



LIFE ACCIDENT AND HEALTH COMPANIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2004
OF THE CONDITION AND AFFAIRS OF THE

PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

NAIC Group Code 0565 0565 NAIC Company Code 68195 Employer's ID Number 62-0331200

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

Country of Domicile United States of America

Incorporated 05/24/1887 Commenced Business 05/24/1887

Statutory Home Office 1 FOUNTAIN SQUARE, CHATTANOOGA, TN 37402-1330
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 1 FOUNTAIN SQUARE
(Street and Number)
CHATTANOOGA, TN 37402-1330, 423-294-1011
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 1 FOUNTAIN SQUARE, CHATTANOOGA, TN 37402-1330
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 1 FOUNTAIN SQUARE
(Street and Number)
CHATTANOOGA, TN 37402-1330, 423-294-1373
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.unumprovident.com

Statutory Statement Contact VICKI WRIGHT CORBETT, 423-294-1373
(Name) (Area Code) (Telephone Number)
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(E-mail Address) (FAX Number)

Policyowner Relations Contact 1 FOUNTAIN SQUARE
(Street and Number)
CHATTANOOGA, TN 37402-1330, 866-410-4012
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

OFFICERS

President THOMAS ROS WATJEN Treasurer JOHN JOSEPH IWANICKI
Secretary SUSAN NANCE ROTH Appointed Actuary ALBERT ANGELO RIGGIERI, JR

VICE PRESIDENTS

ROBERT O'HARA BEST FLOYD DEAN COPELAND VICKI WRIGHT CORBETT
ROGER CARL EDGREN # JOSEPH RICHARD FOLEY ROBERT CARL GREVING
PETER CARL MADEJA KEVIN PAUL MCCARTHY

DIRECTORS OR TRUSTEES

FLOYD DEAN COPELAND THOMAS ROS WATJEN

State of Tennessee }
County of Hamilton } SS

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

THOMAS ROS WATJEN
President
(President and Chief Executive Officer)

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

JOHN JOSEPH IWANICKI
Treasurer
(Vice President and Treasurer)

Subscribed and sworn to before me this
5TH 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 commission expires March 28, 2005

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	7,123,773,611		7,123,773,611	8,318,417,291
2. Stocks:				
2.1 Preferred stocks	101,174,428		101,174,428	136,820,333
2.2 Common stocks	119,704		119,704	7,720,643
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	47,152,678		47,152,678	48,586,720
4.2 Properties held for the production of income (less \$0 encumbrances)	8,420,633		8,420,633	8,648,882
4.3 Properties held for sale (less \$0 encumbrances)	6,528,294		6,528,294	6,528,294
5. Cash (\$(5,592,725)), cash equivalents (\$87,106,772) and short-term investments (\$)	81,514,047		81,514,047	16,366,907
6. Contract loans, (including \$0 premium notes)	69,202,683		69,202,683	67,737,148
7. Other invested assets	9,817,523		9,817,523	13,880,824
8. Receivable for securities	129,866		129,866	4,085,877
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	7,447,833,468		7,447,833,468	8,628,792,920
11. Investment income due and accrued	123,113,179		123,113,179	133,850,036
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in the course of collection	31,820,332	2,837,935	28,982,397	44,806,736
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	28,300,097		28,300,097	22,071,626
12.3 Accrued retrospective premiums	89,989	89,989		89,989
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers	20,958,127	72,786	20,885,341	15,698,888
13.2 Funds held by or deposited with reinsured companies				
13.3 Other amounts receivable under reinsurance contracts	15,850,537		15,850,537	6,568,882
14. Amounts receivable relating to uninsured plans	2,687,474		2,687,474	3,698,469
15.1 Current federal and foreign income tax recoverable and interest thereon				12,648,545
15.2 Net deferred tax asset	324,206,202	230,926,530	93,279,672	76,635,014
16. Guaranty funds receivable or on deposit	4,588,489		4,588,489	4,548,508
17. Electronic data processing equipment and software			0	443,109
18. Furniture and equipment, including health care delivery assets (\$0)	6,223,693	6,223,693		
19. Net adjustment in assets and liabilities due to foreign exchange rates				
20. Receivables from parent, subsidiaries and affiliates				
21. Health care (\$0) and other amounts receivable	18,931,094	18,931,094		
22. Other assets nonadmitted	2,154,633	2,154,633		
23. Aggregate write-ins for other than invested assets	130,650,864	2,565,465	128,085,399	125,815,580
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	8,157,408,177	263,802,124	7,893,606,053	9,075,668,304
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	8,157,408,177	263,802,124	7,893,606,053	9,075,668,304
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page				
0999. Totals (Lines 0901 thru 0903 plus 0998)(Line 9 above)				
2301. Corporate owned life insurance	127,331,979		127,331,979	123,369,941
2302. Other miscellaneous assets	753,419		753,419	2,445,639
2303. Prepaid expenses	2,356,112	2,356,112		
2398. Summary of remaining write-ins for Line 23 from overflow page	209,353	209,353		
2399. Totals (Lines 2301 thru 2303 plus 2398)(Line 23 above)	130,650,864	2,565,465	128,085,399	125,815,580

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$1,733,259,562 less \$0 included in Line 6.3 (including \$0 Modco Reserve)	1,733,259,562	1,721,148,806
2. Aggregate reserve for accident and health contracts (including \$0 Modco Reserve)	4,112,017,268	5,577,134,084
3. Liability for deposit-type contracts (including \$0 Modco Reserve)	67,234,967	76,635,546
4. Contract claims:		
4.1 Life	39,854,969	51,922,423
4.2 Accident and health	87,311,731	159,296,683
5. Policyholders' dividends \$ and coupons \$ due and unpaid		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment to (including \$ Modco)		
6.2 Dividends not yet apportioned (including \$0 Modco)	34,090	41,634
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 \$14,353,866 accident and health premiums	15,033,197	17,936,660
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		
9.2 Provision for experience rating refunds, including \$21,085,744 accident and health experience rating refunds	58,506,295	62,048,931
9.3 Other amounts payable on reinsurance, including \$2,106,412 assumed and \$36,712,748 ceded	38,819,159	8,438,013
9.4 Interest Maintenance Reserve	78,574,736	83,085,184
10. Commissions to agents due or accrued-life and annuity contracts \$7,703,878 , accident and health \$3,452,579 and deposit-type contract funds \$0	11,156,458	17,096,050
11. Commissions and expense allowances payable on reinsurance assumed		
12. General expenses due or accrued	4,456,106	3,123,693
13. Transfers to Separate Accounts due or accrued (net) (including \$ accrued for expense allowances recognized in reserves, net of reinsured allowances)		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	10,817,326	15,471,302
15.1 Current federal and foreign income taxes, including \$912,558 on realized capital gains (losses)	45,150,363	0
15.2 Net deferred tax liability		
16. Unearned investment income	0	1,715
17. Amounts withheld or retained by company as agent or trustee	60,455	949,034
18. Amounts held for agents' account, including \$563,191 agents' credit balances	563,191	698,415
19. Remittances and items not allocated	9,421,140	6,168,375
20. Net adjustment in assets and liabilities due to foreign exchange rates		
21. Liability for benefits for employees and agents if not included above	0	1,478,867
22. Borrowed money \$ and interest thereon \$		
23. Dividends to stockholders declared and unpaid		
24. Miscellaneous liabilities:		
24.1 Asset valuation reserve	29,330,746	28,515,893
24.2 Reinsurance in unauthorized companies	1,611,983	1,611,983
24.3 Funds held under reinsurance treaties with unauthorized reinsurers		
24.4 Payable to parent, subsidiaries and affiliates	28,058,966	21,731,571
24.5 Drafts outstanding		
24.6 Liability for amounts held under uninsured accident and health plans	431,777	431,777
24.7 Funds held under coinsurance		
24.8 Payable for securities	4,955,100	305,099
24.9 Capital notes \$ and interest thereon \$		
25. Aggregate write-ins for liabilities	71,557,073	59,092,002
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	6,448,216,659	7,914,363,739
27. From Separate Accounts Statement		
28. Total liabilities (Lines 26 and 27)	6,448,216,659	7,914,363,739
29. Common capital stock	43,501,205	43,501,205
30. Preferred capital stock		
31. Aggregate write-ins for other than special surplus funds	272,662,733	304,584,536
32. Surplus notes	150,000,000	150,000,000
33. Gross paid in and contributed surplus	548,208,526	548,208,526
34. Aggregate write-ins for special surplus funds		
35. Unassigned funds (surplus)	431,016,930	115,010,298
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)	1,401,888,190	1,117,803,359
38. Totals of Lines 29, 30 and 37	1,445,389,395	1,161,304,564
39. Totals of Lines 28 and 38	7,893,606,053	9,075,668,304
DETAILS OF WRITE-INS		
2501. Pensioner life reserve	32,844,778	35,514,400
2502. Schedule DB Liability	21,922,734	5,313,783
2503. Group survivor income benefit reserve	8,995,132	9,492,673
2598. Summary of remaining write-ins for Line 25 from overflow page	7,794,429	8,771,146
2599. Totals (Lines 2501 thru 2503 plus 2598)(Line 25 above)	71,557,073	59,092,002
3101. Deferred gains on reinsurance of inforce blocks of business	272,662,733	304,584,536
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)	272,662,733	304,584,536
3401.		
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page		
3499. Totals (Lines 3401 thru 3403 plus 3498)(Line 34 above)		

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SUMMARY OF OPERATIONS

(Excluding Unrealized Capital Gains and Losses)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	833,362,547	1,007,167,334	1,351,700,770
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	459,552,734	510,996,521	682,912,248
4. Amortization of Interest Maintenance Reserve (IMR)	6,211,462	6,354,861	8,881,320
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded	34,603,840	42,576,520	59,609,940
7. Reserve adjustments on reinsurance ceded	9,893	12,498	11,796
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts			
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	313,279,859	13,094,627	20,161,857
9. Totals (Lines 1 to 8.3)	1,647,020,334	1,580,202,361	2,123,277,931
10. Death benefits	115,684,976	126,925,725	171,708,281
11. Matured endowments (excluding guaranteed annual pure endowments)	0	1,620	1,618
12. Annuity benefits	68,117,201	69,031,288	91,921,366
13. Disability benefits and benefits under accident and health contracts	562,309,814	642,546,291	858,539,903
14. Coupons, guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts	26,551,574	25,131,340	33,369,062
16. Group conversions	1,217,206	851,709	993,255
17. Interest and adjustments on contract or deposit-type contract funds	1,886,379	2,566,987	3,528,247
18. Payments on supplementary contracts with life contingencies	122,540	160,374	224,291
19. Increase in aggregate reserves for life and accident and health and contracts	170,515,765	249,189,457	297,117,206
20. Totals (Lines 10 to 19)	946,405,455	1,116,404,791	1,457,403,230
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	158,229,524	175,345,655	236,763,534
22. Commissions and expense allowances on reinsurance assumed	551,647	555,062	729,333
23. General insurance expenses	193,823,899	203,497,997	272,950,315
24. Insurance taxes, licenses and fees, excluding federal income taxes	27,292,504	28,816,774	35,988,582
25. Increase in loading on deferred and uncollected premiums	1,342,184	5,570,695	6,179,407
26. Net transfers to or (from) Separate Accounts net of reinsurance			
27. Aggregate write-ins for deductions	(3,142,500)	(2,353,542)	(3,064,660)
28. Totals (Lines 20 to 27)	1,324,502,713	1,527,837,430	2,006,949,742
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	322,517,621	52,364,931	116,328,190
30. Dividends to policyholders	668	20,600	30,703
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	322,516,954	52,344,331	116,297,487
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	31,850,808	27,934,288	42,378,021
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)	290,666,145	24,410,043	73,919,466
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 58,144,857 (excluding taxes of \$ (66,160,580) transferred to the IMR)	(37,989,151)	(38,141,394)	(56,887,509)
35. Net income (Line 33 plus Line 34)	252,676,995	(13,731,351)	17,031,957
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	1,161,304,564	927,276,256	927,276,255
37. Net income (Line 35)	252,676,995	(13,731,351)	17,031,957
38. Change in net unrealized capital gains (losses)	(1,013,203)	23,045,460	32,076,735
39. Change in net unrealized foreign exchange capital gain (loss)	30,897,530	19,687,879	23,287,329
40. Change in net deferred income tax	(31,647,635)	(5,518,856)	18,439,514
41. Change in non-admitted assets and related items	65,907,798	(23,601,021)	(18,245,634)
42. Change in liability for reinsurance in unauthorized companies	0	0	(165,496)
43. Change in reserve on account of change in valuation basis, (increase) or decrease			
44. Change in asset valuation reserve	(814,853)	(254,507)	(20,165,964)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement			
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in	0	229,210,741	231,120,790
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance	(31,921,802)	(22,272,938)	(29,613,473)
52. Dividends to stockholders	0	(10,000,000)	(10,000,000)
53. Aggregate write-ins for gains and losses in surplus	0	(5,630,750)	(9,737,450)
54. Net change in capital and surplus for the year (Lines 37 through 53)	284,084,830	190,934,657	234,028,310
55. Capital and surplus, as of statement date (Lines 36 + 54)	1,445,389,395	1,118,210,913	1,161,304,564
DETAILS OF WRITE-INS			
08.301. Other income related to sale of Canadian Operations	176,400,367	0	0
08.302. Adjustment for liability gains and losses released from the IMR	120,636,956	0	0
08.303. Surrender charges	11,502,000	8,809,870	12,432,474
08.398. Summary of remaining write-ins for Line 8.3 from overflow page	4,740,535	4,284,757	7,729,383
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above)	313,279,859	13,094,627	20,161,857
2701. Fines and penalties paid to regulatory authorities	24,559	165,917	166,850
2702. Change in group life survivor income benefit reserve	(497,436)	(600,919)	(769,801)
2703. Change in pensioner life reserve	(2,669,622)	(1,918,540)	(2,461,709)
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Lines 2701 thru 2703 plus 2798)(Line 27 above)	(3,142,500)	(2,353,542)	(3,064,660)
5301. Interest on surplus notes	0	(4,005,750)	(8,112,450)
5302. Prior year adjustment for other than temporary bond impairment	0	(1,625,000)	(1,625,000)
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	(5,630,750)	(9,737,450)

