FE
293791-AD-1	ENTERPRISE PRODUCTS PRNTS LP NTS 6.375% 02/01/13		09/29/2004	Various Redemption		16,031,470	15,000,000	15,044,800	14,839,523		(2,667)		(2,667)		14,836,856		1,194,614	1,194,614	1,111,906	02/01/2013	2FE
31331F-AZ-4	FEDERAL EXPRESS PTC 7.020% 01/15/16		07/15/2004	Redemption 100.0000		71,502	71,502	75,312	74,930		(3,428)		(3,428)		71,502				5,019	01/15/2016	2FE
316351-A#-2	CITICORP SVGS & LN ASSOC MBS PTC 9.250% 10/01/08		09/01/2004	Paydown		1,703	1,703	1,652	1,685		18		18		1,703				105	10/01/2008	5*
36157D-AE-6	GE CAP MTG 1999-HE3 A5 7.795% 10/25/29		09/01/2004	Paydown		2,582,491	2,582,492	2,742,686	2,732,298		(149,807)		(149,807)		2,582,491				131,778	10/25/2029	1FE
44060*-AB-1	HORNELL HOLD CORP (NY ST ELEC) SECD NTS 7.750% 01/31/05		09/30/2004	Redemption 100.0000		116,905	116,905	116,905	116,905						116,905				7,302	01/31/2005	2
52465#-AT-2	LEGG MASON MTG (J SAINSBURY) LSE NTS 8.310% 05/10/25		09/10/2004	Redemption 100.0000		8,432	8,432	8,432	8,432						8,432				467	05/10/2025	1
52465#-AZ-8	LEGG MASON (FLUOR) SER 2001 CTL 3 PTC 7.560% 06/08/21		09/08/2004	Redemption 100.0000		23,635	23,635	26,205	26,067		(2,432)		(2,432)		23,635				1,192	06/08/2021	1
57978Q-AN-0	MCCORMICK & COMPANY INC MTN SER A 7.750% 08/03/04		08/03/2004	Maturity		10,000,000	10,000,000	10,346,831	10,097,645		(97,645)		(97,645)		10,000,000				843,889	08/03/2004	1FE
58759*-AA-9	MERCATUS FDG CORP SECD NTS 10.750% 04/01/07		09/01/2004	Redemption 100.0000		28,988	28,988	28,988	28,988						28,988				2,079	04/01/2007	2
62704#-AG-0	MURRAY ENERGY CORP SER A SR SECD NT 9.000% 11/30/10		09/02/2004	Capital Distribution		188,480		188,480	188,480						188,480					11/30/2010	5Z