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY
CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	830,357,443	1,339,933,439
2. Net investment income	411,306,997	591,936,163
3. Miscellaneous income	305,311,061	49,181,328
4. Total (Lines 1 to 3)	1,546,975,500	1,981,050,930
5. Benefit and loss related payments	787,915,688	1,199,339,804
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	690,232,948	549,862,548
8. Dividends paid to policyholders	8,951	30,703
9. Federal and foreign income taxes paid (recovered) \$ 52,672,808 net of tax on capital gains (losses)	38,174,690	1,163,539
10. Total (Lines 5 through 9)	1,516,332,276	1,750,396,593
11. Net cash from operations (Line 4 minus Line 10)	30,643,224	230,654,337
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	1,970,217,869	1,595,306,288
12.2 Stocks	38,729,401	144,316,228
12.3 Mortgage loans		
12.4 Real estate	561,563	7,085,985
12.5 Other invested assets	5,702,543	3,377,779
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(19,107,979)	102,439
12.7 Miscellaneous proceeds	27,006,630	6,171,461
12.8 Total investment proceeds (Lines 12.1 to 12.7)	2,023,110,027	1,756,360,181
13. Cost of investments acquired (long-term only):		
13.1 Bonds	593,653,805	1,879,601,450
13.2 Stocks	1,644,728	143,605,834
13.3 Mortgage loans		
13.4 Real estate	807,148	8,871,682
13.5 Other invested assets	410,656	1,436,793
13.6 Miscellaneous applications	0	3,328,832
13.7 Total investments acquired (Lines 13.1 to 13.6)	596,516,337	2,036,844,591
14. Net increase (or decrease) in policy loans and premium notes	1,465,535	1,209,166
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	1,425,128,155	(281,693,577)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock	0	111,910,049
16.3 Borrowed funds	0	(235,000,000)
16.4 Net deposits on deposit-type contracts and other insurance liabilities	(10,280,904)	(11,388,351)
16.5 Dividends to stockholders	0	10,000,000
16.6 Other cash provided (applied)	(1,380,343,335)	213,039,338
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(1,390,624,239)	68,561,037
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11, plus Lines 15 and 17)	65,147,140	17,521,795
19. Cash and short-term investments:		
19.1 Beginning of year	16,366,905	(1,154,890)
19.2 End of period (Line 18 plus Line 19.1)	81,514,046	16,366,905

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

20.0001. Bonds and stocks sold in business disposition	934,260,691	0
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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	221,105,145	206,456,472	295,904,341
3. Ordinary individual annuities			
4. Credit life (group and individual)	0	0	1,469
5. Group life insurance	86,881,009	117,320,339	157,418,833
6. Group annuities			
7. A & H - group	152,607,368	245,462,833	327,792,432
8. A & H - credit (group and individual)			
9. A & H - other	569,928,740	610,988,391	824,172,932
10. Aggregate of all other lines of business			
11. Subtotal	1,030,522,262	1,180,228,035	1,605,290,007
12. Deposit-type contracts	124,373	728,952	177,953
13. Total	1,030,646,635	1,180,956,987	1,605,467,960
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. Discontinued Operations

During the fourth quarter of 2003, the Company entered into an agreement to sell its Canadian operations to RBC Insurance, the insurance operations of Royal Bank of Canada. The transaction closed effective April 30, 2004, and in the second quarter of 2004, the Company reported an after tax gain of approximately \$240 million on the sale of the operations. Assets transferred to the buyer included bonds and preferred stocks with a book value of approximately \$930 million. Liabilities transferred included reserves of approximately \$1,340 million.

The Company retained a portion of the Canadian branch fixed maturity bond portfolio according to the terms of the transaction. The bonds retained had an admitted value, at April 30, 2004, of approximately \$610 million.

2. Contingencies

Paul Revere Brokers, Career Agents, and Sales Managers Actions

In 1997 two alleged class action lawsuits were filed in Superior Court in Worcester, Massachusetts (Superior Court) against UnumProvident Corporation (UnumProvident) and several of its subsidiaries, The Paul Revere Corporation (Paul Revere), The Paul Revere Life Insurance Company, The Paul Revere Variable Annuity Insurance Company, and Provident Life and Accident Insurance Company (the Company).

One purported to represent independent brokers who sold certain individual disability income policies with benefit riders that were issued by subsidiaries of Paul Revere and who claimed that their compensation had been reduced in breach of their broker contract and in violation of the Massachusetts Consumer Protection Act (the Massachusetts Act). A class was certified in February 2000. In April 2001, the jury returned a complete defense verdict on the breach of contract claim. Notwithstanding the jury verdict, the judge was obligated to rule separately on the claim that UnumProvident and its affiliates violated the Massachusetts Act. In September 2002, the judge ruled that Paul Revere violated the Massachusetts Act and awarded double damages plus attorneys' fees. Complicating the matter was the unexpected death of the trial judge. In March 2003, a new judge was assigned to the case so the parties can proceed to conclude matters before the trial court. As to calculating damages, interest, and attorneys' fees, as of July of 2004 almost all of these issues have been resolved, and the case could have been perfected for appeal by the end of the third quarter. However, the parties have executed a Memorandum of Understanding agreeing in principle to settle all issues in the case. Pursuant to the Memorandum, the Company believes the loss resulting from damages, interest, and attorneys' fees will approximate \$5.0 million, which amount has been accrued.

The career agent class action purports to represent all career agents of subsidiaries of Paul Revere whose employment relationships ended on June 30, 1997 and who were offered contracts to sell insurance policies as independent producers. The career agents claimed that the termination of their employment relationship was contrary, inter alia, to promises of lifetime employment. Class certification was denied for the career agents. The career agent plaintiffs had re-filed their complaint seeking class action status by limiting the issues to compensation matters similar to those in the certified broker class action, but now have filed a motion to dismiss the entire action.

In addition, the same plaintiffs' attorney who had initially filed the class action lawsuits filed approximately 50 (including the two individual career agents who brought the class action referenced above) individual lawsuits on behalf of current and former Paul Revere sales managers alleging various breach of contract claims. Of the 48 general manager cases, one was arbitrated and all the others have been settled. If the filing of the dismissal is accepted, the two career agent cases will be dismissed as well. Management expects that the ultimate liability, if any, with respect to the career agent and sales manager cases will not be material to the Company's financial position or results of operations.

The Multidistrict Litigation - Policyholder Class Actions

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

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

On February 11, 2003, the case of Harris, et al. v. UnumProvident Corporation, et al., was filed in the Circuit Court of St. Clair County, Illinois. This case purports to be a class action. The complaint alleges that individuals were wrongfully denied benefits and alleges causes of action under breach of contract, breach of the covenant of good faith and fair dealing, violation of the Illinois Consumer Fraud

NOTES TO FINANCIAL STATEMENTS

Act, common law fraud, intentional misrepresentation, and breach of fiduciary duty. Alternatively, the complaint alleges violations of ERISA. The complaint seeks injunctive and declaratory relief as well as restitution and punitive damages. On April 4, 2003 the case was removed to the United States District Court for the Southern District of Illinois. The Company strongly denies the allegations in the complaint and will vigorously defend the litigation. This action was transferred to the Eastern District of Tennessee as part of the multidistrict litigation transfer order.

On 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 of 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 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, including the Company, 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 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 order.

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

On September 17, 2003, the case of Rudrud, et al. v. UnumProvident Corporation, et al., was filed in the United States District Court for the District of Massachusetts. The plaintiffs assert claims on behalf of a putative class of disability participants insured under ERISA plans. The complaint alleges that these claimants had their claims improperly denied or terminated and that the Company breached certain fiduciary duties owed to these participants in ERISA plans. The complaint also alleges violations under 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 and 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 Taylor 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.

NOTES TO FINANCIAL STATEMENTS

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

On January 23, 2003 a jury in California State Court in Marin County, in the case of Chapman v. UnumProvident, et al., returned a verdict of \$31.6 million against the Company, UnumProvident, and one of its subsidiaries, The Paul Revere Life Insurance Company. The largest portion of the verdict was \$30 million in punitive damages. The Company strongly disagreed with the verdict because the evidence did not support it. The Company filed post-trial motions which challenged, among other things, the excessiveness of the punitive damage award. On March 25, 2003, the court entered an order reducing the punitive damage award to \$5.0 million, thereby reducing the total award to \$6.1 million. On April 8, 2003, the plaintiff in the Chapman case accepted the reduced award. The Company has now appealed the final verdict to the California Court of Appeals.

On April 2, 2003 a jury in Phoenix, Arizona Federal Court in the case of Ceimo v. General American Life Insurance Company, Provident Life and Accident Insurance Company and The Paul Revere Life Insurance Company returned a verdict of \$85.6 million against General American Life Insurance Company and two subsidiaries of UnumProvident: the Company and The Paul Revere Life Insurance Company. This verdict included an award of \$79.0 million in punitive damages. The Company filed all of the required post trial motions. On September 17, 2003, the trial court ordered a reduction of the punitive damage verdict from \$79.0 million to \$7.0 million in punitive damages. The court's ruling as to the reduction in punitive damages was based on the United States Supreme Court's decision in State Farm Mutual Automobile Insurance Company vs. Campbell. The remainder of the verdict was upheld and the court awarded the plaintiff \$0.6 million in attorneys' fees. The Company has appealed the case to the Ninth Circuit Court of Appeals. The plaintiff Joanne Ceimo filed a notice of cross-appeal on October 7, 2003 seeking to reinstate the full amount of punitive damages awarded by the jury. As of October 21, 2004, the briefing for the appeal in the Ninth Circuit was not complete.

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.

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.

NOTES TO FINANCIAL STATEMENTS

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 of UnumProvident's 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.

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.

Gain Contingencies

During the third quarter of 2004, the U.S. District Court for the Eastern District of Tennessee granted the Company's request for a refund of the 1984 federal income tax, plus interest, from the Company's inclusion of the decrease of certain reserves in taxable income and denied a counterclaim filed by the government. The government has appealed the case to the Sixth Circuit Court of Appeals, and the outcome of the appeal remains uncertain. If the Company ultimately prevails in the litigation, it will be entitled to a refund of federal income tax paid for tax year 1984, plus interest, as well as a refund of tax plus interest for all tax years subsequent to tax year 1984 in which the Internal Revenue Service (IRS) has taken an inconsistent position in a tax examination with respect to the issue involved and for which the Company has paid tax and interest based on the IRS' inconsistent position. The Company currently estimates that a favorable outcome could result in refunds of tax plus interest ranging in the aggregate between \$14 million to \$20 million for amounts paid through September 30, 2004. The actual refund, if any, may be different depending on amounts paid subsequent to September 30, 2004, but prior to the ultimate settlement.

NOTES TO FINANCIAL STATEMENTS

3. Other

Effective April 1, 2004, the Company reinsured to National Indemnity Company, a subsidiary of Berkshire Hathaway, a portion of the potential future losses that occur above a specified retention limit related to a block of its individual disability income products. The Company ceded reserves of approximately \$304.0 million and transferred assets of approximately \$370.7 million as a result of the initial transaction. The Company's state of domicile has approved the transaction

All other notes to the financial statements have not changed significantly since the 2004 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 [X] No []
- 2.2 If yes, has the report been filed with the domiciliary state? Yes [X] No []
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 3.2 If yes, date of change:
If not previously filed, furnish herewith a certified copy of the instrument as amended.
- 4. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 5.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2000
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2000
- 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). 08/06/2003
- 7.4 By what department or departments? Delaware, Nevada and Tennessee for 12/31/2000
- 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 \$238,640,000 par value in bonds that are held as collateral for reverse repurchase agreements and \$238,640,000 par value in bonds held as collateral for repurchase agreements with Salomon Smith Barney. In addition, the Company has \$5,393,954, \$1,173,000, \$5,300,000 and \$42,817,000 par value in bonds held as collateral for open derivative contracts with Merrill Lynch, Barclays, CIBC and Lehman Brothers, respectively.

12. Amount of real estate and mortgages held in other invested assets in Schedule BA:\$ 645,296

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 [] No [X]

14.2 If yes, please complete the following:

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

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

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

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

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

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	New York, NY
Royal Trust Corporation of Canada	Toronto, Ontario, Canada

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 Amount
1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:	
1.1 Long-Term Mortgages In Good Standing	
1.11 Farm Mortgages	\$
1.12 Residential Mortgages	\$
1.13 Commercial Mortgages	\$
1.14 Total Mortgages in Good Standing	\$
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)	\$
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	\$

NONE

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE A - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	63,763,897	66,957,953
2. Increase (decrease) by adjustment	(2,254,451)	3,602,999
3. Cost of acquired		4,072,359
4. Cost of additions to and permanent improvements	807,148	4,799,323
5. Total profit (loss) on sales	346,575	(8,582,752)
6. Increase (decrease) by foreign exchange adjustment		
7. Amount received on sales	561,563	7,085,985
8. Book/adjusted carrying value at end of current period	62,101,606	63,763,897
9. Total valuation allowance		
10. Subtotal (Lines 8 plus 9)	62,101,606	63,763,897
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	62,101,606	63,763,897

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		
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after acquisitions		
3. Accrual of discount and mortgage interest points and commitment fees		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period		
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		
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)		
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

NONE

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	13,880,824	15,277,649
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		
2.2. Additional investment made after acquisitions	410,656	1,436,793
3. Accrual of discount		
4. Increase (decrease) by adjustment		(15,214)
5. Total profit (loss) on sale	1,228,586	559,375
6. Amounts paid on account or in full during the period	5,702,543	3,377,779
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book/adjusted carrying value of long-term invested assets at end of current period	9,817,523	13,880,824
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	9,817,523	13,880,824
12. Total nonadmitted amounts		
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	9,817,523	13,880,824

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	8,462,958,268	7,834,279,299
2. Cost of bonds and stocks acquired	595,298,533	2,023,207,284
3. Accrual of discount	66,146,544	111,887,501
4. Increase (decrease) by adjustment	(23,198,531)	(36,753,100)
5. Increase (decrease) by foreign exchange adjustment	(45,551,819)	258,639,022
6. Total profit (loss) on disposal	183,070,997	20,416,014
7. Consideration for bonds and stocks disposed of	2,008,947,270	1,739,622,516
8. Amortization of premium	4,708,979	9,095,236
9. Book value/adjusted carrying value, current period	7,225,067,743	8,462,958,268
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	7,225,067,743	8,462,958,268
12. Total nonadmitted amounts		
13. Statement value	7,225,067,743	8,462,958,268

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	3,297,649,666	146,044,321	168,795,453	71,043,751	4,150,617,001	3,297,649,666	3,345,942,285	4,108,239,009
2. Class 2	3,082,544,171	39,961,753	164,097,028	(22,889,653)	3,238,843,211	3,082,544,171	2,935,519,243	3,124,844,623
3. Class 3	324,035,611	33,907,600	1,629,897	11,989,584	364,979,981	324,035,611	368,302,898	425,282,963
4. Class 4	332,763,194	29,240,000	11,195,419	13,401,204	435,804,141	332,763,194	364,208,979	443,314,741
5. Class 5	117,441,451		2,296,060	(56,606,453)	114,711,210	117,441,451	58,538,938	152,645,582
6. Class 6	45,816,822	444,592	4,829,801	9,829,655	47,668,370	45,816,822	51,261,268	64,090,373
7. Total Bonds	7,200,250,915	249,598,266	352,843,658	26,768,088	8,352,623,914	7,200,250,915	7,123,773,611	8,318,417,291
PREFERRED STOCK								
8. Class 1	89,561,887	734,406			109,014,579	89,561,887	90,296,293	109,154,081
9. Class 2	8,109,794				22,637,363	8,109,794	8,109,794	24,908,574
10. Class 3	6,728,789			(6,728,789)	188,600	6,728,789		188,600
11. Class 4	2,556,250			211,762	2,571,250	2,556,250	2,768,012	2,568,750
12. Class 5	329				329	329	329	329
13. Class 6								
14. Total Preferred Stock	106,957,049	734,406		(6,517,027)	134,412,121	106,957,049	101,174,428	136,820,334
15. Total Bonds and Preferred Stock	7,307,207,964	250,332,672	352,843,658	20,251,061	8,487,036,035	7,307,207,964	7,224,948,039	8,455,237,625

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		26,154,666
2. Cost of short-term investments acquired		4,633,937,574
3. Increase (decrease) by adjustment		
4. Increase (decrease) by foreign exchange adjustment		559,460
5. Total profit (loss) on disposal of short-term investments		
6. Consideration received on disposal of short-term investments		4,660,651,700
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		2,103,702
13. Income earned during period		2,085,087

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 PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

States, Etc.	1 Is Insurer Licensed? (Yes or No)	Life Contracts		Direct Business Only		
		2 Life Insurance Premiums	3 Annuity Considerations	4 Accident and Health Insurance Premiums, Including Policy Membership and Other Fees	5 Deposit-Type Contract Funds	6 Other Considerations
1. Alabama	AL	Yes	8,615,785		18,142,882	
2. Alaska	AK	Yes	2,609,701		717,262	
3. Arizona	AZ	Yes	2,582,771		10,284,149	
4. Arkansas	AR	Yes	2,403,867		4,121,889	300
5. California	CA	Yes	18,288,013		80,661,751	
6. Colorado	CO	Yes	15,010,113		9,462,706	
7. Connecticut	CT	Yes	1,310,513		9,146,689	
8. Delaware	DE	Yes	318,806		1,916,994	
9. District of Columbia	DC	Yes	519,321		3,010,057	
10. Florida	FL	Yes	23,910,250		45,022,191	
11. Georgia	GA	Yes	14,605,454		24,377,224	1,850
12. Hawaii	HI	Yes	464,560		1,152,388	
13. Idaho	ID	Yes	275,578		852,797	
14. Illinois	IL	Yes	6,039,826		23,487,452	1,400
15. Indiana	IN	Yes	4,313,511		7,459,252	495
16. Iowa	IA	Yes	1,682,277		2,241,697	
17. Kansas	KS	Yes	1,261,108		4,365,078	
18. Kentucky	KY	Yes	5,408,372		9,196,765	450
19. Louisiana	LA	Yes	5,409,192		10,047,295	
20. Maine	ME	Yes	492,017		1,853,113	
21. Maryland	MD	Yes	6,468,984		17,113,026	1,930
22. Massachusetts	MA	Yes	2,462,487		17,423,603	
23. Michigan	MI	Yes	7,373,101		34,182,176	7,500
24. Minnesota	MN	Yes	2,114,473		7,663,831	450
25. Mississippi	MS	Yes	3,246,587		5,424,503	
26. Missouri	MO	Yes	5,205,374		7,904,378	3,000
27. Montana	MT	Yes	258,401		784,252	
28. Nebraska	NE	Yes	1,171,502		3,015,775	
29. Nevada	NV	Yes	1,870,610		1,974,578	
30. New Hampshire	NH	Yes	319,491		2,199,138	
31. New Jersey	NJ	Yes	5,824,736		24,009,159	
32. New Mexico	NM	Yes	1,943,646		1,383,030	
33. New York	NY	No	1,624,588		3,780,169	
34. North Carolina	NC	Yes	30,582,276		20,421,370	450
35. North Dakota	ND	Yes	83,092		511,859	
36. Ohio	OH	Yes	12,048,467		19,436,804	36,865
37. Oklahoma	OK	Yes	1,327,302		3,358,904	
38. Oregon	OR	Yes	665,942		4,765,424	
39. Pennsylvania	PA	Yes	7,103,170		33,194,493	448
40. Rhode Island	RI	Yes	372,638		1,581,477	
41. South Carolina	SC	Yes	9,747,244		12,871,068	900
42. South Dakota	SD	Yes	158,102		836,956	
43. Tennessee	TN	Yes	28,868,081		24,017,920	31,850
44. Texas	TX	Yes	11,397,304		33,473,914	
45. Utah	UT	Yes	747,354		1,933,732	
46. Vermont	VT	Yes	823,961		979,001	
47. Virginia	VA	Yes	9,418,781		15,033,372	36,485
48. Washington	WA	Yes	1,993,073		10,222,367	
49. West Virginia	WV	Yes	21,908,253		1,890,796	
50. Wisconsin	WI	Yes	2,804,354		6,344,066	
51. Wyoming	WY	Yes	174,036		369,138	
52. American Samoa	AS	No				
53. Guam	GU	No	111,475		62,664	
54. Puerto Rico	PR	Yes	3,251		20,303	
55. U.S. Virgin Islands	VI	No	350		19,551	
56. Canada	CN	Yes	3,751,639		121,298,026	
57. Aggregate Other Aliens	OT	XXX	56,609		24,204	
58. Subtotal	(a) 51		299,551,771		707,044,658	124,373
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		1,645,587		19,876,765	
94. Aggregate or other amounts not allocable by State	XXX		(416,479)		(550,646)	
95. Totals (Direct Business)	XXX		300,780,879		726,370,777	124,373
96. Plus Reinsurance Assumed	XXX		423,083		15,654,403	
97. Totals (All Business)	XXX		301,203,962		742,025,180	124,373
98. Less Reinsurance Ceded	XXX		86,637,731		126,233,969	124,373
99. Totals (All Business) less Reinsurance Ceded	XXX		214,566,232		615,791,211	
DETAILS OF WRITE-INS						
5701. Other Alien	XXX		56,609		24,204	
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		56,609		24,204	
9401. Premiums not yet applied to policy	XXX		(416,479)		(550,646)	
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		(416,479)		(550,646)	

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

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY
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]

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY
OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 23

2304. Receivables for securities	209,353	209,353	
2397. Summary of remaining write-ins for Line 23 from overflow page	209,353	209,353	

Additional Write-ins for Liabilities Line 25

2504. Missing claimants liability		7,303,804	8,503,023
2505. Miscellaneous amounts payable		490,625	268,123
2597. Summary of remaining write-ins for Line 25 from overflow page		7,794,429	8,771,146

Additional Write-ins for Summary of Operations Line 8.3

08.304. Corporate owned life insurance	3,962,038	1,903,909	3,317,207
08.305. Other income	495,535	1,781,996	3,674,159
08.306. Transfers on account of group package policies	282,961	32,407	53,382
08.307. Interest on federal income tax refund	0	566,444	684,635
08.397. Summary of remaining write-ins for Line 5 from overflow page	4,740,535	4,284,757	7,729,383

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED During the Current Quarter

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

SCHEDULE A - PART 3

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

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Increase (Decrease) by Adjustment	8 Increase (Decrease) by Foreign Exchange Adjustment	9 Expended for Additions, Permanent Improvements and Changes in Encumbrances	10 Book/Adjusted Carrying Value Less Encumbrances	11 Amounts Received	12 Foreign Exchange Profit (Loss) on Sale	13 Realized Profit (Loss) on Sale	14 Total Profit (Loss) on Sale	15 Gross Income Earned Less Interest Incurred on Encumbrances	16 Taxes, Repairs and Expenses Incurred
	2 City	3 State													
Parking Lots near Home Office Building	Chattanooga	TN	07/27/2004	Cherry Street LLC	214,988				214,988	561,563		346,575	346,575		
0199999. Property Sold					214,988				214,988	561,563		346,575	346,575		
9999999 - Totals					214,988				214,988	561,563		346,575	346,575		