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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		09/01/2004	Paydown		1,038,053	1,038,053	980,960	1,000,862		37,191		37,191		1,038,053				44,421	08/25/2029	1FE
69352B-AC-8	PPL MONTANA LLC PTC NT 8.903% 07/02/20		07/02/2004	Redemption	100.0000	509,675	509,675	509,675	509,675						509,675				45,376	07/02/2020	2FE
720101-J#-2	PIEDMONT AVIATION SECD NTS PIEDMONT AVA INC 9.900% 09/30/04		09/30/2004	Redemption	100.0000	122,633	122,633	122,633	117,728	4,905			4,905		122,633				12,296	09/30/2004	6
73664#-AA-8	PORTLAND NAT GAS TRANS SYSTEM SR SECD NT 5.900% 12/31/18 RMT 2000-A A4 Z		09/30/2004	Redemption	100.0000	131,818	131,818	131,818	131,818						131,818				7,777	12/31/2018	2
761042-CF-5	6.500% 04/19/29 SAUGERTIES PROPERTIES INC SECD NTS 10.250%		08/01/2004	Paydown		5,248,152	5,248,152	4,420,425	4,453,498		794,654		794,654		5,248,152				115,452	04/19/2029	1FE
80417*-AA-7	12/31/04 SAXON 2000-3 AF5		09/30/2004	Redemption	100.0000	50,570	50,570	50,570	50,570						50,570				3,458	12/31/2004	3
805564-G0-8	7.850% 12/25/30 EF OXNARD INC (SEC PAC NB) SECD NTS		09/01/2004	Paydown		1,447,956	1,447,956	1,548,862	1,541,744		(93,788)		(93,788)		1,447,956				75,209	12/25/2030	1FE
814831-T*-4	10.850% 07/13/10 TUDOR INV CORP GTD SR NTS 7.740% 09/30/04		08/30/2004	Redemption	100.0000	245,054	245,054	245,054	245,054						245,054				26,588	07/13/2010	2
899030-AA-7	URS CORP SR NT 12.250%		09/30/2004	Redemption	100.0000	2,000,000	2,000,000	2,090,122	2,051,321		(51,321)		(51,321)		2,000,000				154,800	09/30/2004	2
903236-AD-9	05/01/09 UNION TANK CAR CO EQUIP TR CERT SER P9		07/14/2004	Call	106.1250	210,127	198,000	202,208	200,529		9,598		9,598		210,127				17,046	05/01/2009	4FE
908584-E*-2	9.340% 07/15/06 WFBS 2001-30 A2		07/15/2004	Redemption	100.0000	380,774	380,774	380,774	380,774						380,774				35,564	07/15/2006	1
94977X-AB-5	6.000% 12/25/31 WELLS FARGO 2001-A DC 6 LLC (PTC - CVS)		09/01/2004	Paydown		3,599,062	3,599,062	2,993,531	2,989,127		609,935		609,935		3,599,062				38,786	12/25/2031	1FE
94978#-AK-3	7.290% 01/10/24 WELLS FARGO 2002-3 A4 6.500% 03/25/32		09/10/2004	Redemption	100.0000	33,961	33,961	35,567	35,491		(1,530)		(1,530)		33,961				1,651	01/10/2024	1
94978F-AD-9	WILM (UNITED) SECD LN CERT SER A 10.890%		07/01/2004	Paydown		14,314,299	14,314,299	13,026,387	13,044,306		1,269,993		1,269,993		14,314,299				542,749	03/25/2032	1FE
97180*-AQ-1	01/04/04 WILM (AMER AIR) SER A SECD NT P1 3.062%		07/28/2004	Capital Distribution		1,591,985		1,591,985	1,591,985						1,591,985					01/04/2004	6Z
97180*-MN-5	09/28/08 WILM (AMER AIR) SER A SECD NT P2 3.062%		09/28/2004	Redemption	100.0000	25,032	25,032	24,281	24,284		748		748		25,032				766	09/28/2008	4
97180*-MP-0	09/28/08 WILM (AMER AIR) SER A SECD NT P3 3.062%		09/28/2004	Redemption	100.0000	25,032	25,032	24,281	24,284		748		748		25,032				766	09/28/2008	4
97180*-MQ-8	09/28/08 WILM (AMER AIR) SER A SECD NT P4 3.062%		09/28/2004	Redemption	100.0000	25,032	25,032	24,281	24,284		748		748		25,032				766	09/28/2008	4
97180*-MR-6	09/28/08		09/28/2004	Redemption	100.0000	25,032	25,032	24,281	24,284		748		748		25,032				766	09/28/2008	4