E01

Schedule B - Part 1

N O N E

Schedule B - Part 2

N O N E

Schedule BA - Part 1

N O N E

Schedule BA - Part 2

N O N E

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
BONDS									
Special Revenue & Assessment									
United States									
313399-LK-1	FHLMC 2343 MZ 6.500% 08/15/31		09/01/2004	Interest Capitalization		426,184	426,184		1
31339W-Y4-2	FHLMC 2439 KZ 6.500% 04/15/32		09/01/2004	Interest Capitalization		252,303	252,303		1
3133TV-UR-5	FHLMC 2434 Z 6.500% 04/15/32		09/01/2004	Interest Capitalization		338,435	338,435		1
31359G-KC-9	FNMA 1994-10 KZ 6.500% 01/25/24		09/01/2004	Interest Capitalization		387,711	387,711		1
31359L-2M-6	FNMA 1996-7 Z 6.500% 04/25/26		09/01/2004	Interest Capitalization		360,241	360,241		1
31359X-C9-8	FNMA 2000-7 MZ 7.000% 02/17/40		09/01/2004	Interest Capitalization		401,906	401,906		1
31359X-RK-7	FNMA 2000-1 Z 7.000% 02/01/30		09/01/2004	Interest Capitalization		278,367	278,367		1
313921-AG-3	FNMA 2001-49 Z 6.500% 09/25/31		08/01/2004	Interest Capitalization		166,253	166,253		1
31392B-J5-6	FNMA 2002-9 ZA 6.500% 03/25/32		09/01/2004	Interest Capitalization		570,184	570,184		1
31392C-F6-6	FNMA 2002-29 Z 6.500% 05/25/32		09/01/2004	Interest Capitalization		282,029	282,029		1
31392C-VK-7	FNMA 2002-16 ZD 6.500% 04/25/32		09/01/2004	Interest Capitalization		578,193	578,193		1
31392D-LF-7	FNMA 2002-36 ZG 6.500% 06/25/32		09/01/2004	Interest Capitalization		467,515	467,515		1
31392K-HU-3	FHLMC 2445 Z 6.500% 05/15/32		09/01/2004	Interest Capitalization		292,197	292,197		1
31392M-AD-4	FHLMC 2448 Z 6.500% 05/15/32		09/01/2004	Interest Capitalization		280,509	280,509		1
31392R-MA-6	FHLMC 2470 CLASS Z 6.000% 07/15/32		09/01/2004	Interest Capitalization		286,697	286,697		1
31393G-V3-5	FHLMC 2533 Z 5.500% 12/15/32		09/01/2004	Interest Capitalization		262,468	262,468		1
31394L-VL-3	FHLMC SERIES 2707 CLASS Z 5.000% 10/15/30		09/07/2004	DEUTSCHE BANK		5,807,135	6,254,740	7,818	1
31394P-PA-5	FHLMC SERIES 2755 CLASS ZM 5.000% 02/15/34		09/01/2004	Various		20,780,242	25,738,345	28,480	1
31394X-OR-0	FHLMC SERIES 2780 CLASS MD 5.000% 09/15/31		07/28/2004	UBS WARBURG		19,245,722	20,729,152	2,879	1
31394Y-CR-3	FHLMC SERIES 2801 CLASS CZ 5.500% 05/15/34		09/01/2004	Interest Capitalization		165,154	165,154		1
31395E-NK-9	FHLMC SERIES 2840 CLASS BC 5.000% 04/15/22		07/28/2004	UBS WARBURG		13,875,000	15,000,000	60,417	1
38373W-C6-3	GNMA 2002-29 Z 6.500% 05/16/32		09/01/2004	Interest Capitalization		841,527	841,527		1
38374G-KP-6	GNMA SERIES 2004-29 CLASS ZL 5.000% 04/16/34		09/01/2004	Various		24,679,887	30,655,754	109,785	1
92260M-AH-6	VA VENDEE 1996-1 Z 6.750% 02/15/26		09/01/2004	Interest Capitalization		419,315	419,315		1
Total United States						91,445,174	105,435,179	209,379	XXX
3199999. Bonds - Special Revenues						91,445,174	105,435,179	209,379	XXX
Public Utilities (unaffiliated)									
United States									
001192-AD-5	AGL CAPITAL CORPORATION BND 6.000% 10/01/34		09/22/2004	J P MORGAN CHASE		9,981,900	10,000,000		2FE
Total United States						9,981,900	10,000,000		XXX
3899999. Bonds - Public Utilities						9,981,900	10,000,000		XXX
Industrial & Miscellaneous									
United States									
02406P-AE-0	AMERICAN AXLE & MFG SNR NTS 5.250% 02/11/14		07/27/2004	J P MORGAN CHASE		4,829,450	5,000,000	123,229	2FE
10510@-AC-4	BRAMBLES USA, INC. SERIES C SR NT 5.940% 08/04/16		08/04/2004	ROYAL BANK OF SCOTLAND		5,000,000	5,000,000		2FE
125581-AK-4	CIT GROUP INC SNR NT 5.125% 09/30/14		09/13/2004	Various		9,970,400	10,000,000		1FE
126410-LK-3	CSX TRANSPORTATION, INC. DEB 9.750% 06/15/20		08/27/2004	Exchange		1,218,484	1,050,000		2FE
15131G-ME-1	CENDANT CORPORATION 2002-1 1A-3 6.250% 03/25/32		09/01/2004	Interest Capitalization		286,470	286,470		1FE
156431-AF-5	CENTURY ALUMINUM COMPANY 144A SNR NTS 7.500% 08/15/14		08/10/2004	CREDIT SUISSE/FIRST BOSTON		3,000,000	3,000,000		4FE
165167-BE-6	CHESAPEAKE ENERGY CORP SNR NTS 6.875% 01/15/16		07/28/2004	UBS WARBURG		1,980,000	2,000,000	6,493	3FE
165167-BH-9	CHESAPEAKE ENERGY CORP 144A SNR NTS 7.000% 08/15/14		07/28/2004	UBS WARBURG		5,000,000	5,000,000		3FE
170032-AP-1	CHIQUITA BRANDS 144A SNR NTS 7.500% 11/01/14		09/21/2004	MORGAN STANLEY		1,500,000	1,500,000		4FE
235811-AJ-5	DANA CORP NOTES 7.000% 03/15/28		07/28/2004	J P MORGAN CHASE		990,000	1,000,000	26,639	3FE
235811-AL-0	DANA CORP NTS 7.000% 03/01/29		08/10/2004	LEHMAN BROTHERS		2,990,000	3,000,000	93,917	3FE
25212E-AC-4	DEX MEDIA INC NTS 8.000% 11/15/13		08/04/2004	Various		7,062,500	7,000,000	123,333	4FE
256605-AN-6	DOLE CO GTD NTS 7.250% 06/15/10		08/17/2004	GOLDMAN SACHS		3,015,000	3,000,000	39,271	4FE
27876G-AX-6	ECHOSTAR DBS NTS 6.625% 10/01/14		09/21/2004	CREDIT SUISSE/FIRST BOSTON		4,955,100	5,000,000		3FE
350472-AA-4	FOUNDATIONA PA COAL CO NTS 7.250% 08/01/14		07/27/2004	SALOMON SMITH BARNEY		5,530,000	5,500,000		4FE
35687M-AC-1	FREESCALE SEMICONDUCTOR NTS 7.125% 07/15/14		07/27/2004	Various		11,052,500	11,000,000	9,500	3FE
377372-AB-3	GLAXOSMITHKLINE CAP INC NTS 5.375% 04/15/34		07/27/2004	UBS WARBURG		9,137,100	10,000,000	170,208	1FE
59156R-AJ-7	METLIFE INC SNR NTS 6.375% 06/15/34		07/20/2004	WACHOVIA		5,098,500	5,000,000	44,271	1FE

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STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
655855-FA-7	NORFOLK SOUTHERN CORP DEB 9.750% 06/15/20		08/27/2004	Exchange		1,682,669	1,450,000		2FE
72650R-AE-2	PLAINS ALL AMER PIPELINE BND 5.875% 08/15/16		08/05/2004	BANK OF AMERICA		6,954,150	7,000,000		2FE
76110G-WA-5	RESIDENTIAL ACCREDIT LOANS INC 2002-QS2 A3 6.750% 02/25/32		09/01/2004	Interest Capitalization		496,177	496,177		1FE
78387G-AL-7	SBC COMMUNICATIONS NTS 5.625% 06/15/16		08/11/2004	Various		9,990,600	10,000,000		1FE
832248-AK-4	SMITHFIELD FOODS INC 144-A NTS 7.000% 08/01/11		07/28/2004	J P MORGAN CHASE		5,000,000	5,000,000		3FE
857449-AB-8	STATE STREET BANK & TRST NTS 5.250% 10/15/18		07/14/2004	GOLDMAN SACHS		9,742,900	10,000,000	137,083	1FE
87305N-AW-8	TTX PASS-THROUGH TRUSTS 2004-A SERIES 2004-A2 5.503% 01/02/22		07/08/2004	MORGAN STANLEY		4,877,000	4,877,000		1Z
902118-BK-3	TYCO INTERNATIONAL GROUP CO GUAR 6.000% 11/15/13		07/28/2004	UBS WARBURG		10,295,100	10,000,000	128,333	2FE
911365-AQ-7	UNITED RENTALS INC SR SUB 7.000% 02/15/14		08/09/2004	WACHOVIA		925,000	1,000,000	37,722	4FE
98412J-BA-1	XEROX CORP DEBS 7.200% 04/01/16		08/04/2004	CREDIT SUISSE/FIRST BOSTON		1,940,000	2,000,000	51,200	3FE
Total United States						134,519,100	135,159,647	991,199	XXX
Canada									
47215Q-AA-2	JEAN COUTU GROUP PJC INC 144A SR SUB NTS 8.500% 08/01/14	C	07/26/2004	Various		1,997,500	2,000,000		4FE
47215Q-AD-6	JEAN COUTU GROUP PJC INC 144A SNR NTS 7.625% 08/01/12	C	07/20/2004	MERRILL LYNCH		1,500,000	1,500,000		4FE
861594-AA-7	STONE CONTAINER FIN CAN 144A 7.375% 07/15/14	C	07/15/2004	MORGAN STANLEY		500,000	500,000		4FE
Total Canada						3,997,500	4,000,000		XXX
Other Country									
524671-AA-2	LEGRAND S.A. NTS 8.500% 02/15/25	F	07/14/2004	LEHMAN BROTHERS		4,210,000	4,000,000	141,903	4FE
87251#-AA-7	TGN IFC TRUST I CERT 9.450% 07/23/08	F	07/01/2004	Exchange		444,592	599,091		6FE
N4345#-AD-9	IBERDROLA INTERNATIONAL B.V. SER D SR NT 5.920% 08/19/19	F	08/19/2004	ROYAL BANK OF SCOTLAND		5,000,000	5,000,000		1Z
Total Other Country						9,654,592	9,599,091	141,903	XXX
4599999. Bonds - Industrial and Miscellaneous						148,171,192	148,758,738	1,133,102	XXX
6099997. Total - Bonds - Part 3						249,598,266	264,193,917	1,342,481	XXX
6099998. Total - Bonds - Part 5									XXX
6099999. Total - Bonds						249,598,266	264,193,917	1,342,481	XXX
PREFERRED STOCKS									
Industrial & Miscellaneous									
United States									
74383#-AB-4	PROVIDENT ASSET TRUST		08/06/2004	DIRECT	734,406.000	734,406			RP1U
Total United States						734,406	XXX		XXX
6399999. Preferred Stocks - Industrial and Miscellaneous						734,406	XXX		XXX
6599997. Total - Preferred Stocks - Part 3						734,406	XXX		XXX
6599998. Total - Preferred Stocks - Part 5							XXX		XXX
6599999. Total - Preferred Stocks						734,406	XXX		XXX
7299997. Total - Common Stocks - Part 3							XXX		XXX
7299998. Total - Common Stocks - Part 5							XXX		XXX
7299999. Total - Common Stocks							XXX		XXX
7399999. Total - Preferred and Common Stocks						734,406	XXX		XXX
7499999 - Totals						250,332,672	XXX	1,342,481	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 PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
	BONDS																				
	US Governments																				
	United States																				
3128X0-YK-9	FREDDIE MAC 30-NC 1 0.000% 02/04/33 GNMA #156469 9.500%		08/04/2004	Call	14.0734	28,146,866	200,000,000	25,386,800	27,024,000		1,122,866		1,122,866		28,146,866					02/04/2033	1
362157-W6-2	11/15/16 GNMA #270276 9.500%		09/01/2004	Paydown		12,461	12,461	12,344	12,359		102		102		12,461				699	11/15/2016	1
362198-FR-9	06/15/19		09/01/2004	Paydown		184	184	182	182		2		2		184				12	06/15/2019	1
Total United States						28,159,511	200,012,645	25,399,326	27,036,541		1,122,970		1,122,970		28,159,511				711	XXX	XXX
0399999. Bonds - U.S. Governments						28,159,511	200,012,645	25,399,326	27,036,541		1,122,970		1,122,970		28,159,511				711	XXX	XXX
	All other Governments																				
	Canada																				
135087-VU-5	CANADA, GOV'T OF TREASURY NTS 7.000% 12/01/06	C	09/29/2004	Unum Life Ins. Co. of America		6,950,879	6,444,950	6,113,990	6,324,976		27,846		27,846		6,352,822	269,310	328,747	598,056	373,896	12/01/2006	1FE
135087-WR-1	CANADA, GOV'T OF BDS 5.500% 06/01/09	C	09/29/2004	Unum Life Ins. Co. of America		1,482,653	1,388,382	1,363,113	1,371,923		1,375		1,375		1,373,298	58,314	51,040	109,355	63,286	06/01/2009	1FE
135087-WU-4	CANADA, GOV'T OF BONDS 5.000% 09/01/04	C	09/01/2004	Maturity		248,480	248,480	248,878	248,534		(54)		(54)		248,480				6,212	09/01/2004	1FE
Total Canada						8,682,012	8,081,812	7,725,981	7,945,434		29,167		29,167		7,974,601	327,624	379,787	707,411	443,393	XXX	XXX
1099999. Bonds - All Other Governments						8,682,012	8,081,812	7,725,981	7,945,434		29,167		29,167		7,974,601	327,624	379,787	707,411	443,393	XXX	XXX
	Special Revenue & Assessment																				
	United States																				
31283J-BA-8	FHLMC GOLD PC #G10033 9.000% 12/01/06		09/01/2004	Paydown		27,717	27,717	28,987	28,175		(458)		(458)		27,717				1,631	12/01/2006	1
31283J-BB-6	FHLMC GOLD PC #G10034 9.000% 07/01/06		09/01/2004	Paydown		19,212	19,212	20,107	19,578		(366)		(366)		19,212				1,198	07/01/2006	1
312908-P3-4	FHLMC 1224 H PAC 8.000% 03/15/07		09/01/2004	Paydown		276,563	276,563	270,124	274,771		1,792		1,792		276,563				14,778	03/15/2007	1
312908-UT-1	FHLMC 1213 N 7.000% 02/15/22		09/01/2004	Paydown		843,828	843,829	732,368	803,162		40,666		40,666		843,828				39,436	02/15/2022	1
312913-X5-0	FHLMC 1443 I PAC 7.500% 12/15/22		09/01/2004	Paydown		1,181,561	1,181,561	1,033,497	1,100,548		81,013		81,013		1,181,561				61,830	12/15/2022	1
3133T4-NZ-5	FHLMC 1994 1694 Z 6.500% 03/15/24		09/01/2004	Paydown		2,487,775	2,487,775	2,252,848	2,269,898		217,877		217,877		2,487,775				105,387	03/15/2024	1
3133T5-B8-5	FHLMC 1746 Z 7.000% 05/15/24		09/01/2004	Paydown		2,307,096	2,307,096	2,104,145	2,180,837		126,259		126,259		2,307,096				104,986	05/15/2024	1
3133T8-HZ-3	FHLMC 1909 Z CMO 7.000% 11/15/26		09/01/2004	Paydown		1,436,284	1,436,284	1,291,147	1,339,977		96,307		96,307		1,436,284				66,813	11/15/2026	1
3133TN-AF-1	FHLMC 2212 Z 7.000% 01/15/30		09/01/2004	Paydown		1,620,513	1,620,513	1,463,387	1,484,229		136,284		136,284		1,620,513				45,220	01/15/2030	1