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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)	
97180*-MS-4	WILM (AMER AIR) SER A SECD NT P5 3.062%		09/28/2004	Redemption	100.0000	25,032	25,032	24,281	24,284		748		748		25,032				.766	09/28/2008	4	
97180*-MT-2	WILM (AMER AIR) SER A SECD NT P6 3.062%		09/28/2004	Redemption	100.0000	25,032	25,032	24,281	24,284		748		748		25,032				.766	09/28/2008	4	
97180*-MU-9	WILM (AMER AIR) SER A SECD NT P7 3.062%		09/28/2004	Redemption	100.0000	25,032	25,032	24,281	24,284		748		748		25,032				.766	09/28/2008	4	
97180*-MV-7	WILM (AMER AIR) SER A SECD NT P8 3.062%		09/28/2004	Redemption	100.0000	25,032	25,032	24,281	24,284		748		748		25,032				.766	09/28/2008	4	
97180*-MW-5	WILM (AMER AIR) SER A SECD NT P9 3.061%		09/28/2004	Redemption	100.0000	25,025	25,025	24,275	24,278		747		747		25,025				.766	09/28/2008	4	
97180*-MX-3	WILM (AMER AIR) SER A SECD NT P10 3.062%		09/28/2004	Redemption	100.0000	25,032	25,032	24,281	24,284		748		748		25,032				.766	09/28/2008	4	
977385-AK-9	WITCO CORP DEBS 6.875% 02/01/26		07/26/2004	DEUTSCHE BANK		2,000,000	2,500,000	2,336,600	2,347,975		1,622		1,622		2,349,597		(349,597)	(349,597)	170,920	02/01/2026	4FE	
989822-AA-9	ZURICH REINSURANCE SR NTS 7.125% 10/15/23		09/14/2004	Various		9,488,550	16,550,000	14,583,695	14,713,828		26,067		26,067		14,739,895		(5,251,345)	(5,251,345)	1,049,077	10/15/2023	4FE	
000000-00-0	DERIVATIVES ACTIVITY ON HEDGED BONDS		09/30/2004	Various		5,158,400			5,158,400						5,158,400					05/01/2026	1	
Total United States						128,411,822	126,926,030	123,456,569	128,338,700	4,905	3,128,962		3,133,867		131,472,567		(3,060,745)	(3,060,745)	8,605,712	XXX	XXX	
01854#-BF-7	Canada BOMBARDIER SECD NT 8.160% 01/02/23	C	07/02/2004	Call	100.0000	34,838	34,838	34,838	34,838					34,838					2,843	01/02/2023	2	
C7196#-AE-2	PARMALAT DAIRY & BAKERY CL A-5 SR NT 8.630% 10/31/15	C	07/09/2004	Call	120.2437	9,619,495	8,000,000	8,000,000	1,520,000	6,480,000	1,619,495		8,099,495		9,619,495				477,527	10/31/2015	6	
Total Canada						9,654,333	8,034,838	8,034,838	1,554,838	6,480,000	1,619,495		8,099,495		9,654,333					480,370	XXX	XXX
Other Country																						
022202-AA-3	ALUMINA ENTERPRISES LTD SR NTS 10.480%	F	07/15/2004	Redemption	100.0000	226,531	226,531	226,531	226,531						226,531				17,805	07/15/2010	3FE	
21986M-AA-3	CORPORATION DURANGO SA DE CV SR NTS 13.125% 08/01/06	F	07/09/2004	MORGAN STANLEY		2,080,000	4,000,000	1,800,000	1,800,000						1,800,000		280,000	280,000		08/01/2006	6FE	
46289#-AC-5	IRON ORE EXPORT MASTER TRUST (SAMARCO) SR SECD EXP NTS 10.043% 05/31/05	F	08/31/2004	Redemption	100.0000	588,235	588,235	588,235	588,235						588,235				44,307	05/31/2005	2	
525392-AA-4	LEISER SA DE CV SER 1999-1 SECD EXP NTS 8.940% 12/29/06	F	09/30/2004	Redemption	100.0000	655,024	655,024	655,024	655,024						655,024				43,919	12/29/2006	2FE	

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STATEMENT AS OF SEPTEMBER 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)	
55282@AA-9	MCM MEXICO LEASE FIN TR CL A CERT 9.920% 02/01/16	F	09/01/2004	Redemption	100.0000	68,986	68,986	68,986	68,986						68,986				4,567	02/01/2016	2	
71912N-AA-5	PHOENIX PARK FDG SR GTD BD 144A 7.267% 04/01/13	F	07/01/2004	Redemption	100.0000	137,500	137,500	144,350	143,635		(6,135)		(6,135)		137,500				7,494	04/01/2013	2FE	
795750-AA-6	SALTA HYDROCARBON RLTY TR TARGETED AMORT NTS 11.550% 12/28/12	F	09/28/2004	Redemption	100.0000	104,072	104,072	104,072	103,579		493		493		104,072				9,015	12/28/2012	5FE	
66359#-AF-0	MYTRAVEL GROUP PLC SER C SR NT 9.820% 05/31/06	F	08/02/2004	Capital Distribution		245,480		245,480	245,480						245,480					05/31/2006	6	
P0763@AA-6	COMISION FEDERAL DE ELECTRICID SR NT 6.829% 10/15/12	F	07/15/2004	Redemption	100.0000	750,000	750,000	750,000	750,000						750,000				51,214	10/15/2012	2	
Total Other Country						4,855,828	6,530,348	4,582,678	4,581,470		(5,642)		(5,642)		4,575,828		280,000	280,000	178,321	XXX	XXX	
4599999. Bonds - Industrial and Miscellaneous						142,921,983	141,491,216	136,074,085	134,475,008	6,484,905	4,742,815		11,227,720		145,702,728		(2,780,745)	(2,780,745)	9,264,403	XXX	XXX	
6099997. Total - Bonds - Part 4						258,368,900	558,411,033	246,798,877	248,257,936	6,484,905	6,461,227		12,946,132		261,204,068		(2,835,168)	(2,835,168)	12,615,545	XXX	XXX	
6099998. Total - Bonds - Part 5																				XXX	XXX	
6099999. Total - Bonds						258,368,900	558,411,033	246,798,877	248,257,936	6,484,905	6,461,227		12,946,132		261,204,068		(2,835,168)	(2,835,168)	12,615,545	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	
Industrial & Miscellaneous																						
United States																						
498780-10-5	KMART HOLDING CORP		09/27/2004	SALOMON SMITH BARNEY	5,869,000	503,268											503,268	503,268				
Total United States						503,268	XXX										503,268	503,268		XXX	XXX	
6899999. Common Stocks - Industrial and Miscellaneous						503,268	XXX										503,268	503,268		XXX	XXX	
7299997. Total - Common Stocks - Part 4						503,268	XXX										503,268	503,268		XXX	XXX	
7299998. Total - Common Stocks - Part 5							XXX													XXX	XXX	
7299999. Total - Common Stocks						503,268	XXX										503,268	503,268		XXX	XXX	
7399999. Total - Preferred and Common Stocks						503,268	XXX										503,268	503,268		XXX	XXX	
7499999 - Totals						258,872,168	XXX	246,798,877	248,257,936	6,484,905	6,461,227		12,946,132		261,204,068		(2,331,900)	(2,331,900)	12,615,545	XXX	XXX	