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STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
313401-2Y-6	FHLMC PC #380092 10.000% 06/01/05		09/01/2004	Paydown		2,034	2,034	2,034	2,034						2,034				142	06/01/2005	1
31340Y-D3-0	FHLMC 71 F PAC 9.300% 12/15/20		09/15/2004	Paydown		55,296	55,296	55,062	54,937		359		359		55,296				3,378	12/15/2020	1
31341A-5B-2	FHLMC PC #250842 9.000% 02/01/10		09/01/2004	Paydown		52,706	52,706	50,215	50,639		2,067		2,067		52,706				3,150	02/01/2010	1
31341G-Q8-3	FHLMC PC #255879 9.250% 01/01/10		09/01/2004	Paydown		4,378	4,378	4,350	4,345		33		33		4,378				260	01/01/2010	1
31342M-C9-2	FHLMC PC #730096 10.000% 07/01/05		09/01/2004	Paydown		3,086	3,086	3,082	3,061		25		25		3,086				205	07/01/2005	1
31342M-FL-2	FHLMC PC #730171 9.500% 10/01/05		09/01/2004	Paydown		10,235	10,235	10,185	10,136		99		99		10,235				641	10/01/2005	1
31342M-G3-1	FHLMC PC #730218 9.500% 12/01/05		09/01/2004	Paydown		9,776	9,776	9,686	9,674		102		102		9,776				632	12/01/2005	1
31343C-2X-1	FHLMC PC #272590 8.500% 10/01/08		09/01/2004	Paydown		39,935	39,935	36,892	38,015		1,920		1,920		39,935				2,261	10/01/2008	1
31344N-S7-5	FHLMC PC #284142 9.000% 11/01/16		09/01/2004	Paydown		1,142	1,142	1,114	1,115		27		27		1,142				69	11/01/2016	1
31345E-VF-2	FHLMC PC #303314 9.500% 08/01/09		09/01/2004	Paydown		20,123	20,123	19,807	19,836		287		287		20,123				1,261	08/01/2009	1
31345F-YM-1	FHLMC PC #304316 9.000% 10/01/18		09/01/2004	Paydown		39,652	39,652	38,690	38,702		950		950		39,652				2,232	10/01/2018	1
31345M-BW-9	FHLMC PC #309053 9.000% 10/01/18		09/01/2004	Paydown		15,986	15,986	15,590	15,610		376		376		15,986				956	10/01/2018	1
31345R-PZ-6	FHLMC PC #502240 9.500% 11/01/04		09/01/2004	Paydown		86	86	86	85		1		1		86				6	11/01/2004	1
31347N-DN-3	FHLMC PC #531009 9.500% 06/01/17		09/01/2004	Paydown		31,607	31,607	31,262	31,259		348		348		31,607				1,994	06/01/2017	1
31350Q-R5-4	FHLMC PC #735008 9.500% 02/01/05		09/01/2004	Paydown		14,426	14,426	14,241	14,253		173		173		14,426				883	02/01/2005	1
31359D-3U-5	FNMA 1993-163 ZA 7.000% 09/25/23		09/01/2004	Paydown		844,779	844,779	792,454	814,931		29,848		29,848		844,779				38,801	09/25/2023	1
31359H-WD-2	FNMA 94-79-D 7.000% 04/25/24		09/01/2004	Paydown		357,612	357,612	319,057	342,039		15,573		15,573		357,612				16,283	04/25/2024	1
31359H-WH-3	FNMA 1994-79 Z 7.000% 04/25/24		09/01/2004	Paydown		849,511	849,511	776,296	812,301		37,210		37,210		849,511				38,680	04/25/2024	1
31359K-TE-7	FNMA 96-37 Z 7.000% 08/25/26		09/01/2004	Paydown		1,454,388	1,454,388	1,283,150	1,350,178		104,210		104,210		1,454,388				66,782	08/25/2026	1
31359L-2X-2	FNMA 1996 9-Z 6.500% 04/25/26		09/01/2004	Paydown		1,319,485	1,319,485	1,149,576	1,179,165		140,320		140,320		1,319,485				40,978	04/25/2026	1
31359Q-DE-1	FNMA 1997-54 Z 6.500% 08/01/27		09/01/2004	Paydown		865,252	865,253	744,783	769,603		95,649		95,649		865,252				36,625	08/01/2027	1
31359Q-UN-2	FNMA 97-56 Z 7.000% 09/18/27		09/01/2004	Paydown		2,322,689	2,322,689	2,165,158	2,212,487		110,202		110,202		2,322,689				108,557	09/18/2027	1
31360F-AU-9	FNMA #04519 9.250% 01/01/14		09/01/2004	Paydown		57,342	57,342	57,014	57,008		334		334		57,342				3,582	01/01/2014	1
31362A-F6-6	FNMA #55089 8.500% 10/01/17		09/01/2004	Paydown		1,462	1,462	1,428	1,430		32		32		1,462				82	10/01/2017	1
31362E-K9-6	FNMA #58820 9.500% 04/01/14		09/01/2004	Paydown		10,773	10,774	10,754	10,745		28		28		10,773				686	04/01/2014	1

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31362P-AP-6	FNMA #66614 9.000% 05/01/10		09/01/2004	Paydown		2,469	2,469	2,399	2,415		54		54		2,469				148	05/01/2010	1
31362P-AS-0	FNMA #66617 9.500% 11/01/09		09/01/2004	Paydown		1,336	1,336	1,321	1,325		11		11		1,336				85	11/01/2009	1
31362T-JN-4	FNMA #70469 9.000% 01/01/05		09/01/2004	Paydown		15,186	15,186	15,048	15,082		104		104		15,186				902	01/01/2005	1
31362T-PJ-6	FNMA #70625 9.000% 09/01/05		09/01/2004	Paydown		3,327	3,327	3,286	3,300		27		27		3,327				196	09/01/2005	1
31362T-SK-0	FNMA #70722 9.000% 01/01/06		09/01/2004	Paydown		39,459	39,459	38,839	39,064		395		395		39,459				2,325	01/01/2006	1
31363H-4S-4	FNMA #89933 9.000% 01/01/20		09/01/2004	Paydown		13,004	13,004	12,988	12,983		21		21		13,004				781	01/01/2020	1
313921-AG-3	FNMA 2001-49 Z 6.500% 09/25/31		09/01/2004	Paydown		708,597	708,597	646,492	647,548		61,049		61,049		708,597				11,477	09/25/2031	1
31393T-DD-5	FNMA 2003-89 CLASS DC 5.000% 12/25/32		07/28/2004	UBS WARBURG		32,142,150	33,427,000	31,609,407	31,647,021		67,280		67,280		31,714,301		427,849	427,849	1,118,876	12/25/2032	1
31401K-PL-3	FNMA POOL 710627 5.500% 05/01/33		09/01/2004	Paydown		649,263	649,263	656,961	656,940		(7,677)		(7,677)		649,263				23,546	05/01/2033	1
3837HO-AF-0	GNMA 1994-1 PG(30yr GNMA 8%) 7.500% 04/16/23		09/01/2004	Paydown		571,478	571,478	583,707	574,590		(3,112)		(3,112)		571,478				27,520	04/16/2023	1
3837HO-KU-6	GNMA 1995-8 Z 7.000% 10/20/25		09/01/2004	Paydown		1,822,978	1,822,978	1,709,225	1,754,057		68,921		68,921		1,822,978				85,473	10/20/2025	1
3837HO-L6-8	GNMA 97-6 Z-A 7.000% 04/20/27		09/01/2004	Paydown		1,587,780	1,587,780	1,395,001	1,458,290		129,490		129,490		1,587,780				74,034	04/20/2027	1
3837HO-LD-3	GNMA 1995-9 Z 7.000% 11/20/25		09/01/2004	Paydown		956,984	956,984	923,346	934,613		22,371		22,371		956,984				44,954	11/20/2025	1
3837HO-UA-9	GNMA 96-17 Z CMO 7.000% 08/16/26		09/01/2004	Paydown		1,966,325	1,966,325	1,743,943	1,788,747		177,578		177,578		1,966,325				48,038	08/16/2026	1
3837H1-HF-1	GNMA 98-11 Z 6.500% 01/20/28		09/01/2004	Paydown		2,747,270	2,747,270	2,622,833	2,646,263		101,007		101,007		2,747,270				116,856	01/20/2028	1
Total United States						61,811,916	63,096,769	58,753,372	59,527,001		1,857,066		1,857,066		61,384,067		427,849	427,849	2,365,616	XXX	XXX
3199999. Bonds - Special Revenues						61,811,916	63,096,769	58,753,372	59,527,001		1,857,066		1,857,066		61,384,067		427,849	427,849	2,365,616	XXX	XXX
	Public Utilities (unaffiliated)																				
	United States																				
099738-AA-4	BORGER FUNDING 1ST MTG BDS 144A 7.260% 12/31/22		07/23/2004	GOLDMAN SACHS		22,334,591	21,765,000	21,752,589	21,606,445		148,892		148,892		21,755,337		579,254	579,254	927,413	12/31/2022	2FE
17185-AA-5	CINCAP IV, LLC SENIOR NOTES 7.810% 07/06/09		09/06/2004	Redemption 100.0000		274,428	274,428	274,428	274,428						274,428				14,302	07/06/2009	2
202798-08-1	COMMONWEALTH ELECTRIC SR NTS 7.980% 03/30/13		09/01/2004	Unum Life Ins. Co. of America		15,030,688	12,500,000	12,500,000	12,500,000						12,500,000		2,530,688	2,530,688	917,146	03/30/2013	1FE

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STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
66526H-AR-9	NO INDIANA PUB SVC (NiSource) MTN 7.350% 07/08/13		09/01/2004	Unum Life Ins. Co. of America		8,625,000	7,500,000	7,500,000	7,500,000						7,500,000		1,125,000	1,125,000	392,000	07/08/2013	2FE
684181-AA-8	ORANGE COGEN FNDG SR SEC NT-144A 8.175% 03/15/22		09/15/2004	Redemption 100.0000		62,500	62,500	62,500	62,500						62,500				3,832	03/15/2022	2FE
898813-AF-7	TUCSON ELECTRIC POWER COMPANY 1ST MTGE 8.500% 10/01/09		07/07/2004	Call 101.3700		908,275	896,000	767,415	896,000		12,275		12,275		908,275				58,389	10/01/2009	3FE
Total United States						47,235,482	42,997,928	42,856,932	42,839,373		161,167		161,167		43,000,540		4,234,942	4,234,942	2,313,082	XXX	XXX
05534Z-AC-0	Canada BC GAS UTILITY LTD MTN SERIES D 6.200% 06/02/08	C	09/29/2004	Unum Life Ins. Co. of America		5,815,441	5,435,500	5,522,088	5,481,744		(6,970)		(6,970)		5,474,775	232,835	107,832	340,667	278,372	06/02/2008	2FE
05534Z-AF-3	Canada BC GAS UTILITY LTD MTN 6.950% 09/21/29	C	09/29/2004	Unum Life Ins. Co. of America		18,050,990	16,955,654	16,138,761	16,160,358		8,038		8,038		16,168,396	686,940	1,195,654	1,882,593	1,204,247	09/21/2029	2FE
66988Z-AQ-2	Canada NOVA SCOTIA POWER CORP MTN, SERIES D 5.650% 07/14/08	C	09/24/2004	RBC-DOMINION SEC		2,034,818	1,941,250	1,933,873	1,937,423		565		565		1,937,988	82,348	14,482	96,830	132,819	07/14/2008	2FE
66990Z-BC-8	Canada NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/23	C	09/29/2004	Unum Life Ins. Co. of America		842,130	2,950,700	425,255	686,235		39,158		39,158		725,393	30,278	86,458	116,737		07/25/2023	2
66990Z-BD-6	Canada NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/24	C	09/29/2004	Unum Life Ins. Co. of America		787,542	2,950,700	394,715	636,950		36,346		36,346		673,295	28,104	86,143	114,246		07/25/2024	2
66990Z-BE-4	Canada NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/25	C	09/29/2004	Unum Life Ins. Co. of America		737,085	2,950,700	366,359	591,192		33,735		33,735		624,927	26,085	86,073	112,158		07/25/2025	2
66990Z-BF-1	Canada NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/26	C	09/29/2004	Unum Life Ins. Co. of America		689,579	2,950,700	340,039	548,721		31,312		31,312		580,032	24,211	85,335	109,546		07/25/2026	2
66990Z-BG-9	Canada NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/27	C	09/29/2004	Unum Life Ins. Co. of America		645,023	2,950,700	315,607	509,297		29,062		29,062		538,359	22,471	84,193	106,664		07/25/2027	2
66990Z-BH-7	Canada NOVA SCOTIA POWER CORP CPN STRIP 0.000% 07/25/28	C	09/29/2004	Unum Life Ins. Co. of America		603,418	2,950,700	292,946	472,725		26,975		26,975		499,699	20,858	82,861	103,719		07/25/2028	2
89353Z-AP-3	Canada TRANS-CANADA PIPELINES MTN 8.290% 02/05/26	C	09/29/2004	Unum Life Ins. Co. of America		7,743,258	6,212,000	6,476,010	6,455,485		(3,183)		(3,183)		6,452,302	274,288	1,016,668	1,290,956	592,574	02/05/2026	1FE
89353Z-BG-2	Canada TRANS-CANADA PIPELINES MTN 5.840% 06/27/08	C	09/24/2004	RBC-DOMINION SEC		823,478	776,500	776,500	776,500						776,500	33,000	13,978	46,978	34,352	06/27/2008	1FE
Total Canada						38,772,762	49,025,104	32,982,152	34,256,630		195,037		195,037		34,451,667	1,461,418	2,859,677	4,321,094	2,242,363	XXX	XXX
458182-C*-1	Other Country AGUAS ARGENTINAS S.A. (IDB) SER B SR NT PART LOAN 10.150% 11/15/11	F	08/18/2004	Various		2,094,229	2,365,194	2,094,229	2,094,229						2,094,229					11/15/2011	6