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

STATEMENT AS OF SEPTEMBER 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
0499999. Subtotal - Call Options								XXX					
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	10,509,218			
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	5,682,706			
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	10,114,090			
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	9,004,528			
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	12,316,869			
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	15,507,503			
0599999. Subtotal - Put Options - Hedging						32,649,250	32,649,250	XXX	32,649,250	63,134,914			
0899999. Subtotal - Put Options						32,649,250	32,649,250	XXX	32,649,250	63,134,914			
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	63,134,914			
2799999. Subtotal - Other								XXX					
9999999 - Totals						32,649,250	32,649,250	XXX	32,649,250	63,134,914			

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
NONE													
9999999 - Totals								XXX					

STATEMENT AS OF SEPTEMBER 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					
Swaps - Hedging Transactions														
Receive Fixed, Pay LIBOR	37,000,000	11/01/2004	6.786% (LIBOR)	05/10/2001	Goldman Sachs					7,553,662				75,526
Receive Fixed, Pay LIBOR	38,000,000	02/01/2005	6.8275% (LIBOR)	12/01/2001	Goldman Sachs					7,553,649				122,644
Receive Fixed, Pay LIBOR	36,000,000	05/01/2005	6.8325% (LIBOR)	12/01/2001	Goldman Sachs					6,824,737				146,969
Receive Fixed, Pay LIBOR	38,000,000	08/01/2005	6.835% (LIBOR)	12/01/2001	Goldman Sachs					6,863,595				181,911
Receive Fixed, Pay LIBOR	45,000,000	11/01/2005	6.841% (LIBOR)	12/01/2001	Goldman Sachs					7,782,280				243,028
Receive Fixed, Pay LIBOR	25,000,000	02/15/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					4,138,829				148,780
Receive Fixed, Pay LIBOR	25,000,000	05/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					3,950,302				161,374
Receive Fixed, Pay LIBOR	25,000,000	08/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					3,774,577				173,055
Receive Fixed, Pay LIBOR	25,000,000	11/01/2006	6.90% (LIBOR)	03/01/2002	Goldman Sachs					3,614,449				183,995
Receive Fixed, Pay LIBOR	45,000,000	02/01/2012	6.5025% (LIBOR)	07/01/2003	Merrill Lynch					1,232,554				612,755
Receive Fixed, Pay LIBOR	40,000,000	08/01/2005	6.300% (LIBOR)	07/01/2003	Merrill Lynch					4,661,503				191,485
Receive Fixed, Pay LIBOR	70,000,000	08/01/2008	6.640% (LIBOR)	07/01/2003	Deutsche Bank					5,353,878				692,670
Receive Fixed, Pay LIBOR	45,000,000	08/01/2006	6.4250% (LIBOR)	07/01/2003	Deutsche Bank					4,616,437				311,498
Receive Fixed, Pay LIBOR	45,000,000	05/01/2012	6.472% (LIBOR)	07/01/2003	Barclays					973,657				622,997
Receive Fixed, Pay LIBOR	45,000,000	08/01/2012	6.482% (LIBOR)	07/01/2003	Barclays					934,922				633,073
Receive Fixed, Pay LIBOR	50,000,000	11/01/2012	6.500% (LIBOR)	07/01/2003	Barclays					1,029,042				714,435
Receive Fixed, Pay LIBOR	40,000,000	02/01/2013	6.510% (LIBOR)	07/01/2003	Bear Stearns					795,004				580,230
Receive Fixed, Pay LIBOR	50,000,000	11/01/2011	6.6070% (LIBOR)	07/01/2003	Bear Stearns					1,591,124				669,266
Receive Fixed, Pay LIBOR	50,000,000	08/01/2011	6.5960% (LIBOR)	07/01/2003	Bear Stearns					1,643,319				657,489
Receive Fixed, Pay LIBOR	55,000,000	11/01/2010	6.5320% (LIBOR)	07/01/2003	Bear Stearns					1,927,402				682,901
Receive Fixed, Pay LIBOR	70,000,000	08/01/2010	6.5170% (LIBOR)	07/01/2003	Bear Stearns					2,537,578				851,347
Receive Fixed, Pay LIBOR	70,000,000	05/01/2009	6.4260% (LIBOR)	07/01/2003	Bear Stearns					3,341,557				756,086
Receive Fixed, Pay LIBOR	65,000,000	02/01/2009	6.4070% (LIBOR)	07/01/2003	Bear Stearns					3,209,675				683,016
Receive Fixed, Pay LIBOR	70,000,000	11/01/2007	6.540% (LIBOR)	07/01/2003	Bear Stearns					6,316,686				622,830
Receive Fixed, Pay LIBOR	75,000,000	08/01/2007	6.5250% (LIBOR)	07/01/2003	Goldman Sachs					6,979,660				640,434
Receive Fixed, Pay LIBOR	70,000,000	02/01/2007	6.4780% (LIBOR)	07/01/2003	Goldman Sachs					6,844,389				544,097
Receive Fixed, Pay LIBOR	45,000,000	05/01/2006	6.4030% (LIBOR)	07/01/2003	Goldman Sachs					4,781,789				290,474
Receive Fixed, Pay LIBOR	55,000,000	02/01/2006	6.360% (LIBOR)	07/01/2003	Goldman Sachs					5,925,680				327,315
Receive Fixed, Pay LIBOR	40,000,000	08/01/2013	6.6650% (LIBOR)	07/01/2003	Swiss Re					1,043,580				597,216
Receive Fixed, Pay LIBOR	35,000,000	05/01/2013	6.6650% (LIBOR)	07/01/2003	Swiss Re					955,300				515,186
Receive Fixed, Pay LIBOR	50,000,000	05/01/2011	6.5700% (LIBOR)	07/01/2003	Swiss Re					1,698,578				645,497
Receive Fixed, Pay LIBOR	55,000,000	02/01/2011	6.5550% (LIBOR)	07/01/2003	Swiss Re					1,926,082				696,606
Receive Fixed, Pay LIBOR	40,000,000	11/01/2006	6.4650% (LIBOR)	07/01/2003	Swiss Re					4,084,709				294,392
Receive Fixed, Pay LIBOR	45,000,000	11/01/2005	6.3350% (LIBOR)	07/01/2003	Swiss Re					5,051,683				243,028
Receive Fixed, Pay LIBOR	55,000,000	05/01/2010	6.4900% (LIBOR)	07/01/2003	UBS					2,137,844				654,631
Receive Fixed, Pay LIBOR	60,000,000	02/01/2010	6.4800% (LIBOR)	07/01/2003	UBS					2,434,611				698,212
Receive Fixed, Pay LIBOR	60,000,000	11/01/2009	6.4400% (LIBOR)	07/01/2003	UBS					2,691,791				681,909
Receive Fixed, Pay LIBOR	70,000,000	08/01/2009	6.4300% (LIBOR)	07/01/2003	UBS					3,261,120				776,075
Receive Fixed, Pay LIBOR	75,000,000	11/01/2008	6.390% (LIBOR)	07/01/2003	UBS					3,993,823				765,466
Receive Fixed, Pay LIBOR	35,000,000	11/01/2013	6.820% (LIBOR)	07/01/2003	UBS					1,167,486				529,839
Receive Fixed, Pay LIBOR	70,000,000	05/01/2007	6.510% (LIBOR)	07/01/2003	UBS					6,858,288				571,548
Receive Fixed, Pay LIBOR	70,000,000	05/01/2008	6.790% (LIBOR)	08/01/2003	UBS					6,765,007				670,199
Receive Fixed, Pay LIBOR	80,000,000	02/01/2008	6.755% (LIBOR)	08/01/2003	UBS					7,842,565				739,369
Currency Swap - Receive US\$, Pay CANS	2,101,483	06/30/2010	6.455% (7.288%)	09/29/2004	Lehman	(89,198)			(106,798)	(115,833)			4,938	87,281
Currency Swap - Receive US\$, Pay CANS	5,731,316	06/01/2011	6.075% (6.85%)	09/29/2004	Lehman	(219,421)			(267,421)	(302,619)			16,635	257,909
Currency Swap - Receive US\$, Pay CANS	1,354,545	06/01/2009	4.86% (5.5%)	09/29/2004	Deutsche Bank	(60,556)			(71,999)	(68,435)			3,452	51,133
Currency Swap - Receive US\$, Pay CANS	6,287,879	12/01/2006	6.35% (7.0%)	09/29/2004	Lehman	(281,671)			(334,791)	(347,598)			17,001	163,364
Currency Swap - Receive US\$, Pay CANS	7,633,588	08/15/2007	8.283% (9.0%)	09/29/2004	CIBC	(342,092)			(406,092)	(369,248)			8,135	225,805
Currency Swap - Receive US\$, Pay CANS	9,773,282	06/02/2028	6.185% (6.7%)	09/29/2004	Deutsche Bank	(296,718)			(378,657)	(403,803)			20,022	824,960
Currency Swap - Receive US\$, Pay CANS	1,912,046	06/01/2011	6.208% (6.85%)	09/29/2004	CIBC	(73,202)			(89,202)	(82,523)			4,679	86,042
Currency Swap - Receive US\$, Pay CANS	4,588,910	07/09/2007	5.855% (6.5%)	09/29/2004	CIBC	(159,724)			(198,124)	(196,761)			15,220	133,789
Currency Swap - Receive US\$, Pay CANS	4,588,910	04/22/2008	4.925% (5.600%)	09/29/2004	Lehman	(162,556)			(200,956)	(212,255)			7,590	150,457
Currency Swap - Receive US\$, Pay CANS	5,353,728	06/02/2008	5.579% (6.2%)	09/29/2004	CIBC	(185,348)			(230,148)	(229,202)			12,453	179,570
Currency Swap - Receive US\$, Pay CANS	5,936,920	02/05/2026	7.8923% (8.29%)	09/29/2004	UBS	(287,684)			(338,884)	(358,835)			6,962	475,880