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STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
Total Other Country						2,094,229	2,365,194	2,094,229	2,094,229						2,094,229						XXX	XXX
3899999. Bonds - Public Utilities						88,102,473	94,388,226	77,933,313	79,190,232		356,204		356,204		79,546,436	1,461,418	7,094,619	8,556,036	4,555,445	XXX	XXX	
	Industrial & Miscellaneous																					
	United States																					
026711-CQ-2	AMERICAN HOUSING TRUST 10-G 8.600% 08/25/21		09/01/2004	Paydown		836,983	836,984	791,734	816,807		20,176		20,176		836,983				48,321	08/25/2021	1FE	
156431-AF-5	CENTURY ALUMINUM COMPANY 144A SNR NTS 7.500% 08/15/14		08/10/2004	Various		3,037,500	3,000,000	3,000,000	3,000,000						3,000,000		37,500	37,500		08/15/2014	4FE	
16162T-U9-5	CHASE 2002-S6 1A2 6.500% 05/25/32		07/01/2004	Paydown		1,867,886	1,867,886	1,661,296	1,670,236		197,650		197,650		1,867,886				70,631	05/25/2032	1FE	
18551*-AA-3	CLECO EVANGELINE LLC SR SEC BOND 8.820% 09/01/19		09/01/2004	Redemption 100.0000		168,733	168,733	162,496	163,321		5,412		5,412		168,733				14,882	09/01/2019	4	
209864-AT-4	CONRAIL INC DEB 9.750% 06/15/20		08/27/2004	Exchange		2,901,153	2,500,000	2,942,800	2,909,377		(8,224)		(8,224)		2,901,153				170,625	06/15/2020	2FE	
252125-AF-6	DEX MEDIA EAST LLC/FIN SER WI 12.125% 11/15/12		08/26/2004	Call 112.1250		746,752	666,000	681,818	680,363		66,389		66,389		746,752				63,032	11/15/2012	4FE	
252126-AF-4	DEX MEDIA FINANCE/WEST SR SUB NTS 9.875% 08/15/13		08/26/2004	Call 109.8750		26,370	24,000	24,000	24,000		2,370		2,370		26,370				2,352	08/15/2013	4FE	
293318-AA-5	ENHANCED COLO ISSUER LLC SER 2002A CAPCO NTS 9.142% 03/01/13		07/30/2004	Redemption 100.0000		5,972	5,972	5,972	5,972						5,972				698	03/01/2013	1FE	
293791-AB-5	ENTERPRISE PRODUCTS PARTNS LP BONDS 7.500% 02/01/11		08/06/2004	LEHMAN BROTHERS		5,475,000	5,000,000	4,996,850	4,997,574		163		163		4,997,737		477,263	477,263	385,417	02/01/2011	2FE	
302088-AN-9	EXODUS COMMUNICATIONS SR NT 11.375% 07/15/08	D	09/01/2004	DIRECT		312,912											312,912	312,912		07/15/2008	6	
33632*-UJ-4	FSB (CONOCOPHILLIPS) LEASING CERTIFICATES 7.950% 12/10/20		09/10/2004	Redemption 100.0000		29,606	29,606	29,606	29,606						29,606				1,570	12/10/2020	1	
36158Z-AM-8	GE CAPITAL CAN FUNDING CO GTD 5.150% 06/06/13	C	09/24/2004	Various		7,096,882	7,104,290	7,152,252	7,150,237		(2,999)		(2,999)		7,147,238	308,793	(359,149)	(50,356)	251,790	06/06/2013	1FE	
460146-AS-2	INTERNATIONAL PAPER DEBS 8.125% 06/15/24		07/20/2004	Call 103.7740		5,188,700	5,000,000	4,971,100	4,974,378		214,322		214,322		5,188,700				242,622	06/15/2024	2	
492386-AT-4	KERR-MCGEE CORP BDS 7.875% 09/15/31		08/30/2004	CREDIT SUISSE/FIRST BOSTON		11,565,200	10,000,000	9,963,000	9,963,113		258		258		9,963,371		1,601,829	1,601,829	759,063	09/15/2031	2FE	
55972F-AD-6	MAGNUM HUNTER RE NOTE 9.600% 03/15/12		08/27/2004	Call 109.6000		384,696	351,000	351,000	351,000		33,696		33,696		384,696				32,011	03/15/2012	4FE	

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STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
607369-C*-4	MOBILE GAS CORP 1ST MTG BONDS 7.480%		07/01/2004	Redemption	100.0000	275,000	275,000	275,000	275,000						275,000				20,570	07/01/2023	2
68210*-AA-1	OMEGA LEASING PLC SR SEC NTS 8.800%		05/12/2004	Redemption	100.0000	64,119	64,119	64,119	64,119						64,119				3,764	05/12/2010	2
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
74040*-AA-3	PREFCO VII (US WEST) SECURED NT 9.625%		12/01/05	Redemption	100.0000	221,622	221,622	229,987	222,845		(1,223)		(1,223)		221,622				14,145	12/01/2005	3
760719-BB-9	REPUBLIC NEW YORK CORP Sub Nts 7.750%		05/15/09	Unum Life Ins. Co. of America		1,139,887	1,000,000	1,164,450	1,162,157		(18,155)		(18,155)		1,144,002		(4,115)	(4,115)	61,569	05/15/2009	1FE
761042-CF-5	RMT 2000-A A4 Z 6.500% 04/19/29		08/01/2004	Paydown		2,847,203	2,847,203	2,398,149	2,416,091		431,112		431,112		2,847,203				62,634	04/19/2029	1FE
761042-CG-3	RMT 2000-A A5 CMO 6.500% 04/19/29		09/01/2004	Paydown		5,733,156	5,733,156	5,026,365	5,196,747		536,409		536,409		5,733,156				263,646	04/19/2029	1FE
781740-AG-0	RURAL HOUSING TRUST 87-1 2-C 6.830%		04/01/26	Paydown		48,128	48,128	37,973	45,719		2,409		2,409		48,128				2,191	04/01/2026	1FE
781740-AL-9	RURAL HOUSING TRUST 87-1 4-B 8.330%		04/01/26	Paydown		25,477	25,477	23,516	24,640		837		837		25,477				1,410	04/01/2026	1FE
843598-AG-8	SOUTHERN PACIFIC TRANS ETC 9.280%		01/02/14	Redemption	100.0000	38,681	38,681	38,681	38,681						38,681				3,590	01/02/2014	1FE
863573-GL-9	SMART 92-4A-AA SPA 8.250% 05/25/08		09/01/2004	Paydown		17,372	17,373	18,168	17,435		(63)		(63)		17,372				956	05/25/2008	1FE
866762-AE-7	SUN CO DEBS 9.375%		06/01/16	TENDER OFFER		24,844,304	22,400,016	22,872,718	22,524,772		(35,623)		(35,623)		22,489,149		2,355,155	2,355,155	1,740,781	06/01/2016	2FE
871928-AU-1	APACHE (TIERS) COLLATERAL TRUST SER 97-8 7.220% 08/15/17		08/15/2004	Redemption	100.0000	137,106	137,106	131,932	132,692		4,414		4,414		137,106				9,899	08/15/2017	2FE
89605H-BZ-6	TRIBUNE COMPANY MTN SERIES D 6.500%		07/30/04	Maturity		5,000,000	5,000,000	5,332,950	5,144,297		(144,297)		(144,297)		5,000,000				230,208	07/30/2004	1FE
89903*-AB-5	TUDOR INV CORP GTD SR NT 8.620% 08/30/06		08/30/2004	Redemption	100.0000	2,600,000	2,600,000	2,600,000	2,600,000						2,600,000				224,120	08/30/2006	2
903236-AD-9	URS CORP SR NT 12.250%		05/01/09	Call	106.1250	1,152,517	1,086,000	1,114,093	1,104,410		48,107		48,107		1,152,517				93,494	05/01/2009	4FE
913028-E#-9	UNITED TEL INDIANA SER W 1ST MTG 8.770%		08/01/17	Redemption	100.0000	43,400	43,400	43,400	43,400						43,400				3,806	08/01/2017	2
922036-AB-4	VANGUARD HEALTH SYSTEMS SR SUB NTS 9.750% 08/01/11		09/23/2004	Call	114.8030	2,296,060	2,000,000	2,000,000	2,000,000		296,060		296,060		2,296,060				223,166	08/01/2011	5FE

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STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
97180*-MN-5	WILM (AMER AIR) SER A SEC NT #P1 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	WILM (AMER AIR) SER A SEC 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*-MQ-8	WILM (AMER AIR) SER A SEC 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*-MR-6	WILM (AMER AIR) SER A SEC 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*-MS-4	WILM (AMER AIR) SER A SEC 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 SEC 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 SEC 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 SEC 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 SEC NT #P9 3.061%		09/28/2004	Redemption	100.0000	25,025	25,025	24,275	24,277		748		748		25,025				.766	09/28/2008	4
97180*-MX-3	WILM (AMER AIR) SER A SEC 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
Total United States						86,888,365	80,851,740	80,857,904	80,501,497		1,656,680		1,656,680		82,158,177	308,793	4,421,395	4,730,188	5,055,999	XXX	XXX
00126T-AA-3	Canada AGT LIMITED DEBS- SER A 9.500% 08/24/04	C	08/24/2004	Maturity		5,255,730	5,255,730	5,275,196	5,257,634		(1,904)		(1,904)		5,255,730				499,294	08/24/2004	2
01286Z-AK-1	ALBERTA ENERGY MTN 7.150% 12/17/09	C	09/01/2004	MERRILL LYNCH		4,322,271	3,882,500	4,044,944	4,015,966		(12,893)		(12,893)		4,003,073	170,410	148,789	319,198	201,164	12/17/2009	2FE
01286Z-AL-9	ALBERTA ENERGY MTN 7.300% 09/02/14	C	09/01/2004	MERRILL LYNCH		21,032,817	18,563,009	18,534,798	18,547,359		532		532		18,547,891	788,244	1,696,683	2,484,927	1,373,663	09/02/2014	2FE
01854#-BF-7	BOMBARDIER SEC NT 8.160% 01/02/23	C	07/02/2004	Call	100.0000	14,655	14,655	14,655	14,655						14,655				1,196	01/02/2023	2
097751-AE-1	BOMBARDIER INC DEB 7.350% 12/22/26	C	07/21/2004	RBC-DOMINION SEC		3,851,458	4,537,800	4,399,540	4,403,589		1,255		1,255		4,404,843		(553,385)	(553,385)	197,832	12/22/2026	2FE
350863-AT-3	407 ETR INTERNATIONAL SERIES 00C1 9.000% 08/15/07	C	09/29/2004	Unum Life Ins. Co. of America		8,797,745	7,765,000	7,781,850	7,773,722		(1,576)		(1,576)		7,772,147	330,341	695,257	1,025,598	785,010	08/15/2007	2FE
53947Z-AC-1	LOBLAW CO LTD MTN 6.650% 11/08/27	C	09/24/2004	RBC-DOMINION SEC		4,075,460	3,882,500	3,881,491	3,881,583		12		12		3,881,595	164,961	28,904	193,865	230,953	11/08/2027	1FE