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STATEMENT AS OF SEPTEMBER 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
Currency Swap - Receive US\$, Pay CANS	16,668,702	09/21/2029	6.46% (6.95%)	09/29/2004	Goldman Sachs	(379,911)			(519,661)	(633,557)			2,258	1,443,552
Currency Swap - Receive US\$, Pay CANS	2,599,001	07/25/2028	1.4621 CANS/US\$	09/29/2004	UBS	(15,647)			(39,967)	(22,949)				219,766
Currency Swap - Receive US\$, Pay CANS	2,612,043	07/25/2027	1.4548 CANS/US\$	09/29/2004	UBS	(16,415)			(40,735)	(23,988)				216,185
Currency Swap - Receive US\$, Pay CANS	2,612,941	07/25/2024	1.4543 CANS/US\$	09/29/2004	UBS	(32,733)			(57,053)	(40,700)				201,552
Currency Swap - Receive US\$, Pay CANS	2,619,064	07/25/2026	1.4509 CANS/US\$	09/29/2004	UBS	(19,137)			(43,457)	(26,949)				211,966
Currency Swap - Receive US\$, Pay CANS	2,623,585	07/25/2023	1.4484 CANS/US\$	09/29/2004	Lehman	(23,038)			(47,358)	(43,919)				197,206
Currency Swap - Receive US\$, Pay CANS	2,623,766	07/25/2025	1.4483 CANS/US\$	09/29/2004	UBS	(22,964)			(47,284)	(31,009)				207,427
0599999. Subtotal - Swaps - Hedging						(2,668,015)		XXX	(3,418,587)	165,154,220			119,345	26,934,697
0899999. Subtotal - Swaps						(2,668,015)		XXX	(3,418,587)	165,154,220			119,345	26,934,697
1299999. Subtotal - Forwards								XXX						
2599999. Subtotal - Hedging						(2,668,015)		XXX	(3,418,587)	165,154,220			119,345	26,934,697
2799999. Subtotal - Other								XXX						
9999999 - Totals						(2,668,015)		XXX	(3,418,587)	165,154,220			119,345	26,934,697

SCHEDULE DB - PART D - SECTION 1

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

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

E07.1

Footnotes:

(A) The rate of interest varies.

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