E05.6

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market In- dicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
53947Z-AD-9	LOBLAW CO LTD MTN 6.450% 02/09/28	C	09/24/2004	MERRILL LYNCH		3,995,403	3,882,500	3,567,893	3,578,315		3,689		3,689		3,582,005	152,142	261,257	413,399	285,412	02/09/2028	1FE
56348Z-AB-1	MANITOBA TELECOM SERVICES MTN 5.900% 06/02/08	C	09/24/2004	RBC-DOMINION SEC		2,444,414	2,329,500	2,382,543	2,357,698		(4,281)		(4,281)		2,353,417	100,118	(9,121)	90,997	113,530	06/02/2008	2FE
60870T-AF-4	MOLSON COMPANIES LTD DEBS 6.700% 06/02/28	C	09/29/2004	Unum Life Ins. Co. of America		10,268,606	9,941,530	9,745,693	9,755,467		2,222		2,222		9,757,689	414,633	96,284	510,917	550,202	06/02/2028	2FE
74925Y-AA-0	RBC CAPITAL TRUST PERP/CALL BDS 7.288% 06/30/10	C	09/29/2004	Unum Life Ins. Co. of America		2,405,927	2,135,375	2,135,375	2,135,375						2,135,375	90,750	179,802	270,552	116,613	06/30/2010	1FE
780087-K4-3	ROYAL BANK OF CANADA CANADIAN DEPOSIT NOTES 5.600% 04/22/08	C	09/29/2004	Unum Life Ins. Co. of America		4,920,370	4,659,000	4,608,201	4,632,996		4,022		4,022		4,637,018	196,970	86,382	283,352	244,821	04/22/2008	1
861594-AA-7	STONE CONTAINER FIN CAN 144A 7.375% 07/15/14	C	07/15/2004	SCOTIA MCLEOD		506,250	500,000	500,000	500,000						500,000		6,250	6,250		07/15/2014	4FE
884903-AK-1	THOMSON CORP SR NTS 6.500% 07/09/07	C	09/29/2004	Unum Life Ins. Co. of America		4,989,323	4,659,000	4,929,587	4,786,432		(24,957)		(24,957)		4,761,475	202,947	24,901	227,848	370,869	07/09/2007	1FE
88490Z-AA-2	THOMSON CORP MTN 6.850% 06/01/11	C	09/29/2004	Unum Life Ins. Co. of America		8,668,846	7,765,000	7,817,588	7,813,245		(3,945)		(3,945)		7,809,300	331,977	527,569	859,546	440,823	06/01/2011	1FE
Total Canada						85,549,275	79,773,099	79,619,354	79,454,035		(37,822)		(37,822)		79,416,213	2,943,492	3,189,570	6,133,062	5,411,382	XXX	XXX
Other Country																					
126624-AC-9	CVRD FINANCE LTD SER 3-A SEC NTS 8.926% 10/15/10	F	07/15/2004	Redemption 100.0000		490,920	490,920	491,762	491,456		(536)		(536)		490,920				32,865	10/15/2010	2FE
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 SEC 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
693300-AJ-4	PVSA FINANCE LTD 1998-1 BDS 7.400% 08/15/16	F	08/02/2004	Call 93.7500		548,438	585,000	451,017	469,264		79,174		79,174		548,438				30,904	08/15/2016	4FE
693300-AK-1	PVSA FINANCE LTD BDS 7.500% 11/15/28	F	08/02/2004	Call 88.0000		4,417,600	5,020,000	4,041,100	4,041,357		376,243		376,243		4,417,600				268,776	11/15/2028	4FE
78633#-AA-5	SADIA IFC TRUST CERTIFICATES 8.520% 11/02/08	F	09/02/2004	Redemption 100.0000		500,000	500,000	500,000	500,000						500,000				31,950	11/02/2008	3FE
87251#-AA-7	TGN IFC TRUST I CERT 9.450% 07/23/08	F	07/01/2004	Various		438,591	599,091	444,592	444,592						444,592		(6,001)	(6,001)	53,058	07/23/2008	6FE
87251*-AA-1	TGN IFC TRUST II CERT 9.450% 07/23/08	F	07/01/2004	Various		5,096											5,096	5,096	21,234	07/23/2008	6FE

Schedule DB - Part A - Section 1

N O N E

Schedule DB - Part B - Section 1

N O N E

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
0499999. Subtotal - Collars														
Swaps - Hedging Transactions														
Currency Swap - Receive US\$, Pay Euros	5,943,600	03/01/2008	12.895% (10.75%)	02/01/2000	Morgan Stanley				(1,638,600)	(1,571,560)			(28,438)	55,597
Currency Swap - Receive US\$, Pay CANS	6,908,463	12/01/2023	1.4475 CANS/US\$	03/25/2004	Merrill Lynch				(207,000)	(113,876)				151,554
Currency Swap - Receive US\$, Pay CANS	3,448,276	06/01/2024	1.4500 CANS/US\$	03/25/2004	Merrill Lynch				(207,000)	(54,586)				76,622
Currency Swap - Receive US\$, Pay CANS	7,018,529	03/15/2017	1.4247 CANS/US\$	03/25/2004	Merrill Lynch				(207,000)	(215,406)				124,071
Currency Swap - Receive US\$, Pay CANS	9,674,760	12/01/2018	1.4251 CANS/US\$	03/25/2004	Merrill Lynch				(210,623)	(239,485)				182,607
Currency Swap - Receive US\$, Pay CANS	7,077,954	06/01/2019	1.4252 CANS/US\$	03/25/2004	Merrill Lynch				(210,623)	(163,754)				135,917
Currency Swap - Receive US\$, Pay CANS	3,562,675	12/01/2019	1.4280 CANS/US\$	03/25/2004	Merrill Lynch				(207,000)	(79,993)				69,563
Currency Swap - Receive US\$, Pay CANS	3,434,066	12/01/2024	1.4560 CANS/US\$	03/25/2004	CIBC				(210,623)	(40,648)				77,266
Currency Swap - Receive US\$, Pay CANS	3,637,686	09/15/2009	1.3745 CANS/US\$	03/25/2004	CIBC				(210,623)	(174,211)				40,671
Currency Swap - Receive US\$, Pay CANS	3,554,418	09/15/2013	1.4067 CANS/US\$	03/25/2004	CIBC				(239,972)	(136,638)				53,316
Currency Swap - Receive US\$, Pay CANS	4,108,028	03/15/2014	1.4110 CANS/US\$	03/25/2004	CIBC				(272,723)	(154,926)				63,309
Currency Swap - Receive US\$, Pay CANS	5,201,496	03/15/2015	1.4169 CANS/US\$	03/25/2004	CIBC				(305,118)	(183,775)				84,274
Currency Swap - Receive US\$, Pay CANS	3,771,312	06/01/2006	1.3490 CANS/US\$	03/25/2004	CIBC				(414,000)	(214,710)				24,945
Currency Swap - Receive US\$, Pay CANS	16,751,187	06/01/2011	1.3902 CANS/US\$	03/25/2004	CIBC				(414,000)	(735,713)				217,604
Currency Swap - Receive US\$, Pay CANS	15,159,957	12/01/2011	1.3910 CANS/US\$	03/25/2004	CIBC				(417,623)	(619,977)				204,097
Currency Swap - Receive US\$, Pay CANS	10,682,239	06/01/2013	1.4042 CANS/US\$	03/25/2004	CIBC				(417,623)	(414,082)				157,992
Currency Swap - Receive US\$, Pay CANS	7,458,410	12/01/2006	1.3525 CANS/US\$	03/25/2004	Lehman				(417,623)	(422,185)				55,938
Currency Swap - Receive US\$, Pay CANS	4,796,490	06/01/2009	1.3734 CANS/US\$	03/25/2004	Lehman				(570,803)	(241,420)				52,269
Currency Swap - Receive US\$, Pay CANS	3,692,481	12/01/2009	1.3778 CANS/US\$	03/25/2004	Lehman				(621,000)	(180,007)				42,303
Currency Swap - Receive US\$, Pay CANS	10,639,807	06/01/2014	1.4098 CANS/US\$	03/25/2004	Lehman				(621,000)	(393,021)				166,114
Currency Swap - Receive US\$, Pay CANS	10,683,685	12/01/2014	1.4122 CANS/US\$	03/25/2004	Lehman				(624,623)	(381,161)				171,022
Currency Swap - Receive US\$, Pay CANS	7,103,873	12/01/2016	1.4200 CANS/US\$	03/25/2004	Lehman				(873,023)	(217,529)				124,318
Currency Swap - Receive US\$, Pay CANS	3,570,175	12/01/2017	1.4250 CANS/US\$	03/25/2004	Lehman				(964,103)	(103,779)				64,978
Currency Swap - Receive US\$, Pay CANS	6,060,606	06/01/2010	8.787% (9.5%)	03/26/2004	CIBC				(129,375)	(379,714)			(13,521)	72,664
Currency Swap - Receive US\$, Pay CANS	9,280,303	06/01/2023	7.435% (8.0%)	03/26/2004	CIBC				(276,000)	(493,395)			(15,792)	200,924
Currency Swap - Receive US\$, Pay CANS	2,840,909	06/01/2025	8.388% (9.0%)	03/26/2004	CIBC				(422,625)	(166,083)			(5,103)	64,705
Currency Swap - Receive US\$, Pay CANS	10,091,603	03/20/1931	6.61% (7.15%)	03/29/2004	CIBC				(107,300)	(342,120)			(33,458)	259,749
Currency Swap - Receive US\$, Pay CANS	3,053,435	04/18/2006	7.407% (8.2%)	03/29/2004	CIBC				(116,000)	(136,439)			(14,340)	19,211
Currency Swap - Receive US\$, Pay CANS	4,961,832	04/23/2007	6.45% (7.163%)	03/29/2004	CIBC				(145,000)	(225,315)			(20,862)	39,875
Currency Swap - Receive US\$, Pay CANS	3,816,794	11/19/2007	6.193% (6.8%)	03/29/2004	CIBC				(145,000)	(173,609)			(5,250)	33,960
Currency Swap - Receive US\$, Pay CANS	2,824,427	12/07/2018	7.785% (8.4%)	03/29/2004	Deutsche Bank				(188,500)	(140,009)			(4,480)	53,310
Currency Swap - Receive US\$, Pay CANS	3,816,794	03/11/2013	8.425% (9.1%)	03/29/2004	Lehman				(383,380)	(187,520)			(15,871)	55,639
Currency Swap - Receive US\$, Pay CANS	9,513,999	06/30/2015	6.615% (7.23%)	03/30/2004	Deutsche Bank				(243,000)	(370,802)			(25,917)	155,969
Currency Swap - Receive US\$, Pay CANS	16,061,185	07/24/2012	5.6425% (6.25%)	03/30/2004	Lehman				(283,500)	(639,197)			(43,196)	224,761
Currency Swap - Receive US\$, Pay CANS	6,883,365	08/01/2017	6.6125% (7.269%)	03/30/2004	Lehman				(342,362)	(312,378)			(15,166)	123,693
Currency Swap - Receive US\$, Pay CANS	8,030,593	06/04/2007	6.100% (6.750%)	03/30/2004	Lehman				(567,000)	(360,820)			(15,993)	66,586
Currency Swap - Receive US\$, Pay CANS	4,725,022	06/02/2006	1.3492 CANS/US\$	04/12/2004	CIBC				(131,400)	(269,635)				31,253
Currency Swap - Receive US\$, Pay CANS	3,866,361	01/13/2007	1.3514 CANS/US\$	04/12/2004	CIBC				(175,200)	(209,522)				29,530
Currency Swap - Receive US\$, Pay CANS	4,712,797	06/02/2007	1.3527 CANS/US\$	04/12/2004	CIBC				(186,150)	(246,111)				39,076
Currency Swap - Receive US\$, Pay CANS	3,287,287	08/18/2007	1.3537 CANS/US\$	04/12/2004	CIBC				(194,910)	(168,679)				28,071
Currency Swap - Receive US\$, Pay CANS	4,706,534	12/02/2007	1.3545 CANS/US\$	04/12/2004	Lehman				(214,620)	(237,421)				42,424
Currency Swap - Receive US\$, Pay CANS	7,476,773	01/13/2008	1.3550 CANS/US\$	04/12/2004	Lehman				(228,855)	(372,859)				68,253
Currency Swap - Receive US\$, Pay CANS	3,835,425	07/13/2009	1.3623 CANS/US\$	04/12/2004	Lehman				(228,855)	(161,693)				42,161
Currency Swap - Receive US\$, Pay CANS	7,587,947	06/02/2010	1.3673 CANS/US\$	04/12/2004	Lehman				(228,855)	(289,222)				90,976
Currency Swap - Receive US\$, Pay CANS	9,881,640	07/13/2010	1.3687 CANS/US\$	04/12/2004	Lehman				(228,855)	(376,418)				119,332
Currency Swap - Receive US\$, Pay CANS	7,568,573	12/02/2010	1.3708 CANS/US\$	04/12/2004	Lehman				(228,855)	(275,291)				94,607
Currency Swap - Receive US\$, Pay CANS	8,622,575	01/13/2011	1.3714 CANS/US\$	04/12/2004	Lehman				(228,855)	(309,314)				108,498
Currency Swap - Receive US\$, Pay CANS	7,551,496	06/02/2011	1.3739 CANS/US\$	04/12/2004	Lehman				(228,855)	(261,051)				98,097
Currency Swap - Receive US\$, Pay CANS	3,796,411	07/13/2011	1.3763 CANS/US\$	04/12/2004	Lehman				(228,855)	(133,516)				49,620
Currency Swap - Receive US\$, Pay CANS	4,619,900	12/02/2011	1.3799 CANS/US\$	04/12/2004	CIBC				(279,225)	(160,136)				62,197
Currency Swap - Receive US\$, Pay CANS	3,784,586	01/13/2012	1.3806 CANS/US\$	04/12/2004	CIBC				(279,225)	(129,947)				51,244
Currency Swap - Receive US\$, Pay CANS	4,611,212	06/02/2012	1.3825 CANS/US\$	04/12/2004	CIBC				(279,225)	(151,972)				64,185
Currency Swap - Receive US\$, Pay CANS	3,777,199	07/13/2012	1.3833 CANS/US\$	04/12/2004	CIBC				(279,225)	(123,677)				52,858
Currency Swap - Receive US\$, Pay CANS	2,891,009	08/01/2012	1.3836 CANS/US\$	04/12/2004	CIBC				(279,225)	(93,318)				40,672

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
Currency Swap - Receive US\$, Pay CANS	4,604,883	12/02/2012	1.3844 CANS/US\$	04/12/2004	CIBC				(279,225)	(143,417)				66,133
Currency Swap - Receive US\$, Pay CANS	18,051,845	02/18/2013	1.3849 CANS/US\$	04/12/2004	CIBC				(279,225)	(547,568)				261,855
Currency Swap - Receive US\$, Pay CANS	4,599,567	06/02/2013	1.3860 CANS/US\$	04/12/2004	CIBC				(279,225)	(135,497)				68,029
Currency Swap - Receive US\$, Pay CANS	3,763,867	01/13/2014	1.3882 CANS/US\$	04/12/2004	CIBC				(279,225)	(103,426)				57,494
Currency Swap - Receive US\$, Pay CANS	3,758,452	07/13/2014	1.3902 CANS/US\$	04/12/2004	CIBC				(279,225)	(97,370)				58,929
Currency Swap - Receive US\$, Pay CANS	3,753,053	01/13/2015	1.3922 CANS/US\$	04/12/2004	CIBC				(356,444)	(92,592)				60,322
Currency Swap - Receive US\$, Pay CANS	3,039,622	06/02/2015	1.3982 CANS/US\$	04/12/2004	Lehman				(443,739)	(82,298)				49,830
Currency Swap - Receive US\$, Pay CANS	3,500,750	09/08/2015	1.3997 CANS/US\$	04/12/2004	CIBC				(454,425)	(89,449)				58,053
Currency Swap - Receive US\$, Pay CANS	4,550,971	12/02/2015	1.4008 CANS/US\$	04/12/2004	CIBC				(454,425)	(114,444)				76,322
Currency Swap - Receive US\$, Pay CANS	5,800,014	06/02/2016	1.4031 CANS/US\$	04/12/2004	CIBC				(454,425)	(140,947)				99,407
Currency Swap - Receive US\$, Pay CANS	4,537,690	12/02/2016	1.4049 CANS/US\$	04/12/2004	CIBC				(517,935)	(105,185)				79,410
Currency Swap - Receive US\$, Pay CANS	4,518,072	06/02/2017	1.4110 CANS/US\$	04/12/2004	CIBC				(592,395)	(106,207)				80,664
Currency Swap - Receive US\$, Pay CANS	2,124,796	08/07/2017	1.4119 CANS/US\$	04/12/2004	CIBC				(651,525)	(49,022)				38,182
Currency Swap - Receive US\$, Pay CANS	10,878,794	12/02/2017	1.4133 CANS/US\$	04/12/2004	CIBC				(673,425)	(242,141)				197,997
Currency Swap - Receive US\$, Pay CANS	10,509,397	06/02/2018	1.4154 CANS/US\$	04/12/2004	CIBC				(810,300)	(220,999)				194,849
Currency Swap - Receive US\$, Pay CANS	13,030,004	06/02/2019	1.4198 CANS/US\$	04/12/2004	CIBC				(1,095,000)	(244,247)				250,213
Currency Swap - Receive US\$, Pay CANS	5,136,986	06/01/2027	1.4600 CANS/US\$	06/07/2004	Barclays				(191,140)	(122,587)				122,509
Currency Swap - Receive US\$, Pay CANS	5,110,733	06/01/2028	1.4675 CANS/US\$	06/07/2004	Barclays				(191,140)	(126,370)				124,533
Currency Swap - Receive US\$, Pay CANS	5,086,470	06/01/2029	1.4745 CANS/US\$	06/07/2004	Barclays				(191,140)	(129,397)				126,524
Currency Swap - Receive US\$, Pay CANS	2,669,852	07/25/2020	1.4233 CANS/US\$	06/07/2004	Lehman				(191,140)	(50,534)				53,118
Currency Swap - Receive US\$, Pay CANS	2,653,631	07/25/2021	1.4320 CANS/US\$	06/07/2004	Lehman				(251,500)	(47,482)				54,437
Currency Swap - Receive US\$, Pay CANS	2,638,339	07/25/2022	1.4403 CANS/US\$	06/07/2004	Lehman				(251,500)	(52,695)				55,708
Currency Swap - Receive US\$, Pay CANS	2,607,562	07/25/2029	1.4573 CANS/US\$	06/07/2004	UBS				(276,650)	(16,329)				64,971
Currency Swap - Receive US\$, Pay CANS	13,041,006	07/13/2017	1.4071 CANS/US\$	06/07/2004	UBS				(286,710)	(292,257)				233,588
Currency Swap - Receive US\$, Pay CANS	7,225,638	01/13/2019	1.4151 CANS/US\$	06/07/2004	UBS				(377,250)	(148,085)				136,779
Currency Swap - Receive US\$, Pay CANS	3,882,536	03/08/2019	1.4166 CANS/US\$	06/07/2004	UBS				(377,250)	(79,464)				73,921
Currency Swap - Receive US\$, Pay CANS	5,104,819	06/01/1930	1.4692 CANS/US\$	06/07/2004	UBS				(377,250)	(33,561)				129,521
Currency Swap - Receive US\$, Pay CANS	5,077,173	06/01/1931	1.4772 CANS/US\$	06/07/2004	UBS				(377,250)	(28,966)				131,297
Currency Swap - Receive US\$, Pay CANS	6,945,409	11/23/2022	1.4398 CANS/US\$	06/07/2004	UBS				(377,250)	(112,133)				148,015
Currency Swap - Receive US\$, Pay CANS	3,542,331	11/23/2017	1.4115 CANS/US\$	06/07/2004	Lehman				(377,250)	(85,094)				64,268
Currency Swap - Receive US\$, Pay CANS	5,309,735	05/23/2018	1.4125 CANS/US\$	06/07/2004	Lehman				(377,250)	(121,272)				98,146
Currency Swap - Receive US\$, Pay CANS	5,302,227	11/23/2018	1.4145 CANS/US\$	06/07/2004	Lehman				(503,000)	(117,136)				99,784
Currency Swap - Receive US\$, Pay CANS	3,529,827	05/23/2019	1.4165 CANS/US\$	06/07/2004	Lehman				(494,197)	(75,214)				67,591
Currency Swap - Receive US\$, Pay CANS	6,980,462	01/13/2017	1.4075 CANS/US\$	06/07/2004	Lehman				(514,317)	(175,068)				122,573
Currency Swap - Receive US\$, Pay CANS	8,239,422	07/13/2018	1.4109 CANS/US\$	06/07/2004	UBS				(584,737)	(171,068)				153,225
Currency Swap - Receive US\$, Pay CANS	10,822,740	07/13/2019	1.4160 CANS/US\$	06/07/2004	Lehman				(770,847)	(223,918)				208,414
Currency Swap - Receive US\$, Pay CANS	4,038,257	09/08/2018	1.4115 CANS/US\$	06/07/2004	Lehman				(923,005)	(87,199)				75,549
Currency Swap - Receive US\$, Pay CANS	1,855,288	12/02/2025	8.082% (8.50%)	06/08/2004	UBS				(51,800)	(121,470)				42,762
Currency Swap - Receive US\$, Pay CANS	2,226,345	06/02/2026	7.5925% (8.00%)	06/08/2004	UBS				(72,520)	(139,409)				51,915
Currency Swap - Receive US\$, Pay CANS	1,554,731	10/20/2009	10.2025% (10.625%)	06/08/2004	Lehman				(108,521)	(125,765)				17,527
Currency Swap - Receive US\$, Pay CANS	3,710,575	06/02/2026	7.6025% (8.00%)	06/08/2004	UBS				(129,500)	(227,262)				86,525
Currency Swap - Receive US\$, Pay CANS	3,710,575	07/14/1931	7.0803% (7.45%)	06/08/2004	UBS				(134,680)	(191,768)			(9,501)	96,106
Currency Swap - Receive US\$, Pay CANS	2,597,403	07/14/2009	6.5875% (6.95%)	06/08/2004	Lehman				(155,400)	(173,019)			(6,433)	28,552
Currency Swap - Receive US\$, Pay CANS	5,417,440	04/02/1931	7.4475% (7.85%)	06/08/2004	Barclays				(181,300)	(537,285)				139,659
Currency Swap - Receive US\$, Pay CANS	1,929,499	02/23/1932	6.9175% (7.30%)	06/08/2004	Barclays				(259,000)	(171,875)			(5,549)	50,515
Currency Swap - Receive US\$, Pay CANS	742,115	12/15/2009	9.955% (10.35%)	06/08/2004	Barclays				(259,000)	(64,193)			(1,165)	8,502
Currency Swap - Receive US\$, Pay CANS	1,038,961	04/15/2010	11.04% (11.45%)	06/08/2004	Barclays				(378,140)	(96,810)				12,275
Currency Swap - Receive US\$, Pay CANS	14,359,926	06/18/1932	6.8328% (7.20%)	06/08/2004	UBS				(1,002,330)	(724,766)			(22,375)	378,228
Currency Swap - Receive US\$, Pay CANS	3,125,000	09/22/2025	8.202% (8.80%)	12/09/2003	Deutsche Bank				(27,000)	(151,848)			(11,924)	71,603
Currency Swap - Receive US\$, Pay CANS	952,599	05/31/2010	11.00% (12.00%)	12/09/2003	Deutsche Bank				(33,750)	(66,820)			(2,830)	11,338
Currency Swap - Receive US\$, Pay CANS	762,195	11/22/2015	11.06% (11.9%)	12/09/2003	Deutsche Bank				(110,700)	(54,488)			(1,054)	12,735
Currency Swap - Receive US\$, Pay CANS	7,621,951	09/17/2017	6.308% (6.91%)	12/09/2003	Deutsche Bank				(270,000)	(353,139)			(27,884)	137,407
Currency Swap - Receive US\$, Pay CANS	9,916,095	02/09/2017	7.2275% (8.01%)	12/09/2003	Merrill Lynch				(351,000)	(576,817)			(39,108)	174,708
Receive Fixed, Pay LIBOR	25,000,000	11/01/2008	7.060% (LIBOR)	08/01/2003	Deutsche Bank					2,728,173				255,155
Receive Fixed, Pay LIBOR	10,000,000	02/01/2007	6.760% (LIBOR)	08/01/2003	Deutsche Bank					1,167,087				77,728
Receive Fixed, Pay LIBOR	15,000,000	11/01/2007	6.850% (LIBOR)	08/01/2003	Deutsche Bank					1,631,216				133,463

STATEMENT AS OF SEPTEMBER 30, 2004 OF THE PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY

SCHEDULE DB - PART C - SECTION 1

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Description	Notional Amount	Date of Maturity, Expiry or Settlement	Strike Price, Rate or Index Rec (Pay)	Date of Opening Position or Agreement	Exchange or Counterparty	Cost or (Consideration Received)	Book Value	*	Statement Value	Fair Value	Year to Date Increase/ (Decrease) by Adjustment	Used to Adjust Basis of Hedged Item	Other Investment/ Miscellaneous Income	Potential Exposure
Receive Fixed, Pay LIBOR	30,000,000	05/01/2005	6.500% (LIBOR)	08/01/2003	Deutsche Bank					4,449,580				122,474
Receive Fixed, Pay LIBOR	10,000,000	02/01/2009	7.050% (LIBOR)	08/01/2003	Swiss Re					1,043,691				105,079
Receive Fixed, Pay LIBOR	20,000,000	08/01/2009	7.070% (LIBOR)	08/01/2003	Swiss Re					1,966,301				221,736
Receive Fixed, Pay LIBOR	30,000,000	02/01/2006	6.610% (LIBOR)	08/01/2003	Swiss Re					4,135,573				178,536
Receive Fixed, Pay LIBOR	35,000,000	05/01/2006	6.660% (LIBOR)	08/01/2003	Swiss Re					4,788,138				225,924
Receive Fixed, Pay LIBOR	10,000,000	08/01/2006	6.700% (LIBOR)	08/01/2003	Swiss Re					1,349,498				69,222
Receive Fixed, Pay LIBOR	30,000,000	11/01/2006	6.730% (LIBOR)	08/01/2003	Swiss Re					3,970,926				220,794
Receive Fixed, Pay LIBOR	35,000,000	08/01/2005	6.500% (LIBOR)	08/02/2003	UBS					4,940,484				167,550
Receive Fixed, Pay LIBOR	25,000,000	11/01/2005	6.550% (LIBOR)	08/03/2003	UBS					3,485,283				135,015
0599999. Subtotal - Swaps - Hedging								XXX	(37,647,190)	12,118,953			(385,210)	12,155,640
0899999. Subtotal - Swaps								XXX	(37,647,190)	12,118,953			(385,210)	12,155,640
1299999. Subtotal - Forwards								XXX						
2599999. Subtotal - Hedging								XXX	(37,647,190)	12,118,953			(385,210)	12,155,640
2799999. Subtotal - Other								XXX						
9999999 - Totals								XXX	(37,647,190)	12,118,953			(385,210)	12,155,640

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		

E07.2

Footnotes:

(A) The rate of interest varies.

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